

# **THE DRUMHELLER AND DISTRICT CHAMBER OF COMMERCE**

## ***BY-LAWS***

Amended by membership February 1, 2006  
Approved by Industry Canada effective May 29, 2006

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### **ARTICLE ONE - NAME AND OBJECT**

- 1.00 The name of this organization shall be “The Drumheller & District Chamber of Commerce.”
- 1.01 The Chamber shall have for its principal objects the promotion, development and encouragement of trade and commerce, economic, civic and social welfare of the Drumheller and district, and more particularly, but without restricting the generality of the foregoing, shall have the following objects:
- 1.01.1 To promote, encourage and develop trade and commerce within the Drumheller and district and between the Drumheller and region and other parts of Canada and elsewhere.
  - 1.01.2 To generally support the principle of the free enterprise system and to encourage within the Drumheller and region the development of its natural resources, of agriculture, of new and existing industries and businesses.
  - 1.01.3 To encourage a high standard of integrity among its members.
  - 1.01.4 To advise or make representations to all levels of Government on any matters affecting the objectives of the Chamber.
  - 1.01.5 To promote the publicizing of the products and the tourist attractions of Drumheller and region in other parts of Canada and elsewhere.
  - 1.01.6 To stimulate interest in public affairs and to encourage the free exchange of opinion and thought.
  - 1.01.7 To make available where possible sources of information to its members respecting general regulations affecting business and industry in Drumheller and region.
  - 1.01.8 To exchange information with other Chambers of Commerce and Boards of Trade, and other organizations.
- 1.02 The Chamber shall be nonsectarian and shall not promote or seek to advance nor shall it adopt views or policies against any religious or ethnic group. The Chamber shall not lend its support to or work against any candidate for any public office.

## **ARTICLE TWO - INTERPRETATION**

- 2.00 Wherever the words "The Chamber" occur in these By-Laws, they shall be understood to mean "THE DRUMHELLER AND DISTRICT CHAMBER OF COMMERCE" as a body.
- 2.01 Wherever the words "The Board" occur in these By-Laws, they shall be understood to mean "THE BOARD OF DIRECTORS OF THE DRUMHELLER AND DISTRICT CHAMBER OF COMMERCE."
- 2.02 Wherever the word "Region" occurs 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., c. 124, s. 1).
- 2.03 Words imparting the masculine gender shall be interpreted to include the feminine and neutral genders.

## **ARTICLE THREE – MEMBERSHIP**

### 3.00 *Eligibility*

- 3.00.1 Every person, association, corporation, partnership or society 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.
- 3.00.2 Upon payment by the applicant of the annual member fee, the applicant shall become a member of The Chamber but the member shall not be entitled to vote for a period of fourteen (14) days.
- 3.00.3 Membership shall be in writing and contain an agreement that the applicant will be bound by the By-Laws and regulations of The Chamber.

### 3.01 *Representations*

- 3.01.1 A member being an association, corporation, partnership or society shall designate in writing a representative or representatives (as hereafter limited) to exercise the rights and privileges of the member in The Chamber, and such designation may be changed from time to time in writing, upon request.
- 3.01.2 Every member shall be entitled to one representative and additional representatives in accordance with such rules or regulations as established by the Board from time to time. Each representative so designated shall himself (during the continuance of the designation and while the designating member is in good standing) be deemed to be a member for all of the purposes of The Chamber.

### 3.02 *Classification*

The membership of the Corporation may be divided into such classifications as may be determined from time to time by the Board.

### 3.03 *Honorary Membership*

The Board shall have power to award honorary membership in The Chamber to any member previously active in Chamber affairs and who has retired from active business or professional life. Such an honorary membership may be exempt from the payment of any membership fee.

### 3.04 *Resignation & Cancellation of Membership*

3.04.1 Any member may resign from membership at any time upon written notice to the Board or General Manager, but such resignation shall not relieve the member from financial obligations he may then owe to The Chamber.

3.04.2 In any case in which the Board is of the opinion that the membership of any member ought to be reviewed in the general interest of The Chamber, it shall give written notice of not less than fifteen (15) days to the member that continuation of his membership will be considered at a meeting of the Board, specifying the time and place thereof. The member shall be entitled to attend such meeting and hear the matters of complaint and make answer. The Board thereupon shall judge whether or not the membership shall be cancelled and its decision shall be final and binding.

## **ARTICLE FOUR - ANNUAL FEES**

4.00 The number of classes of membership and the annual scale of fees for each class shall be determined annually by the Board.

4.01 The annual fee for each member shall be payable on December 1, annually.

4.01.1 New memberships only, purchased after December 31 shall be pro-rated for the duration of that year.

4.02 A member in good standing is defined as a member whose membership is paid in full by January 31, annually.

## **ARTICLE FIVE - SPECIAL RESOLUTIONS**

5.00 **SPECIAL RESOLUTION** - A motion which must be passed by a 75% majority approval of the members present at a duly constituted meeting.

5.01 **SPECIAL LEVIES** - Any assessments may be approved by a Special Resolution of the members.

5.02 **BORROWING** – For amounts greater than \$7,500 a Special Resolution is required.

## **ARTICLE SIX - BOARD OF DIRECTORS**

- 6.00 The Chamber will be governed by a maximum of thirteen (13) Board members comprised of the following:
- 6.00.1 Twelve (12) Board members shall hold elected positions each year in accordance with the procedure outlined in Article 12. These positions shall be filled on a rotating basis, with four (4) Directors being elected each year, for a three (3) year term.
  - 6.00.2 One (1) Board member shall be appointed as Past President having fulfilled his office as President. This appointment shall be for one year only. Should this position become vacant due to the continuance of the President's position or the resignation of the Past President it will revert to a director's position only and will be filled by election.
  - 6.00.3 In addition to the twelve (12) elected Board Members, one (1) additional Board member shall be appointed by the Town of Drumheller for liaison purposes. The Town of Drumheller appointee will have voting rights, but may not be elected to the Executive Committee.
  - 6.00.4 No member shall be elected to the Board for more than two (2) consecutive three-year terms. A person is eligible for re-election to the Board after a one (1) year absence from an elected position.
- 6.01 At the first meeting of the Board following the Annual General Meeting, the Board will elect internally, an Executive Committee comprised of a President, Vice-President, and Secretary-Treasurer from the twelve (12) generally elected Board members only. This will be done by secret ballot and all Board members (both elected and appointed) will be eligible to vote.
- 6.02 The Board will establish the scope and nature of the activities to be carried out by The Chamber in order to carry out its mandate. The Chamber will strive to maintain a broad cross section of representation from the community which will include expertise in community economic development, business development, and tourism.
- 6.03 The Board shall have the authority to determine how available operating funds can most effectively be spent in carrying out the mandate of The Chamber.
- 6.04 The Board shall have authority to determine signing authority on all accounts, contracts, or documents that are binding on The Chamber.
- 6.05 The Board shall have the authority to hire the General Manager and to determine the terms of employment thereof. It shall also have the authority to dismiss its General Manager for such reasons, as the Board deems necessary in accordance with Labour Standards and practices.

- 6.06 The Board shall have the authority to appoint both Standing and Ad-Hoc Committees and to determine the terms of reference thereof. Non-Board members may serve as members on Committees established by the Board, provided however, that the appointee is a member in good standing and such appointment is approved by the Board.
- 6.06.1 Any external communication from Standing or Ad-Hoc Committees must have approval from the Board of Directors, Executive Committee, or General Manager.
- 6.07 If it is necessary for any reason to replace a Board member before the expiration of their term or to fill any other vacant positions on the Board, the Board may appoint such replacements from the list of members in good standing. The appointment shall be valid only until the next Annual General Meeting at which time a Director shall be elected in accordance with the by-laws dealing with the selection of Board representatives.
- 6.07.1 Prior to the Board appointing a Director, the Board shall advertise for a period of 30 days to seek interest from the members.
- 6.07.2 A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the General Manager or any Officer of the Board and mailed to the last known address or emailed to the last known email address of each member shall constitute sufficient notice.
- 6.07.3 The Board shall appoint a Director from the members having expressed interest.
- 6.07.4 If the number of people expressing interest is less than the number of vacancies on the Board, the Board shall have the authority to solicit members directly.
- 6.07.5 If the number of people expressing interest is greater than the number of vacancies on the Board, the Board shall call a General Meeting to elect new Directors in accordance with the by-laws dealing with General Meetings and the selection of Board Representatives.
- 6.08 Membership on the Board may be terminated upon a Director:
- (a) Being absent for three (3) consecutive regular meetings of the Board unless the Board concludes there was adequate reasons for such absences;
  - (b) Acting in a manner detrimental to the purpose of the Chamber, as evidenced by a majority vote of the Board;
  - (c) Being found lunatic or of unsound mind;
  - (d) Being convicted of any offence involving imprisonment without the option of a fine; or
  - (e) Violating the Board's Conflict of Interest guidelines.
- 6.09 A Director may retire from the Board upon giving one (1) month's notice in writing, and such resignation shall take effect upon the expiration of such notice or earlier acceptance.

- 6.10 The term of office for elected Directors shall commence at the first meeting of the Board following the Annual General Meeting and, upon the completion of their term, shall expire immediately prior to the first meeting of the Board following the Annual General Meeting.
- 6.11 Directors shall not receive compensation for their services but shall be entitled to be paid any out-of-pocket expenses incurred in the course of discharging any duty on behalf of the Board.
- 6.12 Resolutions, except where otherwise stated in the Constitution and By-Laws, shall require a simple majority of votes by those Directors present for approval. All Directors, including the President, shall have one vote. Voting by proxy will not be accepted. In the event of a tie vote, the resolution shall be considered lost and defeated.
- 6.13 Minutes shall be recorded for all meetings of the Board, and upon their subsequent approval by the Board as being true and a complete record of the business transacted, shall be maintained at the office of the Chamber.
- 6.14 The Annual General Meeting of the Chamber shall be held within 120 days of The Chamber's year-end.
- 6.15 The Executive Committee of the Board shall comprise the following:
  - a) President
  - b) Past President
  - c) Vice-President
  - d) Secretary/Treasurer
- 6.16 Each Executive Committee Member shall be and remain during his term of office a member in good standing of The Chamber.
- 6.17 In the event of a vacancy amongst the Executive Committee, the President shall be empowered to appoint a replacement Executive Committee Member from the elected Board members, but it shall be necessary for the Board to ratify such appointment at the next meeting of the Board.
- 6.18 The President:
  - a) Shall be the Chief Executive Officer of The Chamber;
  - b) Shall endeavor to attend all meetings of The Chamber and its executives and shall preside over the proceedings of their meetings;
  - c) Shall be an ex-officio member of every Committee;
  - d) Shall be the official spokesman for The Chamber but may delegate such power in regard to public pronouncements to such member(s) of The Chamber as he may decide;
  - e) Shall act at all times in accordance with the lawful directives of The Chamber;
  - f) Shall cause to be brought to the attention of The Chamber members all matters affecting

the well being of The Chamber and its operations;

- g) May, from time to time, with the concurrence of The Chamber members approve the formation of Committees and prescribe their functions and limitations and appoint persons to serve therein; however, that each appointment to membership on each Committee shall cease and determine on the day prior to the next Annual General Meeting.

6.19 The Vice-President:

- a) Shall do all things reasonably as required by the President for the better functioning of The Chamber. In the absence of the President he shall assume his role.

6.20 The Secretary/Treasurer shall endeavor to:

- a) Maintain minutes of all meetings of the Chamber and its members and in that capacity shall be clerk thereof. He may utilize the services of a stenographer and in the absence of contrary direction from the President, such stenographer may attend with the Secretary at the aforementioned meetings;
- b) Be responsible for the accurate maintenance of the records of members and their addresses;
- c) Be responsible for the maintenance of all required books of account and financial records;
- d) Establish and maintain adequate systems for the control of expenditures;
- e) Prepare, or have prepared under his direction the proposed budget and its presentation by him to the Board of Directors for approval or amendment;
- f) Maintain The Chamber within the expenditures of the accepted budget or within such alterations thereof as The Chamber may lawfully make as per Article 5.02;
- g) Establish and maintain adequate systems to ensure that the funds of The Chamber are properly deposited and accounted for in accordance with normal accounting procedures;
- h) Ensure that all necessary appointments of signing officers for banking and other financial documentation are made from time to time by the Board of Directors.
- i) Assist the President in such other areas of financial control as the President may require;
- j) Perform such other duties as the President may, from time to time, direct.

6.21 The Past President:

- a) Will assist the new President in the orderly transition of power and do all things reasonably as required by the President for the better functioning of The Chamber.

- 6.22 At any meeting of the Board, 50% of the Directors plus one shall form a quorum for the transaction of business.
- 6.23 If there is no quorum within thirty (30) minutes after the time for such a meeting, the meeting shall stand adjourned.
- 6.24 Newly elected Board Members, 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 Drumheller 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 adopted 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."
- 6.25 The meetings of the Board shall be opened to all members of The Chamber, who may attend but not take part in any of the proceedings.
- 6.26 The Board shall have the power of administration. It may make or authorize petitions or representations to the Government, or Parliament of Canada, the Government or Legislature of Alberta, or others, as it may determine or as may be required.
- 6.27 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.
- 6.28 The Board shall frame such By-Laws, rules and regulation best adopted to promote the welfare of The Chamber, and shall submit them for adoption, at a General Meeting of The Chamber, called for that purpose.

#### **ARTICLE SEVEN - CONFLICT OF INTEREST**

- 7.00 No Director or Officer shall enter into any business arrangement in which he 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.

#### **ARTICLE EIGHT - INDEMNITY OF BOARD MEMBERS**

- 8.00 The Chamber shall indemnify all Directors and Officers of The Chamber and any other person, their heirs, executors and administrators from and against all costs, charges, expenses and damages sustained as a result of an undertaking authorized by the Chamber.
- 8.01 The Chamber shall indemnify every Director or Officer of The Chamber from all costs, charges, expenses and damages to which the Director or Officer of The Chamber may be put as a result of a bona fide execution of the duties of his office or position.



## **ARTICLE NINE - MEETINGS**

- 9.00 The Annual General Meeting of The Chamber shall be held within one hundred and twenty (120) days after the fiscal year end at a time and place determined by the Board. At least twenty one (21) days' notice of the Annual General Meeting shall be given.
- 9.01 General Meetings of The Chamber may be held at a time and place designated by the Board. At least seven (7) days' notice of such meetings shall be given.
- 9.02 Special 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, or any ten (10) members of The Chamber. At least seven (7) days' notice of such meetings shall be given.
- 9.03 The Board shall meet from time to time, and not less than ten times a year, to carry on the business of The Chamber.
- 9.04 Notice of all meetings, naming the time and place of assembly, shall be given by the General Manager as directed by the Board. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the General Manager or any Officer of the Board and mailed to the last known address or emailed to the last known email address of each member shall constitute sufficient notice.
- 9.05 At any Annual or General Meeting, twelve (12) 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.
- 9.06 Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose, by a person designated by the Board from time to time.
- 9.07 The entry of such minutes shall be signed by the Chairperson who presides at the meeting at which they are adopted.
- 9.08 The books of account shall be kept at the registered office or such place or places as designated by the Directors. No person other than a Director, Auditor, Member, Officer, Accountant, person authorized by the Board, or person authorized by the members, shall have any right to inspect any account, book or document of The Chamber.

## **ARTICLE TEN - MANAGEMENT OF BUSINESS AFFAIRS**

- 10.00 The General Manager shall be responsible as senior administration, through the Executive, to the Board of Directors:
  - a) For all approved plans, results, occurrences and matters of and relating to the operation of the Chamber;
  - b) For the general supervision, direction, and control of all employees of the Chamber and to ensure the proper performance of their duties and

responsibilities in accordance to approved plans;

- c) For all administrative functions within approved guidelines of the Chamber including budget preparation and control, maintaining the books of account, correspondence, and clerical support.
- d) For the custodianship of all property and records of the Chamber.

- 10.01 At the direction of the President, the General Manager shall attend all meetings of the Board of Directors or any other meetings of members or Committees of the Chamber, provided however, that he shall have no vote threat.
- 10.02 The General Manager shall do all things as may reasonably be required of him by the President in order to maintain the successful operation of the Chamber and Committees in accordance with approved plans and policies.
- 10.03 The Board shall adopt a common seal of The Chamber and provide for its safe custody.
- 10.04 The seal shall not be used except by the authority of the Board and/or the General Manager in the presence of a member of the Board who shall sign every instrument to which the seal is affixed.
- 10.05 The seal shall remain in the custody of the General Manager at his official office.

#### **ARTICLE ELEVEN - VOTING RIGHTS**

- 11.00 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, or an Estate member shall, in each case be assigned to individuals.
- 11.01 Voting at General Meetings shall normally be by show of hand, or if requested by the Chairperson, by secret ballot. In the alternative, a secret ballot shall be taken if requested by five (5) members providing such request receives the approval of two-thirds (2/3) of the members assembled.
- 11.02 Motions or amendments shall be carried at General Meetings by a majority vote unless otherwise provided for in these By-Laws.
- 11.03 The Chairperson shall only cast a vote on a motion in the event of a tie.

#### **ARTICLE TWELVE - ELECTIONS**

- 12.00 The Annual Election of the Board shall take place at the Annual General Meeting.
- 12.01 Every member of The Chamber in good standing shall be eligible for election and all retiring members of the Board in good standing shall be eligible for re-election subject to the

provisions of Article 6.00.

- 12.02 The Nomination Committee shall consist of the President and Vice-President.
- 12.03 The Nominating Committee shall endeavor to prepare a slate of nominations for election to the Board. No nomination shall be valid without the written or oral consent of the nominee.
- 12.04 Each member in good standing in attendance at the Annual General Meeting may make nominations provided the member has obtained the consent of the nominee in writing if the nominee is not present at the meeting, or, in the alternative, nominee gives his consent.
- 12.05 The President shall be the Chairperson of the Nominating Committee and shall appoint the Chairperson of the elections.
- 12.06 Voting shall be conducted by secret ballot.
- 12.07 Two (2) scrutineers shall be appointed by the Chairperson of Elections to distribute ballots, collect completed ballots and tabulate the results of the voting.
- 12.08 At the close of voting, the President or Chairperson of Elections shall report the results of the election to The Chamber.

#### **ARTICLE THIRTEEN - BY-LAWS**

- 13.00 These By-Laws, or any of them may be amended, altered or repealed by a majority vote of the members in good standing present at any General Meeting of The Chamber or at any Special Meeting called for that purpose, provided that written notice of the proposed amendments, alterations or repeals shall be given in the notice for the meeting at which they are to be considered.
- 13.01 The foregoing By-Laws shall come into effect as soon as they have been adopted at a meeting of The Chamber and have been approved by the appropriate Minister of Industry; and thereupon the By-Laws of The Chamber theretofore existing are repealed.

#### **ARTICLE FOURTEEN - AFFILIATION**

- 14.00 The Chamber, at the discretion of the Board, shall have power to affiliate with The Canadian Chamber of Commerce, Alberta Chambers of Commerce, and any other organizations in which membership may be in the interest of The Chamber.

#### **ARTICLE FIFTEEN - FISCAL YEAR**

- 15.00 The fiscal year of The Chamber shall commence on the first day of December in each year.

## **ARTICLE SIXTEEN - AUDIT**

- 16.00 Once in every year the accounts of The Chamber shall be examined and the correctness of the accounts and balance sheet ascertained by one (1) or more auditor or auditors.
- 16.01 The members shall appoint such auditor or auditors to hold office for the ensuing year.
- 16.02 The auditor's report of The Chamber for the past fiscal year shall be made to each Annual General Meeting, and the auditor's report shall be kept at The Chamber office.

## **ARTICLE SEVENTEEN - PROCEDURE**

- 17.00 Parliamentary procedure shall be followed at all General and Board Meetings, in accordance with "Roberts Rules of Order."