

FAIRVIEW & DISTRICT CHAMBER OF COMMERCE
OPERATIONAL BYLAW

Table of Contents

Name and Purpose	2
Interpretation	2
Membership	2
Dues and Assessments	3
Officers and Directors	3
Duties of Officers and Directors	5
Meetings	5
General Meetings	5
Board Meetings	6
Special Meetings	6
Voting Rights	6
Electronic Voting	7
Bylaws	8
Fiscal Matters	8
Procedure	8

1. Name and Purpose

- 1.1. The name of this organization shall be the Fairview & District Chamber of Commerce.
- 1.2. The Fairview & District Chamber of Commerce shall be a volunteer business organization dedicated to the promotion of new and existing businesses and enhancement of the business community as a whole by uniting businesses and providing a strong collective voice for the business community in the Fairview Region.

2. Interpretation

- 2.1. Wherever the word “**Chamber**” occurs in this bylaw it shall be understood to mean “Fairview & District Chamber of Commerce”.
- 2.2. Wherever the word “**Board**” occurs in this bylaw it shall be understood to mean “Board of Directors and Executive of the Fairview & District Chamber of Commerce”.
- 2.3. Wherever the words “**Member in good standing**” occurs in this bylaw it shall be understood to mean any person, association, corporation, society, partnership, government entity or estate that holds a paid membership to the Fairview & District Chamber of Commerce and as defined in the policy.
- 2.4. Wherever the word “**He**” occurs in this bylaw it shall be understood to mean any person male or female who holds the office of position indicated.
- 2.5. Wherever “**General Meeting**” occurs in this bylaw it shall be understood to mean a meeting involving the entire membership of the Fairview & District Chamber of commerce.
- 2.6. Wherever “**Board Meeting**” occurs in this bylaw it shall be understood to mean a meeting involving the executive, directors and advisors of the Fairview & District Chamber of commerce.
- 2.7. Wherever “**Annual General Meeting**” or “**AGM**” occurs in this bylaw it shall be understood to mean a yearly meeting of the membership that includes the election of officers.

3. Membership

- 3.1. 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.
- 3.2. Any association, corporation, society, partnership, government entity or estate directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.
- 3.3. Any business or association who is not an individual shall designate an appointed representative as that Member’s delegate to exercise the rights and privileges of that membership in the Chamber. Such a designation may be changed by the Member from time to time.
- 3.4. New members must be approved by a majority of 2/3 of members present at any meeting of the members.
- 3.5. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of this bylaw or has been removed from the roll of members by action of the Board.
- 3.6. The Chamber shall maintain a register of Members in the form prescribed by the Board. The register of Members shall be conclusive evidence as to membership in the Chamber. A Member, upon resignation or removal from membership, shall cease to be a Member of the Chamber and the name of such Member shall be removed from the register of Members.

- 3.7. Any member of the Chamber who intends to retire or to resign his membership may do so at any time by giving written notice of no less than ten (10) days to the Secretary/Treasurer and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice. Upon such action by the member, all privileges of membership and dues paid, shall be forfeited.
- 3.8. The Chamber may remove from the roll of its members the name of any member who fails to pay his annual dues within thirty (30) days of his admission or any other member who fails to pay such dues within three (3) months of the date they fall due or any member who fails to meet the qualifications of a member in good standing. Upon such action by the Chamber all privileges of membership and dues paid shall be forfeited.
- 3.9. Any member of the Chamber may be expelled for failure to meet the qualifications of good standing by a two thirds vote of the Board present at a duly called board meeting.
- 3.10. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Membership by recommendation of the Board and ratification by the membership of the Chamber. Such recognition shall be for a one (1) year term and may be repeated. Honorary Membership shall include all the privileges of active members, with exemption from payment of annual fees.

4. Dues and Assessments

- 4.1. The annual dues payable by members to the Chamber shall be determined by the Board.
- 4.2. New memberships will be prorated for the month of admission to the year end of the Chamber.
- 4.3. Annual memberships are due and payable upon admission and thereafter will be invoiced Jan 1 with payment due by Jan 31 of the new membership year.
- 4.4. Other assessments may be levied against all members provided they are recommended by the Board and approved by the majority of the members present at a general meeting of the Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

5. Officers and Directors

- 5.1. The Executive and Directors of the board shall be elected from among the membership by ballot at each Annual General Meeting and shall remain in office for one (1) year.
- 5.2. The Board must be elected by a majority of the members present at the Annual General Meeting.
- 5.3. The Executive shall be President, Immediate Past President (If Applicable), 1st Vice President, 2nd Vice President, Secretary/Treasurer.
- 5.4. The Board which includes the Executive shall consist of up to eight (8) other directors that may include up to Three (3) advisors, from organizations including but not limited to the Town of Fairview, Municipal District of Fairview #136 and Grande Prairie Regional College-Fairview Campus.
- 5.5. Advisors will have a vote at Board meetings and general meetings if they are representing their respective organizations. Advisors may not hold a position on the executive.
- 5.6. Failure to elect Directors
 - 5.6.1. In the event that Directors are not elected at the Annual General Meeting in a calendar year:
 - 5.6.1.1. the Directors may be appointed by a majority vote at any Meeting of the Chamber; and
 - 5.6.1.2. the Directors then in office shall remain in office until their successors are elected.

- 5.7.** Any director or officer failing to attend three (3) meetings, in succession, of the Board without having obtained leave from the Board shall be deemed to have tendered his resignation from the Board. If the resignation is accepted by the Board the position may be filled by a majority vote at any Meeting of the Chamber
- 5.8.** Vacant Board positions due to death or resignation or dismissal of a Board member may also be filled by a majority vote at any Meeting of the Chamber
- 5.9.** Any officer or Board member may be suspended from his office or have his tenure of office terminated if in the opinion of the Board he is grossly negligent in the performance of any of his duties, providing that any officer of the Board so suspended or whose tenure has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.
- 5.10. Powers of the Board**
- 5.10.1.** The Chamber shall be managed by the Board and the Board shall have full power and authority to do all things necessary to accomplish the objectives of the Chamber, that the Chamber is by law authorized to do. This authority shall include the right of the Board to delegate any of its powers to the Officers or anyone deemed or directed and to revoke any such delegation.
- 5.10.2.** The Board shall have the general power of administration and in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber, provided that such powers are not inconsistent with the provisions of the Board of Trade Act.
- 5.10.3.** Without restricting the general powers described herein, the Board shall have the following specifically enumerated powers:
- 5.10.3.1.** To purchase or otherwise acquire for the Chamber any movable or immovable property, rights or privileges to further the object of the Chamber, at such price and generally on such terms and conditions as they think fit;
- 5.10.3.2.** To enter into any contract of employment or other contract of services with any person in the interests and on behalf of the Chamber;
- 5.10.3.3.** To develop, institute and amend policies, procedures and standards for the conduct of the affairs of the Chamber and the Board, provided that such policies, procedures and standards or amendments thereof shall not be inconsistent with any law or any bylaw of the Chamber;
- 5.10.3.4.** The Chamber, at the discretion of the Board, shall have power to affiliate and maintain membership with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce and any other organization in which membership may be in the interest of the Chamber.
- 5.11.** No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person whom the Board has delegated this authority.
- 5.12.** The Board shall frame bylaws, rules and regulations that are 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.

- 5.13. The Board or, at its request, the President may appoint committees or designate members of the Board or the Chamber or others to examine, consider and report upon any matter or take such action as the Board may request.
 - 5.13.1. Duties and Powers of any such committee shall be set by the Board
 - 5.13.2. Remuneration of any such committee shall be set by the Board
 - 5.13.3. Any Committee may be disbanded by the Board and any Member may be removed by the board
- 5.14. No paid employee of the Chamber shall be a member of the Board. Officers of the Chamber shall receive no remuneration for services rendered but the Board may grant any of these said officers reasonable expense monies.
- 5.15. The meeting of the Board shall be open to all members of the Chamber who may attend but not take part in any of the proceedings.

6. Duties of Officers and Directors

- 6.1. The President shall preside at all meetings of the Chamber and Board. He shall regulate the order of business at such meetings, receive and put forward lawful motions and communicate to the meeting what he may think concerns the Chamber.
- 6.2. The 1st vice-president shall act in the absence of the president.
- 6.3. The 2nd vice-president shall act in the absence of the president and the 1st vice-president.
- 6.4. In the absence of each one of these officers, the directors shall appoint a chairman to act temporarily.
- 6.5. The Appointed Immediate Past President shall serve as a mentor to the Board and new Board members.
- 6.6. The Secretary/Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution selected by the Chamber. Out of such funds he shall pay, or cause to be paid, amounts provided by the Board. He shall ensure that a current regular account of all income and expenditure of the Chamber is kept and maintained. He shall make such investment of the funds of the Chamber as the Board may request.
- 6.7. The Secretary/Treasurer shall assist the appointed auditor with the submission of an audited financial statement for presentation to the annual general meeting, or at any other time requested by the Board.
- 6.8. The Secretary/Treasurer shall ensure proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes as well as ensuring accurate documentation and legal requirements, such as annual filing deadlines are met.
- 6.9. The Board shall see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or law are regularly and properly kept. The books and records shall be available at all reasonable hours to any Member of the Chamber free of any charge.
- 6.10. Custody of the Corporate Seal shall remain with the President.

7. Meetings

7.1. General Meetings

- 7.1.1. A minimum of six (6) general meetings will be held within each calendar year.
- 7.1.2. Regular general meetings of the Chamber shall be held at a time and place designated by the Board. At least three (3) days' notice shall be given. Agenda and previous minutes shall be made available to the members at least three (3) days in advance.

- 7.1.3. The Annual General Meeting of the Chamber shall be held within 90 days of the end of the fiscal year in each year at a time and place determined by the Board. At least two (2) weeks' notice shall be given.
- 7.1.4. At any meeting of the members eight (8) members shall be 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.
- 7.2. **Board Meetings**
 - 7.2.1. A minimum of eight (8) Board meetings will be held within each calendar year. The date, time and place of Board meetings shall be set at the first meeting of the board following the AGM, to be set by the President.
 - 7.2.2. Agenda, previous minutes, time and location shall be made available to the board at least three (3) days in advance.
 - 7.2.3. 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.
- 7.3. **Special Meetings**
 - 7.3.1. Special meetings of the membership and/or the board may be held at any time when summoned by the president or requested by at least three (3) Board members or a majority of the members and giving at least one (1) days' notice. Notice of special business shall contain enough information to allow the member to make a reasoned decision.
- 7.4. Notice of all meetings naming time and place of assembly shall be given by a designate of the board. A notice broadcasted by personal delivery, regular mail, telephonic or electronic communication to each member shall constitute sufficient notice.
- 7.5. Minutes of the proceedings of all general and Board meetings shall be entered in the books to be kept for that purpose. The entry of such minutes shall be signed by the person who presides at the meeting at which they were adopted.
- 7.6. Both board and membership meetings may be held through any medium where all of the individuals participating may hear each other and participate in all matters before the board or membership.
 - 7.6.1. Acceptable media may include telephone conference calls and videoconferencing systems.
 - 7.6.2. A Director or Member participating in a meeting by such means is deemed to be present at the meeting
 - 7.6.3. Meetings may not be held through a time-delayed medium, such as email.
 - 7.6.4. Quorum of the membership or board must be present at a telephone or video conference meeting
 - 7.6.5. Votes of either the board or members may be taken live during a meeting. The Chair may call for voice votes on matters expected to be noncontroversial. For controversial matters, the chair may take votes by roll call or other procedures established to tally votes individually. Voting by written ballot, transmitted by email to an address designated by the corporation, will be a valid ballot.

8. Voting Rights

- 8.1. Every member in good standing represented at any general meeting shall be entitled to one (1) vote providing that the vote of an association, corporation, society, partnership, government office or estate shall in each case be assigned to individuals, in the form required by the chamber.
- 8.2. Members of the Board and the executive shall be entitled to (1) one vote at any meeting providing they

are representing their respective organization and each vote shall be equal amongst them.

- 8.3. Every member of the board present, including the presiding officer, shall have a vote on every matter unless they are required to or permitted to abstain from voting under this or any other bylaw, policy, act or legislation.
- 8.4. Motions shall be carried at any Board or general meeting by a majority vote unless otherwise provided in this bylaw.

9. Electronic Voting

- 9.1. Electronic voting is available for any Board or Committee Meeting on motions after meetings based on discussions during meetings as follows
 - 9.1.1. Directors may decide, for whatever reason, to obtain a post-meeting electronic vote on any matter discussed during the Meeting if a majority of Directors agree to do so during the Meeting.
 - 9.1.2. In order to get an electronic vote in connection with a meeting of the Board or a Committee at which a quorum was present, the votes that would have been required at that meeting to pass any related motion will be required via electronic voting.
 - 9.1.3. Only those Directors in attendance at the meeting who participated in the discussion may vote on any motion related to the discussion unless the motion is dealt with under 9.2
 - 9.1.4. Only the President may afterwards request an electronic vote on a matter discussed at a prior meeting. The vote is initiated by the President's electronic request to all Directors that includes the Motion wording and all related materials for consideration, including a brief summary of the prior discussion.
 - 9.1.4.1. Each Director may either vote for or against the Motion, but may not suggest changes to the wording of the Motion.
 - 9.1.4.2. If the Motion fails, then a majority of Directors may request in writing that the President initiate a new vote with new Motion wording requested by a majority of Directors in writing.
 - 9.1.4.3. The deadline for receipt of electronic votes is forty-eight (48) hours from the electronic request.
 - 9.1.4.4. The Motion will pass if a majority of Directors who participated in the discussion at the prior Meeting vote to approve the Motion within the forty-eight hours.
- 9.2. For purposes of taking action without a meeting, electronic voting is permitted as follows
 - 9.2.1. The President is able to request an electronic vote on any matter required between meetings.
 - 9.2.2. The President must request an electronic vote between meetings if requested to do so by a majority of Directors in writing.
 - 9.2.3. The vote is initiated by the President's electronic request to all Directors that includes the Motion wording and all related materials for consideration.
 - 9.2.3.1. Each Director may either vote for or against the Motion, but may not suggest changes to the wording of the Motion.
 - 9.2.3.2. If the Motion fails, then a majority of Directors may request in writing that the President initiate a new vote with new Motion wording requested by a majority of Directors in writing.

- 9.2.3.3. The deadline for receipt of electronic votes is forty-eight (48) hours from the electronic request.
- 9.2.3.4. The Motion will pass if a majority of Directors votes to approve the Motion within the forty-eight hours.

9.3. A record of all electronic voting will be kept and maintained within the records of the Chamber.

10. Bylaws

- 10.1. A new Bylaw or an amendment to the Bylaws as proposed by the board, requires approval of:
 - 10.1.1. the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this Bylaw; and
 - 10.1.2. the appropriate Federal Minister.
- 10.2. After the Members have approved the new Bylaw or an amendment to the Bylaws, they shall be sent to the appropriate Federal Minister for approval in accordance with the rules established by the Minister for such approval.
- 10.3. The new Bylaw or bylaw amendment shall not be in force or acted upon until the Minister has approved it.
- 10.4. Such bylaws upon the Minister's approval shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.
- 10.5. Notice of a proposed new Bylaw or an amendment to the Bylaws must be in writing and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

11. Fiscal Matters

- 11.1. The fiscal year of the Chamber shall commence on the first (1st) day of January in each year.
- 11.2. The Board shall, for the purpose of the Annual General Meeting of Members in each year, appoint an auditor.
 - 11.2.1. In each year the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Chamber, with the assistance of the treasurer, for report to the Members at the Annual General Meeting for the previous year.
 - 11.2.2. The appointed auditor's position shall continue until the next Annual General Meeting or until the Board relieves the Auditor or Auditor resigns from the position
 - 11.2.3. The Board must fill any casual vacancy in the office of auditor.
 - 11.2.4. Any remuneration of the auditor shall be fixed by the Board.
- 11.3. The President signs on behalf of the Corporation.

12. Procedure

- 12.1. The designate of the board shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings. At such meetings; the designate of the board shall give or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees.

- 12.2. Unless a Quorum is present within fifteen (15) minutes after the time appointed for the meeting, the meeting shall stand adjourned until the next scheduled board meeting or until a special meeting is called to deal with the matters intended to be dealt with at the adjourned meeting.
- 12.3. A motion is put to the floor for a vote after discussion
 - 12.3.1. A motion shall NOT require a seconder.
- 12.4. Voting shall be completed simultaneously by show of hand after the chair has called for “All in Favour” and “Those Opposed” to the motion.
- 12.5. Voting at Board or general meetings shall normally be by show of hand.
- 12.6. A recorded vote shall only be taken if requested by a member of the board at a board meeting.
- 12.7. If there is a tie of votes “in favour” and “opposed” to a motion, the Chair of the meeting will have the deciding vote.
- 12.8. If all items on the agenda have been addressed, the chair shall state the agenda has been completed, note the time and call the meeting adjourned.
- 12.9. Should the agenda not be completed, a motion to adjourn can be presented for a vote supported by a two thirds majority.