

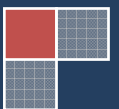


Fort McMurray Chamber of Commerce

Society Bylaws

Amended at the August 24, 2006 General Meeting
Filed March 19, 2007 Registrar of Corporations Province of Alberta

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ARTICLE 1
NAME

The name of this organization is the Fort McMurray Chamber of Commerce Society.

ARTICLE 3
AFFILIATIONS

The Chamber, at the discretion of the Board, has the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce and any other organization in which membership may be of interest to the Chamber.

ARTICLE 4
DEFINITIONS

- 4.1 Wherever the words "the Chamber" occur in these By-laws, they will be understood to mean "The Fort McMurray Chamber of Commerce" as a body.
- 4.2 Wherever the word "Region" occurs in these By-laws, it will mean that area within and for which this Chamber was established, as defined in the Board of Trade Act.
- 4.3 "Member" means a person, company, association, corporation, society, partnership or estate admitted to the membership of the Chamber.
- 4.4 Wherever the word "Executive" occurs in these By-laws it will be understood to mean "The Executive of the Fort McMurray Chamber of Commerce".
- 4.5 "Board" means the directors elected under Article 7 of these By-laws.
- 4.6 "General Members" or "General Membership" means all the voting members of the Chamber as defined under Articles 5 of these By-laws.

ARTICLE 5
MEMBERSHIP

- 5.1 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 individual membership in the Chamber.
- 5.2 Companies, association, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Region may become members of the Chamber.
- 5.3 All applications for membership in the Chamber shall be in writing. The application shall be regarded as a representation on the part of the applicant of their interest in, and sympathy with, the objects of the Chamber and of their agreement to adhere, if accepted as a member, to the Chamber's By-Laws, Rules and Regulations.

Upon receipt of the application for membership and payment of the fees for that year, the applicant shall be extended the privileges of membership pending approval of the application and confirmation of membership by the Board.

The Executive Director, at least once monthly, shall provide the Board with a summary of all applications and payments received. The Board, at its discretion, may refuse approval of any application and confirmation of membership. Any applicant whose application is not approved shall be advised and the amount of fees paid for that year shall be remitted. Upon approval of the application and confirmation of membership by the Board the applicant shall become a member of the Chamber.

- 5.4 Membership will continue from the time of admittance until a member has resigned in accordance with the provisions of these By-laws or has of membership been removed from the roll of members by action of the Executive.
- 5.5 Any member of the Chamber who intends to retire or to resign their membership may do so, at any time, upon giving to the Executive Director ten (10) days notice in writing of such intention. Any lawful liability which is standing upon the books of the Chamber at the time of such notice must be discharged at that time.
- 5.6 Memberships shall not be transferable and shall cease with the demise of the holders of such memberships.
- 5.7 Classes of membership may, without limitation, include Honorary Membership granted for reasons of distinguished service by some meritorious or public service to the Chamber or the Fort McMurray Region at large. Honorary Life Membership may be awarded for outstanding public service or meritorious contribution to the Chamber or Region.
- 5.8 The Executive or Board may recommend persons as Honorary members and they will be elected by a majority vote of the Board. Such recognition shall be for a term of one (1) year and may be repeated. Honorary memberships include all the privileges of membership except that of holding office, and will be exempt from the payment of annual dues for that year.
- 5.9 The Executive or Board may recommend persons for Honorary Life Membership and they will be elected Honorary Life Members by majority vote of the Board. An Honorary Life Member shall have the same rights and privileges as members except holding office. Honorary Life Members are exempt from paying annual membership dues.
- 5.10 All members and all representatives of corporate or firm members who are in good standing and who have paid the current year's fees (as applicable) shall enjoy all the rights and privileges of the Chamber including the right to vote as a member.

ARTICLE 6
DUES, ASSESSMENT & EXPULSION OF MEMBERSHIP

- 6.1 The annual dues payable by members of the Chamber may be changed by the Board from time to time.
- 6.2 Other assessments may be levied against all members provided 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 such a General Meeting shall state the nature of the proposed assessment.
- 6.3 The Executive may remove, from the roll of members, the name of any member for failing to pay their annual dues within thirty (30) days of their admission.

Any other member who fails to pay such dues within three (3) months of the date that they fall due will be removed from the roll of members. Upon such action by the Executive, all privileges of membership shall be forfeited. The member involved shall be informed of the decision of the Executive.

ARTICLE 7
ELECTIONS & VOTING RIGHTS

- 7.1 The Nominating Committee will consist of the immediate Past President as Chairman, and two (2) interested members at large, to be agreed upon by the Board. A majority of the members of the Nomination Committee who lawfully meet shall be a quorum and the majority of such quorum may do all things within the power of the Nomination Committee.

The function of the Nominating Committee shall be to identify and nominate candidates for the positions of President, First Vice President, Second Vice-President, and Treasurer and ten other Directors.

On or before the third week in January in each year, the Executive Director shall give notice to the membership of the opportunity to make nominations for the Officers and Directors for the next year, together with information as to the procedure and as to the last nomination date, by inserting a notice in the Chamber's newsletter or by a circular mailed to the last known address of each member and each representative.

Nomination for positions must be in writing with the Nominator's signature and Nominee's signature to be valid. Nominations must be received on or before the February General meeting.

- 7.2 One ballot for each \$500.00 (up to and including each \$500) in membership fees will be provided to each member at the time of registration at the Annual General Meeting. Ballots shall contain the names of all persons nominated and eligible for election. The Executive Director will direct the count of ballots and shall report the results to the Presiding Officer who is a member in good standing of the Chamber. The Presiding Officer will announce the results of the election.
- 7.3 Proxies will be mailed to all members 30 days prior to the Annual General Meeting. Votes by proxy must be received in writing at the time of registration at the Annual General Meeting in order to receive a ballot.
- 7.4 In the case of a tied vote, the selection of one of those so tied will be by "Straw Draw". The Executive Director will identify individuals to facilitate the straw vote from those in attendance at the time of the election.
- 7.5 Candidates for executive positions will be introduced at the February General Meeting and given the opportunity to briefly state their platform. Position Platform statements of candidates will be sent with the March Annual General Meeting notices. Candidates from executive positions who are not successful have the option to be automatically included in the next lesser position, during the election.
- 7.6 Nominations for directors will be sought prior to, and at the February General Meeting. Six, but not more than ten Directors shall be elected by ballot at the Annual General Meeting in March. Incumbents may run again.

ARTICLE 8
EXECUTIVE & REMOVING OF EXECUTIVE

- 8.1 Executive positions are:
Positions
President
Past President
First Vice President
Second Vice President
Treasurer
Executive Director – Ex-Officio
- 8.2 These positions, with the exception of the Past President and Executive Director, are elected by ballot, at the Annual General Meeting.
- 8.3 The term of office for the executive is two years. Incumbents have the option to run for a second term in the same position.
- 8.4 A member of the Board shall be considered to have vacated their position as a member of the Board in the following circumstances:
- If the member has been absent without leave from the Board for three consecutive meetings without an excuse deemed valid by the Board.
 - The member shall have resigned from office or have died; or,
 - May be suspended from office **or** have their tenure of office terminated, if in the opinion of the Board, they are grossly negligent in the performance of their duties.
 - at which at least a quorum is present,
 - at least two-thirds of those actually casting votes are in favor, and,
 - notice of intention to propose such declaration has been sent to the last address of the person who would be affected by such declaration and published in the proposed agenda of the Board circulated to all the Board members at least five business days prior to the meeting of the Board at which it is proposed to present such declaration to vote.
 - Any Executive member so suspended or whose tenure has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next General Meeting.
- 8.5 A member of the Board appointed to fill a vacancy holds office for the un-expired term of their predecessor. Whenever the Board makes an appointment to complete a term of office of any of the Officers or members elected to the Board for a vacancy occurring, such appointee shall be eligible, notwithstanding anything elsewhere herein contained, to election for the same office when election is held at the time specified.
- 8.6 The Executive has the power of administration, to make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of the Province, the Municipal Council or others as may be determined.
- 8.7 Voting Executive members shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-law of the Chamber. Provided, however, that such powers are not inconsistent with the provisions of the Board of Trade Act.
- 8.8 Voting Executive members of the Chamber shall receive no remuneration for services rendered.
- 8.9 The President shall preside at all the meetings of the Chamber and Board. The President shall, sign all official papers and documents requiring a signature on behalf of the Chamber, unless someone else is designated by the Board.

It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.

- 8.10 The Past President will be Ex-Officio and will have a voting position on the Executive Committee and the Board. The Past President will act as an advisor to the President and to the Board.
- 8.11 The First Vice-President, and/or Second Vice-President shall act in the absence of the President. In the absence of all of these persons at a meeting a chairman shall be elected by those present.
- 8.12 The Treasurer shall have charge of all funds of the Chamber and shall direct these funds to be deposited in a financial institution selected by the Executive. Out of such funds, the Treasurer shall approve for payment amounts due and payable by the Chamber.

The Treasurer will ensure a regular account of the income and expenditures of the Chamber are maintained on a monthly basis. A quarterly Financial Report will be submitted to the Board of Directors for review.

A Financial Review Statement by an Accounting Firm will be conducted and presented at the Annual General Meeting or at any other time requested by the membership.

The Treasurer shall make such investment of funds of the Chamber as the Executive may direct.

The Treasurer shall be responsible to the Board for maintaining the books and records of the Chamber.

- 8.13 The Executive Director of the Chamber of Commerce shall be an ex-officio member of the Executive and Board and has no vote.
- 8.14 The Executive Director reports to the Executive Committee. As the chief administrative and operating officer of the organization, the Executive Director provides leadership and direction for the day-to-day management of the organization's business affairs. The Executive Director's key responsibilities include the following:
- Support and implement Board policies and objectives.
 - Manage the financial and human resources of the Chamber.
 - Support and lead management in the implementation of a vision and strategic plan for the organization, which is endorsed by the Board of Directors
 - Provide leadership to Chamber staff, volunteer groups and Committees.
 - Serve as a resource person to the President and Board of Directors.
 - Ensure maintenance of a proper profile of the Chamber in the community at large.
 - Effectively liaison with members, key stakeholder groups and the media.
 - Maintain the Chamber's position of influence in the community.
 - Develop a variety of programs and other activities for the membership.
 - Maintain the best interests of the private enterprise system within the community.
 - Act as Recording Secretary at all Executive Meetings.
- 8.15 The Board, on recommendation of the Executive Director, may appoint a Recording Secretary to duly record the minutes of all Board Meetings.
- 8.16 No public announcements, in the name of the Chamber, may be made unless authorized by the Executive or by some person to whom the Executive has delegated this authority.

ARTICLE 9
BOARD OF DIRECTORS & REMOVING DIRECTORS

- 9.1 The Executive and Directors shall form the Board and their term will commence in March, for a two year period, following the Annual General Meeting.
- 9.2 The Board shall frame such By-laws, rules and regulations to promote the welfare of the Chamber and shall submit them for adoption, at a General Meeting of the Chamber. Notice of motion must be given at a prior General Meeting.
- 9.3 The Board may appoint committees, designate members of the Executive, Chamber members, or others, to examine, consider, report or take such action on any matter as the Board may request.
- 9.4 The Board may suspend a President from office or have their office terminated for just cause.

A member of the Board shall be considered to have vacated their position as a member of the Board in the following circumstances:

- If the member has been absent without leave from the Board for three consecutive meetings without an excuse deemed valid by the Board.
 - The member shall have resigned from office or have died; or,
 - May be suspended from office **or** have their tenure of office terminated, if in the opinion of the Board, they are grossly negligent in the performance of their duties.
 - at which at least a quorum is present,
 - at least two-thirds of those actually casting votes are in favor, and,
 - notice of intention to propose such declaration has been sent to the last address of the person who would be affected by such declaration and published in the proposed agenda of the Board circulated to all the Board members at least five business days prior to the meeting of the Board at which it is proposed to present such declaration to vote.
 - Any Executive member so suspended or whose tenure has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next General Meeting.
- 9.5 Any Committee may be terminated by the Board.
- 9.6 Elected Directors of the Board of the Chamber shall receive no remuneration for services rendered. The Executive, however, may reimburse any of these said persons for reasonable expense monies.
- 9.7 The Executive and Board, before taking office, shall before entering upon their duties, take and subscribe before the Mayor or any Justice of the Peace, an oath in the following or similar form:

“ I swear that I will faithfully and truly perform my duties as _____ of the Fort McMurray Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty to all things and such things only, as I shall truly and conscientiously believe to be adopted to promote the objects for which the said Chamber was constituted *according to the true intent and meaning of the same. So help me God.*”

ARTICLE 10
COMMITTEES OF THE BOARD

10.1 The Board may establish such Standing or Special Committees as the Board may find to be in the Chamber's best interests. The Board may from time to time dissolve, suspend or re-establish any Committee. The President, with agreement from the Board, shall appoint the Chairs of each Committee for a two year term, to a maximum continuous term of four years for any single Committee.

The Committee Chairs will select their Committee members from Chamber members or their representatives. The President and Executive Director will be ex-officio of all Committees unless otherwise determined by the Board.

10.2 The Finance Committee shall consist of the President, Treasurer, Executive Director and up to three other Board members. The Finance Committee shall prepare an estimated annual budget and financial statements as required.

10.3 The duties of the Committees shall be to carry out the general objects of the Chamber in regard to the special work suggested by their respective titles and to investigate, make recommendations and reports on specific matters referred to them by the Board. Each Committee shall submit to the Board a report of its yearly activities for inclusion in the Annual Report of the Chamber.

10.4 A Chair of a Committee appointed by the Board, shall be considered to have vacated their office as Chair of a Committee in the following circumstances:

- If the Chair shall have resigned from office or have died,
- Subject to reappointment for the ensuing year,
- Subject to re-election,
- The Board declares the position vacant in the general interest of the Chamber, provided that such declaration is made at a meeting of the Board. Notice of intention to propose such declaration has been sent to the last address of the person who would be affected by such declaration and published in the proposed agenda of the Board circulated to all the Board members prior to the meeting of the Board at which it is proposed to present such declaration.

ARTICLE 11
MEETINGS

- 11.1 The usual place of meetings shall be in the City of Fort McMurray.
- 11.2 The Annual General Meeting of the Chamber shall be held in the month of March in each calendar year. At least two weeks' notice to the membership shall be given.
- 11.3 General Meetings of the Chamber shall be held at least four times annually, unless otherwise decided by the Executive.
- 11.4 A member or representative of a member of the Chamber shall be at liberty at any meeting of the Chamber to bring forward any resolution or resolutions touching the work of the Board, or the business of the Chamber. The member or representative proposing to bring forward such resolution (s) at a meeting shall provide such resolution (s) to the Executive Director at least four weeks prior to the meeting.
- 11.5 Special Meetings of the Chamber may be held at such times as the President or Board may determine. Special meetings for any particular purpose or purposes shall be called by the President upon the written request by any three members of the Board, or any ten members of the Chamber in good standing providing that the notice for special meetings contain a statement of the purpose of the meeting. At least three days notice of such meetings shall be given. A quorum for a Special Meeting shall be 20 members in good standing present. Voting shall occur by secret ballot. Voting members shall be entitled to one vote for every \$500.00 in membership fees and one additional vote for each \$500.00 thereafter.
- 11.6 Notice of all meetings, naming the time and place, shall be circulated to each member via facsimile or mail two weeks prior to the event. This shall constitute sufficient notice.
- 11.7 The Executive shall meet once each month to carry on the business of the Chamber. The Board shall meet once each month to carry on the business of the Chamber.
- 11.8 The meetings of the Board shall be open to all members of the Chamber, who may attend but may not take part in any of the proceedings.
- 11.9 At any Annual or General meeting 20% of the membership shall be a quorum. Failing 20% attendance, within 15 minutes of a duly notified meeting, twenty members present shall constitute a quorum. These members shall be competent to do and perform all acts which are, or shall be directed, to be done at any meeting.
- 11.10 At any Executive meeting, a quorum will consist of the Presiding Officer plus two other Executive members, not including the Executive Director.
- 11.11 At any Board meeting, a quorum will consist of seven or more members. A majority of such quorum shall do all things within the powers of the Board.

ARTICLE 12 VOTING RIGHTS

- 12.1 Voting at Executive, Board, or General Meetings shall normally be by a show of hands. If requested by the President or five members present, a roll call vote shall be taken. Such request must receive approval of two-thirds of the members assembled.
- 12.2 Only individual members or honorary life members or registered voting members as defined in Article 5 may vote at the Annual General Meeting. Voting members shall be entitled to one vote for every \$500.00 in membership fees and one additional vote for each \$500.00 thereafter.

Voting will be by secret ballot for the election of the Executive and Board of Directors.
Voting on other matters at an Annual General Meeting shall be by show of hands or standing vote.

Five separate voting members may request a roll call or secret ballot be held to determine any matter.

- 12.3 The Presiding Officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the Presiding Officer, the vote of the majority shall decide.
- 12.4 Motions or amendments shall be carried at any Executive or Board or General meeting by a majority vote unless otherwise provided in these By-laws.

ARTICLE 13 AMENDMENTS

- 13.1 These bylaws or any of them may be amended, repealed, or altered by a vote of a minimum of 75% of the members in good standing present at any General Meeting of the Society. Written notice of the proposed amendments, alterations, or repeals shall be given in the notice for the meeting at which they are considered.
- 13.2 Notice of the meeting at which amendments, alterations, or repeals are to be considered shall be given at least 21 days prior to the date of the meeting.
- 13.3 New, repealed or amended By-laws shall come into force and be acted upon only when they have been accepted by the Minister of Consumer and Corporate Affairs through the Department of Corporate Registry under the Societies Act.
- 13.4 All previous By-Laws of the Chamber are repealed as of, and to the extent of, the coming into force of this By-Law. In each case, such repeal shall not affect the previous operation of any By-Law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such By-Law, or any appointment to an office until their successors take office or their office is terminated.

All prior resolutions of the members, any prior Board, any prior Executive Committee or any prior Committee of the Board are hereby ratified and confirmed and shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

- 13.5 All By-Laws duly passed shall be binding on all members of the Chamber, its Officers and all other persons lawfully under its control.

ARTICLE 14
FISCAL

- 14.1 The fiscal year of the Chamber shall commence on the first day of January each year.
- 14.2 The funds of the Chamber shall be deposited in such bank, trust company, credit union or treasury branch as the Treasurer may direct. The Executive may direct that one or more accounts be opened and that such accounts be held in more than one such institution.
- 14.3 Cheques, drafts or other such instruments drawn upon a Chamber account shall be signed on behalf of the Chamber by two persons:
- The Executive Director and any one of the Treasurer, President, First Vice-President, or, any two of the Treasurer, President, First Vice President.
- The Executive may make policies directing the order of precedence of signing officers.
- 14.4 Sixty days prior to the beginning of a new fiscal year, the Finance Committee shall draft an Estimated Budget and present it to the Board for approval. This budget will then be ratified by the incoming Board at their first meeting of the new term.
- 14.5 The most recent Financial Statement shall be presented by the Treasurer at each Annual General Meeting or at any other time required by the Executive.
- 14.6 Only expenditures included in the budget may be expended by the Executive Director as reviewed by the Executive on a monthly basis. All expenditures not included in the budget shall be approved by the Board of Directors.
- 14.7 Executive Committee, as part of the Board of Directors, is responsible to the membership for financial management of the Chamber. The Society can borrow money upon approval of the Board of Directors.

ARTICLE 15
ACCOUNTANTS

- 15.1 The books, accounts and records of the Society shall be audited (as defined by Corporate Registries) at least once a year by such person/persons as appointed by the Board of Director's. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer or his/her delegate at the annual meeting of the Society.

ARTICLE 16
PROCEDURES

- 16.1 Parliamentary procedure shall be followed at all General, Executive and Board Meetings in accordance with Robert's Rules of Order.

ARTICLE 17

SEAL

- 17.1 The Chamber shall have a seal of such design as the Board may adopt from time to time. It shall remain in the custody of the Executive Director and may be affixed or directed to be affixed by any signing officer of the Chamber to any document authorized to be executed by the Chamber.

Agreements, instruments and other documents may be executed on behalf of the Chamber by two persons:

1. The President, First Vice-President, Second Vice-President, Treasurer, and the other of whom shall be,
2. The Executive Director as authorized by resolution of the Board.

ARTICLE 18

BOOKS & RECORDS

- 18.1 The books and records of the Chamber may be inspected by any member or representative at the Chamber Office or place as may be designated by the President with reasonable notice in writing in that behalf and delivered by the member intending to inspect the said records.
- 18.2 Board, Executive and General Meetings will be duly recorded and signed by the Recorder and entered in the books by the Executive Director. The Executive Director shall be ex-officio clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings. The Executive Director may delegate the minute writing. He/she shall give all notices required to be given to the members and the Directors. He/she shall be the custodian of the seal of the Society and all books, papers, records, correspondence, contracts, and other documents belonging to the Society.