



Camrose & District Chamber of Commerce

BY-LAWS

*A by-law relating generally to the conduct of the affairs
of
Camrose & District Chamber of Commerce
(the “Chamber”)*

Completed February 2025

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BE IT ENACTED as a by-law of the Chamber as follows

ARTICLE I
DEFINITION AND INTERPRETATION

1. Definitions

In this By-Law and in all other By-laws of the Chamber, unless the context otherwise requires: “**Act**” means the Board of Trade Act (R.S.C., 1985, c. B-6) and the Canadian Not-for-Profit Corporations Act, and any statute that may be substituted, as amended from time to time;

“**By-Laws**” means this By-Law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

“**Certificate of Formation**” means the certificate of formation certified by the Minister evidencing the existence of the Chamber;

“**Committee Member**” means a member of any committee or other advisory body of the Board;

“**Board**” means the Board of Directors of the Chamber, as defined in the Act and as more particularly set-out in the By-Laws;

“**Director**” means a member of the Board and, for further certainty, includes the President, Vice-President, Second (2nd) Vice-President, Immediate Past President and Secretary/Treasurer elected in accordance with the Act(s);

“**District**” means the area within and for which the Chamber was established as set out in the Chamber’s Certificate of Formation or as defined by the Governor in Council, and includes any change in district that may be approved by Governor in Council from time to time;

“**Meeting of Members**” includes Quarterly Meetings, Annual General Meeting, special meeting or other general meeting of members of the Chamber;

“**Member**” means an individual or organization that has been accepted as a member of the Chamber in accordance with the Act(s) and By-Laws;

“**Minister**” means federal Cabinet Minister who is responsible for the administration of the Act(s);

“**Officer**” or “**Officers**” means President, Vice-President, Second (2nd) Vice-President, Immediate Past President and Secretary/Treasurer and any one or more other persons, respectively, who have been appointed as officers of the Chamber in accordance with the By-Laws;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on the resolution;

“**Quarterly Meetings**” means the four (4) quarterly meetings of members in a calendar year that are by the Act(s), each a “Quarterly Meeting”;

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders and “person” includes an individual, body, corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act(s) have the same meanings when used in these by-laws.

ARTICLE II
BUSINESS OF THE CHAMBER

3. Location of the registered office

The registered office of the Chamber shall be in the District.

4. Non-partisan/non-sectarian

The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate or party for public office.

5. Object of the Chamber

The object of the Chamber shall be to promote and improve trade, commerce and the economic, civic and social welfare of the district served by the Chamber.

6. Corporate seal & logo

The Chamber has a corporate seal, along with an approved logo, in forms approved by the Board. The Executive Director is the custodian of the corporate seal and is responsible for ensuring proper use of the Chamber logo.

7. Place of Meeting

The usual place shall be within the district of the Chamber of Commerce region.

8. Books and records

The Board shall see that all necessary books and records of the Chamber required by the By-Laws or by any applicable statute or law are regularly and meticulously kept. The books and records shall be available at all reasonable hours to any member of the Chamber free of any charge.

9. Execution of documents

Deeds, transfers, assignments, obligations, and other instruments in writing requiring execution by the Chamber may be signed by any two officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document of the Chamber to be a true copy. Approved signing authorities are the Executive Director, President, Vice-President, Second (2nd) Vice-President and Secretary/Treasurer.

Contracts that deal with day-to-day operations of the Chamber may be signed by the Executive Director or appointee.

10. Financial year end

The financial year end of the Chamber shall be October 31st each year.

The operational year of the Chamber shall commence on the first (1st) day of November.

11. Banking Arrangements

The banking business of the Chamber shall be transacted at a financial institution carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

12. Appointment of Auditor

The members shall, at the Annual General Meeting of members each year, appoint an auditor. In each year, the appointed auditor shall conduct an annual audit of the accounts and annual financial statements of the Chamber for report to the members at the Annual General Meeting of members for the next year. An appointed auditor shall hold office until the next Annual General Meeting of members provided that the Board may fill any casual vacancy in the office of auditor. Any remuneration of the auditor shall be fixed by the Board.

13. Powers of the Board

The Chamber shall be managed by the Board and the Board shall have full power and authority to do all things necessary to accomplish the objectives of the Chamber that the Chamber is by law authorized to do and that is not required to be done by the members at general or special meetings. This authority shall include the right of the Board to delegate any of its powers to the Officers or anyone deemed or directed and to revoke any such delegation. Without restricting the general powers described herein, the Board shall have the following specifically enumerated powers:

- (a) to purchase or otherwise acquire for the Chamber any movable or immovable property, rights or privileges to further the object of the Chamber, at such price and generally on such terms and conditions as they think fit;
- (b) to borrow money on the credit of the Chamber;
- (c) to issue, reissue, sell or pledge debt obligations of the Chamber;
- (d) to mortgage, hypothecate, pledge or otherwise create security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber;
- (e) to enter into any contract of employment or other contract of services with any person in the interests and on behalf of the Chamber;
- (f) To develop, institute and amend policies, procedures and standards for the conduct of affairs of the Chamber and the Board, provided such policies, procedures and standards or amendments thereof shall not be inconsistent with any law or any by-law of the Chamber;
- (g) to invest and deal with any money or other asset of the Chamber, not immediately required for the purpose of the Chamber, upon such security and in such manner deemed appropriate and, from time to time, to vary or realize upon such investment.
- (h) to constitute any committee, task force or study group and to designate Directors, or others, to examine, consider and report upon any matter or take such action as the Board may direct.
- (i) to deliver representation in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interest of the Chamber or its members generally; and
- (j) to enter into affiliation with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce and other organizations of any nature whatsoever, on such terms as the Board determines.

ARTICLE III
MEMBERSHIP OF THE BOARD

14. Membership conditions

Membership to the Chamber shall be available to:

- (a) an individual, whether residing in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District;
- (b) a society, body corporate or organization who is directly or indirectly engaged in trade, commerce or the economic and social welfare of the District; or
- (c) an individual, society, body corporate or organization who is not referred to above but is recommended by the Board for membership in the Chamber at any meeting of the members.
- (d) all membership types have equal voting rights and equal rights and conditions as long as the member is in good standing with the Chamber at the time of the vote.**

15. Authorized Representative

Any member in good standing, who is not an individual, shall designate an individual as that member's primary representative to exercise the rights and privileges of the member in the Chamber. Such designation may be changed by the member from time to time.

16. Register of Members

The Chamber shall maintain a register of members in the form prescribed by the Board. The register of the members shall be conclusive evidence as to membership in the Chamber. A member, upon resignation or removal from membership, shall cease to be a member of the Chamber and the name of such member shall be removed from the register of members.

17. Admission of Members

An individual or organization proposed for membership in the Chamber pursuant to the section on membership conditions of this By-Law is only admitted to membership in the Chamber if the proposed member so consents and their membership is approved at a meeting of the members by special resolution of the members. New members must be approved by a majority of 2/3 members present at a members meeting. An individual or organization so admitted to membership in the Chamber is a member with all the related rights and obligations immediately as of the receipt of such approval for one year from approval being granted.

18. When is membership dues payable

Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 90 days of their due date, then necessary action will be taken.

19. Termination and withdrawal of membership

A member in the Chamber is terminated when:

- (a) the member dies, or, in the case of a member that is an organization or a corporation, the organization is disbanded, or the corporation is dissolved.
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of this By-Law;

- (c) the member retires or resigns by providing ten (10) days written notice of such registration to the Secretary/Treasurer and satisfying any lawful liability outstanding against such member on the books of the Chamber at the time of such written notice; or
- (d) the member is expelled in accordance with any section on discipline of members of these By-Laws or is otherwise terminated in accordance with the Act(s) or By-Laws.

20. Effect of termination and withdrawal of membership

Upon any termination of membership, the rights of the member, including any rights in the property if the Chamber, automatically ceases to exist.

21. Discipline of Members

The Board shall have the authority to suspend or expel any member from the Chamber for any one or more of the following grounds:

- (a) violating any provision of the constating documents, By-Law, or written policies of the Chamber;
- (b) carrying out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion.
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board determines that a member should be expelled or suspended from membership in the Chamber, the President, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submission to the President, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Chamber. If written submissions is received in accordance with this provision, the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

22. Membership transferability

Membership in the Chamber may only be transferred upon approval of the Chamber.

23. Honorary Members

Honorary membership may be granted from time to time at the discretion of the Board to persons who have distinguished themselves by some meritorious public service. Such membership shall be for one (1) year term and may be repeated at the discretion of the Board. Honorary memberships shall have all the privileges and rights of active membership except the right to hold office. No membership dues or subscriptions are payable by Honorary members.

24. Life Members

Life members may be appointed from time to time at the discretion of the Board. Life members shall have all the privileges and rights of active membership. No member dues are payable by Life Members.

ARTICLE IV
MEETINGS OF THE MEMBERS

23. Quarterly Meetings of the Members

In each calendar year the Chamber shall hold a required four (4) meetings of the members.

24. Annual General Meeting of Members

The Annual General Meeting of members shall be held on an annual basis and no later than 6 months after the preceding financial year at the time and place designated by the Board. The following items shall be put before the members for consideration:

- (a) the election of the President, Vice-President, Second (2nd) Vice-President, Immediate Past President, Secretary Treasurer and a minimum of ten (10) to twelve (12) other Directors
- (b) the appointment of financial review for the Chamber;
- (c) the Annual Report of the President of the Chamber;
- (d) the Annual financial statements and financial report of the Chamber.

25. Special Meeting of the Members

In addition to the Quarterly Meetings, the Board or a majority of members of the Chamber may call a Special Meeting of the members. In the event that ten (10) members or three (3) Board members requisition a Special Meeting of the members, the Directors shall arrange for such a meeting without delay.

26. Notice of Meetings to Members

Notice of the time, date, and place of a Quarterly, Annual or Special Meeting of members shall be given to each member at least ten (10) to fourteen (14) days before the day on which the meeting is to be held by publication of a notice through one newspaper or otherwise, as is thought necessary by the Board and by one (1) or more of the following options:

- (a) by delivery personally to the members to whom it is to be given or if delivered to such member's address as shown in the records of the Chamber;
- (b) by mail at each member's recorded address by prepaid ordinary or air mail; or
- (c) if sent to each member telephonic, electronic, or other communication facility at such member's recorded address for that purpose.

If an electronic means is to be used, each member receiving an electronic notice or other document must consent to such method of communication and designate an information system for the receipt of the electronic notice or other document. For each member who has not consented, a copy of the notice or other document is to be sent to that member.

Where the business to be considered at a meeting of the members is any business other than the election of directors, appointment of financial review, annual report of the President, the consideration of the financial statements and financial review report, and the Secretary/Treasurer's report, the notice of the meeting shall include enough information on that business so that members may make a reasoned decision in respect of such business.

27. Absentee Voting at Meeting of Members

A member entitled to vote at a meeting of members may vote by means of telephonic, electronic or other communication facility if the Chamber has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Chamber without being possible for the Chamber to identify how each member voted.

28. Place of Meeting of the Members

Meetings of the members shall be held at any place within the District.

29. Chair at the Meetings of Members

The President shall chair all meetings of the members or, in the absence of the President, the Vice-President. If the President and Vice-President of the board are absent, the Second (2nd) Vice-President. If the President, Vice-President and Second (2nd) Vice-President are all absent, any other Director chosen by the Board may preside. At the discretion of the Board, the Executive Director can be appointed to chair any Quarterly Meeting of the Chamber, instead of the above stated.

30. Quorum at Meeting of the Members

A quorum at any meeting of the members shall be ten (10) of the members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

31. Voting at Meeting of Members

Each member shall be entitled to exercise one (1) vote at all meetings of members. Where a member is an organization, such member shall designate, in the form required by the Chamber, an individual to exercise the vote on its behalf.

At any meeting of the members, a majority of the members present are competent to do and perform all acts under the Act(s) and By-law or by the Act(s).

Mode of the meetings may be in person or virtually and voting will take place by show of hands and/or electronically.

The chair of the meeting does not have a vote.

32. In the case of an equality of votes

In case of an equality of votes either by show of hands or on a ballot or on the result of electronic voting, the chair of the meeting shall cast a vote.

ARTICLE V
BOARD OF THE CHAMBER

33. Powers of Directors

The directors have the power to perform the duties set out in this Act and will manage the Camrose & District Chamber of Commerce.

34. Limitations on the Powers of Directors

The directors cannot enact or alter any by-law without member approval. The directors cannot admit any member without member approval.

35. Number of Directors

The Chamber shall be managed by the Board, which shall consist of:

- (a) a President, a 1st and 2nd Vice-President, an Immediate Past President, *which in the second term can be any Past President the Board choses to fill the vacancy*, and a Secretary/Treasurer, all who shall be elected from amongst the members by the members by Ordinary Resolution at the Annual General Meeting of the members or first (1st) Quarterly Meeting of members every year; and
- (b) at least ten (10) to twelve (12) other Directors, all of whom shall be elected from amongst members by members by Ordinary Resolution at the Annual General Meeting of the members in each year.

For further certainty, the President, Vice-President, Second (2nd) Vice-President and Secretary/Treasurer are two year terms, and have been Directors within the means of the Act(s) and these By-Laws.

36. Qualifications of Directors

Directors of the Chamber must be individuals and members of the Chamber in good standing, No employees of the Chamber shall be eligible to serve as a Director during his, her or they/their period of employment.

37. Election of Directors

Directors must be elected by a majority of the members present at the Annual General Meeting or first (1st) Quarterly Meeting.

38. Term of Office of Directors

The Directors, not including Officers, shall hold office for a one (1) year, expiring no later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these By-Laws. The Officers shall hold office for two (2) years, expiring no later than the close of the Annual General Meeting in the year following their election, or until removed from office or vacating it as specified under these By-Laws.

39. Number of terms of Office of Directors

Each Director may only be re-elected to hold a maximum of 6 terms, in which case they shall not be eligible for election as a Director until a period of at least years has lapsed.

40. Failure to elect Directors

If Directors are not elected at the Annual General Meeting in a calendar year:

- (a) Failure to elect council members at the AGM, members in office remain until an election by members of the Board of trade is held at a general meeting of the members.

41. Automatic termination of director's term in office

The term of office of a Director shall be automatically terminated:

- (a) if a Director, which includes President, Vice-President, Second (2nd) Vice-President, Immediate Past President or Secretary/Treasurer, resigns by written delivering a written resignation to the Chamber;
- (b) if at a meeting of members an Ordinary Resolution is passed by the members present at the meeting that the Director be removed from office;
- (c) on death of a Director; or
- (d) if a Director is absent from meetings of the Board continuously for a period of three (3) consecutive months, the Board may remove them.

If the Director who is terminated under the provision is also the President, Vice-President, Second (2nd) Vice-President, Past President and or Secretary/Treasurer of the Chamber, such Director's term of office as President, Vice-President, Second (2nd) Vice-President, Past President or Secretary/Treasurer as the case may be, shall likewise also be automatically terminated.

42. Removal of Directors by the Board

The Board may suspend or remove any Director, which includes the President, Vice-President, Second (2nd) Vice-President, Past President or Secretary/Treasurer, from office if such Director violates any provision of the constating documents, By-Laws, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber or its members by the Board in sole discretion. A Director so suspended or removed may appeal such suspension to the members at the next meeting if members, at which time the members may confirm the decision of the Board or reinstate such Director for the duration of their term of office.

43. Vacancies of Directors

Where a seat on the Board is vacant pursuant to the section on automatic termination of Director's term of office or the section on removal by the Board of this By-Law, the position shall be filled via election of a member by a majority of Directors (where quorum is met); a new director shall hold office only until the next Annual General Meeting, with exception of if that a Director is elected during their term to become an Officer of the Board, in which case their term will renew at the Annual General Meeting and begin their first (1st) two year term. The Board may at any meeting elect a member of the Chamber to fill such a vacancy.

44. Calling of meetings of the Board

Meetings of the Board may be ordered by the President or requested by any three (3) Directors at any time and, if so ordered or requested, shall be convened by the Secretary/Treasurer.

45. Location of meetings of the Board

Meetings of the Board may be held at any time and place within the District as determined by the Board.

46. Members at Board meetings

Members may attend Board Meetings. However, members in attendance may not take part in proceedings at any such meeting.

47. Participation in Board meetings by electronic means

If a majority of the Directors consent, a Director may participate in a meeting of the Board or a committee of the Board by means of such telephonic, electronic or other communications facilities as to

permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means shall be deemed present to be present at the meeting.

48. Board meetings held entirely by electronic means

If the Directors call a meeting of the Board, those Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

49. Notice of meeting of the Board

Notice of the time, date and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Chamber during a period of ten (10) to fourteen (14) days before the day on which the meeting is to be held if sent by mail and not less than forty eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities.

Notice of a meeting shall not be necessary if all Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if time, date, and place of the adjourned meeting is the original meeting.

50. First meeting of a new Board

Despite the section governing notice of meeting of the Board, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

51. Regular meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour as determined with a minimum of nine (9) meetings during the operational year. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, and no other notice shall be required for any such regular meeting. Council meetings shall be called by the Secretary/Treasurer at the instance of the President or the request of any three (3) council members.

52. Quorum at meetings of the Board

Fifty percent (50%) plus one (1) Directors constitutes a quorum at any meeting of the Board. A majority of such quorum may do all things within the powers of the Board. If quorum is not present at any meeting of the Board, only business that can be conducted at the meeting is the setting of a new date.

53. Chair of Board meetings

The President shall chair all meetings of the Board or, in the absence of the President, the Vice-President. If both are absent the Second (2nd) Vice-President will chair the meeting. In the event that the President and Vice-President(s) of the Board are absent, any other Director chosen by the Board may chair the meeting.

54. Voting at meetings of the Board

Each Director shall be entitled to exercise one (1) vote at all meetings of the Board and votes are equal among them all, with exception of the chair and Past President who do not hold a vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair will break the tie. This is relevant only for Board meetings, and not meetings of members.

55. Remuneration of Directors and Officers

The Directors and Officers of the Chamber shall not be remunerated for their services on the Board or Committees. Should a need arise to utilize their goods or services by works of the Board, Committee and/or operation of the Chamber, they will be only remunerated for said goods or services, by way of submitted expense to the Chamber for up to \$500 or by approval of the Board for any amount over that, after all other members have been tendered, bids are received and considered and/or it has been determined that no other member can fulfill the need, to avoid any illusion of conflict of interest. Should the need arise to utilize a Director's business for goods or services, it would first have to be decided on by majority vote of the Board, to insure all other avenues have been exhausted and the process has been followed.

56. Committees of the Board

The Board may from time to time appoint any committee or other advisory body and its members as it deems necessary or appropriate for such purposes and, subject to the Act(s) and By-Laws, with such duties/powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The duties and remuneration of any such committee shall be set by the Board. Any committee may be disbanded by the Board and any committee member may be removed by the Board. All committees made up or appointed by the Board shall have at least one (1) Director as its chair and shall report to the Board.

ARTICLE VI

CITY OF CAMROSE/COUNTY OF CAMROSE REPRESENTATION ON BOARD

57. City of Camrose, County of Camrose and any other municipal of the Camrose Chamber Region Representation at the meetings of the Board

The City of Camrose, County of Camrose and any other municipality of the Camrose & District Chamber of Commerce region will be invited to have representation at each meeting of the Chamber to liaison with the Board and its members. No membership is required at meetings of the Board, however meetings where members are charged to attend the meeting, the City of Camrose and County of Camrose liaisons will also be expected to pay the same fees as normal membership. The City of Camrose and County of Camrose liaisons are permitted time on the agenda at regular meetings of the Board, provided they are providing a report and notice to the Executive Director one (1) week in advance of the meeting to allow for time for them to present on the agenda of the meeting.

ARTICLE VII
OFFICERS OF THE CHAMBER

58. Roles of Officers

Unless otherwise specified by the Board which may, subject to the Act(s) modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:

● **President**

The President of the Chamber serves as the chief executive officer, providing strategic leadership and operational oversight to promote the economic vitality and development of the business community as a whole. The President is responsible for executing the Chamber's mission, fostering relationships with the business community leaders, and government officials, and ensuring the organization's financial health and growth.

The President's key responsibilities are to provide strategic leadership, developing and implementing a long-term vision, goals, and strategies in collaboration with the Board. They guide the organization in advocacy efforts, membership growth, and program development. They oversee the Chamber's budget, financial policies, and overall fiscal management. Ensuring funding targets are met through membership dues, events, sponsorships and other revenue streams.

They help the Executive Director identify grant opportunities or partnerships that align with the Chamber's mission. They serve as principal spokesperson for the Chamber and its members to government, media and the public. They advocate for policies that support business interests at the local, regional, and national levels, while building strong relationships with elected officials, industry associations, and other stakeholders. The President will oversee the recruitment, retention and engagement of Chamber members, while fostering a vibrant network of business owners, entrepreneurs, and community leaders through initiatives and events.

The President oversees the Operations & Program Management, ensuring smooth day-to-day operations are being handled by the Executive Director and that staff management, administration and member services are operating smoothly and efficiently. They oversee key programs, events, and initiatives that promote economic development, including networking events, educational programs, and community outreach.

The President will support the Executive Director when needed in working with local governments and businesses to promote economic growth, including attracting new businesses and supporting existing ones. They act as a catalyst for partnerships that advance the community's economic development.

The President collaborates closely with the Board, providing timely updates, insights, and strategic recommendations. They assist the Board in identifying and cultivating future leaders within the Chamber and the community. They ensure the Chamber complies with all legal and regulatory requirements, in collaboration with the Executive Director.

● **Vice-President**

The Vice-President of the Chamber holds a leadership role, often seen as second-in-command to the President. The Vice-President's job is to support the President, assisting the president in overseeing Chamber activities, initiatives, and operations. They may step in to lead meetings or events in the President's absence. They play a significant role in shaping the strategic direction of the Chamber, working closely with the Board to set goals and implement programs that benefit the business community.

The Vice-President is responsible for supervising or liaising with various committees within the Chamber, ensuring alignment with the Chamber's objectives. This role is the steppingstone to becoming the Chamber President, allowing the Vice President to gain experience and prepare for that leadership role.

The Vice-President will assist the Executive Director with representation and leadership when needed at public events, conferences, and community engagements, promoting the Chamber's vision and goals. They are an active participant in board decisions, helping to guide the Chamber's policies, budget, and advocacy efforts for local businesses. In essence, the Vice-President is a key figure in assisting the Executive Director in maintaining the Chamber's day-to-day operations, when needed, and ensuring long-term success.

- **Second (2nd) Vice-President**

The role of the Second (2nd) Vice-President in the Chamber is to support the President and Vice-President. They assist the President and Vice-President in their duties and act as a key member of the leadership team. They may chair or oversee certain committees or initiatives within the Chamber and help guide these committees towards achieving strategic goals.

The role is seen as part of the leadership succession, with the expectation that the Second (2nd) Vice-President may move into the role of the Vice-President or President if the Vice-President does not move up to President, in the future.

The Second (2nd) Vice-President may represent the Chamber in public functions, engage with local businesses, and work on advocacy efforts to promote business interests in the community. In the absence of the President or Vice-President the Second (2nd) Vice-President may take on their responsibilities, ensuring continuity at Chamber activities.

- **Past President**

The Past President of the Chamber plays a significant advisory role, leveraging their experience and institutional knowledge. Their duties typically include:

- (a) Advisory - providing guidance to the current president and board on strategic decisions, drawing from the past-on-past experience to offer insight.
- (b) Continuity - ensuring smooth transition between leadership, maintaining consistency in goals, and helping with any unfinished projects from their tenure.
- (c) Mentorship - Acting as a mentor to the current president, board members, and newer members, helping them to understand the culture and processes of the Chamber.
- (d) Committee Involvement - they often remain involved in key committees, particularly ones that they led or had strong influence on during their presidency.
- (e) Representation - continuing to represent the Chamber at key events or community functions, providing leadership when called on to do so.
- (f) Historical Record - being a source of historical knowledge, helping maintain a sense of tradition while ensuring that the Chamber remains adaptable to new challenges.

This role is less about decision-making and more about ensuring continuity, providing support, and leveraging the value of experience for future growth and success.

- **Secretary/Treasurer**

In addition to the requirements of the Act(s), the Secretary/Treasurer shall attend all meetings of the Board, and members. The Secretary/Treasurer shall enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; they give or cause to be given, as and when instructed notices to members, Directors, the auditors and members of committees; the Secretary/Treasurer shall oversee the custodial handling of all the books, papers, records, documents and other instruments belonging to the Chamber, The Secretary/Treasurer shall oversee or cause to

be kept proper accounting records in compliance with the Act(s) and shall ensure all monies are deposited, the safekeeping of securities and the disbursement of funds of the Chamber; Secretary/Treasurer shall render to the Board whenever required an account of all transactions and of the financial position of the Chamber; and the Secretary/Treasurer shall have such other powers and duties as the Board or the President may specify. The Secretary/Treasurer shall be elected from amongst the members.

- **Other Officers**

The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act(s), vary, add to or limit the powers and duties of any officer.

59. Oath of Office

The President, Vice-President, Second (2nd) Vice-President, Past President, and Secretary/Treasurer of the Chamber, before starting their duties of their office, shall take and subscribe before the mayor of the City of Camrose or Reeve of the County of Camrose, or before a Justice of the Peace, and take an oath or affirmation in the following form:

*“I swear I will faithfully and truly perform my duties as President (or Vice-President; Second (*2nd Vice-President; Past President or Secretary/Treasurer) of the Camrose & District Chamber of Commerce and that I will in all matters connected with the discharge of such duties do all things, and only such things, as I shall truly and conscientiously believe to be adapted to promote the objects for which the Board was constituted, according to the true intent and meaning of the same”.*

60. Executive Director of the Chamber

The Board shall, whenever possible, employ an Executive Director. The Executive Director shall have general control and management of the Chamber’s business and affairs and shall appoint and have general supervision over and the power to dismiss all employees of the Chamber. It shall be the responsibility of the Executive Director to conduct the official correspondence, preserve all books, documents, and communications, keep books of account, and maintain accurate minutes of proceedings of all meetings of the members, the Board, and all committees. The Executive Director shall act as signing authority under the authorization of the Board. The Executive Director shall attend meetings of the Board but shall not vote. The Executive Director shall have other duties as may be assigned, from time to time, by the Board.

61. Officer vacancies

In the event the Board appoints any Officers of the Chamber, the Board may remove, whether for cause or without cause, any Officer so appointed, other than the President, Vice-President, Second (2nd) Vice-President or Secretary/Treasurer. Unless so removed, an Officer shall hold office until earlier of:

- (a) the Officer’s successor being elected or appointed.
- (b) the Officer’s resignation; or
- (c) the Officer’s death.

In the office of the appointed Officer of the Chamber [other than the President, Vice-President, second (2nd) Vice-President or Secretary/Treasurer] shall become vacant, the Directors may appoint a person to does such vacancy. For further certainty, this provision does not apply to the President, Vice-President,

Second (2nd) Vice-President or Secretary/Treasurer or any other member of the Board who shall be governed by sections on automatic termination of director's term in office and removal by the Board.

ARTICLE VIII

GENERAL

62. Indemnification

Every Director or Officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

- (a) all costs, charges and expenses which such Directors, Officers or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
- (b) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in paragraph (a) of this provision, the Board may approve such in advance.

63. Method of giving notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which includes, without limitation, sent, delivered, received or served) pursuant to the Act(s), the Certificate of Formation, the By-Laws or otherwise to a member, Director, Officer or committee member or the Review of Engagement shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the last Annual Summary [as required by the Act(s)] was sent by the Chamber to Corporations Canada.
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as previously mentioned; a notice so mailed shall be deemed to have been given when deposited in the post office or public letter box; and a notice is sent by any means of transmitted or recorded communication company or agency or its representative for dispatch. The Secretary/Treasurer may change or cause to be changed the recorded address of any member, Director, Officer, Review of Engagement or committee member in accordance with any information believed by the

Secretary/Treasurer to be reliable. The declaration by the Secretary/Treasurer that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving such notice. The signature of the Director or Officer of the Chamber to any notice or other document to be given by the Chamber may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

64. Validity of any provision of these by-laws

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

65. Omissions and errors

The accidental omissions to give any notice to any member, Director, Officer, committee member of Review Engagement, or non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

66. By-laws or By-law Amendments

A new by-law(s) or an amendment to the by-laws requires approval of:

- (a) The members by Ordinary Resolution at the Annual General Meeting (AGM), provided that notice of the meeting and the proposed changes are provided to the members in accordance with this By-law. By-law amendments must be approved by a majority of the members present at the AGM.

Notice of a proposed new by-law(s) or an amendment to the by-laws must be provided in writing to all members with the notice of the meeting including the full text of the proposed by-law or amendment.

A copy of the notice, along with the proposed amendments, must be entered into the official records of the Chamber as part of the meeting minutes.

66. By-laws or by-law amendments

A new By-law or an amendment to the By-Laws requires approval of:

- (a) the members by Ordinary Resolution at any meeting of the members, provided that notice of meeting is provided to the members in accordance with this By-Law; and

By-law amendments must be approved by the majority of members present at a general meeting called for that purpose.

Notice of a proposed new By-law or an amendment to the By-laws must be in writing and sent to all members with notice of the meeting at which such proposed amendments is put to the members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

67. Repeal of prior by-laws

All previous By-laws of the Chamber are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

68. Dissolution

The Chamber may dissolve as set out in the Board of Trade Act and the Canadian Not-for-Profit Corporation Act. If the Chamber is dissolved, any funds or assets remaining after discharging all debts and liabilities shall be paid to the Alberta Chamber of Commerce on the condition that such funds and/or assets shall be held in trust by Alberta Chamber of Commerce to be used only for the future establishment of a regional Chamber of Commerce in the Camrose & District area; or such funds and/or assets may be paid to another organization for another purpose as approved by a majority resolution of the members at a meeting duly convened for such purpose.

69. Major Decisions and Changes

A "Major Decision" is any action by the Chamber involving a financial commitment exceeding \$50,000. This includes significant changes to annually recurring initiatives, events, or operations, as well as new initiatives that may substantially impact the Chamber or its members.

To ensure transparency and member involvement, the following steps must be followed:

(a) notification to members:

The Council must notify members of any proposed motion, providing clear and relevant details about the decision.

(b) information sharing:

Members must receive comprehensive information about the proposed changes or new initiatives before any decisions are made.

(c) special meeting option:

Members may request a Special Meeting to discuss and vote on the proposed changes or decisions as a collective body.

Previous by-laws final draft presented to membership and approved at March 23, 2018 AGM