

Draft Bylaws

Magrath & District Chamber of Commerce

May 19, 2010

Table of Contents

Article I	Name and Object	
	Section 1 Name	Page 4
	Section 2 Object	Page 4
	Section 3 Meeting Place	Page 4
	Section 4 Candidates for Public Office	Page 4
Article II	Interpretation	
	Section 5 Chamber	Page 4
	Section 6 Board of Directors	Page 4
Article III	Membership	
	Section 7 Qualifications	Page 4
	Section 8 Basis	Page 4
	Section 9 Nomination	Page 4
	Section 10 Acceptance	Page 4
	Section 11 Continuity	Page 4
	Section 12 Member's Liability	Page 5
	Section 13 Non-payment of Fees	Page 5
	Section 14 Honourary Memberships	Page 5
	Section 15 Expulsion	Page 5
Article IV	Dues and Assessments	
	Section 16 Dues	Page 5
	Section 17 Other Assessments	Page 5
Article V	Officers and Council	
	Section 18 Elections	Page 5
	Section 19 Vacancies	Page 5
	Section 20 Suspension	Page 6
	Section 21 Administration	Page 6
	Section 22 Board Power	Page 6
	Section 23 Board Quorum	Page 6
	Section 24 Approval by General Membership	Page 6
	Section 25 Appointments by Board	Page 7
	Section 26 Terminations	Page 7
	Section 27 Remuneration	Page 7
	Section 28 Oath of Office	Page 7
	Section 29 Meetings Open	Page 7
	Section 30 Public Pronouncements	Page 7
	Section 31 Duties of Officers	Page 7
Article VI	Meetings	
	Section 32 Annual General Meeting	Page 8
	Section 33 Regular General Meetings	Page 8
	Section 34 Special General Meetings	Page 8
	Section 35 Board Meetings	Page 8
	Section 36 Notice of Meetings	Page 8
	Section 37 Meeting Quorum	Page 8
	Section 38 Minutes	Page 8
	Section 39 Signing of Minutes	Page 8
	Section 40 Accessibility of Books	Page 9

Article VII	Voting Rights	
	Section 41	Votes Page 9
	Section 42	Roll Call Page 9
	Section 43	Ties Page 9
	Section 44	Method Page 9
Article VIII	Bylaws	
	Section 45	Bylaw changes Page 9
	Section 46	Binding Page 9
Article IX	Fiscal Year	
	Section 47	Fiscal Year Page 9
Article X	Auditors	
	Section 48	Auditors Page 9
	Section 49	General Borrowing Provision Page 9
Article XI	Seal	
	Section 50	Keeping & Using Page 10
Article XII	Procedure	
	Section 50	Parliamentary Procedure Page 10

Article I: Name and Object

- Section 1 The name of this organization will be the **Magrath & District** Chamber of Commerce.
- Section 3 The usual place of meeting will be in the town of **Magrath**.
- Section 4 The **Magrath & District** Chamber of Commerce will be non-sectional and non-sectarian and will not promote or seek to advance, nor will it adopt views or policies against any religious or ethnic group. The Chamber will not lend its support to or work against any candidate for any public office.

Article II: Interpretation

- Section 5 "The Chamber" means the "**Magrath & District** Chamber of Commerce" as a body.
- Section 6 "Board" means the "Board of Directors of the **Magrath & District** Chamber of Commerce".

Article III: Membership

- Section 7 Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the district, and who pays the membership fee and is approved by the Board, will be eligible for membership in The Chamber, providing the candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.
- Section 8 Associations, corporations, societies, partnerships, or estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district, who pay the membership fee and are approved by the Board, may become members of The Chamber.
- Section 9 At any general meeting of The Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Chamber, providing such candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.
- Section 10 A member in good standing will have the right to attend general, annual and special meetings of The Chamber and be subject to all the rights and obligations of the other members.
- Section 11 Membership is for a twelve-month period commencing January 1 and ending December 31 of that year. Payment of annual membership fees must be paid in full before January 31 to remain in good standing. New membership fees paid throughout the year will be applied to that year's membership. Membership fees are non-refundable.

- Section 12 Any member of The Chamber who intends to retire or to resign his membership may do so at any time upon giving to the secretary ten days notice in writing and upon discharging any lawful liability standing upon the books of The Chamber against him/her at the time of notice.
- Section 13 The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay their dues within three months of the date they fall due. Upon such action by the Board all privileges of membership will be forfeited.
- Section 14 Persons who have distinguished themselves by some admirable or public service may be elected honorary members by a majority vote of The Chamber. Such recognition will be for a term of one year and may be repeated. Honorary membership will include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- Section 15 Any member of The Chamber may be expelled by a two-thirds (2/3) vote of the Board for any cause that the Board may deem reasonable. The member will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Article IV: Dues and Assessments

- Section 16 The Board will determine the annual dues payable by members of The Chamber subject to the approval of a general meeting whenever a change in the original amount is involved.
- Section 17 Other assessments may be levied against all members, providing they are recommended by the Board and approved by a majority of the members present at a general meeting of The Chamber. The notice calling the general meeting will state the nature of the proposed assessment.

Article V: Officers and Board

- Section 18 A president, vice president, secretary, and treasurer will be the officers or executive and 5 other members will be elected from among the members as directors each year at the annual general meeting by ballot and will form the Board. They will remain in office for one year or until their successors are appointed but no such officer or member of the Board, with the exception of the treasurer will hold the same office for more than two years in succession.
- Section 19 Where a member of the Board dies or resigns or is absent without prior notice from three consecutive meetings of the Board, the Board may, at any meeting after, elect a member of the organization to be a member of the Board, in the place of the member who had died or resigned, or is absent.

- Section 20 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 of Directors he is grossly negligent in the performance of any of his duties or for just cause. The officer or Board member so suspended or whose tenure of office has been terminated will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.
- Section 21 The Board will have the general power of administration and will manage the affairs and business of The Chamber. In addition to the powers and authorities of these bylaws, the Board may exercise all powers of The Chamber and do all lawful acts and things not by statute in these bylaws directed or required to be exercised or done by the members of the Chamber at a general meeting.
- Section 22 The Board will, in addition to the powers hereby expressed, have such powers as are assigned to them by any bylaw of The Chamber.
- (Note: Duties should be specified.)
- i. *To use their best efforts at all time to promote the objects of The Chamber and to exercise all of their duties in the best interest of The Chamber;*
 - ii. *To provide direct liaison with businesses and members and to bring to the attention of the Board the concerns of members;*
 - iii. *To advise the executive on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the annual general meeting;*
 - iv. *To manage the affairs of The Chamber;*
 - v. *To safeguard and ensure the exercise of due diligence in the management of the funds held by The Chamber;*
 - vi. *To attend meetings as and when called;*
 - vii. *No member of the Board will 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 he/she will refrain from voting; and,*
 - viii. *Will treat all discussions and information learned through their positions as confidential until a position has been ratified by the Board.*
- Section 23 Any five (5) or more members of the Board, lawfully met, will be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 24 The Board will frame bylaws, rules and regulations as appear best adapted to promote the welfare of The Chamber and will submit them for adoption, at a general meeting of The Chamber, called for that purpose.

- Section 25 The Board, or, at its request, the president, may appoint committees or designate members of the Board or of The Chamber or others, to examine, consider and report upon any matter or take action as the Board may request.
- Section 26 The Board may suspend any chairperson of a committee from office or have his office terminated for just cause. The Board may terminate any committee.
- Section 27 No paid employee of The Chamber will be a member of the Board or executive committee. Board members of The Chamber will receive no remuneration for services rendered, but the Board may grant any Board member reasonable expense monies by majority vote.
- Section 28 The president and vice-president, before taking office, will 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 (president/vice president) of the Magrath & 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 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” • [or ... I do so solemnly, sincerely and truly affirm and declare.]
- Section 29 The meetings of the Board will be opened to all members of The Chamber, who may attend but may not take part in any of the proceedings.
- Section 30 No public pronouncement in the name of The Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
- Section 31 (a) The president will preside at all meetings of The Chamber and Board. He will regulate the order of business at meetings, receive and allow lawful motions and communicate to the meeting what he may think concerns The Chamber.
- The president will with the secretary, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board. It will be the duty of the president to present a general report of the activities of the year at the annual meeting.
- (b) The vice-president will act in the absence of the president and in the absence of both these officers; the meeting will appoint a chair to act temporarily.
- (c) The treasurer will have charge of all funds of The Chamber and will deposit, or cause to be deposited in a chartered bank, selected by the Board. Out of such funds he will pay amounts approved by the Board and will keep a regular account of the income and expenditure of The Chamber and submit an audited statement for presentation to the annual general meeting and at any other time required by the Board. He will make such investment of the funds of The

Chamber as the Board may direct. He will, with the president, sign all notes, drafts, and cheques.

(d) The secretary will responsible to the Board for the general control and management of business and affairs. He will be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and will perform all such other duties as properly pertained to his office. He will, with the president, sign and when necessary, seal with the seal of The Chamber, of which he will have custody, all papers and documents requiring signature or execution on its behalf. He will maintain an accurate record of the proceedings of The Chamber and of the Board. At the expiration of his term of office the secretary will deliver to The Chamber all books, papers and other property of The Chamber.

Article VI: Meetings

- Section 32 The annual general meeting of The Chamber will be held in the month of **January or February** in each year at the time and place determined by the Board. At least fourteen (14) days notice of the annual general meeting will be given by mail, e-mail, fax or telephone.
- Section 33 Regular general meetings of The Chamber will be held at least quarterly at the time and place designated by the Board. At least seven (7) days notice of meetings will be given by mail, e-mail, fax or telephone.
- Section 34 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, or any ten (10) members of The Chamber. At least seven (7) days notice of meetings will be given by mail, e-mail, fax or telephone.
- Section 35 The Board will meet from time to time (at least once a month) as may be necessary to carryon the business of The Chamber.
- Section 36 Notice of all meetings, naming the time and place of assembly, will be given by the secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the secretary and mailed or emailed to the last known address of each member will also serve as sufficient notice.
- Section 37 At any annual, general or special meeting **5** members will be a quorum and, unless otherwise specifically provided, a majority of members present will be competent to do and perform all acts which are directed to be done at any meeting.
- Section 38 Minutes of the proceedings of all annual, general, special and Board meetings will be entered in books to be kept for that purpose, by the secretary.
- Section 39 The entry of minutes will be signed by the person who presides at the meetings at which they are adopted.

Section 40 All books of The Chamber may be inspected by any member of the Chamber or at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the treasurer. Board members will have access to books and records at all reasonable times.

Article VII: Voting Rights

Section 41 Every member in good standing represented at any annual, general, or special meeting will be entitled to one vote providing that the vote of an association, corporation, society, partnership, or an estate member will, in each case be assigned to individuals. Voting can only be done in person with no right of voting by proxy.

Section 42 Voting at annual, general, special or Board meetings will normally be by show of hand, or if requested by the chair, by standing vote. A roll call vote will be taken if requested by five (5) members providing the request received the approval of two-thirds (2/3) of the members assembled.

Section 43 A resolution will only carry with a vote of the majority.

Section 44 Motions or amendments will be carried at any annual, general, special or Board meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII: Bylaws

Section 45 Bylaws may be made, repealed or amended by a majority of the members of The Chamber, present at any general meeting by special resolution, provided notice of the proposal has been given in writing, motioned by one member and seconded by another at a previous general meeting and duly entered as a minute of The Chamber.

Section 46 The bylaws will be binding on all members of The Chamber, its officers, directors and all other persons lawfully under its control.

Article IX: Fiscal Year

Section 47 The fiscal year of The Chamber will commence on the **1** day of **January** in each year.

Article X: Auditors

Section 48 Two qualified members will be appointed at the annual general meeting to independently review the year end statements.

Article XI: Seal

Section 50 The secretary will have custody of the seal of The Chamber. Any two of the signing authorities of The Chamber will be authorized to affix the seal.

Article XII: Procedure

Section 51 Parliamentary procedure will be followed at all annual, general, special and Board meetings, in accordance with "Roberts Rules of Order Newly Revised".