

BY-LAWS
Of the
ATHABASCA AND DISTRICT CHAMBER OF COMMERCE

Approved November 18, 2021

PREAMBLE

Whereas the objects of the Athabasca District Chamber of Commerce are to promote the commercial, industrial, agricultural, civic, educational and social welfare of the district of Athabasca. The district of Athabasca is defined in the Certificate of Formation and Memorandum of Agreement.

And, Whereas the Members of the Chamber deem it expedient to enact the following By-laws;

Now, therefore be it enacted that the following By-laws be adopted.

ARTICLE I - INTERPRETATION

- 1.1 In these By-laws and any amendments or supplements thereto, unless the context otherwise requires:
- a) "Act" means the Boards of Trade Act, R.S.C. 1985, c B-6 and amendments thereto;
 - b) "Annual General Meeting" means the Annual Meeting of the Members of the Chamber;
 - c) "Area" means that within and for which the Chamber was established, as defined in the Certificate of Registration under the Act;
 - d) "Board" means the Board of Directors of the Chamber;
 - e) "By-laws" means these By-laws of the Chamber and amendments thereto;
 - f) The "Chamber" means the Athabasca and District Chamber of Commerce;
 - g) "Director" means a member of the Board of Directors of the Chamber;
 - h) "District" – means that area, within which the Chamber was established, as defined in the Certificate of Formation and Memorandum of Agreement.
 - i) "Executive Committee" means the Officers together with all Directors appointed to serve on the Executive Committee, as provided herein;
 - j) "Fiscal year" means the fiscal year of the Chamber commencing on January 1 and ending on December 31;
 - k) "Executive Administrator" means the person employed by the Chamber to oversee the operations of the Chamber to implement the resolutions and directions of the Board;
 - l) "General Meeting" means any meeting of the members of the Chamber, including the Annual General Meeting;
 - m) "Meeting" means a meeting properly constituted in accordance with these By-laws, and shall include Executive Committee meetings, Board meetings, and any standing or special committee meetings, whenever the acts or context so require;
 - n) "Member" means a Member in good standing;
 - o) "Member in Good Standing" means an eligible person who has paid the initial membership dues, has completed the application form, as well as those existing Members whose annual membership dues are paid within three (3) months of the commencement of our fiscal year; is a "Honourary Member" or a "New Business Member" as defined by these by-laws

- p) "Notice" – means by e-mail, letter, newspaper or on the website;
- q) "Officer" means the President, Vice Presidents, Treasurer, and Secretary
- r) "Person" shall have the meaning prescribed by the Business Corporations Act, R.S.A. 2000, c. B-9 as amended from time to time.

- 1.2 When construing these By-laws reference shall be made to the Act. Words and expressions in these By-laws shall have the same meaning as would be the case if used in that Act, unless the context otherwise requires.
- 1.3 Whenever in these By-laws the singular or masculine genders are used, the same shall include the plural and the feminine or a body corporate where the facts or context so require.

ARTICLE II – NAME AND OBJECTIVES

- 2.1 The name of the organization shall be the "Athabasca District Chamber of Commerce". The head or principal office of the Chamber shall be located in the Town and County of Athabasca in the Province of Alberta, at such place therein as the Board may from time to time by resolutions determine
- 2.2 The Chamber shall be politically non-partisan, non-sectional and non-sectarian, and shall not lend its name of any candidate for public office.
- 2.3 No part of the income or assets of the Chamber shall inure to the personal profit of, or be paid or payable to any member of the Chamber by reason only of his Membership therein or by reason only of his position as Director or Officer of the Chamber
- 2.4 Any profits which may accrue to the Chamber during the time it is in operation shall be used for the purposes of the Chamber as the Board may see fit. In the event of the winding-up of the affairs of the Chamber, all assets of the Chamber, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity or nonprofit organization as determined by the Board.
- 2.5 The Board may, when deemed expedient
 - a) Borrow money upon the credit of the Chamber
 - b) Issue bonds or other titles of indebtedness or securities on behalf of the Chamber, and sell, purchase, mortgage or pledge the same;
 - c) Hypothecate or mortgage its immovable property, or pledge or otherwise grant a security interest in its moveable property, or give all such guarantees, to secure payment of its loans or the carrying out of the Chamber obligations.

ARTICLE III - MEMBERSHIPS

3.1 Any reputable person, association, corporation, society, partnership, estate or non-profit directly or indirectly engaged in or interested in trade, commercial, agriculture, civic, education and social welfare of the District of Athabasca shall be eligible for Membership in the Chamber provided that have tendered written application, paid the membership fee, undertake to be governed by the By-Laws by a majority of 2/3 of the members present at a general meeting.

3.2 There shall be the following forms of Membership in the Chamber:

- a) General Membership – open to all interested parties subject to application, approval and payment of fees annually. Fees shall be paid within three (3) months of the beginning of each fiscal year.**
- b) Honourary Membership – persons whom have distinguished by some meritorious or public service may be nominated by the Board and presented for approval by majority vote of the members in attendance at the A.G.M. HONOURARY LIFE MEMBERS shall include all the privileges of active membership with the exemption of payment of any annual fees.**
- c) New Business Membership – open to new businesses in the area that commence operations within the chamber fiscal year – subject to application and approval this new business shall have the first-year fee waived thereafter applicable general membership criteria and fees apply.**

3.3 Every member in good standing represented at an annual, general or special meeting shall be entitled to one vote. Voting of an association, corporation, society, partnership, estate and/or non-profit shall be limited to the one appointed representative. Voting cannot be completed via proxy – however where circumstances warrant and quorum is confirmed; votes may be cast via zoom meeting and/or e-mail where specific motion, seconder and time frame are outlined. Records of all such e-mails and zoom meetings shall be kept and recorded in the same manner as in-person meetings.

3.4 All members including but not limited to general memberships, Honourary Memberships and/or New Business Memberships may be removed from the membership roll for the following reasons:

- a) Any member whom fails to meet the payment dead line and/or is in contravention of the policies as outlined within these by-laws will be subject to removal as a member of the Chamber and all privileges of Membership shall be forfeited.**
- b) Members may withdraw their membership within any active period by forwarding a written Notification of Cancellation of Membership. Resignation will be accepted and processed 10 days following the written notice to the Secretary. No fees will be refunded.**

ARTICLE IV – DUES AND ASSESSMENTS

- 4.1 The annual dues payable by members to retain membership status from year to year shall be determined prior to the year-end for the following year by the Board of Directors. The Board may also amend, adjust and offer other incentives as they determine from time to time. Fees will be reviewed and presented for review at the A.G.M. Membership fees are due and payable upon initial application and thereafter no later than the first day of March in each consecutive year.
- 4.2 Other assessments may be levied against all members, provided that they are recommended by the Executive Council and approved by a majority of members at a general meeting of the Chamber. The notice of calling a general meeting shall state the nature of the proposed assessment.
- 4.3 Membership dues shall be non-refundable.

ARTICLE V - GOVERNANCE

- 5.1 The management and general power of administration of the business and affairs of the Chamber shall be vested in the Board, as the primary policy-making body of the Chamber, and the Board shall be competent to exercise all or any of the authorities, powers and discretion, and do all such acts and things as the Chamber is by law authorized to exercise and do. The Board shall, in addition to the powers hereby expressly conferred, have such powers as are assigned to it by By-law of the Chamber.
- 5.2 The Board shall be comprised of:
- a) Executive Committee consisting of President, First Vice President, Second Vice President, Secretary and Treasurer and,
 - b) Plus Six (6) additional Director Positions as defined by policy.
 - c) Any vacancy of the Council which may occur during the year shall be filled by others elected at the next general meeting.
- 5.3 All directors and Officers must be individuals who are Members in Good Standing on the date of their nomination (current year fees paid), and thereafter while serving as a member of the Board.
- 5.4 The Board may appoint an Executive Officer (Assistant) as an employee of the Chamber who shall be accountable to the Board for the general day-to-day operation and management of the Chamber's administrative affairs, and shall perform such duties as are determined by the Board. The Executive Officer (assistant) may be appointed and/or dismissed by the Board. The Executive Officer (Assistant) shall be an ex-official non-voting member of all committees of the Board.
- 5.5 Election of Directors and Officers
- a) There shall be a Nominating Committee appointed by the Board and Chaired by one of the Executive Committee Members.

- b) The Nominating Committee shall canvass Members; and on or before 14 days before the selected A.G.M. date, shall present a report of individuals who have agreed to serve on the Board for the succeeding year as follows:
 - b.1) President and Vice Presidents of the Executive Committee Member – at least one (1) year max (4) four consecutive years
 - b.2) Other Executive positions (Secretary and Treasurer) at least one (1) year no maximum
 - b.3) Directors – at least one no maximum
- c) Nominations may also be taken from the floor at the A.G.M. provided qualifications, as outlined below, are met.
- d) To be eligible for nomination, the nominee must be a Member in Good Standing, or in the case of a Member other than an individual, the designated representative of a Member in Good Standing in accordance with these By-laws.
- e) A formal nomination list set out at least 14 days before the A.G.M. in addition nominations may be taken from the floor during the A.G.M.
- f) An election shall follow naming each position and list of candidates for said position. Positions shall be declared with a simple majority of those in attendance and eligible to vote.

5.6 The term of the elected Offices and Directors shall commence April 1 and end March 31 of the following year

5.7 The President and any elected Officers, Directors or committee chairpersons may be suspended from his/her office or have his/her tenure of office terminated on a motion approved by 2/3 of those entitled to vote at a meeting of the Board, if it is determined that such individual:

- a) has failed to attend three (3) consecutive meetings of the Board, unless the Board has approved a request for leave of absence;
- b) has been grossly negligent in the performance of his duties;
- c) has ceased to be a Member in Good standing or, in the case where the individual is the designated representative of a member other than an individual, that Member has ceased to be a Member in Good Standing;
- d) has become bankrupt or, in the case where the individual who is the designated representative of a member other than an individual, that Member has become bankrupt

5.8 No employee of the Chamber shall be a member of the Board. No standing members of the executive, the board, nor committee appointed members nor chairpersons thereof shall receive any remuneration for services rendered, except reasonable pre-approved expense monies.

- 5.9 Any Officer or Director may resign from his/her position by giving written notice thereof to the Chamber. Resignation will be accepted and processed 10 days following the written notice to the Secretary.
- 5.10 All meetings may be attended by all interested parties however voting at each respective meeting shall be restricted to those eligible to cast a ballot at that specific meeting
- 5.11 The Corporate Seal shall be retained under the custodial supervision of the Secretary.

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

- 6.1 Once elected by a simple majority of eligible voting members of the Chamber at the A.G.M.; the duties of the Officers and Directors shall be such as may be required by law, as are indicated by the title of the Officers by these By-laws, and as may be assigned to them respectively by the Board from time to time.
- 6.2 The President shall preside at all General Meetings of the Chamber and at meetings of the Board. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he or she may think concerns the Chamber. It shall be the duty of the President to present a general report of activities of the year at the A.G.M. The President shall have the right to assign the chair to the Vice and/or Second Vice Presidents for the purpose of making motions or amendments to the motions, whom shall then assume all the rights and responsibilities of the President position for the time stipulated.
- 6.3 The Vice-Presidents shall assume any and all duties of the president in the event that the president is unable to fulfill the obligations for reasons of absence from a meeting, absence from an event, and/or resignation from the position.
- 6.4 The Secretary shall be responsible for keeping the minutes and records of the Chamber, retaining copies of all official documents and shall perform all such duties as properly pertain to the office. The Secretary shall maintain records of the proceedings of the Chamber and the Board. The Secretary shall maintain a policy manual containing the policies of the Chamber and amendments thereto.
- 6.5 The Treasurer shall have charge of all funds of the Chamber and shall deposit or cause to be deposited, the same in a financial institution(s) selected by the Board. Out of such funds the Treasurer shall pay or cause to be paid amounts authorized by the Chamber Budget or approved by the Board and shall keep or cause to keep a record of the income and expenditures of the Chamber and shall submit an unaudited financial statement thereof for presentation at each meeting of the Executive Committee, to each Board meeting for ratification and to General Meeting for information purposes only. The Treasurer shall cause the audited financial statements to be presented to the Membership at the A.G.M.
- 6.5 Directors shall be required to prepare for and attend at least 80 percent of all regular meetings of the Board to consider, discuss and make policy for the Chamber as well as assist in the administration of Chamber business and serve on and contribute to any committees of the Chamber as the need arises.

- 6.6 A Director may be required to join a committee of the Chamber and attend its meetings
- 6.7 It shall be the duty of each Director who has any material interest in any matter under consideration by the Board or a committee of the Chamber to fully disclose his or her interest therein and to refrain from voting on such matters.
- 6.8 At the expiration of office all members of the Board shall deliver to the Chamber all books, records, passwords, electronic data and other property of the Chamber – these assets remain the property of the Athabasca District Chamber of Commerce and withholding of said documents places the withholder of any or all of these documents in breach of these By-laws

ARTICLE VII - COMMITTEES

- 7.1 There shall be the following standing committees of the Chamber
- a) Executive Board
 - b) Board of Directors
 - b) Nominating Committee
 - c) Other such standing committees as the Board may establish
- 7.2 Executive committee shall consist of President, first & second Vice Presidents, Secretary and Treasurer, or replacements thereof
- 7.3 Board of Directors shall include the Executive Committee plus all Board members elected at the A.G.M. or replacements thereof.
- 7.4 The Executive Committee and/or the Board of Directors may establish committees as designated members of the Chamber or others to examine, consider, report upon any matter and take such action as the Executive Committee or the Board may request
- 7.5 The President shall appoint the Chairperson of all standing and special committees. Members of the Chamber may join any committee, other than the Executive Committee and the Board of Directors, subject to ratification by the Executive Committee.
- 7.6 The Board shall approve the mandate and the projects and unbudgeted expenditures proposed by all committees of the Chamber
- 7.7 Each Committee Chairperson shall be responsible for keeping the Board informed of the committee's activities
- 7.8 The Board may discontinue any committee(s), other than standing committees
- 7.9 A Committee Member (including the Chairperson) may be removed by a resolution of the Board at any time where the committee member:
- a) Has failed to attend three (3) consecutive committee meetings without prior notice having been received by the Executive Officer (Assistant);
 - b) has been grossly negligent in the performance of his/her duties;

- c) has ceased to be a member in Good Standing or, in the case where the individual is the designated representative of a member other than an individual, that member has ceased to be a Member in Good Standing; or
- d) has become bankrupt or, in the case where the individual who is the designated representative of a member other than an individual, that Member has become bankrupt

7.10 No standing Members of the Executive, the Board or Committee appointed Members and Chairpersons thereof shall receive any remuneration for services, except reasonable pre-approved expense monies.

ARTICLE VIII – MEETINGS OF MEMBERS

- 8.1 There shall be a minimum of four (4) General Meetings of the Chamber (including the Annual General Meeting (A.G.M.)) in each year – meetings shall be in the form of in person and/or electronic media as may be required from time to time.
- 8.2 The Annual General Meeting (A.G.M.) shall be in the month of February in a place and time determined by the Board of Directors
- 8.3 A General Meeting may also be convened by any five (5) members of the Board or by any ten (10) Members in Good Standing in substantially the same manner as meetings which are convened by the Board, including provisions herein as to notice.
- 8.4 Notice of all General meetings, naming time and place will be given to each Member to the last known address of each Member, emailed to the last known email address of each Member, or published in the Chamber’s Website, shall constitute sufficient notice
- 8.5 The notice period for the Annual General Meeting (A.G.M.) shall not be less than fourteen (14) days or more than fifty (50) days.
- 8.6 The quorum for a General meeting shall be ten (10) Members
- 8.7 Any questions coming before the General Meeting shall be decided by a majority of those present, subject to any contrary provision in the Act.
- 8.8 At any General Meeting, the President shall act as chairperson. The Vice President(s) shall act in the absence of the President and in the absence of these officers; the meeting shall appoint a Chairperson to act temporarily.
- 8.9 Minutes of the proceedings of all General Meetings shall be entered in books to be kept for that purpose by the Secretary or their designate.
- 8.10 The President (or Vices) shall sign the minutes of all General Meetings
- 8.11 All minutes of the General Meetings shall be open to the Membership, at a time and place that is mutually agreed upon by the keeper of the minutes – but in any event no later
- 8.12 Parliamentary procedures shall be followed at all times in accordance with the most current edition of Robert’s Rules of Order.

ARTICLE IX – MEETINGS OF THE BOARD

- 9.1 There shall be a minimum of four (4) Executive Meetings of the Chamber in each year – meetings shall be in the form of in-person and/or electronic media as may be required from time to time.
- 9.2 Notice of all Executive meetings, naming time and place will be given to each Member to the last known address of each Member, e-mailed to the last known email address of each Member, or published in the Chamber's Website, shall constitute sufficient notice
- 9.3 The notice period for a Board meeting shall be not less than two (2) days and not more than fifty (50) days.
- 9.4 The quorum for a meeting shall be a simple majority of the number of elected board members for the period represented – minimum members present shall be 5.
- 9.5 Any question coming before the Board shall be determined by a majority of those present at the meeting, via digital meeting, or in special cases via e-mail notification and voting.
- 9.6 At any Board Meeting, the President shall act as Chairperson. The Vice President(s) shall act in the absence of the President and in the absence of these officers; the meeting shall appoint a Chairperson to act temporarily.
- 9.7 Minutes of the proceeding of all Board meetings shall be entered in books to be kept for that purpose by the Secretary, or their designate
- 9.8 The President (or Vices) shall sign the minutes of all Board Meetings
- 9.9 All minutes of the Board Meetings shall be open to the Membership, at a time and place that is mutually agreed upon by the keeper of the minutes – but in any event no later 5 business days after written request.
- 9.10 Subject to any contrary provision of the Act or these Bylaws, parliamentary procedures shall be followed at all times in accordance with the most current edition of Robert's Rules of Order.

ARTICLE X – VOTING RIGHTS

- 10.1 Every General Member, Honouray Member and New Member represented at any general meeting shall be entitled to vote
- 10.2 The vote of a Member in Good Standing other than an individual at any General Meeting must be cast by its designated representative.
- 10.3 Members shall not be entitled to vote by proxy – however digital meeting voting as well, as e-mail voting, are acceptable means of casting a vote.
- 10.4 Except as provided for herein, voting at meetings of the Board or General Meetings shall normally be by a show of hands, or, if requested by the chairperson, by a standing vote. A vote

by ballot shall be taken if requested by ten (10) or more Members in Good Standing present at the meeting.

10.5 Motions at any meeting shall be decided by a majority vote unless otherwise provided in these by-laws.

10.6 The chairperson of any meeting shall have the casting vote.

ARTICLE XI – BY-LAWS

11.1 The Board shall draft such By-laws as appear best adapted to promote the Chamber's welfare, and shall submit them for adoption at any Annual General Meeting (A.G.M.)

11.2 By-laws may be made, replaced or amended by a majority of the Members in Good Standing present at any A.G.M.

11.3 Such By-laws shall be binding on all members of the Chamber, its officers and all persons lawfully under its control. The By-laws shall come into force and be acted upon only post submission and approval by the appropriate governing authority.

ARTICLE XII – POLICIES

12.1 The Board may enact such policies of the Chamber as appear best adapted to promote and advance the mission of the Chamber

12.2 Policies of the Chamber may be made, replaced or amended by a majority of the Board or by a majority of Members in Good Standing present at any General Meeting, provided notice of such proposal have been given, in writing, by one member and seconded by another at a previous General Meeting and duly entered as minutes of the Chamber.

ARTILCE XIII – AFFILATON

13.1 The Chamber, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chambers of Commerce, or any other organizations in which Membership may be of interest to the Chamber and which would not be in contravention of any of the By-laws contained herein.

ARTICLE XIV – FISCAL YEAR-END

14.1 The Fiscal Year of the Chamber shall commence on the first day of January in each year and end on the last day of December in that same year.

ARTICLE XV – AUDITORS / ACCOUNTANTS

15.1 The Board shall appoint auditors from one of the following:

- a) Two qualified Members at Large whom shall audit the books and accounts of the Chamber at least once a year; or
- b) By a qualified accounting firm

- 15.2 The auditors shall not be a member of the Executive Board Member, a signing authority, nor anyone in a non-arm's length relationship with any of the aforementioned members.

ARTICLE XVI – FINANCIAL

- 16.1 An audited financial statement for the preceding fiscal year shall be presented to the Membership for approval at the Annual General Meeting, pursuant to Article 7.04 within three (3) months of the fiscal year-end. The Treasurer, pursuant to 16.01, shall at all meetings present his/her reports for review and discussion.
- 16.2 The books shall be kept at a location that is known to the Board and the Membership whom under request shall have full access to all reports, software, supporting documentation, and any and all other information held at said location. The Chamber may at any time giving reasonable notice and arranging a time satisfactory to the officer(s) having charge of said books and records. Each Member of the Board shall at all times have access to such books and records.
- 16.3 The Board shall cause true accounts to be kept of the sums of money received and expended by the Chamber and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Chamber and of assets and liabilities of the Chamber
- 16.4 The Chamber may undertake or lend its name to fundraising ventures for either its own or other causes that may be from time to time approved by the Board.

ARTICLE XVII – SIGNING AUTHORITY

- 17.1 Except as otherwise determined by the Board, all deeds, contracts, banking resolutions, cheques and other instruments shall be signed on behalf of the Chamber by any two (2) of the following members of the Executive Committee – the President, First Vice-President, Secretary, Treasurer

ARTICLE XVIII – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 18.1 Every Director and Officer of the Chamber in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interest of the Chamber and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- 18.2 Subject to the foregoing, no Director nor Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director, Officer nor Employee, or for joining in any receipt or other Act for conformity, or any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber shall be deposited, or for any other loss, damage or misfortune which shall happen in the execution of the duties or in relation thereto.
- 18.3 The Chamber shall indemnify a Director or Officer, a former Director or Officer, and his/her heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him 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, if

- a) he/she acted honestly and in good faith with a view to the best interest of the Chamber; and
- b) in 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 conduct was lawful.

The Chamber shall also indemnify such person in such other circumstances as the applicable law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to claim indemnity apart from the provisions of these By-laws

- 18.4 The Chamber may purchase and maintain insurance for the benefit of the Directors and Officers as such against any liability incurred by them as the Board may from time to time.

Duly signed this 18th day of November, 2021



Treasurer – Brenda Skayman



Vice-President – Carol Alberts

