



BYLAWS

Amended: June 2019

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ARTICLE I – NAME

The name of this organization shall be the Prince Albert & District Chamber of Commerce Inc. This organization is incorporated as a non-profit corporation without share capital under The Non Profit Corporations Act (Saskatchewan).

ARTICLE II – INTERPRETATION

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- a. “Act” means The Non-profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- b. “The Corporation” and “the Chamber” and “Prince Albert Chamber” means the Prince Albert & District Chamber of Commerce Inc;
- c. “The Directors”, “Board” and “Board of Directors” means the directors of the corporation;
- d. “The City” shall mean the City of Prince Albert;
- e. “The Executive” shall mean the Executive Committee of the Board of Directors constituted under the provision of these Bylaws;
- f. “The Chair” shall mean the Chair of the Prince Albert & District Chamber of Commerce Board of Directors;
- g. “Member” means an active or life member;
- h. the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- i. all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- j. words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- k. “Ad Hoc Committee” refers to a committee formed for a specific task or objective and dissolved after the completion of that task. Comprised of directors, chamber staff, and/or board designated members.
- l. “In Good Standing” refers to a member who has their membership and any outstanding invoices paid in full within 30 days of invoice being due.
- m. “Form of Proxy” means a written or printed form that, on completion and execution by or on behalf of a member, becomes a proxy;
- n. “Proxy” means a completed and executed form of proxy by which a member appoints a proxyholder to attend and act on his or her behalf at a meeting of members.

ARTICLE III – OBJECTIVE

The objective of the Corporation as a membership corporation is to carry on the activities of promoting and improving trade and commerce and as a result promoting and improving the economic, civic and social welfare of our district.

ARTICLE IV - MEMBERSHIP

The corporation shall be composed of active and life members:

1. **ACTIVE MEMBERS** – individuals, business organizations registered with Corporations Branch, associations and societies of good standing who are directly or indirectly engaged or interested in trade & commerce or in the economic & social welfare of the City of Prince Albert and surrounding district.
2. **LIFETIME MEMBERS** - Any individual who has rendered a significant service to the chamber and/or the community at large shall be eligible for life membership. Qualifications include that individual have served as Chair, Director or have taken an active role in the business community for a sustained period. The Membership Committee will recommend nominees to the Board of Directors who will have final approval. There will be no monetary incentive, however once a life member retires from their organization, they will not be required to pay Chamber dues and will retain full membership privileges. Admission to life membership will be limited to a maximum of three per year and a suitable award will be presented at the Annual Business Awards. Lifetime membership cannot be granted to a group or business.
3. **ANNUAL FEES** – The annual fee for active membership shall be such fees as the Board of Directors may from time to time prescribe.
4. **APPLICATION FOR MEMBERSHIP** – The approval of an applicant for membership shall be determined by the Board of Directors or by any committee or appointee thereof. A list shall be provided at the monthly board meeting for the approval of the directors.
5. **SUSPENSION OF MEMBER** - Any member may be suspended by a two-thirds vote of the Board of Directors for conduct unbecoming of a member, provided however, that no such suspension shall take place until the member in question has been given an opportunity of coming before the Board of Directors and answering any complaint which may have been made against that member.

ARTICLE V – DIRECTORS

1. **NUMBER OF DIRECTORS** – The minimum number of directors shall be eight and the maximum number of directors shall be fourteen.
2. **QUALIFICATION OF NOMINEES** – All designated representatives of active members in good standing shall be eligible for election to membership in the Board of Directors with the following exceptions: no director, having served for three consecutive two-year terms, shall be eligible for re-election until the expiration of one year after the end of the third term. Except for the executive who shall serve their full term as second Vice-chair, First Vice-chair, then Chair.
3. **NOMINATIONS** – At a meeting not later than February, the Board of Directors shall create a Nomination and Election Committee consisting of the Chair of the Board of Directors and a minimum of two additional members of the Board. It shall be the duty of this committee to prepare and cause to be distributed to each member of the Chamber a notice calling for nominations together with nomination blank. Such notice will specify number of vacancies to be filled, the terms and conditions under which nominations are to be made, and the time when nominations shall be closed. All nominations shall be in writing, signed by at least two members and placed in the hands of the Nominations Chairperson at a time determined by the nominations and election committee. The nominees consent to accept office, if elected, shall be endorsed thereon.

The newly elected directors shall assume their responsibilities effective July 1.

4. **TERM OF POSITION** Directors shall serve a term of 2 years at which time they will either seek re-election or resign. If a Director is unable to complete his or her term a new Director can be appointed by the Board

of Directors to serve the remainder of the term. The Board is not required to wait until the next Annual General Meeting to appoint a replacement Director.

5. **VOTING** – The nominations and elections committee shall place the name of those nominated on a ballot which is to be distributed to each member of the Chamber at least seven working days prior to the date set for close of voting. The nominees receiving the highest number of votes will be deemed and declared elected to the Board.
6. **RESOLUTION OF TIE** – In the election of directors should a tie vote occur for the last director to be elected, the matter shall be determined by secret ballot under the direction of the Chairperson of the Elections Committee.
7. **VACANCIES** – Any vacancy occurring on the Board of Directors may be filled, for the balance of the term, by the person obtaining the next highest number of votes in the regular election process. The most recently completed Board of Directors election results will be utilized to fill such vacancies as they arise. If a nominee is not available, the nomination process will be followed.

It will be the option of the Board of Directors as to whether or not the vacancy will be filled.

8. **STRUCTURE** – By fiscal year-end, the Board shall meet and elect from within those elected to serve as Second Vice-Chair. The past second Vice-Chair shall succeed the First Vice-Chair, which succeeds the Chair of the Board.
9. **ELECTION OF DIRECTORS** – With the exception of the following positions, an intended 50% of the directors shall be elected annually for a two-year term.

The Second Vice Chair, by virtue of their office, will not be subject to re-nomination, if their term as Director has expired. On being elected to the positions of Chair, first vice chair, second vice chair, treasurer, and past Chair, those persons will not need to seek re-election to the Board until their executive term is completed.

10. **RULES AND REGULATIONS** – The Board of Directors may make and adopt all such rules and regulations not inconsistent with these by-laws that are of benefit to effectively carrying on the business of the Chamber. Members of the Board shall adhere to the Code of Professional Conduct for Board Members and to the Conflict of Interest Guidelines.
11. **REPORTS** – The Past Chair of the Board of Directors and the CEO shall submit in writing at the annual meeting a report of activities. The Treasurer shall present the annual financial statements which have been subject to a review by an external accountant.
12. **QUORUM** – The quorum necessary for the transaction of business at all Board meetings shall be greater than 50% of the number of Board members. All questions shall be decided by a majority vote.
13. **FORFEITURE OF OFFICE** – Members of the Board may remove a director as per the Code of Professional Conduct for Board Members and the Conflict of Interest Guidelines.

ARTICLE VI – OFFICERS

1. **OATHS OF OFFICE** – The Chair, First Vice Chair, Second Vice Chair, the Treasurer, all other members of the Board of Directors shall, at the Annual Meeting of the General Membership, or at the Chairman's Night, take oath as follows:
 - a. "I swear that I will faithfully and truly perform my duty as a member of the Board of Directors of the Prince Albert & District Chamber of Commerce."

2. **CHAIR** – The Chair or appointee thereof shall preside at all meetings of the Prince Albert & District Chamber of Commerce. They shall relate the order of business at such meetings, receive and put lawful motions, and approve the agenda as prepared by the CEO. The Chair and/or the First Vice Chair shall, with the CEO, sign all papers and documents requiring signature on behalf of the Chamber, unless the Board of Directors designates someone else.
3. **FIRST VICE CHAIR** – The First Vice Chair shall, in the absence of the Chair, possess all the powers and perform all the duties of the Chair. Should the office of Chair be vacant, then the First Vice Chair shall fill that position for the balance of the Chair’s term.
4. **SECOND VICE CHAIR** – The Second Vice Chair shall, in the absence of the Chair and the First Vice Chair, possess all the powers and perform all the duties of the Chair. Should the office of First Vice Chair be vacant, then the Second Vice Chair shall fill that position for the balance of the First Vice Chair’s term.
 - a. Should the office of Second Vice Chair become vacant, one of the two Directors elected to the Executive will fill that position for the balance of the Second Vice Chair’s term. This will be decided by election by the Board of Directors.
 - b. In the event the past chair is unable to serve in his/her capacity as a member of the Executive Committee and Board of Directors, a past chair of the Chamber, as selected by the governing chair, shall be invited to serve as a non-voting, appointed advisor to the Executive Committee and Board of Directors for the balance of the term of office that has been left vacant.
5. **TREASURER** – The Treasurer is responsible for chairing meetings of the Finance Committee. If the Treasurer position becomes vacant, the Board of Directors will elect a new Treasurer to the Executive Committee.
6. **Chief Executive Officer** – The CEO shall be the Chief Executive Officer of the Chamber and the appointment shall be continuous subject to the pleasure of the Board and shall receive such compensation, as the Board shall decide. The CEO shall be responsible for duties as stated in their employment contract and job description.
7. **REMUNERATION** – Officers and Directors of the Chamber shall receive no remuneration for service rendered, but the Board may grant any of these said officers and directors reasonable expense monies to cover costs incurred in the performance of their designated duties.

ARTICLE VII – EXECUTIVE COMMITTEE

1. **Formation** – The Executive Committee shall consist of:
 - a. the Chair
 - b. the First Vice Chair,
 - c. the Second Vice Chair,
 - d. the Treasurer
 - e. the CEO (ex-officio).

Duties of the Executive Committee will be outlined in the Terms of Reference for the Committee.

ARTICLE VIII – COMMITTEES

1. The Board of Directors may authorize the formation of such committees and the appointment of standing or special committees and entrust to them such work and vest in them such authority as in its discretion may appear desirable.

2. In General, no committee shall represent the Chamber in advocacy or in opposition to any project without the specific confirmation and authority of the Board of Directors. Committee Meetings may be called by the Chair or the Chairperson of such committee at any time.
3. In addition to the elected members on the Board of Directors, there may also be non-voting, appointed members to committees. These non-voting members will be at the discretion of the Board of Directors and shall be kept to a minimum but used to assist the Chamber in its activities. These non-voting ~~directors-~~ Committee Members shall be appointed on a yearly basis to coincide with the Chamber's fiscal year.

ARTICLE IX – MEETINGS

Meetings of the Committees shall be determined in accordance with each Committee's Terms of Reference in the Directors' Manual.

1. **ANNUAL MEETING** – The Annual Meeting of the Chamber shall be held in the month of September of each year, as the Board of Directors shall decide. Notice to members shall be provided 15 days prior to the Annual Meeting in accordance with the Non-Profit Corporations Act.
 - a. **QUORUM** – Ten individual members in good standing shall constitute a quorum for the transaction of business at any regular or special membership meeting of the Chamber.
 - b. **Appointing proxyholder**: A member entitled to vote at a meeting of members may, by means of a proxy, appoint a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy in writing. A proxy is valid only at the meeting for which it is given or any adjournment of that meeting.
2. **REGULAR & SPECIAL BOARD OF DIRECTORS & MEMBERSHIP MEETINGS**
 - a. The Board of Directors shall meet not less frequently than once a month except for a summer recess as determined by the Board.

The Board of Directors shall provide for:

 - a. A special Board of Directors meeting, if such meeting is requested by seven or more members of the Board, or if called by the Chair.
 - b. Special meetings of the membership, if such meeting is requested by at least ten percent of the Chamber Members in good standing or called by the Chair.
3. **NOTICE OF DIRECTORS MEETINGS & COMMITTEE MEETINGS** –
 - a. Notice of any regular Board of Directors and Special Membership Meetings (and committee meetings if required per that Committee's Terms of Reference) shall be communicated to the members either by email, telephone, and posted on the Chamber website at least seven days prior to the proposed meeting date.
4. **LIMITATION OF DEBATE** – Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the chairman, a time limit may be placed upon members debating any particular subject, which may come before the Chamber.

ARTICLE X – FISCAL YEAR

The fiscal year of the Prince Albert & District Chamber of Commerce shall be June 1 to May 31 of each year.

ARTICLE XI – PARLIAMENTARY RULE

The proceedings of the meeting of the Chamber and all committees thereof shall be governed by and conducted according to the “Rules of Order” as laid down by Robert’s Rules of Order.

ARTICLE XII – AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of those present at any annual, regular membership or special meeting called for that purpose, provided notice of the proposed change(s) shall have been sent to each member no fewer than seven days prior to such meeting.

ARTICLE XIII – FINANCES

1. **FUNDS** – All money paid to the Chamber shall be placed in a general operating fund, except for special funds created. Funds may be invested only as per policy approved by the Board.
2. **DISBURSEMENTS** – Disbursements shall be made in accordance with policy for operating and capital expenditures and commitments.
 - a. Upon approval of the budget by the Board, the CEO is authorized to make disbursements as provided for in the budget without additional approval.
 - b. All cheques shall require the signature of two of the four, one from the signing authorities which are chosen by Board motion from the Executive and one signature from the Staff of the Chamber, (CEO and/or Staff person).
3. **BUDGET** – The budget for the fiscal year shall be approved by the Board of Directors by June 30th.
4. **INDEMNIFICATION & BONDING** – The Board of Directors shall have full power to indemnify any Officer or Director of the Chamber against any expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any threatened, pending or completed action, suite or proceeding. Directors and Officers Liability Insurance must be maintained for the organization in an amount to be determined annually by the Board of Directors during the budget process.

ARTICLE XIV – DISSOLUTION

1. **DISSOLUTION** – As per the Act will be followed.