

HIGH LEVEL AND DISTRICT CHAMBER OF COMMERCE

BY-LAWS

ARTICLE I

Name and Object

- Section 1 The name of the organization shall be the High Level and District Chamber of Commerce.
- Section 2 The mission of the High Level and District Chamber of Commerce is to promote the economic and social well-being of High Level and District as a unified voice of free enterprise.
- Section 3 The usual place of meeting shall be in the Town of High Level.
- Section 4 The High Level and District 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 II

Interpretation

- Section 1 Wherever the word Chamber occurs in these by-laws, it shall be understood to mean "The High Level and District Chamber of Commerce".
- Section 2 Wherever the words The Board occur in these by-laws, they shall be understood to mean "The Board of Directors of the High Level and District Chamber of Commerce". This Board comprises the officers of the Board of Directors; namely the President, Past President, Vice-President, Treasurer and Secretary in addition to seven (7) Directors.
- Section 3 Wherever the words The Executive occur in these by-laws, they shall be understood to mean "The Executive of the High Level and District Chamber of Commerce". This Executive comprises the officers of the Board of Directors; namely the President, Past President, Vice-President, Treasurer and Secretary.

ARTICLE III

Membership

- Section 1 Any reputable individual or organization directly or indirectly engaged or interested in the economic and social well-being of the District shall be eligible for membership in the Chamber.
- Section 2 Associations, Corporations, Societies, Partnerships or Estates may become members of the Chamber, but the voting power of such memberships shall, in each case, be assigned to individuals. Only one vote will be allowed per membership.
- Section 3 At any general meeting of the Chamber any person or company may become a member upon payment of the appropriate membership fee.
- Section 4 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the rolls of the members by action of the Board.
- Section 5 Any member of the Chamber, who intends to retire there from, or to resign their 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 them at the time of such notice.
- Section 6 The Board may remove from the roll of members the name of any member failing to pay his annual dues prior to February 28. Upon such action by the Board, all privileges of membership shall be forfeited. New members must pay their membership fee prior to being admitted to the Chamber.
- Section 7 Any individual who has distinguished themselves by some meritorious or public service may be elected Honourary Member by a majority vote of the Chamber. Such recognition shall be for a term of one (1) year and may be repeated. Honourary Membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- Section 8 Any Senior Citizen (individual) living within the Chamber boundaries wishing to join the Chamber may do so without charge and by doing so have all the rights affiliated with a Honourary Member.
- Section 9 Any member or applicant may be expelled by a two-thirds vote of the Chamber.

- Section 10 Any member of the Board missing more than two (2) consecutive meetings without prior notification to either the President or the Vice-President is subject to expulsion from the position on the Board of the Chamber, at the discretion of at least two-thirds vote of the Board.
- Section 11 Any member of the Board can be removed from their position by a vote of just cause by at least two-thirds of the Chamber quorum.
- Section 12 Any remuneration to directors and officers forming the Board of the Chamber must be passed by at least two-thirds vote of the quorum at a general meeting.

ARTICLE IV

Dues and Assessments

- Section 1 The annual dues payable by the members of the Chamber shall be determined annually by the Board subject to the approval of any general meeting whenever a change in the original amount is involved.
- Section 2 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 V

Officers and Board

- Section 1 The Chamber shall elect a Board at a general meeting by ballot. The date of the general meeting for the purpose of electing the Board and Officers shall be held before the last day of November in any given year. They shall remain in office for a two year term with the president, vice-president and the four (4) even numbered director's positions being elected in even numbered years. The remaining positions shall be elected in odd numbered years. The president may only hold the same office for two (2) consecutive full terms. The retiring president shall be ex-officio, a member of the Board. The terms of all newly elected officers or directors shall take effect at the Annual General Meeting held pursuant to Article VI Section 1.

- Section 2 When requesting members to serve as directors the Chamber will make an effort to nominate a minimum of one (1) member from the district at large.
- Section 3 Any vacancy in the Board which may occur during the term shall be filled by the Board by appointment from the general membership. The term of the appointment shall expire at the time the position would normally have expired.
- Section 4 The Board may, at its discretion, appoint committee chairs as ex-officio members of the Board with full powers. Such appointment shall not exceed the term of the committee.
- Section 5 The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.
- Section 6 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber, provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act
- Section 7 The Executive shall have the general powers of administration, in so far as the powers exercised are not inconsistent with the provisions of these by-laws or the Boards of Trade Act, or do not approve spending beyond the annual budget.
- Section 8 Any six (6) or more members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 9 The Board shall frame such by-laws, rules and regulations, as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- Section 10 The Executive, or at its request, the president may appoint committees or designate members of the Executive or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Executive may request.
- Section 11 The president and vice-president, shall, before entering upon their office, take and subscribe before the mayor, or designate, of the Town of High

Level, or an elected official of the District, or before any justice of the peace an oath in the form following, that is to say:

I swear that I will faithfully and honestly perform my duties as _____ of the High Level and District Chamber of Commerce, and I shall, in all matters connected with the Chamber, be faithful and conscientious in promoting the objectives for which the said Chamber was constituted. So help me God.

- Section 12 The Board in its discretion, by a simple majority, may allow the participation of members present at a meeting of the Board.
- Section 13 No public pronouncement in the name of the Chamber may be made unless authorized by the Executive or by some person to whom the Executive has delegated this authority
- Section 14 The president shall preside at all meetings of the Chamber and Executive. They shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what they may think concerns the Chamber. They shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of majority shall decide. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the president to present a general report of activities of the year at the annual meeting.
- Section 15 The vice-president shall act in the absence of the president and in the absence of both these officers, the meeting shall appoint a chairman to act temporarily.
- Section 16 The treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, selected by the Board. Out of such funds shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and submit an audited statement therefore for presentation to the annual general meeting and at any time required by the Board, they shall make such investments of the funds of the Chamber as the Board may direct. They shall, with any officer or director designated by the Board, sign all notes, drafts and cheques.
- Section 17 The secretary shall be the executive officer of the Chamber and shall be responsible to the Board for the general control and management of business and affairs. They shall be responsible for keeping the books of

the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to their office. They shall, with the president, sign and when necessary, seal with the seal of the Chamber, of which they shall have custody, all papers and documents requiring signature or execution on its behalf. They shall maintain an accurate record of the proceedings of the Chamber, the Board and the Executive. At the expiration of their term of office, the secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE VI

Meetings

- Section 1 The annual meeting of the Chamber shall be held in the month of *February* in each year at the time and place determined by the Board. At least two (2) weeks notice of the annual meeting shall be given.
- Section 2 Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Executive. At least one (1) weeks notice of such meetings shall be given.
- Section 3 Special general meetings of the Chamber may be held at any time when summoned by the president or requested in writing by three (3) members of the Board, or any ten (10) members of the Chamber. At least one (1) days notice of such meetings shall be given
- Section 4 The Board shall meet from time to time, at least once a month, as may be necessary to carry on the business of the Chamber.
- Section 5 Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice inserted in one (1) or more of the newspapers published within the district or a circular letter signed by the secretary and mailed to the last known address of each member shall constitute sufficient notice.
- Section 6 At any annual or general meeting, **ten (10)** paid members shall be quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
- Section 7 Minutes of the proceedings of all general, Board and Executive meetings shall be entered in books to be kept for that purpose, by the secretary.

Section 8 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 9 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE VII

By-laws

Section 1 By-laws may be made, repealed or amended by a majority of the members of the Chamber, present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another member at a previous general meeting and duly entered as a minute of the Chamber.

Section 2 Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister of Consumer and Corporate Affairs.

ARTICLE VIII

Affiliations

Section 1 The Chamber must affiliate with the Alberta Chamber of Commerce and at the discretion of the Board may affiliate with any other organization in which membership may be in the interests of the Chamber.

ARTICLE IX

Fiscal Year

Section 1 The fiscal year of the Chamber shall commence on the first day of January in each year.

ARTICLE X

Auditors

Section 1 Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once in each year, Audited financial statement shall be presented by the treasurer at each annual meeting and at any other time required by the Board.

ARTICLE XI

Procedure

Section 1 In the absence of a procedural policy >Robert=s Rules of Order, Revised= shall govern the meetings of the Chamber insofar as they are not inconsistent with these by-laws or any statute governing the actions of the Chamber.

President_____

Secretary_____