



**BYLAWS**  
**of**  
**BATTLEFORDS**  
**CHAMBER**  
**OF**  
**COMMERCE**

(Amended January 2018 2002)

INCORPORATED IN 1906

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BYLAWS OF BATTLEFORDS CHAMBER OF COMMERCE

ARTICLE I - NAME AND OBJECT

- SECTION 1.1:**           **NAME:**  
The name of this organization shall be Battlefords Chamber of Commerce.
- SECTION 1.2:**           **OBJECT:**  
The object of Battlefords Chamber of Commerce shall be to promote the commercial, industrial, agricultural and civic welfare of the City of North Battleford, Town of Battleford, the Rural Municipality of Battle River #438, Rural Municipality of North Battleford #437 and Rural Municipality of Meota #468, and to advocate for members on issues therein.  
~~and surrounding district.~~
- SECTION 1.3:**           **PLACE OF MEETING:**  
The usual place of meeting shall be the Chamber of Commerce Building in North Battleford.
- SECTION 1.4:**           **NON PARTISAN:**  
Battlefords Chamber of Commerce shall be non-partisan, non-sectional, and non-sectarian, and shall not lend its support to any candidate for public office.

ARTICLE 2 - INTERPRETATION

- SECTION 2.1:**           **THE CHAMBER:**  
Whenever the words “The Chamber” occur in these bylaws they shall be understood to mean “Battlefords Chamber of Commerce” as a body.
- SECTION 2.2:**           **THE BOARD:**  
Whenever the words “The Board” occur in these bylaws, they shall be understood to mean “The Board of Directors of Battlefords Chamber of Commerce”.
- SECTION 2.3:**           **DISTRICT:**  
Whenever the word “District” occurs in these bylaws, it shall mean that area within and for which this Chamber was established, as defined in the certificate of registration under “*The Boards of Trade Act*” (Canada).
- SECTION 2.4:**           **BUREAUS:**  
Whenever the word “Bureau” appears in these bylaws, it may also be understood to be an administrative unit, agency, board, branch, commission, committee, department, division, office or specialized unit.
- SECTION 2.5:**           **DELIVERY:**  
Any written notices required by these bylaws, or desired to be given, shall be deemed to have been sufficiently given when “delivered” by:  
a) Postal mail;  
b) Electronic delivery by email; where confirmation of delivery can be recorded or captured; or  
c) Facsimile; where confirmation of delivery can be recorded or captured,  
and addressed to the last recorded address in the books of the Chamber;

addressed to the members concerned; and where the unintentional omission of notice to anyone entitled thereto shall not invalidate the business conducted pursuant to the notice.

### ARTICLE 3 - MEMBERSHIP

- SECTION 3.1: ELIGIBILITY OF INDIVIDUALS:**  
Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district shall be eligible for membership in the Chamber.
- SECTION 3.2: ELIGIBILITY OF ORGANIZATIONS:**  
Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the Chamber but the voting power of such memberships shall, in each such case, be assigned to individuals.
- SECTION 3.3: TERM:**  
Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.
- SECTION 3.4: RETIREMENT:**  
Any member of the Chamber, who intends to retire therefrom or to resign his/her membership, may do so, at any time upon giving to the Secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notice.
- SECTION 3.5: NON PAYMENT:**  
The Board may remove from the roll of members the name of any new member failing to pay his/her annual dues within forty five ~~thirty~~ days of his/her admission. Any other member who fails to pay such dues within three months of the date they fall due shall be referred to the membership committee for action by the Board. Action may include forfeiture of membership.
- SECTION 3.6: MANDATORY REMOVAL:**  
Any member of the Chamber may be expelled by a two-thirds vote of the Board.
- SECTION 3.7: HONORARY MEMBERSHIPS:**  
Persons who have distinguished themselves by some meritorious or public service may be elected honorary members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with exemption from the payment of annual dues.

## ARTICLE 4 - DUES AND ASSESSMENTS

SECTION 4.1: DUES:  
The annual dues payable by members of the Chamber shall be determined annually by the Board, with notice of approved changes provided to the membership. subject to the approval of a majority of the members present at a General Meeting of the Chamber.

SECTION 4.2: ASSESSMENTS:  
Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members present at a General Meeting of the Chamber. The notice calling such General Meeting shall state the nature of the proposed assessment.

## ARTICLE 5 - OFFICERS AND THE BOARD

SECTION 5.1: BOARD POWERS:  
The Chamber shall be managed and governed by a Board of Directors, subject to *"The Boards of Trade Act"* (Canada) as amended, and to the Certificate of Formation and the Bylaws of the Chamber.

SECTION 5.2: BOARD STRUCTURE:  
The Board shall consist of fifteen (15) twenty (20) Directors of whom a minimum of two shall be from the Town of Battleford, the RM of North Battleford #437, RM of Battle River #438 or the RM of Meota #468. Additional Board members may be elected or appointed with majority approval of the Board.

SECTION 5.3: TERM OF DIRECTORS:  
Elected Directors shall be elected for a term of two years with at least seven (7) ten members retiring each year. Notwithstanding any other clause in these bylaws, the 1st Vice Chair President, by virtue of his/her office, shall not be subject to renomination if his/her term as a Board member has expired. The immediate Past Chair President shall automatically be a member of the Board. Appointments to the Board shall expire annually.

SECTION 5.4: OFFICERS:  
Following each election, the Board shall meet and elect from their number a Chair President, 1st Vice Chair President, 2nd Vice Chair President and a Treasurer, who shall hold office for one year or until their successors have been duly elected. Such meeting shall be held prior to the date of the Annual General Meeting of the Chamber.

SECTION 5.5: EXECUTIVE COMMITTEE:  
The immediate Past Past Chair President, the Chair President, the 1st Vice Chair President, the 2nd Vice Chair President and one two other member members elected from and by the Board, shall constitute the Executive Committee. It shall be their duty to advise on any matters referred to them by the Board or the full Chamber. They shall be authorized to act in emergencies, subject to approval of the Board at the next meeting.

SECTION 5.6: CHAIR PRESIDENT:  
The Chair President shall be elected by the Board as provided for

in Section 5.4. He/She shall preside at all meetings of the Chamber and of the Board and shall exercise a general awareness of the entire work of the Chamber. In the absence or resignation of the Chair President, the ~~1st Vice Chair President~~ shall serve, and in the absence or resignation of both the Chair President and the ~~1st Vice Chair President~~, the 2nd Vice Chair President shall serve.

SECTION 5.7: **VICE CHAIRS PRESIDENTS:**  
The ~~1st Vice Chair President~~ and the 2nd Vice Chair President shall be elected by the Board and they shall act in the absence of the Chair President or the ~~1st Vice Chair President~~ in the order of their office.

SECTION 5.8: **TREASURER:**  
The Treasurer shall be elected by the Board. He/She shall oversee the funds of the Chamber and shall deal with them as the Board shall from time to time direct, and shall perform such other duties as the Board may require. A quarterly financial statement shall be presented to the Board.

SECTION 5.9: **CHIEF OPERATING OFFICER: EXECUTIVE DIRECTOR:**  
An Chief Operating Officer ~~Executive Director~~ shall be appointed by the Board, which appointment shall be continuously subject to the pleasure of the Board. He/she shall be an "ex officio" member of the Board of Directors, shall act as secretary to the Chamber, the Board, and the Executive Committee and shall perform the services required by the job description of the Chief Operating Officer ~~Executive Director~~ as the Board from time to time requires in connection with the operation of the business of the Chamber. The Chief Operating Officer ~~Executive Director~~ shall receive such compensation as the Board shall decide.

SECTION 5.10: **OATH OF OFFICE:**  
The Chair President, the ~~1st Vice Chair President~~, and the 2nd Vice Chair President, shall before entering upon the duties of their office, take the Oath of Office prescribed by "The Boards of Trade Act" (Canada).

SECTION 5.11: **REMUNERATION:**  
Officers and Directors of the Board shall receive no remuneration for services rendered, but the Board may grant any of these said Officers and Directors reasonable expense monies.

SECTION 5.12: **SEAL:**  
The Board shall have a seal of such design as the Board may adopt. Said Seal shall remain in the custody of the Chief Operating Officer ~~Executive Director~~. Documents issued by the Board, excluding Certificates of Origin, and requiring certification shall be certified as such under the hand of the ~~Chair President~~ (or in his/her absence the ~~1st Vice Chair President~~) and also under the hand of the Chief Operating Officer ~~Executive Director~~ and shall be authenticated by said Seal.

Certificates of Origin: requiring certification shall be certified as such under the hand of the Chief Operating Officer ~~Executive Director~~ (or in his/her absence the designated staff person Receptionist) and shall also be authenticated by said Seal.

SECTION 5.13: **INDEMNIFICATION OF OFFICERS AND DIRECTORS:**  
- (a) Limitation of Liability - Every Director and Officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of

the Chamber and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in the receipt or other act for conformity, or for any loss, damage, or expense happening to the Chamber through the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities, or effects of the Chamber shall be deposited or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto; Provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with "The Boards of Trade Act" (Canada) as amended, or from liability for any breach thereof.

- (b) Indemnity - The Chamber shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Chamber's request as a Director or Officer of a body corporate of which the Chamber is or was a member or creditor, and his/her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the Chamber or such body corporate, if

i) he/she acted honestly and in good faith with a view to the best interests of the Chamber, and

ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

- (c) Insurance - The Chamber may purchase and maintain insurance for the benefit of any person referred to in such amounts as the Board of Directors may from time to time determine.

**SECTION 5.14:**

**SIGNING AUTHORITIES:**

**All disbursements of funds of the Chamber paid by cheque, inter-account transfer or by other approved financial instruments must be verified and signed by the officers approved as signing authorities as designated at the Annual General Meeting.**

**ARTICLE 6 - ELECTIONS**

**SECTION 6.1:**

**ELECTION COMMITTEE:**

The Board shall annually appoint an election committee on or before ~~October~~ **December 1**. This committee shall consist of not fewer than three and **not more than seven Directors.**

**SECTION 6.2:**

**REQUEST FOR NOMINATIONS:**

The Election Committee shall prepare and cause to be **delivered mailed** to each member of the Chamber a notice specifying the number of vacancies to be filled and the terms and conditions under which nominations for the Board of Directors shall be closed. **Provided however, it is understood that the Election Committee is empowered to give effect to the requirement that a minimum of two Directors shall always be representing the Town of Battleford.**



All nominations must be made on such form as the Committee shall prescribe.

SECTION 6.3:

**NOMINATIONS:**

The Election Committee shall nominate more members than are required for the position of Director for the upcoming year. Prior to nomination, the membership at large shall be encouraged to submit nominations, such nominations for Directors to be in writing and signed ~~by at least two members.~~ Once the nominations are complete and the nominees' consent to accept office are endorsed, the entire nomination list in form of a ballot shall be ~~delivered sent~~ to members with request for their vote(s).

SECTION 6.4:

**VOTING:**

Immediately after the time has expired for receiving ballots, the Election Committee shall cause the ballots to be opened, counted and tabulated. In case of a tie vote the matter shall be determined by lot under the direction of the committee.

SECTION 6.5:

**ELECTIONS:**

Candidates receiving the highest number of votes shall be elected to two-year terms and those receiving the next highest number of votes shall be elected to any one year terms that may be vacant. ~~This is subject to the proviso that the two persons from the Town of Battleford nominees list gathering the most votes be deemed to be elected, regardless of the number of votes received. Should the members on the Board representing the Town of Battleford vacate their office before the two-year term is up, they shall be replaced in accordance with the ordinary provision contained in these bylaws respecting replacement of Directors.~~

SECTION 6.6:

**VACANCIES:**

If any vacancies arise among the elected Directors, the Board ~~may shall~~ appoint a member to fill such vacancy until the next Annual General Meeting.

SECTION 6.7:

**REMOVAL:**

If any Director fails to attend three consecutive meetings of the Board without acceptable reason and notice, the ~~Chief Operating Officer Executive Director~~ shall so report to the ~~Chair Board prior to its at its~~ next meeting. ~~The Chair shall report to the Board on findings.~~ -The Board shall then be entitled to declare that Director's position on the Board vacant and proceed to appoint a member to fill the vacancy until the next Annual General Meeting.

**ARTICLE 7 - MEETINGS**

SECTION 7.1:

**NOTICE OF BOARD MEETINGS:**

The Board shall meet monthly at a time and place to be fixed at the first regular meeting of the Board, provided however, that the Board may, for cause, change the date of any meeting and may suspend its meetings during the months of July and August in each year at its discretion, and the Board shall meet otherwise at the call of the ~~Chair~~ **President**.

SECTION 7.2:

**NOTICE TO DIRECTORS:**

Notice of meetings of the Board shall be ~~delivered given in writing~~ to all Directors.

- SECTION 7.3: ANNUAL GENERAL MEETING:  
The Annual General Meeting of the Chamber shall be held ~~during the month of January~~ no later than February 15<sup>th</sup> of the year.
- SECTION 7.4: NOTICE OF ANNUAL GENERAL MEETING:  
Not less than one week's notice, ~~in writing,~~ of the date and place of the Annual General Meeting shall be ~~delivered given~~ to all members of the Chamber.
- SECTION 7.5: SPECIAL GENERAL MEETING:  
a) The Chair ~~if the President,~~ may call a Special General Meeting of the Chamber;  
~~b) If the Chair,~~ or other proper officer in his/her absence, refuses to call a Special General Meeting of the Chamber, then a requisition signed by not fewer than twenty-five (25) members in good standing, shall serve as notice of ~~a~~ Special General Meeting.
- SECTION 7.6: NOTICE OF SPECIAL GENERAL MEETING:  
Not less than one week's notice, ~~in writing,~~ of the date and place of any Special General Meeting shall be ~~delivered given~~ to all members of the Chamber. However, a Special General Meeting may be called on shorter notice by unanimous resolution of the Board, which notice shall state the purpose of the meeting and the reason for short notice.
- SECTION 7.7: NOTICE OF AGENDA:  
All notices of meetings shall specify the agenda of such meetings.
- SECTION 7.8: QUORUM:  
a) The Quorum for conducting business at any meeting of the Board shall be (5) Directors;  
b) The Quorum for conducting business at any Annual General Meeting or Special General Meeting of the Chamber shall be (15) members in good standing.  
c) The Quorum for conducting business at any meeting of a committee of the Board shall be a majority of the total number of members of the committee. At any meeting which lacks a Quorum, those present and entitled to vote may, by ordinary resolution, adjourn the meeting.
- SECTION 7.9: PARTICIPATION:  
The meetings of the Board shall be open to all members of the Chamber who may attend those meetings, but not take part in any proceedings thereat unless permitted to do so by the Board.
- SECTION 7.10: MINUTES:  
Minutes of the proceedings at all meetings of the Board, of Executive Committee or of Annual General Meeting or Special General Meeting or General Committees, shall be entered in books to be kept for that purpose, by the ~~Chief Operating Officer Executive Director~~ of the Chamber. The books containing the minutes shall be open at all reasonable hours and free of charge to any member of the Chamber in good standing.

#### ARTICLE 8 - BYLAWS

- SECTION 8.1: PASSING OF BYLAWS:  
Bylaws may be made, repealed or amended, by a majority vote, by members present at any General Meeting.

**SECTION 8.2:**                   **EFFECT:**  
All business of the Chamber shall be conducted in accordance with the Bylaws.

#### **ARTICLE 9 - AFFILIATION AND BUREAUS**

**SECTION 9.1:**                   **AFFILIATION AND BUREAUS:**  
The Board shall have the power to affiliate the Chamber with any other organization or association in which membership is deemed to be in the interests of the Chamber.

**SECTION 9.2:**                   **FORMATION OF BUREAUS:**  
Formation of Bureaus: For the purpose of furthering the object of the Board, the Board shall cause bureaus, as may be necessary, to be organized and shall by resolution prescribe the nature of the work of each bureau. Each bureau may from time to time make recommendations to the Board respecting matters within its jurisdiction. All decisions of a bureau must be submitted to the Board for ratification before action can be taken thereon, and without sanction of the Board, no bureau shall make public any resolution or report or in any way bind the Board by any public statement.

**SECTION 9.3:**                   **RULES AND REGULATIONS:**  
All rules and regulations of the bureaus shall be submitted to the Board for ratification. The ~~Chief Operating Officer~~ ~~Executive Director~~ shall designate a member of the Chamber staff to act as Secretary for each bureau. No expenditures shall be incurred by any bureau until authorized by the Board.

#### **ARTICLE 10 - FISCAL YEAR**

**SECTION 10.1:**               **COMMENCEMENT DATE:**  
The Fiscal Year of the Chamber shall commence on the 1st day of January of each year.

#### **ARTICLE 11 - AUDITORS**

**SECTION 11.1:**               **PREPARATION / PRESENTATION:**  
An unaudited financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Chamber. The Board may by majority vote require preparation of an audited statement at any time.

#### **ARTICLE 12 - PROCEDURE**

**SECTION 12.1:**               **PROCEDURES FOR CONDUCT OF MEETINGS:**  
Canadian Parliamentary Procedure shall be followed at all General and Board meetings.