



**BOW ISLAND/BURDETT
& DISTRICT
CHAMBER OF COMMERCE
BYLAWS**

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Article One – Interpretation

1.01 Definitions Generally – When construing these bylaws, reference shall be made to the Societies Act, and words and expressions used in these bylaws shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used in that Act.

1.02 Definitions – The following words, when used in the bylaws, shall mean as stated hereinafter:

a) “Annual General Meeting” means a meeting of the members of the Chamber held once per year and designated by the President as the Annual General Meeting.

b) “Board” means the Board of Directors of the Bow Island/Burdett & District Chamber of Commerce

c) “Bylaws” mean these bylaws

d) “Chamber” or “Chamber of Commerce” means the Bow Island/Burdett & District Chamber of Commerce

e) “Director” means a member of the Board of the Chamber

f) “Executive” means the President, Past President, First Vice-President, Second Vice-President, Secretary and The Treasurer of the Chamber

g) “First Meeting of the Board” means a meeting called in conjunction with and immediately following the Annual General Meeting

h) “Member” means a member of the Chamber in good standing as set out in Article Four

i) “Officer” means a member of the Executive

j) “Past President” means the individual who last held the role of President in the immediately preceding year

k) “Special Resolution” means a resolution which must be passed by seventy-five (75%) percent of the members of the Chamber (or the Board) present at a meeting where prior due notice of such resolution has been given

l) “Deferred Policy” means a policy presented at the Annual General Meeting, which is referred back to the Executive Committee for additional research, rewording or other changes.

1.03 Masculine and Feminine – Words importing the masculine shall include the feminine and neutral genders.

1.04 Parliamentary Procedure – in all matters of interpretation or procedure not specifically addressed by these bylaws, Robert’s Rules of Order (Newly Revised), as amended from time to time, shall apply in the same manner and have the same force and effect as if they were a part of these bylaws.

Article Two – Business Matters

2.01 Head Office – The principle office of the Chamber shall be located in Bow Island in the Province of Alberta, at such place as the Directors of the Chamber, may from time to time, by resolution determine.

2.02 Seal – The seal, circular in form and bearing the name of the Chamber shall be the corporate seal of the Chamber provided however, that the directors may by resolution from time to time adopt another seal as the seal of the Chamber.

2.03 Affix Seal – Any two of the President, Immediate Past President, First Vice-President, Second Vice-President, Secretary or the Treasurer are hereby authorized to affix the seal. Any contracts, documents or any instruments in writing requiring the signature of the Chamber may be signed by any two of the President, Immediate Past President, First Vice-President, Second Vice President,, Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Chamber without any further authorization or formality.

2.04 Special Signing Authority – The Directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Chamber either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Article Three – Financial

3.01 No Benefit to Member – No part of the income of the Chamber shall inure to the personal profit of or be paid or payable to, any member of the Chamber by reason only of his membership therein or by reason only of his position as Director or Officer of the Chamber.

3.02 Financial Year – The financial Year of the Chamber shall be the twelve (12) months period ending December 31st, in each year.

3.03 Auditing – The Chamber shall appoint an Auditor to report on the financial statements of the Chamber of Commerce and ensure that they are presented in accordance with generally accepted accounting standards, and shall report their audit findings to the Executive Committee. The Auditors Report and Audited Financial Statements shall be presented at the Annual General Meeting immediately following the end of the fiscal year.

3.04 Access to Books by Members – The books and records of the Chamber may be inspected by any member of the Chamber at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records. Each member of the Board shall at all times have access to such books and records. All minutes are posted on the Chamber Website for review by members.

3.05 Access to Books by Others – The books of account shall be kept at the head office or such place or places as the Board shall think fit, and no person (other than a Director, auditor, member, officer, accountant or person whose duty to the Chamber requires him to do) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorized by the Board or by a resolution of the Chamber in a general meeting.

3.06 True Accounts – The Board shall cause true accounts to be kept of the sums of money received and expended by the Chamber and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Chamber and of assets and liabilities of the Chamber.

3.07 Banking – Any two (2) of the President, Past President, First Vice-President, Second Vice-President, Secretary and Treasurer and such other persons as the Board may from time to time designate by a banking resolution of the Board are hereby authorized for and in the name of the Chamber:

- a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and other orders for payment or money;
- b) to receive all monies and account for the same;
- c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
- d) subject to the approval of the Board, from time to time borrow money from a bank by incurring an overdraft or

otherwise;

e) to negotiate, deposit, endorse or transfer to a bank, but for the credit of the Chamber only, all or any bills of exchange, promissory notes, cheques or orders of payment of money and other negotiable papers;

f) from time to time to arrange, settle, balance and certify all books and accounts between the Chamber and the Chambers bank.

g) to receive all paid cheques and vouchers

h) to sign the bank forms and settlement of balances and release

i) and generally, in the name and of behalf of the Chamber, to transact with a bank any business they may think fit.

3.08 General Borrowing Provision – The Board of the Chamber may, when deemed expedient and by special resolution of the members:

a) borrow money upon its credit;

b) issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and,

c) hypothecate or mortgage property, or pledge or otherwise affect the movable property, or give all such guarantees, to secure payment of its loans or the carrying out of its obligations.

3.09 Annual Budget – The Executive Committee shall approve the proposed budget prepared by the Finance Committee, such approved budget shall be presented to the Board for final approval at the AGM.

3.10 Non-Budget Expenditures – Any expenditure not included in the Annual Budget may be approved by the Executive as long as such expenditures does not exceed one (1%) percent of the total budgeted expenditures. Any expenditure in excess of such amount and not included in the Annual Budget may be approved by a special resolution of the Board.

3.11 Distribution of Assets on Dissolution of Chamber – Any profits that may accrue to the Chamber, during the time it is in operation shall be used for the purpose of the Chamber as the Directors see fit. In the event of the winding up of the affairs of the Chamber, all assets of the Chamber, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity or non-profit organization as determined by a resolution passed by the Board.

Article 4 – Membership

4.01 Eligibility – Membership in the Chamber shall be open to any who pay the membership fee provided for hereunder and is approved by the Board.

4.02 Membership Fee – The annual membership fee payable shall be authorized by the Board. The fees shall consist of an established per member dollar amount. Set fees to be implemented the next calendar year.

4.03 Register of Members – The Chamber shall keep a register of its members containing the names of every person, foundation, society, partnership, corporation or other legal entity, which is admitted as a member of the Chamber, together with the following particulars;

a) the full name and address;

b) the date on which the member is admitted as a member;

c) the date on which the member ceases to be a member;

d) the class of membership of the member.

4.04 Termination – A member may be terminated in the following manner:

a) a member may resign in writing, which shall be effective upon acceptance thereof by the Board. In the case of a resignation a member shall remain liable for payment of any assessment or other sum levied or which may become payable by him to the Chamber prior to the acceptance of his resignation;

b) a member may be expelled on a three-quarters vote of the Board for any cause that the Board may deem reasonable. However, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard at a meeting called for that purpose;

c) membership automatically ceases if payment of the membership fee has not been made within three (3) months of the due date, or in case of a new member, within thirty (30) days of his admission as a member.

Article 5 – Meetings of Members

5.01 Annual General Meeting – The Chamber shall convene a general meeting at least once a year which shall be known as the Annual General Meeting. The date of the Annual General Meeting shall be fixed by the Board but shall not be less than 340 nor more than 400 days after the last Annual General Meeting. Any reference to events occurring before or after the general meeting in these bylaws shall refer to the day of the Annual Officers for ensuing year elected.

5.02 Notice- Notice of the date and place of the annual general meeting shall be mailed faxed or emailed no less than thirty (30) days before the date of the Annual General Meeting.

5.03 Quorum – An Annual General Meeting quorum shall consist of those members present.

5.04 Voting – Members shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.

5.05 Voting by Proxy – Proxy votes will be accepted at Board Meetings and not at the Annual General Meetings.

5.06 Decisions – At all meetings of members every question shall be decided by a majority of the votes of the members present in person or proxy unless otherwise required by the bylaws of the Chamber of Commerce. Every question shall be decided in the first instance by a show of hands and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to the effect in the minutes of the Chamber shall be sufficient evidence of the fact without prior proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll maybe withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Chamber in general meeting upon the matter in question. In the case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote in addition to such other votes as he may have as a member.

5.07 Special General Meetings – Special General Meetings of the Chamber may be called at the discretion of the Board, or when at least ten (10) members sponsor a petition directed to the President requesting a Special General Meeting. Such a Special General Meeting shall be called within forty-five (45) days of the receipt by the President of such petition. A Special General Meeting quorum shall consist of those members present. A Special General Meeting may be called when notice of the date, time, location and agenda for such meeting is distributed to all members at least twenty-one (21) days before the date for which the meeting is called.

5.08 Adjournment of meetings – Any meeting of members of the Chamber may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

5.09 Chairman – The Chairman of a meeting of the members shall be the President of the Chamber or in his absence, the Second Vice-President or, in his absence, the Treasurer, or in his absence the Past President or, in his absence the Secretary, or in the absence of all of them a chairman shall be elected by the members present.

Article Six – Board of Directors

6.01 Composition of the Board – The affairs of the Chamber shall be managed by a Board consisting of all members of the Executive and 3 Designated Directors.. The Board shall remain properly constituted notwithstanding one or more vacancies in the Board or Executive positions.

6.02 Election and Term – The Board members who are members of the Executive shall hold office from the time of their election at the Annual General Meeting until the next Annual General Meeting.

6.04 Filling Vacancies- Should a vacancy occur in the position of President, the Vice-President shall fill that position, and should a vacancy occur in the position of the First Vice President the Second Vice-President shall fill that position, and if a vacancy should occur in the position of Second Vice-President, the Treasurer shall fill that position and if a vacancy should occur in the position of Treasurer, a candidate shall be selected by the Nominating Committee and upon ratification by the Board shall assume the position.

6.05 Duties of the Directors – The duties of the Directors shall be as follows:

a) to use their best effort at all times to promote the objects of the Chamber and to exercise all of their duties in the best interest of the Chamber;

- b) to provide direct liaison with the Chamber and members and to bring to the attention of the Board the concerns of such members;
- c) 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 the Annual General Meeting;
- d) to manage the affairs of the Chamber;
- e) to safeguard and insure the exercise of due diligence in the management of the funds held by the Chamber;
- f) to attend meetings as and when called. If a Director missing 3 consecutive meetings without good cause, such Director may be subject to replacement on the board, and,
- g) no member of the Board 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 he shall refrain from voting thereon.

6.06 Meeting of Directors – Meeting of Directors shall be chaired by the President or, in his absence, shall be chaired by, in order of succession, the First Vice-President, the Second Vice-President, the Treasurer or the Past President. At least one meeting, the First Meeting of the Board, shall be held immediately following the Annual General Meeting and, in addition thereto, there shall be a minimum of two additional meetings, neither of which shall be in conjunction with the Annual General Meeting. All meetings of the Board shall be open to all members of the Chamber who may take part in discussions but may not vote on any motions before the Board.

6.07 Removal of Directors – Any Director or member of the Executive may be subject to removal by a special resolution of the Board in the following manner:

- a) a Director may resign in writing, which shall be effective upon acceptance thereof by the Board. In the case of a resignation a member shall remain liable for payment of any assessment or other sum levied or which may become payable by him to the Chambers prior to the acceptance of his resignation; or,
- b) a member may be expelled on a three-quarters vote of the Board, however, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard by the Board at meeting called for the purpose.

6.08 Duties of Officers – In addition to the duties of a Director an Officer shall have the following additional duties:

- a) the President shall promote and support the objects of the Chamber. 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 lawful motions and communicate to the meeting what he may think concerns the Chamber. The President shall be the spokesperson for the Chamber on matters of policy and shall lead delegations and chair meetings with others as required. The President shall be responsible for the day to day functioning of a all aspects of the Chamber’s operation and shall undertake such activities as determined by the Executive and the Board to best serve the needs of the Chamber;
- b) the Past President shall act as Chairman of the Nominating Committee and tender such other assistance as may be requested by the President;
- c) the President shall be the chairman of the Policy committee and in the absence of the President teh Vice-President shall perform the duties of the President;
- d) the First Vice-President shall in the absence of the President Elect, and shall perform such other duties as are assigned to him by the President;
- e) the Second Vice-President shall perform such duties as are assigned to him by the President.

F) the Treasurer shall act as Chairman of the Finance Committee and shall report all activities of the Finance Committee to the President, Executive Board, and Annual General Meeting. The Treasurer shall ensure that all of the Duties and responsibilities of the Finance Committee are carried out in honest, diligent, and timely fashion.

6.09 Notice of Meetings – Notice of Meetings of the Directors may be given by telephone or fax or email and shall be given at least forty eight (48) hours in advance of the meeting. No notice need be given of regular or special meetings held at time fixed by resolution of the Board. The statutory declaration of the President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. No accidental error or omission in giving notice for a meeting of the Board shall invalidate such meeting or any proceedings taken at such meeting.

6.10 Keeping of Minutes – Minutes shall be kept of all meetings of the Board by the Secretary.

6.11 Voting at Meetings – Questions at any meeting of the Board shall be decided by a majority of votes. The Chairman shall not have a vote except that in case of an equality of votes the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demands be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. No delegate at a Board meeting shall have more than one vote.

6.12 Quorum – Those members of the Board personally present shall constitute a quorum for the transaction of business at meetings of the Board.

6.13 Adjournments – Any meeting of the Directors may be adjourned to any time and from time to time and such business may transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is present.

6.14 General Powers of the Directors – The affairs and business of the Chamber shall be managed between Annual General Meetings by the Board. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board may exercise all such powers of the Chamber and do all such lawful acts and things as are not by statute or by these bylaws directed or required to be exercised or done by the members of the Chamber in general meeting.

6.15 Specific Powers of Directors – without limitation to the general powers conferred by the last preceding paragraph and the powers other-wise conferred by statute, by the objects of the Chamber and by other bylaws of the Chamber, it is hereby expressly declared that the Board shall have the following powers:

- a) from time to time to make and change rules and regulations consistent with these bylaws, for the management of the Chambers affairs and business;
- b) to purchase or otherwise acquire for the Chamber any property, rights, privileges, stocks, bonds debentures or other securities, which the Chamber is authorized to acquire, at such price or consideration and generally on such terms and conditions as they seem fit;
- c) at their discretion to pay for any property, rights, privilege, stocks, bonds, debentures or other securities acquired by the Chamber, either wholly or partly in money, bonds, debentures or other securities of or owned by the Chamber;
- d) to sell, lease or otherwise dispose of any property, real or personal, undertakings, franchises, business, assets, interest or effects which the Chamber is authorized to sell, lease or otherwise dispose of, for such price or consideration and generally on such terms and conditions as the Directors may seem fit;
- e) to appoint any person or corporation to accept and hold in trust for the Chamber any property belonging to the Chamber, or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust;
- f) to authorize and to determine who shall, in the name and on behalf of the Chamber, draw, accept, make endorsement sign or otherwise execute and deliver bills of exchange, cheques, promissory notes, bills of lading, warehouse or other receipts, mortgage, hypothecs, pledges, securities under the Bank Act, bonds, debentures or other securities for the payment of money, releases, contracts or other documents; and
- g) to delegate any of the powers of the board to any standing or special committee, or to any manager or other officer, attorney or agent and to appoint any person to be the attorney agent of the Chamber, with such powers including the powers to sub-delegate, and upon such terms as they think fit.

Article Seven – Committees

7.01 Standing Committees – The following Standing Committees shall be established at the First Meeting of the Board to be held in conjunction with the Annual General Meeting. The tenure of the Committees shall be for a term of one (1) year until the next Annual General Meeting. The committee shall be as follows:

- a) Executive;
- b) Finance Committee;
- c) Nominating Committee; and,
- d) Policy Committee

7.02 Special Committees – The Board of Executive may, at any meeting, appoint any Special Committee, name the Chairman and prescribe the terms of reference, and dissolve any Special Committee. The Chairman of each committee shall be a member of the board. The Chamber of each Committee shall have the power to add additional members to the Committee.

7.03 Meetings – Meetings of any Standing or Special Committee shall be held at such place, time and date as the Chairman of the Committee shall determine.

7.04 President Ex-Officio – The President shall be an ex-officio voting member of all Committees

7.05 Report to Board – All Standing Committees shall, from time to time, report their activities to the Board and Executive and shall make recommendations directly to the Board on matters referred to them or falling within their respective fields of interest.

7.06 The Executive shall consist of:

- a) the President who shall be Chairman;
- b) the immediate Past President;
- c) the Secretary
- d) the First Vice-President
- e) the Second Vice-President
- f) the Treasurer

The Executive shall;

- a) meet at least monthly during the months September through June and otherwise as required;
- b) exercise the powers of the Board given to the Executive reporting all significant action at the next meeting of the Board.
- c) inform and advise the Board on all property matters, as directed;
- d) make recommendations on the purchase of all capital equipment not foreseen in the approved Annual Budget;
- e) study and advise or make recommendations to the Board on any matter as directed by the Board; and
- f) manage the day to day operations and administration of the Chamber.

7.07 Finance Committee – The Finance Committee shall consist of;

- a) the Chairman, who shall be the Treasurer of the Chamber; and
- b) two other members as appointed by the Board at the First Meeting of the Board.

The Finance Committee shall:

- a) Meet at the call of the Chairman;
- b) Ensure compliance with all financial matters contained in these bylaws and in particular those matters contained in Article 3;
- c) Recommend to the Board the appointment of Auditors for ratification at the Annual General Meeting.
- d) Ensure that annual financial statements are prepared and audited;
- e) Meet with auditors to receive the audited financial statements and to discuss audit findings with the auditors.

These findings shall include, at a minimum, disclosure of:

- Significant weakness in internal control, including management’s comments;
- Illegal or possibly illegal acts and evidence indicating that they may have occurred;
- Fraud or possible fraud and evidence that it may have occurred;
- Related party transactions which are not in the normal course of operations and/or involve significant judgement by management concerning measurement or disclosure;
- Significant accounting policies including changes;
- Managements judgement and estimates; and

- Significant unadjusted misstatements.
- f) Report to the Board on the audit findings, together with any recommendations as to required actions;
- g) Ensure that audited financial statements are submitted to the Annual General Meeting;
- h) Review unaudited quarterly financial statements, report any findings to the Executive committee for action, and ensure that the financial statements are distributed to the Board of Directors;
- i) Ensure that monthly financial statements are reviewed by the Treasurer and distributed to and reported to the Executive Committee.
- j) Ensure that an annual budget is prepared no later than one (1) month prior to the beginning of the next fiscal year, review the budget, and make recommendation to the Executive Committee on the adoption of the budget; and
- k) Make recommendations to the Executive Committee or Board of Directors on any financial matter that come to their attention.

7.08 Nominating Committee – The Nominating Committee shall consist of:

- a) the Chairman, who shall be the Past President or, in the event of his inability to act or desiring not to act, another person appointed by the Board from the membership of the Chamber; and,
- b) two (2) other members as appointed by the Board at its First Meeting of the Board.

The Nominating Committee shall:

- a) meet at the call of the Chairman;
- b) submit a slate of Officers for presentation to the membership at the Annual General Meeting; and,
- c) submit such nominations and recommendations no later than sixty (60) days prior to the Annual General Meeting, which shall thereafter be distributed to all members of the Chamber not less than thirty (30) days prior to the Annual General Meeting.

7.09 Policy Committee – The Policy Committee shall consist of:

- a) the President who shall act as Chairman; and,
- b) such other members of the Chamber as are appointed by the Chairman.

The Policy Committee shall:

- a) meet at the call of the Chairman;
- b) recommend amendments to existing policy required by changes in circumstance, or legislation which make that policy inappropriate or obsolete;
- c) make changes to existing policy of an editorial or incidental nature, not to affect the nature or intent of the policy, but to reflect changes of circumstance or legislation which make that policy inappropriate;
- d) recommend amendments to the Policy Guidelines to the Board, or to these bylaws to the members, to ensure the efficient and effective solicitation, preparation, submission and distribution of proposed and adopted policy resolutions; and,
- e) review each proposed policy prior to submission to the Annual General Meeting to ensure that it is so far as possible:

- Specific
- Complete
- Reasonable, relevant
- Attainable
- Capable of being assessed, measured or evaluated
- Of provincial, national or international importance

Article Eight – Policy

8.01 Establishing Policy – Resolutions become policy of the Chamber when approved by a majority of those attending the Annual General Meeting, or a Special General Meeting of the Chamber.

8.02 Interim Policy – Notwithstanding Article 8.01, the Executive is empowered by the Board, between Annual General Meetings, to make policy submissions of its own on emergent issues, provided that such submissions are not inconsistent with existing policy.

Article Nine – Miscellaneous Provisions

9.01 Amendment of Bylaws- The bylaws and objects of the Chamber shall not be rescinded, altered or added to except by special resolution of the members.

9.02 Spokesperson – No public statement of Chamber policy may be made by any person other than the President, or in his absence, a person who has been designated by the President or is properly acting in his stead.

9.03 Conflict of Interest – No Director or Officer shall enter into a 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, he shall refrain from voting thereon but may participate in discussion thereof.

9.04 Impartiality – The Chamber shall be non-sectarian 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.

9.05 Indemnity of Directors and Officers – Every Director or Officer of the Chamber or other person acting in good faith who has undertaken or is about to undertake any liability on behalf of the Chamber and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Chamber from and against: all costs, charges and expenses whatsoever with such Director, Officer or other person sustains or incurs or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing, whatsoever made, done or permitted by him in or about the execution of the duties of his office.

9.06 Protection of Directors and Officers – No Director or Officer for the time being of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for or on behalf of the Chamber or for insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Chamber shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of his duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or though his own wrongful or willful neglect or default.

9.07 Remuneration of Directors and Officers – The Directors or Officers may be paid out of the Chamber by way of indemnification for expenses occurred incidental to the services as Directors or Officers, such reasonable sums as the Board may determine, but no Director or Officer shall be paid any salary, wages or compensation for acting as a Director or Officer; provided, however, that nothing herein shall limit the right of the Chamber to pay salary, wages, bonus or other compensation or payment to any Director or Officer for services other than as a Director or Officer or for the transfer of assets or property to the Chamber.

9.08 Telephone Meetings – A meeting of the Executive or any Committee may be held by conference telephone at the discretion of the Chairman. In emergency situations where the Chairman does not feel the issue requires full discussion, a matter may be decided by telephone poll conducted of all of the Members of Executive or Committee as the case may be. A motion so passed shall be ratified at the next meeting of the Executive or Committee as the case may be.

9.09 Notice – Whenever, under the provisions of the bylaws of the Chamber, notice is required given, and these bylaws do not specify a particular method or time of such notice, such notice may be given by email, fax, or phone addressed to the Director, Officer or member at his or their address as appears on the books of the Chamber. For the purpose of sending any notice the address of any Director, Officer or member shall be his last address as recorded on the books of the Chamber. No accidental error or omission in giving notice of any meeting or any adjourned meeting of the Directors or the members of the Chamber shall invalidate such meeting or make void proceedings taken thereat and any Director or member may, at any time, waive notice of such proceedings taken or had thereat.