

Langdon & District Chamber of Commerce

Bylaws

(revised March 2014)

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Part 1 -- Definitions

- 1.1 The “Societies Act” means the Societies Act of Alberta, RSA 2000, C. S-14.
- 1.2 The Association means “The Langdon and District Chamber of Commerce”
- 1.3 Words using the singular include the plural and vice versa, and words using a male person include a female person and a corporation.
- 1.4 “Regular member” shall mean any member or employee of a member who has become a member in accordance with article 2.1 of these bylaws.
- 1.5 “Honorary member” shall mean any member or employee of a member who has become a member in accordance with article 2.3 of these bylaws.
- 1.6 “Youth member” shall mean any member who has become a member of the association in accordance with article 2.4 of these bylaws.
- 1.7 “Member” shall mean any member as defined in articles 1.4, 1.5, and 1.6 of these bylaws.
- 1.8 “Affiliate” shall mean any person, business, or government that is applies in the context of article 6.1.
- 1.9 “Officer” shall mean “Executive” and shall be any member elected to the board of directors and elected to the position of President or Vice-President or Secretary or Treasurer.
- 1.10 “Director” shall mean any member elected to the board of directors.

Part 2 -- Membership

- 2.1 The members of the Association are those persons who become members, in accordance with these bylaws and have not ceased to be members.
- 2.2 Any person or organization, in Alberta, may apply to the secretary for membership in the Association and upon payment of the required membership fee and the approval of the application by the board of directors the person or business entity shall become a member.
- 2.3 Persons or organization who has distinguished themselves by some meritorious or public service may be appointed as an honorary member by a majority vote at a general meeting. Such recognition shall be for a term of one year and may be repeated, at the discretion of the Board. Honorary membership shall include all privileges of a regular member except for holding office. Honorary members shall be exempt from paying annual membership fees.
- 2.4 The Association shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.
- 2.5 Every member must uphold and comply with these bylaws.
- 2.6 The membership fee to join the Association shall be determined, from time to time by the members at the Annual General meeting.
- 2.7 Any person under the age of 18 years, in Alberta, may apply to the secretary for membership in the Association and upon payment of half ($\frac{1}{2}$) the required membership fee and the approval of the application by the board of directors the person shall become a youth member.
- 2.7 Any member who ceases to be a member relinquishes any and all paid membership fees and ceases to have any rights effective immediately upon cessation of membership
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 3 consecutive months
- 2.8 A member may be expelled by a special resolution of the members passed at a general

meeting.

- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid.

Part 3 -- Directors and Officers

- 3.1 The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the Association,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
- 3.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 3.3 The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- 3.4 The number of directors must be 5 or a greater number determined from time to time at the Annual General meeting.
- 3.5 The Directors and Officers must retire from office at each annual general meeting when their successors are elected.
- 3.6 Separate elections must be held for each office to be filled.

- (a) An election may be by acclamation, otherwise it must be by ballot.
 - (b) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 3.7 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (a) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 3.8 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (a) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 3.9 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 3.10 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 4 -- Duties of Officers

- 4.1 The president shall exist as a member of all Committees. When present, he/she shall preside at all meetings of the Association. In his/her absence, the Vice-President shall preside at any such meetings.
- (a) The president presides at all meetings of the society and of the directors.
 - (b) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 4.2 At their personal choice, the past president may attend meetings and offer advice. This is a non-voting position. If the past president is an active member of the Langdon and District Chamber of Commerce, he/she will retain his/her voting rights but will not be entitled to an additional vote as the past president.
- 4.3 The vice president must carry out the duties of the president during the president's

absence. In the absence of both, a Chairperson may be elected at the meeting to preside.

4.4 The secretary must do the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) in the event that the Secretary is not present his/her duties shall be discharged by anyone willing to volunteer at the meeting.
- (e) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (f) have custody of the seal of the society;
- (g) maintain the register of members.

4.5 The treasurer must

- (a) shall receive all monies paid to the Association, and be responsible for deposit of same in the banking institution that is currently in use by the Association.
- (b) shall prepare for submission at the Annual General Meeting a statement of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- (c) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (d) render financial statements to the directors, members and others when required.

4.6 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

4.7 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 5 -- Indemnity

5.1 The Association shall indemnify a past or present Director or Officer against all costs, charges and expenses in respect of any civil, criminal or administrative action or proceeding to which he is made a party on behalf of the Association, if he/she believes she/he acted honestly and in good faith and he/she has reasonable grounds to believe that his/her conduct was lawful.

- 5.2 No Director or Officer shall be liable for the acts or neglects of any other Director, Officer or employee.

Part 6 -- Affiliations

- 6.1 The Association, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the Provincial or Regional Chambers, or any other organizations in which membership or affiliation may be in the best interests of the Association.

Part 7 -- Notices to Members

- 7.1 A notice may be given to a member, either personally, by fax, by email or by mail to the member at the member's registered address.
- 7.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Part 8 -- Meetings of Members

- 8.1 General meetings of the Association may be called at any time by the President or the majority of the board by serving notice to the entire membership at least five (5) days prior to the meeting. Notice of a General meeting must specify the place, day and hour of the meeting. All members in good standing and in attendance shall have the right to vote.
- 8.2 Executive meetings can be called at any time by any Officer by serving notice to all Officers at least 72 hours prior to the meeting. Any member who serves as an Officer of the Association and is a member in good standing and in attendance shall have the right to vote.
- 8.3 Special meetings can be called by the President or Secretary, upon receipt of a request by one-third of the members in good standing, by serving notice to all members at least five

(5) days prior prior to the meeting. Notice of a Special meeting must specify the place, day and hour of the meeting, and must set out the reasons for calling the Special meeting. All members in good standing and in attendance shall have the right to vote.

8.4 Annual General meetings of the Association shall be held on or before June 1, each year by serving notice to all members at least twenty-one (21) days prior to the meeting. Notice of an Annual General meeting must specify the place, day and hour of the meeting, All members in good standing and in attendance shall have the right to vote.

8.5 The Association shall hold an Annual General meeting on or before June 1st in each year, At this meeting there shall be an election for a President, Vice-President, Secretary, Treasurer, as well as at least three (3) other Directors. The Directors and Officers so elected shall form the Board of Directors, and shall serve until their successors are elected and installed. Any vacancy during the year shall be filled as soon as possible, provided it is so stated in the notice calling the meeting. Any member in good standing shall be eligible to any office in the association.

Part 9 -- Proceedings at General Meetings

9.1 General meetings shall follow the general order of business form of:

- (i) Call to Order;
- (ii) Adoption of the Agenda;
- (iii) Guest Speaker/Member Presentation;
- (iv) Adoption of last set of minutes from the previous General meeting;
- (v) Reports;
- (vi) Unfinished business;
- (vii) New Business.

9.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

9.3 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

- 9.4 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 9.5 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass
- 9.6 A member in good standing present at a General meeting of members is entitled to one vote. All voting is by show of hands. Voting by proxy is not permitted.
- 9.7 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 9.8 Five members in good standing shall constitute a quorum at any meeting.

Part 10 -- Proceedings at Executive Meetings

- 10.1 Executive meetings shall follow the general order of business form of:
- (i) Call to Order;
 - (ii) Adoption of the Agenda;
 - (iv) Adoption of last set of minutes from previous Executive meeting;
 - (v) Reports;
 - (vi) Unfinished business;
 - (vii) New Business.
- 10.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 10.3 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

- 10.4 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minute after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.
- 10.5 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass
- 10.6 A member in good standing and who serves as an Officer and who is present at the Executive meeting is entitled to vote. Voting is by show of hands. Voting by proxy is not permitted.
- 10.7 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 10.8 Three (3) members in good standing who serve as Officers shall constitute a quorum at any Executive meeting.
- 10.9 Questions arising at an Executive meeting must be decided by a majority of votes.In the case of a tie vote, the chair does not have a second or casting vote.
- 10.10 A resolution proposed at an Executive meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 10.11 A resolution in writing, signed by all the directors and placed with the minutes of the Executive, is as valid and effective as if regularly passed at an Executive meeting..

Part 11 -- Proceedings at Special Meetings

- 11.1 Special meetings shall follow the general order of business of:
- (i) Call to Order;
 - (ii) Adoption of the Agenda;
 - (iv) Adoption of last set of minutes from the previous Special meeting;
 - (v) Reports;
 - (vi) Unfinished business;
 - (vii) New Business.
- 11.2 Business, other than the election of a chair and the adjournment or termination of the meeting, shall not be conducted at a Special meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 11.3 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 11.4 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 11.5 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass
- 11.6 A member in good standing present at a General meeting of members is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.
- 11.7 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 11.8 Five members in good standing shall constitute a quorum at any Special meeting.

Part 12 -- Proceedings at Annual General Meeting

- 12.1 Annual meetings shall follow the general order of business form of:
- (i) Call to Order;
 - (ii) Adoption of the Agenda;
 - (iii) Adoption of the minutes from the previous Annual General meeting;
 - (iv) Election of Officers and Directors;
 - (v) Adoption the Audited financial reports;
 - (vi) Appointment of Auditor;
 - (vi) Reports
 - (vi) Unfinished business;
 - (vii) New Business.
- 12.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 12.3 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 12.4 If at an Annual general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 12.5 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass
- 12.6 A member in good standing present at an Annual General meeting of members is entitled to one vote. All voting is by show of hands. Voting by proxy is not permitted.

- 12.7 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
- 12.8 Five members in good standing shall constitute a quorum at any Annual General meeting.

Part 13 -- Borrowing

- 13.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 13.2 A debenture must not be issued without the authorization of a special resolution.
- 13.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 14 -- Auditor

- 14.1 This Part applies only if the society is required or has resolved to have an auditor.
- 14.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least each year by a duly qualified accountant or by two members of the Board elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the next Annual General Meeting of the Association. the fiscal year of the Association shall be June 1st to May 31st.
- 14.3 The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer having charge of same. Each member of the Board shall at all times have access to such books and records.
- 14.4 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

- 14.5 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 14.6 An auditor may be removed by ordinary resolution.
- 14.7 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 14.8 A director or employee of the society must not be its auditor.
- 14.9 The auditor may attend general meetings.

Part 15 -- Seal

- 15.1 The directors may provide a seal for the society and may destroy a seal and substitute a new seal in its place.
- 15.2 The seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 16 -- Bylaws

- 16.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 16.2 These bylaws must not be altered or added to except by special resolution

Part 17 -- Distribution and Dissolution

- 17.1 The Association shall not pay any dividends or distribute its' property among its Members.

17.2 In the event of the dissolution of the Association, any funds or assets remaining after payment of all debts and obligations shall be paid to a Langdon or a surrounding area non-profit organization selected by the Members, by way of a Special Resolution.

Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the Langdon & District Chamber of Commerce Association on March 18, 2014.

The bylaws were changed as follows:

- the existing by-laws are repealed; and
- they are replaced by the attached bylaws.

Dated: March 18, 2014

Gerard A. Lucyshyn
President

Al Schule
Vice President

Mervin Falkenberg
Treasurer

Lisa MacDonald
Secretary

Naomi Moon
Director

Lori Caron-Kluppelberg
Director

Steph Brundige
Director