



Bylaws of
Battlefords & District
Chamber of Commerce

(Amended June ____, 2024)

Incorporated in 1906

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BYLAWS OF BATTLEFORDS & DISTRICT CHAMBER OF COMMERCE

Article 1 – Name and Object

- Section 1.1 **NAME:**
The name of the organization shall be Battlefords & District Chamber of Commerce.
- Section 1.2 **OBJECT:**
The object of Battlefords & District Chamber of Commerce shall be to promote the commercial, industrial, agricultural, and civic welfare of the City of North Battleford, Town of Battleford, the Rural Municipality of North Battleford No. 437, the Rural Municipality of Battle River No. 438, the Rural Municipality of Meota No. 468, and to advocate for members on issues therein.
- Section 1.3 **PLACE OF MEETING:**
The usual place of meeting shall be the Chamber of Commerce building in North Battleford.
- Section 1.4 **NON-PARTISAN:**
Battlefords & District Chamber of Commerce shall be non-partisan, non-sectional, and non-sectarian, and shall not lend its support to any candidate for public office.

Article 2 – Interpretation

- Section 2.1 **THE CHAMBER:**
Whenever the words “the Chamber” occur in these bylaws, they shall be understood to mean “Battlefords & District Chamber of Commerce” as a body.
- Section 2.2 **BOARD OF TRADE / CHAMBER OF COMMERCE:**
It is understood that if or whenever the words “Board of Trade” occurs in these bylaws, they shall be understood to be interchangeable with “Chamber of Commerce”.
- Section 2.3 **THE BOARD:**
Whenever the words “the Board” occur in these bylaws, they shall be understood to mean “the Board of Directors of Battlefords & District Chamber of Commerce”.
- Section 2.4 **DISTRICT:**
Whenever the word “District” occurs in these bylaws, 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*”. (Canada)
- Section 2.5 **BUREAUS:**
Whenever the word “Bureau” occurs in these bylaws, it may also be understood to be an administrative unit, agency, board, branch, commission, committee, department, division, office, or specialized unit.
- Section 2.6 **DELIVERY:**
Any written notices required by these bylaws, or desired to be given, shall be deemed to have been sufficiently given when “delivered” by:
- a) Postal Mail;
 - b) E-delivery by email, text, or video messaging: where confirmation of delivery can be recorded or captured;
 - c) Facsimile: where confirmation of delivery can be recorded or captured

Article 3 – Membership

- Section 3.1 **ELIGIBILITY OF INDIVIDUALS:**
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.
- Section 3.2 **ELIGIBILITY OF ORGANIZATIONS:**
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, but the voting power of such Memberships shall, in each such case, be assigned to individuals.
- Section 3.3 **TERM:**
Membership shall continue from the time of admittance until a Member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of Members by action of the Board.
- Section 3.4 **RETIREMENT:**
Any Member of the Chamber, who intends to retire therefrom or to resign the Membership, may do so, at any time upon giving to the Secretary ten days notice in writing of such intention, and upon discharging any lawful liability which is standing upon the book of the Chamber against the Member at the time of such notice.
- Section 3.5 **NON-PAYMENT:**
The Board may remove from the roll of Members the name of any new Member failing to pay the annual Membership dues within forty-five days of the admission to the Chamber. Any other Member who fails to pay such Membership dues within three months of the date they fall due shall be referred to the Membership committee for action by the Board. Action may include forfeiture of membership.
- Section 3.6 **MANDATORY REMOVAL:**
Any Member of the Chamber may be expelled by a two-thirds vote of the Board.
- Section 3.7 **HONORARY MEMBERSHIPS:**
Persons who have distinguished themselves by some meritorious or public service may be elected honorary Members by a majority vote of the Chamber. Such recognition shall be for the term of one year and may be repeated. Honorary Membership shall include all of the privileges of active Membership except that of holding office, with exemption from the payment of annual Membership dues.

Article 4 – Dues and Assessments

- Section 4.1 **DUES:**
The annual Membership dues payable by Members of the Chamber shall be determined annually by the Board, with notice of approved changes provided to the Membership.
- Section 4.2 **ASSESSMENTS:**
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 General Meeting shall state the nature of the proposed assessment.

Article 5 – Officers and the Board

- Section 5.1 **BOARD POWERS:**
The Chamber shall be managed and governed by a Board of Directors, subject to “*The Boards of Trade Act*” (Canada) as amended, and to the Certificate of Formation and the Bylaws of the Chamber.
- Section 5.2 **BOARD STRUCTURE:**
The Board shall consist of fifteen (15) Directors of whom a minimum of two shall be from the Town of Battleford, the Rural Municipality of North Battleford No. 437, the Rural Municipality of Battle River No. 438, or the Rural Municipality of Meota No. 468. Additional Board members may be elected or appointed with the majority approval of the Board.
- Section 5.3 **TERM OF DIRECTORS:**
Elected Directors shall be elected for a term of two years with at least seven (7) members retiring each year. Notwithstanding any other clause in these bylaws, the Vice Chair, by virtue of the office, shall not be subject to re-nomination if their term as a Board member has expired. The immediate Past Chair shall automatically be a member of the Board. Appointments to the Board shall expire annually.
- Section 5.4 **BOARD TERM LIMITS:**
a) Directors who represent Individual Members shall be eligible for re-election or re-appointment until they have served a total of three (3) consecutive terms as a Director, in which case they shall not be eligible for election or appointment as a Director until a period of at least two years has lapsed.
b) Directors who represent Member Organizations shall be eligible for re-election or re-appointment until they have served a total of three (3) consecutive terms as a Director, in which case the individual shall not be eligible for election or appointment as a Director until a period of at least two years has lapsed. The Organization may, however, put forward another representative name to be eligible for election after a period of 1 year.
c) Notwithstanding any other clause in the bylaws, the Chair, Past Chair, and Vice Chair, by virtue of their office, is not subject to renomination if their term as a Board Member has expired, and therefore shall be exempt from the Board Term Limits until they vacate the chain of positions of Officer, as noted. Once their terms and appointments are completed, they shall not be eligible for election or appointment as a Director until a period of at least two years has lapsed.
- Section 5.5 **OFFICERS:**
Following the release of the slate of candidates, the Board shall meet and elect from their number a Chair, Vice Chair, 2nd Vice Chair, and a Treasurer, who shall hold office for one year or until their successors have been duly elected. Such meeting shall be held prior to the date of the Annual General Meeting / Annual Meeting of Members of the Chamber.
- Section 5.6 **EXECUTIVE COMMITTEE:**
The immediate Past-Chair, the Chair, the Vice Chair, the 2nd Vice Chair, the Treasurer and one other member elected from and by the Board, shall constitute the Executive Committee. It shall be the duty of the Executive Committee to advise on any matters referred to them by the Board or the full Chamber. They shall be authorized to act in emergencies, subject to the approval of the Board at the next meeting.
- Section 5.7 **CHAIR:**
The Chair shall be elected by the Board as provided for in Section 5.4. The Chair shall preside at all meetings of the Chamber and of the Board and shall exercise general awareness of the entire work of the Chamber. In the absence or resignation of the Chair, the Vice Chair shall serve, and in the absence or resignation of both the Chair and Vice Chair, the 2nd Vice Chair shall serve.

- Section 5.8 VICE CHAIRS:
The Vice Chair and the 2nd Vice Chair shall be elected by the Board and shall act in the absence of the Chair or the Vice Chair in the order of their office.
- Section 5.9 TREASURER:
The Treasurer shall be elected by the Board. The Treasurer shall oversee the funds of the Chamber and shall deal with them as the Board shall from time to time direct or shall perform such other duties as the Board may require. A quarterly financial statement shall be presented to the Board.
- Section 5.10 CHIEF OPERATING OFFICER:
A Chief Operating Officer shall be appointed by the Board, whose appointment shall be continuously subject to the pleasure of the Board. The Chief Operating Officer shall be an “ex-officio” member of the Board of Directors, shall act as Secretary to the Chamber, the Board, and the Executive Committee and shall perform the services required by the job description of the Chief Operating Officer as the Board from time to time require in connection with the operation of the business of the Chamber. The Chief Operating Officer shall receive such compensation as the Board shall decide.
- Section 5.11 OATH OF OFFICE:
The Chair, the Vice Chair, and the 2nd Vice Chair, shall before entering upon duties of their office, take the Oath of Office prescribed by “*The Boards of Trade Act*” (Canada).
- Section 5.12 REMUNERATION:
Officers and Directors of the Board shall receive no remuneration for services rendered, but the Board may grant any of these said Officers and Directors reasonable expense monies.
- Section 5.13 SEAL:
The Board shall have a seal of such design as the Board may adopt. Said seal shall remain in the custody of the Chief Operating Officer. Documents issued by the Board, excluding Certificates of Origin, and requiring certification shall be certified as such under the hand of the Chair (or in their absence the Vice Chair) and, also under the hand of the Chief Operating Officer and shall be authenticated by the seal.
Certificates of Origin: requiring certification shall be certified as such under the hand of the Chief Operating Officer (or in their absence the designated staff person) and shall also be authenticated by said seal.
- Section 5.14 INDEMNIFICATION OF OFFICERS AND DIRECTORS:
a) Limitation of Liability - Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Chamber and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in the receipt or other act for conformity, or for any loss, damage, or expense happening to the Chamber through the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities, or effects of the Chamber shall be deposited or for any loss occasioned by any error of judgment or oversight on their part or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with “*The Boards of Trade Act*” (Canada) as amended, or from liability for any breach thereof.
- a) Indemnity - The Chamber shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Chamber’s request as a Director or Officer of a body corporate of which the Chamber is or was a member or creditor, and their heirs and legal

representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal, or administrative action or proceeding to which are made a party by reason of being or having been a Director or Officer of the Chamber or such body corporate, if

- i) they acted honestly and in good faith with a view to the best interests of the Chamber, and
 - ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- b) Insurance – The Chamber may purchase and maintain insurance for the benefit of any person referred to in such amounts as the Board of Directors may from time to time determine.

Section 5.15 **SIGNING AUTHORITIES:**
All disbursements of funds of the Chamber paid by cheque, inter-account transfer, or by other approved financial instruments must be verified and signed by the Officers approved as signing authorities as designated at the Annual General Meeting / Annual Meeting of Members.

Article 6 – Elections

Section 6.1 **ELECTION COMMITTEE:**
The Board shall annually appoint an Election Committee on or before the 1st of October. This committee shall consist of not fewer than three (3) and not more than seven (7) Directors.

Section 6.2 **REQUEST FOR NOMINATIONS:**
The Election Committee shall prepare and cause to be delivered to each member of the Chamber a notice specifying the number of vacancies to be filled and the terms and conditions under which nominations for the Board of Directors shall be closed. All nominations must be made on such form as the Committee shall prescribe.

Section 6.3 **NOMINATIONS:**
The Election Committee shall nominate Members as required for the position of Director for the upcoming year. Prior to nomination, the Membership at large shall be encouraged to submit nominations, such nominations for Directors to be in writing and signed. Once the nominations are complete and the nominee's consent to accept office is endorsed, the entire nomination list in form of a slate of candidates shall be delivered to Members prior to December 31st.

Section 6.4 **VOTING:**
At the Annual General Meeting / Annual Meeting of Members the Members shall be required to vote on the slate of candidates as presented for positions on the Board of Directors. Other Members in good standing in attendance at the meeting could receive a nomination from the floor, and therefore are to be included in the voting.

Section 6.5 **ELECTIONS:**
If no open nominations from the floor are received, and the slate of candidates as presented is confirmed by vote, those candidates will then serve a two-year term. In the case of a vote, candidates who receive the highest number of votes shall be elected to two-year terms and those receiving the next highest number of votes shall be elected to one-year terms that may be vacant.

Section 6.6 **VACANCIES:**
If any vacancies arise among the elected Directors, the Board may appoint a Member to fill such vacancy until the next Annual General Meeting / Annual Meeting of Members.

Section 6.7 **REMOVAL:**
If any Director fails to attend three consecutive meetings of the Board without acceptable reason and notice, the Chief Operating Officer shall report to the Chair prior to its next meeting. The Chair shall report to the Board on findings. The Board shall then be entitled to declare that Director's position on

the Board vacant and proceed to appoint a Member to fill the vacancy until the next Annual General Meeting / Annual Meeting of Members.

Article 7 – Meetings

- Section 7.1 **NOTICE OF BOARD MEETINGS:**
The Board shall meet monthly at a time and place to be fixed at the first regular meeting of the Board, provided however, that the Board may, for cause, change the date of any meeting and may suspend its meetings during the summer months of July and August in each year at its discretion, and the Board shall meet otherwise at the call of the Chair.
- Section 7.2 **NOTICE TO DIRECTORS:**
Notice of meetings of the Board shall be delivered to all Directors.
- Section 7.3 **ANNUAL GENERAL MEETING / ANNUAL MEETING OF MEMBERS:**
The Annual General Meeting / Annual Meeting of Members of the Chamber shall be held no later than February 15th of the year.
- Section 7.4 **NOTICE OF ANNUAL GENERAL MEETING / ANNUAL MEETING OF MEMBERS:**
Not less than one week's notice of the date and place of the Annual General Meeting / Annual Meeting of Members shall be delivered to all members of the Chamber.
- Section 7.5 **SPECIAL GENERAL MEETING:**
a) The Chair, may call a Special General Meeting of the Chamber
b) If the Chair, or other proper Officer in their absence, refused to call a Special General Meeting of the Chamber, then a requisition signed by not fewer than twenty-five (25) Members in good standing, shall serve as notice of a Special General Meeting.
- Section 7.6 **NOTICE OF SPECIAL GENERAL MEETING:**
Not less than one week's notice of the date and place of any Special General Meeting shall be delivered to all Members of the Chamber. However, a Special General Meeting may be called on shorter notice by unanimous resolution of the Board, which notice shall state the purpose of the meeting and the reason for the short notice.
- Section 7.7 **NOTICE OF AGENDA:**
All notices of meetings shall specify the agenda of such meetings.
- Section 7.8 **QUORUM:**
a) The Quorum for conducting business at any meeting of the Board shall be five (5) Directors;
b) The Quorum for conducting business at any Annual General Meeting / Annual Meeting of Members or Special General Meeting shall be fifteen (15) Members in good standing;
c) The Quorum for conducting business at any meeting of a committee of the Board shall be the majority of the total number of Members of the committee. At any meeting which lacks quorum, those present and entitled to vote may, by ordinary resolution, adjourn the meeting.
- Section 7.9 **VOTING AT MEETINGS:**
At any meeting of the Chamber of Commerce at which the requirements for quorum are met, voting at such meetings shall be based on a majority vote (50% plus 1) of those present. The Chair of any meeting shall be the deciding vote should a tie occur.
If however, Canadian Parliamentary Procedure requires a two-thirds vote on a motion or amendment, to a motion, that rule shall supersede this noted procedure.

Section 7.10 PARTICIPATION:
The meetings of the Board shall be open to all Members of the Chamber who may attend those meetings, but not take part in any proceedings thereat unless permitted to do so by the Board.

Section 7.11 MINUTES:
Minutes of the proceedings at all meetings of the Board, of the Executive Committee, of the Annual General Meeting / Annual Meeting of Members, of any Special General Meeting, or Board appointed committees shall be entered in books to be kept for that purpose, by the Chief Operating Officer of the Chamber. The books containing the minutes shall be open at all reasonable hours and free of charge to any Member of the Chamber in good standing.

Article 8 – Bylaws

Section 8.1 PASSING OF BYLAWS:
Bylaws may be made, repealed, or amended, by majority vote, by Members present at any Special General Meeting.

Section 8.2 EFFECT:
All business of the Chamber shall be conducted in accordance with the Bylaws.

Article 9 – Affiliation and Bureaus

Section 9.1 AFFILIATION AND BUREAUS:
The Board shall have the power to affiliate the Chamber with any other organization or association in which membership is deemed to be in the interests of the Chamber.

Section 9.2 FORMATION OF BUREAUS:
For the purposes of furthering the object of the Board, the Board shall cause bureaus, as may be necessary, to be organized and shall by resolution prescribe the nature of the work of each bureau. Each bureau may from time to time make recommendations to the Board respecting matters within its jurisdiction. All decisions of a bureau must be submitted to the Board for ratification before action can be taken thereon, and without sanction of the Board, no bureau shall make public any resolution or report or in any way bind the Board by any public statement.

Section 9.3 RULES AND REGULATIONS:
All rules and regulations of the bureaus shall be submitted to the Board for ratification. The Chief Operating Officer shall designate a member of the Chamber staff to act as Secretary for each bureau. No expenditures shall be incurred by any bureau until authorized by the Board.

Article 10 – Fiscal Year

Section 10.1 COMMENCEMENT DATE:
The Fiscal Year of the Chamber shall commence on the 1st day of January of each year.

Article 11 – Auditors

Section 11.1 PREPARATION / PRESENTATION:
An unaudited financial statement shall be presented by the Treasurer at each Annual General Meeting / Annual Meeting of Members and at any other time required by the Chamber. The Board may by majority vote require preparation of an audited statement at any time.

Article 12 – Procedure

Section 12.1 PROCEDURES FOR CONDUCT OF MEETINGS:
Canadian Parliamentary Procedure shall be followed at all General and Board Meetings.

Article 13 - Dissolution

Section 13.1 LEGISLATIVE REQUIREMENTS:
Dissolution of Corporation (“The Boards of Trade Act”)
Section 43. On its being made to appear that a board of trade has become incapable of exercising or has ceased to exercise its franchises, the Governor in Council may, subject to such terms and conditions as he thinks just and proper, dissolve the board as a corporation.

The Board of the Battlefords & District Chamber of Commerce is subject to and shall adhere to the requirements of the “The Boards of Trade Act” Part 1 under which it is constituted and incorporated.

Section 13.2 CHAMBER OPERATING AND ACTIVE:

If the Chamber is operating and active, the Board of Directors may commence the dissolution process by making application to dissolve on the prescribed form. The members of the Board approve the dissolution. The application for dissolution must include:

- a) A completed and signed petition for dissolution.
- b) A certified copy of the Members’ resolution approving the application for dissolution.

SECTION 13.3 CHAMBER NO LONGER ACTIVE OR OPERATING:

If the Chamber is no longer active or operating, there might be no one representing the Chamber of Commerce that can obtain Members’ approval to dissolve the Chamber of Commerce and apply for dissolution. In these cases, a mayor or other authority of the district represented by the Chamber of Commerce may submit a request for dissolution.

When a mayor requests the dissolution of a Chamber of Commerce, the application must include:

- a) a completed and signed statutory declaration requesting dissolution of a Chamber of Commerce.

The signed statutory declaration must include:

- a. Information on the mayor, including their name, as well as the municipality and province that they represent,
- b. the full name of the Board of Trade / Chamber of Commerce,
- c. the fact that the Chamber of Commerce is no longer active and has ceased to operate,
- d. the fact that there is no one remaining to represent the Chamber of Commerce who can obtain Members’ approval to dissolve the Chamber of Commerce and apply for dissolution,
- e. confirmation that dissolution of the Chamber of Commerce is being requested.

When a person other than the mayor requests a dissolution, there too are specific rules around the requirements. They can be found at Corporations Canada.