

**Valleyview & District Chamber of Commerce Society**  
**By-Laws**  
**Revised August 28, 2014**

**I) Name and Object**

1. The name of this organization shall be “Valleyview & District Chamber of Commerce”.
2. The usual Place of Meeting shall be in the Town of Valleyview, Alberta.
3. The Valleyview & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.
4. The Valleyview and District Chamber of Commerce shall register as a Society rather than a Board of Trade

**II) Interpretation**

1. Wherever the words “the Chamber” occurs in these by-laws, they shall be understood to mean “Valleyview & District Chamber of Commerce” as a body.
2. Wherever the words “the Board of Directors” occur in these by-laws, they shall be understood to mean “the Board of Directors of Valleyview & District Chamber of Commerce.”
3. Wherever the words “the District” occur in these by-laws, 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 (R.S., c. B-8, s. 1.)

**III) Membership**

1. 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.
2. 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.
3. At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization outside the District as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
4. If such proposal is carried by a majority of two-thirds of the members of the Chamber present, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.
5. 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 roll of members by action of the Board of Directors.
6. Any member of the Chamber who intends to retire from or to resign his/her membership may do so at any time upon giving to the Secretary or Executive Director 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.
7. The Board of Directors may remove from the roll of members the name of any new member failing to pay his/her annual dues within thirty days of his/her admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.

8. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by 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 the exemption from the payment of annual dues.
9. Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors, but they shall have the right to appeal the decision to the Board of Directors and the General Membership.
10. No paid employee of the Chamber shall be a member of the Chamber. There is to be a period of no less than one year after an employee resigns or is terminated before they may acquire a membership with The Chamber.

#### **IV) Dues and Assessments**

1. The annual dues payable by members of the Chamber shall be determined annually by the Board of Directors, subject to the approval of the general meetings whenever a change in the original amount is involved.
2. Other assessments may be levied against all members, providing they are recommended by the Board of Directors and approved by a majority of the members present at a general meeting of the Chamber. The notice calling of such general meeting shall state the nature of the proposed assessment.

#### **V) Governances**

1. Where a member of the Board of Directors dies or resigns his/her office or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereafter, elect a member of the corporation to be a member of the Board of Directors in the place of the member who had died, or resigned, or is absent.
2. Any officer or Board member may be suspended from his/her office or have his/her tenure of office terminated upon any one of the following occurrences. He/she is grossly negligent in the performance of any of his/her duties, resignation, bankruptcy, lunacy, misconduct relating to the affairs of the Chamber, missing three (3) consecutive Board of Directors meetings. Providing however, that any officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.
3. The Board of Directors 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 directed by majority vote at any Board of Directors or General meeting.
4. The Chamber, at the discretion of the Board of Directors, shall have the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce, or any other organizations in which membership may be in the interests of the Chamber.
5. The Board of Directors 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 that such powers are not inconsistent with the provisions of the Boards of Trade Act.
6. Any five (5) 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 of Directors.

7. The Board of Directors, or, at his or her request, the President, may appoint committees or designate members of the Board of Directors, or other members, to examine, consider, and report upon any matter or take such action as the Board of Directors may request. The Board of Directors will appoint one person to act as chairman of the committee with the responsibility of presiding over committee meetings and presenting written reports to the Board of Directors monthly.
8. The Board of Directors may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the Board of Directors.
9. Officers, directors, and committee members of the Chamber shall receive no remuneration for service rendered, but the Board of Directors may grant any of these said officers reasonable expense monies.
10. No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.
11. Every member of the Board of Directors of the Chamber and their heirs, executors and administrators, estates and effects, respectively, will at all times, when acting in good faith, be indemnified and saved harmless out of the funds of the Chamber, from and against:
  - a) All costs, charges and expenses which a Board of Directors member may sustain or incur in any action, suit or proceeding that is commenced against him/her or in respect of any act done or permitted by him/her in good faith, in carrying out the duties of a Board of Directors member; and,
  - b) All other costs, charges, and expenses which he/she may sustain or incur in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by his own dishonesty, willful neglect or default.
12. Should an elected Director or Executive Member cease to be employed by or be the designate for the Member in Good Standing on whose behalf they were acting when elected to the Board, the Director or Executive Member in question shall maintain his office on the Board so long as he becomes the designate for another Member in Good Standing or obtains an Individual Membership within 14 days of ceasing to be employed or the designate of the Member in Good Standing.

## **VI) Elections**

1. The President shall annually appoint a Nominating Committee consisting of the Immediate Past President, the President, and may include the Vice President, Directors or members at large.
2. Nominations for the position of President, Vice-President, Treasurer and a minimum of five additional Directors shall be announced by the Nominating Committee at the General Meeting one month prior to the Annual General Meeting. The Chairman shall then at the Annual General Meeting call for further nominations from the floor, following which nominations shall be declared closed.
3. To be eligible for nomination, the nominee must be a Member in Good Standing, or in the case of a corporate member, the designated representative of a Member in Good Standing in accordance with these By-laws and should have a valid membership at least 30 days prior to being nominated for a Board position.
4. The Executive and Directors elected shall be announced at the Annual General Meeting and be sworn into office at the first General Membership Meeting of the New Year.
5. The Executive members, with the exception of the President, shall remain in office for two years commencing on the date of their swearing in and ending when their successors are sworn into office or at the end of the 2<sup>nd</sup> General Membership Meeting of the New Year, whichever shall occur first. A retiring officer or directors shall be eligible for re-election. However, no Executive member shall hold the same office for more than two terms in succession. The President shall be voted in every

year, the Secretary shall be voted in on even numbered years and the Vice President and Treasurer shall be voted in on the odd numbered years.

6. The President will serve for a maximum of two consecutive years and then one additional, consecutive year as Past President to support the newly elected President
7. The elected Directors shall remain in office for one year commencing on the date of their swearing in and ending when their successors are sworn into office or at the end of the first General Membership Meeting of the New Year after they took office, whichever shall occur first.

## **VII) Officers and Board of Directors**

1. The president and vice president, before taking office, shall take and subscribe before the mayor or before any justice of the peace, an oath in the following form:

*“I swear that I will faithfully and truly perform my duty as ..... of the Valleyview and District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God.”*

2. The President shall preside at all meetings of the Chamber and Board of Directors. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the Chamber. 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 of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual General meeting.
3. The vice-president shall act in the absence of the president and in the absence of both these officers; the members assembled at a meeting shall appoint a chairman to act temporarily by a majority vote.
4. 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 of Directors. Out of such funds he/she shall pay amounts approved by the Board of Directors, shall keep a regular account of the income and expenditure of the Chamber, and shall submit an audited statement thereof for presentation at the Annual General meeting and at any other time required by the Board of Directors. He/she shall make such investment of the funds of the Chamber as the Board of Directors, by resolution at a duly constituted meeting of the Board of Directors, may direct. Three (3) members of the Board of Directors shall be appointed to sign all notes, drafts and cheques requiring signature on behalf of the Chamber at the first Board of Directors meeting following the Annual General meeting. All items will require two (2) signatures.
5. The secretary shall be the executive officer of the chamber and shall be responsible to the Board of Directors for the general control and management of business and affairs. He/she shall be responsible for keeping the record 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 pertained to his/her office. He/she shall, with the President, sign, and when necessary seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the expiration of his/her term of office, the secretary shall deliver the Chamber all records, papers, and other property of the Chamber.

6. The Immediate Past President shall provide a solid continuation for the incoming President and offer guidance as needed based upon his/her experience as President. They shall act as an advisor to the Board of Directors.
7. The Directors will be required to prepare for and attend 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.
8. At the expiration of office, all members of the Board shall deliver to the Chamber all books, records and other property of the Chamber.
9. No director or Officer shall enter into any business arrangement in which he/she has a direct or indirect interest with the Chamber except on a competitive basis and having declared any interest therein. The member shall have the right to make a presentation to the Chamber but shall not be present during the discussion and voting period.

### **VIII) Meetings**

1. The Annual General meeting of the Chamber shall be held in the month of November in each year at the time and place determined by the Board of Directors. At least two (2) weeks' notice of the Annual General meeting shall be given in accordance with Section 3.9. Regular general meetings of the Chamber shall be held quarterly at the time and place designated by the Board of Directors. At least one week's notice of such meetings shall be given.
2. Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three (3) members of the Board of Directors, or any ten (10) members of the Chamber. At least one (1) day's notice of such meetings shall be given by email with a response required. If no response is received within 6 hours a follow up telephone call will be required.
3. The Board of Directors shall meet as often as necessary to carry on the business of the Chamber with a minimum requirement of one meeting per month.
4. Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within a district or a circular letter signed by the Secretary and mailed to the last known address of each member, or an email sent to the last known email address of each member, or a fax sent to the last known fax number of each member, or a combination of any or all of these shall constitute sufficient notice.
5. Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three (3) members of the Board of Directors, or any ten (10) members of the Chamber. At least one (1) day's notice of such meetings shall be given by email with a response required. If no response is received within 6 hours a follow up telephone call will be required.
6. The Board of Directors shall meet as often as necessary to carry on the business of the Chamber with a minimum requirement of one meeting per month.
7. At any Annual General Meeting or general meeting 5 members shall constitute a 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. The secretary shall determine the exact number of members that constitute a quorum prior to the meeting.
8. All records of the Chamber shall be opened at to any member of the Chamber by appointment and on site, free of charge.

9. Any Member of the Chamber may attend meetings of the Board of Directors and participate in discussion but shall have no vote unless he/she are part of the Board of Directors.
10. Minutes of the proceedings of all general meetings and Board of Directors meetings shall be entered in books, to be kept for that purpose, by the Secretary.
11. The entry of such minutes shall be signed by the person who presides at the meetings at which they are adopted.

## **IX) Voting Rights**

1. Every member in good standing represented at any general meeting shall be entitled to one vote, providing that the vote of an association, corporation, society, partnership, or an estate member shall, in each such case, be assigned to individuals.
2. Voting at Board of Directors or general meetings shall normally be by show of hand, or if requested by the chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request received the approval of two-thirds of the members assembled prior to the vote on a question.
3. The presiding officer shall vote only in the case of a tie. Upon an appeal being made from decision of the presiding officer, the vote of the majority shall decide.
4. Motions or amendments shall be carried at any Board of Directors or general meeting by a majority vote unless otherwise provided in these bylaws.
5. The Board of Directors may conduct a vote by email, fax or phone between meetings when time sensitive issues arise. The Motion will be presented by the President or Vice President and must be seconded by another member. A vote of “in favour” or “not in favour” must be returned within 24 hours. Five (5) or more members of the Board of Directors must respond to meet quorum and a majority of said quorum must vote in favour for the motion to pass. The email motion and all votes must be presented at the next general or Board of Directors meeting for insertion into the minutes.

## **X) By-Laws**

1. By-Laws may be made, repealed, or amended by way of special resolution of the members which must be a  $\frac{3}{4}$  majority vote of member attendees not less than 21 days notice. Proposed changes must be motioned by a member of the Board of Directors and seconded by another at a previous Board of Directors meeting and duly entered as a minute of the Chamber.
2. Such by-laws shall be binding on all members of the Chamber, its Board of Directors, 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 Board of Trade.

## **XI) Policies**

1. The Board of Directors shall frame such policies of the Chamber as appear best adapted to promote and advance the mission of the Chamber.
2. Policies of the Chamber may be made, replaced or amended by a majority of the Board of Directors, ratified by a majority of the Members present at the next General Meeting. Notice of such proposal having been given one week prior to the General Meeting.

## **XII) Fiscal Year**

1. The fiscal year of the chamber shall commence on the first day of December in each year.

### **XIII) Auditors**

1. Auditors shall be appointed by the members present at the Annual General Meeting and they shall annually audit the books and accounts of the Chamber, or when the members deem necessary. An audited financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board of Directors.
2. The board of directors shall choose a reputable company to audit the books and accounts of the chamber as required by the board of trade, when requested by the board of trade until such time as the chamber is no longer registered with the Boards of Trade.
3. The society books and records can be inspected by any member upon request with a minimum of 15 day notice at the community room located in Valleyview ATB Financial

### **XIV) Procedure**

1. Parliamentary procedure, where otherwise not specified in this by-law, shall be followed at all general and board meetings in accordance with "Rules of Order" by Bourinot

### **XV) Executive Director**

1. The Executive Assistant shall be hired by the President and shall report directly to him/her.
2. The role of the Executive Assistant shall be determined by the Board of Directors before the position is filled. Partial responsibilities of any Board of Directors position may be included in the role of the Executive Assistant with the exception of President and Vice President and will then remove the responsibility from the persons holding that position until such time as the Executive Assistant resigns or is terminated at which time all responsibilities revert back to the Board of Directors position originally responsible as laid out in the by-laws.
3. All changes to the role of the Executive Assistant must be presented to him/her by the President and approved before being brought for a vote before the Board of Directors.
4. The Executive Assistant will have no voting privileges but must participate in all General and Board of Directors meetings.
5. The first three months of employment will be probationary and, during that period, the Executive Assistant may be terminated by the President, with approval from the Board of Directors, at any time, with or without cause, without notice. After the probationary period, the Executive Director may resign the position for any reason by providing thirty (30) days written notice to the Board of Directors. The President, with approval from the Board of Directors, may terminate the Executive Director without cause at any time upon providing thirty (30) days notice or pay in lieu of notice.

### **XVI) Borrowing**

1. Valleyview and District Chamber of Commerce can apply for a credit card at the cap of \$3000.00

## **XVII) Hiring**

1. The Board of Directors may hire such other persons for contract work at such time that in the opinion of the Board of Directors there is a need for a certain position. The person hired may receive remuneration for such position as stipulated in a contract agreement. From time to time this position may be advertised for submissions by interested applicants. Job description and term of contract will be determined by the Board at time of hiring. Persons hired by the Board of Directors for contractual positions shall not have the right to vote on resolutions of the Board of Directors.

## **XVIII) Distribution of Assets**

1. Any profits, which may accrue to the Chamber during the time it is in operation, will be used for the purposes of the Chamber as the Board of Directors see fit. In the event of winding up the affairs of the Chamber, all assets of the Chamber, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, will be donated to a charity or non-profit organization as determined by a resolution passed by the members at a general meeting.

## **XIX) Appeals**

1. When the Board of Directors makes a decision to cancel the Membership of a person or organization under Section 3.7 or to suspend or terminate the office of an Officer or Director under Section 5.2 , the Board of Directors shall send a written Notice of Decision by mail to the person or organization in question. The Notice of Decision shall notify the person or organization of the cancellation of Membership or termination of office and shall advise the person or organization that they have a right to appeal the decision of the Executive to the board under section 5.3 or to the members under section 3.3 by sending a Notice of Appeal to the Board within twenty days from the date on the Notice of Decision. The Board of Directors will set a date of hearing for the appeal within twenty days of the date on the Notice of Decision. The Board of Directors will set a date of hearing for the appeal within twenty days of the date on the Notice of Appeal. The date, time and place of the appeal shall be determined by the Board of Directors.
2. If the appeal is to be heard by the Members, the Board of Directors shall forthwith send out a special notice to the Members advising them of the date, time and place of appeal. In order for the hearing to proceed membership constituting the equivalency of quorum or minimum of 5 chamber members must be present
3. At the hearing of the appeal, the appellant may make oral or written submissions on their own behalf and may present other witnesses to also speak or submit written evidence on their behalf.
4. Following a hearing before the Board of Directors, the Board of Directors shall convoke in camera and a written Notice of Decision on Appeal shall be rendered to the appellant within twenty days of the appeal.
5. Following presentation of submissions before the Members, the appellant and the appellant's witnesses, if any, shall leave the hearing. The Members shall discuss the appeal in open forum and hold a vote and disposition of the appeal will be decided by majority. Once a consensus has been reached, the Members shall draft a written Notice of Decision on Appeal which shall be sent forthwith by mail to the appellant.
6. There are no further appeals to the Board of Directors or Members from the Notice of Decision on Appeal.