

MINUTES
Board of Directors
Red Deer Chamber of Commerce
MAY 17, 2006 @ 2:30PM

7.2 Chamber By-Law revision
(Exhibit #4) By-laws 2000
(Exhibit #5) By-laws Draft 2006 Shaded areas indicate revisions

MOTION: *That the Red Deer Chamber of Commerce Draft By-laws dated May 05, 2006 be recommended for approval by the membership at the Annual General Meeting on September 20, 2006. CARRIED*

Red Deer Chamber of Commerce - By-laws

Proposed By-Laws

Article I – Objects

1.1 The principal objects of the Red Deer Chamber of Commerce are the promotion of economic activity to the benefit of the Red Deer region. This encompasses economic activity within the region, and between the Red Deer region and elsewhere in the world. It includes but is not limited to:

- (a) being the advocate for and leader of business,
- (b) providing marketing, networking, and other business-related services,
- (c) providing information and sources of information to its *Members* that are relevant,
- (d) working with other complimentary organizations to promote economic activity beneficial to the region,

- (e) encouraging a high standard of integrity among its *Members*.

Article II – Interpretation

- 2.1 “*Act*” means the Boards of Trade Act, R.S., c.B-8 (Canada), under which the *Chamber* is established.
- 2.2 “*Authorized Representative*” means an individual appointed by a *Member* in accordance with the *Chamber’s* schedule of *Authorized Representatives* provided for in the schedule of Annual Dues, as established by the *Board* from time-to-time.
- 2.3 “*Board*” means the Board of Directors of the *Chamber*.
- 2.4 “*Chamber*” means the Red Deer Chamber of Commerce.
- 2.5 “*Director*” means a member of the *Board*.

- 2.6 “*Executive Director*” identifies the senior staff position of the *Chamber*. This title may vary from time-to-time at the discretion of the *Board*.
- 2.7 “*Material Interest*” means a matter that could monetarily affect the *Director* or the *Member*, of which the *Director* is the *Authorized Representative*, the spouse of the *Director*, and any organization in which the *Director* or the *Member* he or she represents is a shareholder, officer, or director.
- 2.8 “*Member(s)*” means organizations and individuals which hold *Membership*. It does not refer to their representatives.
- 2.9 “*Membership*” identifies all *Members* including “Regular Members”, “Associate Members”, and “Life Members”.
- 2.10 “*Officers*” refers to the immediate Past President, President, First and Second Vice-Presidents and the Secretary Treasurer.
- 2.11 “*Other Committees*” means all Committees established by the *Board* except *Standing Committees*.
- 2.12 “*Red Deer region*” is that sphere of influence as designated by resolution of the *Board* from time-to-time.
- 2.13 “*Register*” means the *Register* of *Members* and their *Authorized Representatives*.
- 2.14 “*Special Resolution*” means a resolution which must be ratified by at least two-thirds of the *Members* present and voting at a meeting, weighted in accordance with the authorized number of votes each *Member* holds.
- 2.15 “*Standing Committees*” are:

- (a) the Governance Committee
- (b) the Executive Committee,
- (c) the Audit Committee.

Article III – Membership

Regular Membership Eligibility

- 3.1 Any business directly engaged in trade, commerce or economic welfare of the community is eligible for Regular Membership in the *Chamber*.
- 3.2 Any incorporated or unincorporated organization, including any association, corporation, society, partnership, trust, or estate, directly engaged in trade, commerce or economic welfare of the community is eligible for *Regular Membership* in the *Chamber*. They may only exercise *Membership* rights through *Authorized Representatives* in accordance with these By-laws.
- 3.3.1 Each Regular Member must designate in writing one (1) *Authorized Voting Representative*.
- 3.3.2 Each *Authorized Representative*:
- (a) exercises the rights and privileges of the *Member* in the *Chamber*,
 - (b) may be changed from time-to-time in writing,
 - (c) is the agent of the Regular Member,
 - (d) is deemed to be acting for and binding the Regular Member.
- 3.3.3 a) Each *Regular member* is eligible to exercise one vote at any General Meeting or Election of Directors.

Associate Membership Eligibility

- 3.4 Any incorporated or unincorporated government body, registered charity, political party, trade union or church is eligible for Associate Membership in the *Chamber*.
- 3.5 Each Associate Member would appoint an *Authorized Representative*, and may appoint one or more alternative representatives.
- 3.6 Associate Members carry the same rights and responsibilities as Regular Members, except that they are not entitled to run for a position on the *Board*, or vote in person or by proxy at Annual General Meetings or otherwise.

Life Membership Eligibility

- 3.7 The *Board*, by a unanimous vote of the *Directors*, may award Life Membership in the *Chamber* to any individuals who, in the opinion of the *Board*, have distinguished themselves by some meritorious or public service in furthering the objects of the *Chamber*.
- 3.8 Life Memberships carry the same rights and responsibilities as Regular Memberships, except that they are exempt from the payment of any Annual Dues and are not entitled to run for a position on the *Board*, or vote in person or by proxy at Annual General Meetings or otherwise.

Annual Membership Dues

- 3.9 Annual *Membership* dues are established by the *Board* and may be changed from time to time upon a minimum of one (1) week's notice to the *Board* to consider such a change.

3.10 A *Membership* applicant, other than a Life Member, receives the privileges and obligations of their *Membership* category upon submission of an application for *Membership*, and upon payment of the annual *Membership* dues.

3.11 Annual *Membership* dues are payable by each *Member* not later than ninety (90) days following the first day of that *Member's Anniversary Date* as specified in the Notice of Dues.

Register of Members

3.12 The *Chamber* keeps a current *Register of Members*. Any *Member* whose name does not appear on the *Register* is not considered a *Member*.

3.13 Upon resignation or removal from *Membership*

- (a) an individual or organization ceases to be a *Member* of the *Chamber*,
- (b) the *Member's* name and the name of its *Authorized Representative* are removed from the *Register*.

Termination of Membership

3.14 Any *Member* who fails to pay the annual dues ceases to be a *Member* and is automatically removed from the *Register*

3.15 A *Member* may resign from *Membership* at any time upon written notice to the *Board*.

3.16.1 *Membership* in the *Chamber* is subject to review of the *Board*. The *Chamber* reserves the discretionary right to cancel the *Membership* of a Regular, Associate or Life Member if the conduct of such *Member*, in the *Board's* opinion, has legal or ethical implications detrimental to the *Member*, and/or the *Chamber*.

- 3.16.2 Written notice of the *Board's* intention to cancel will be given to the *Member*. The notice will:
- (a) set out a time and place for a meeting with the *Board*,
 - (b) indicate that the *Membership* is under review and may be revoked at that meeting,
 - (c) provide sufficient reasons to enable the *Member* in question to prepare to answer the complaint,
 - (d) notify the *Member* that it is entitled to attend the meeting to hear the reasons for the review and to make an answer.

3.16.3 The decision of the *Board* with regard to the cancellation of any *Membership* is a final and binding decision from which there is no appeal to any tribunal whatsoever.

- 3.17 Resignation or termination of *Membership* does not:
- (a) relieve the former *Member* from any obligations they owe to the *Chamber*,
 - (b) entitle the former *Member* to a refund of annual dues.
- 3.18 Upon resignation or termination of *Membership*, the benefits of *Membership* of *Authorized Representatives* are terminated.

Article IV –Assessments

Assessments

- 4.1 Special assessments recommended by the *Board* and approved by resolution of the *Members* may be levied against all *Members*.

Article V – The Board of Directors

Composition

5. The members of the *Board* are:
- (a) the immediate Past President who serves in this office for one-year following his or her year as president.
 - (b) the President who serves in this office for a one (1) year term ending with the completion of the subsequent Annual General Meeting.
 - (c) the First Vice-President who serves in this office for a one (1) year term ending with the completion of the subsequent Annual General Meeting.
 - (d) the Second Vice-President who serves in this office for a one (1) year term ending with the completion of the subsequent Annual General Meeting.
 - (e) the Secretary Treasurer who serves in this office for a one (1) year term ending with the completion of the subsequent Annual General Meeting.
 - (f) eighteen (18) elected *Directors* inclusive of the Second Vice-President and Secretary Treasurer.
 - (g) up to four *Directors*, who may be appointed by the *Board* with a view to serving a particular area of expertise or representation. Appointed *Directors* have all the rights and obligations of elected *Directors*, except they may not seek election to the position of an *Officer*. Appointments are for a period commencing on the effective date of the appointment and ending on the completion of the subsequent Annual General Meeting. The *Board* is not obligated to reappoint. The *Board* is not

obligated to make any or all of the appointments that are permitted by this sub-paragraph,

- (h) The *Executive Director* who serves as a non-voting *Director* so long as he or she holds that position.

Eligibility for Election as a Director

- 5.1 Any Regular Member or any *Authorized Representative* of a Regular Member may be elected as a *Director*.
- 5.2 No employee of the *Chamber* except the *Executive Director* is eligible to serve as a *Director* during his or her period of employment.
- 5.3 No former employee of the *Chamber* is eligible to be elected as a *Director* until two (2) full years following his or her employment by the *Chamber*.

Election and Re-election to the Board

5.4

- (a) *Directors* are elected by the membership for a two year term.
 - (b) *Directors* who have served a total of three (3) consecutive terms of two years each as a *Director* are not eligible for election to a new term which commences within two (2) years of retirement from the *Board*. Excluding appointed *Directors*.
 - (c) The position of Secretary Treasurer and Second Vice President are elected by the *Board* for a one (1) year term.
- 5.5 The three (3) consecutive terms rule is suspended to enable the immediate Past President, President, First Vice-President, and Second Vice-President to hold office as members of the *Board*.

Resignation of a Director

- 5.6 A *Director* may resign his or her term at any time and will strive to give written notice of his or her resignation at least ninety (90) days before the date of the election of *Directors*.

Removal of a Director

- 5.7 A *Director* ceases to be a member of the *Board* if such *Director*:
 - (a) is absent from two (2) consecutive *Board* meetings without the prior approval of the Executive Committee and without reason satisfactory to the Executive Committee,
 - (b) does not represent a Member. The Executive Committee may grant a transition period to re-establish *Director* eligibility,
 - (c) declares bankruptcy, or is declared insolvent,
 - (d) is convicted of an indictable offence under the Criminal Code of Canada,
 - (e) is declared unsound of mind,
 - (f) establishes his or her principal residence outside the province of Alberta, unless and to the extent specifically waived by the *Board*,
 - (g) has in the opinion of the majority of the *Directors* of the Chamber, such opinion of the *Directors* to be ratified by the *Members* by *Special Resolution*.
 - i) willfully and continually failed to substantially perform the duties of a *Director* according to the policies and procedures of the *Chamber*;

- ii) willfully engaged in any act that is materially injurious to the *Chamber*, monetarily or otherwise;
- iii) committed any act, or omitted to do anything that is incompatible with, or prejudicial to the *Chamber's* mission, purpose, policies or business;
- iv) committed, as a *Director* or otherwise, fraud, dishonesty or other willful misconduct, or gross negligence;

Board Vacancy during a Term

- 5.8 If the office of the President is vacated, the First-Vice-President will assume the office of President for the remainder of the term.
- 5.9 If the office of Past President is vacated, the *Board* may appoint a Past President to assume that office for the remainder of the term.
- 5.10 If the office of either of the Second Vice-President or Secretary Treasurer is vacated, the *Board* may elect or appoint a replacement to serve the unexpired term of the vacated office.
- 5.11 Any other vacancy occurring in an elected *Board* position more than ninety (90) days before the next election of *Directors*, may be filled by appointment by the *Board* for the remainder of the unexpired term of the *Director* he or she is replacing.

Responsibility of a Director

- 5.12 *Directors* will prepare for and attend meetings of the *Board* to consider, discuss and make policy for the *Chamber*.

- 5.13 *Directors* will serve on or otherwise contribute to any other committees of or involving the *Chamber* as the need arises.
- 5.14 Each *Director* who has any *Material Interest* in any matter under consideration by the *Board* must fully disclose his or her interest, retire from the meeting during debate, and refrain from voting on the matter.
- 5.15 Each *Director* must sign the Official Oath and Statutory Declaration at the first *Board* meeting following the *Board* election or appointment of *Board Director(s)* in a form approved by the *Board* from time to time.

Responsibility of the Board

- 5.16 The *Board* is accountable for the business and affairs of the *Chamber*.
- 5.17 The *Board* has full power and authority to do all things necessary to accomplish the objects of the *Chamber* which fall within the law and which are authorized through these By-laws including the following powers:
 - (a) to enter into a contract of employment with the *Executive Director* including setting the job description and performance expectations,
 - (b) to deliver representation in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interests of the *Chamber* or its *Members* generally,
 - (c) to purchase or otherwise acquire for the *Chamber* any movable or immovable property, rights or privileges to further the objects of the *Chamber*,

- (d) to borrow money on the credit of the *Chamber*,
- (e) to issue, reissue, sell or pledge debt obligations or create and give security interest in all or any property owned by the *Chamber*,
- (f) to determine the Annual *Membership Dues* payable by Regular and Associate Members,
- (g) to determine the number of *Authorized Representatives* and vote entitlement for each *Member*, and
- (h) to delegate any of its powers to the Executive Committee, *Executive Director* or anyone else and to revoke such delegation.

Meetings of the Board

- 5.18 The *Board* must meet regularly at least four (4) times per year at such times and places as it determines.
- 5.19 Meetings of the *Board* may be called at any time on at least 24 hours notice to the *Directors*:
 - (a) by the President, or
 - (b) by the *Executive Director* upon the written request of at least three *Directors*.
- 5.20 Twelve (12) *Directors* are a quorum for meetings of the *Board*.
- 5.21 The *Board* may, subject to the provisions of these By-laws, adopt rules and regulations for conducting its meetings.
- 5.22 The President will preside at all meetings of the *Board*.

- 5.23 In the absence or inability of the President, meetings will be chaired by:
 - (a) one of the Vice-Presidents, in order of seniority, or
 - (b) if both are absent or unable, any *Director* then present and with whose consent is chosen for the occasion.
- 5.24 The *Board* may meet in camera to discuss sensitive or confidential matters.

Article VI – Officers

Election and Succession to Office

- 6.1 following the Annual General Meeting:
 - (a) the First Vice-President assumes the position of President, and
 - (b) the Second Vice-President assumes the position of First Vice-President.
- 6.2 Within 90 days following the appointment of the new *Board*, the *Board* must elect a Second Vice-President and Secretary Treasurer and such other *Officers* as may be necessary to fill all offices of the *Chamber*.

Oath or Affirmation of Office

- 6.3 The President and the Vice-Presidents must take the oath required by the *Act*.

The President

- 6.4
 - (a) The President is a non-voting member of all *Standing Committees*, advisory groups, task forces and *Other Committees* of the *Chamber*.
 - (b) The President votes in *Board* meetings only when their vote is decisive.

- 6.5 The President will present a general report of the activities of the *Chamber* at each Annual Meeting of *Members*.
- 6.6 The President also has such other powers and duties as are assigned by the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

The Vice-Presidents

- 6.7 The Vice-Presidents, in order of seniority, assist the President and exercise the powers and responsibilities of the President in the case of his or her absence or disability.
- 6.8 The Vice-Presidents also have such other duties as may be assigned, from time-to-time, by the President or by the *Board* that are consistent with these By-laws.

Secretary Treasurer

- 6.9 The Secretary Treasurer chairs the Audit Committee.
- 6.10 The Secretary Treasurer also has such other powers and duties as are assigned to by the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

The Executive Director

- 6.11 The *Executive Director* is responsible for:
- (a) implementing the policies of the *Chamber* and the *Board*,
 - (b) attending to the general day-to-day management and control of the business affairs of the *Chamber*, and

- (c) exercising such other powers and responsibilities as are assigned to by or on behalf of the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

6.12 The *Executive Director* also:

- (a) has custody of the seal of the *Chamber*, subject to any limitations imposed by the *Board*,
- (b) is a non-voting member on all *Standing Committees*, advisory groups, task forces and *Other Committees* of the *Chamber*,

Re-election as an Officer of the Board

- 6.13 The President is not eligible for re-election unless there is a vacancy in that office and the *Board* determines that a suitable candidate for President is not available. In this case the *Board*, may, by a two-thirds majority vote, re-elect the President for a second one-year term.

Article VII – Committees

Executive Committee

- 7.1.1 The Executive Committee consists of the immediate Past President, President, First Vice-President, Second Vice-President, Secretary Treasurer, and the *Executive Director*.

- 7.1.2 The Executive Committee discharges its specific functions as described by these By-laws and specific powers or duties as delegated by the *Board*.

The Audit Committee

- 7.2.1 The Audit Committee consists of the Secretary Treasurer, two *Directors* at large, and the *Executive Director*. A

representative of a *Member* at large may also be appointed at the discretion of the *Board*.

7.2.2 The Audit Committee will discharge the functions as described by these By-laws or duties as delegated by the *Board* through terms of reference revised from time to time and will:

- (a) direct the financial statement and reporting process including the audit process,
- (b) prepare and present the annual financial report,
- (c) ensure adherence to internal financial controls and operational policies; and
- (d) recommend the audited financial statements to the Executive Committee and *Board*.

Nominating Committee

7.3.1 In each year, the *Governance Committee* will appoint a Nominating Committee consisting of the *Authorized Representatives* from at least three *Members*, at least one (1) of whom is a past President of the *Chamber*. This committee elects its own chair.

7.3.2 The Nominating Committee will present to the Executive Committee a list of eligible nominees for election to the *Board*. The number of nominees on this list must be not less than the number of directorships on the *Board* to be filled.

7.3.3 The Nominating Committee must receive the following from each nominee before the close of nominations:

- (a) written consent of intent to serve as a *Director*,

- (b) nomination signatures for each nominee provided by two (2) *Members*. Nominating Committee members must not provide nomination signatures for any nominee.

7.3.4 The Nominating Committee must review the eligibility of all nominees in accordance with these By-laws.

7.3.5 The Nominating Committee will appoint a Committee which includes a Past President of the *Chamber* along with a representative of the *Chamber's* audit firm to act as Election Scrutineers.

Other Committees

7.4.1 The *Board* may establish such *Other Committees* as it requires and may:

- (a) define the powers and duties of *Other Committees*,
- (b) appoint the Chair of each *Other Committee*,
- (c) dissolve, suspend, or re-establish *Other Committees*.

7.4.2 *Members*, including their *Authorized Representative*, any of their directors, officers, and employees, may be appointed to *Other Committees*.

7.4.3 Non-Members may be appointed for participation on committees when deemed appropriate.

Article VIII –Election to the Board of Directors

Nominations

8.1 At least 45 days prior to the close of nominations, the *Chamber* will give notice to its *Members* of the opportunity

to nominate the nominees to be elected. The notice will include the procedures to be followed in making a nomination and the time and date by which nominations must be received by the *Chamber*.

Election Procedure

- 8.2 Nominations close ten (10) days before the ballots are distributed to the *Members*.
- 8.3 The *Executive Director*, not later than the 15th day of April in each year, or such other date as the *Board* prescribes, will distribute to each *Member* one ballot containing the names of all nominees, instructions relating to the completion and return of the ballot, and a statement that the completed ballot must be received by the *Chamber* within four weeks of the date of distribution of the ballot, or by such date as the *Board* may prescribe.

Supplementary Rules and Procedures for Election of Directors

- 8.4 The nominee with the highest number of total votes is elected in turn until all the positions for *Directors* required in the election are filled.
- 8.5 If there is a tie for the last position to be filled, the selection is made by lot, under the direction of the Election Scrutineers.
- 8.6 Election Scrutineers will fill the remainder of the unexpired term of a *Director* who has vacated his or her office and whose term is being filled through election, by endorsing the nominee with the next highest number of total votes.
- 8.7 Election Scrutineers will report the results of the election to the *Executive*

Director who will, within three (3) business days of the ballot count:

- (a) notify all nominees of the results; and
- (b) notify the Executive Committee of the results.
- 8.8 A nominee may call for a recount of election ballots within five (5) business days of notification of election results. The Scrutineers and one person chosen by the nominee will conduct a recount.
- 8.9.1 The Scrutineers retain custody of the ballots for ten (10) business days following ballot counting. Ballots will be destroyed at that time unless a recount has been requested.
- 8.9.2 In the event of a recount, ballots will be destroyed two (2) days following the recount.
- 8.10 The Election Scrutineers or their designate will declare on completion of the Election process which nominees are successful, the length of the term they are to serve individually and that all positions have been filled.
- 8.11 The total number of votes cast for each nominee is confidential.

Article IX – Meetings of the Chamber

Annual General Meeting

- 9.1 The Annual General Meeting of the *Chamber* is held once in each calendar year, within four months following the last day of the *Chamber's* fiscal year

General Meetings

- 9.2 General Meetings of the *Chamber* are held at such times and places as the *Board* determines.

Procedures for Annual and General Chamber Meetings

- 9.3 *Members* will be given notice of Annual and General meetings at least ten (10) business days before the meeting.
- 9.4 A quorum for all Annual and General Meetings of the *Members* is fifteen (15) *Members*.
- 9.5.1 Any question subject to a vote at an Annual or General Meeting is decided by a show of voting cards.
- 9.5.2 Before the declaration of the result of a vote a poll may be demanded by the meeting Chair or by any three (3) *Members* entitled to vote.
- 9.5.3 Unless a poll is demanded, a declaration by the meeting Chair of the result is conclusive evidence of the votes cast without proof of the number or proportion of votes recorded in favour of or against the question.
- 9.6 The presiding meeting Chair votes only when their vote is decisive.
- 9.7 A *Member* wishing to bring forward a resolution(s) pertaining to the work or business of the *Chamber* which is beyond the scope of the General Meeting agenda must provide a written explanation which specifies the matter to be brought before a General Meeting and the desired resolution proposed. This written explanation may be presented to the Chair at the time of the meeting. The Chair has the discretion to determine if the matter will be entered into the agenda of the meeting.

Special General Meetings

- 9.8 Special General Meetings of the *Chamber* are held:
- (a) at such times as the President or *Board* determines,
 - (b) upon the written request of 25 *Members*, or
 - (c) upon the written request of at least three (3) *Directors*.
- 9.9.1 The written request for a Special General Meeting must specify the matter to be brought before the Meeting and the desired resolution.
- 9.9.2 Notice of a Special General Meeting will be delivered to the *Membership* within five (5) business days of the receipt of the written request at the *Chamber* office.
- 9.9.3 No other business can be conducted at a Special General Meeting except the issue which caused the meeting to be called.
- 9.9.4 Quorum at a Special General Meeting is 25 *Regular Members*.
- 9.9.5 Matters addressed through a Special General Meeting will be resolved by a *Special Resolution*.

Article X – General

Location of the Chamber

- 10.1 The Head Office of the *Chamber* is located within the boundaries of the municipality of the City of Red Deer or such other location as determined by the *Board*.

Chamber as Politically Non-partisan and Non-sectarian

10.2 The *Chamber* is politically non-partisan and non-sectarian.

Financial Matters

10.3.1 The fiscal year of the *Chamber* commences on the first (1st) day of July and ends on the thirtieth (30th) day of June.

10.3.2 The books of account of the *Chamber* may be inspected by any *Authorized Representative* upon giving reasonable notice and arranging a time satisfactory to the *Executive Director*. No other person has the right to inspect the books of account of the *Chamber* except as may be specifically authorized by the *Board*, these By-laws, or the laws of the land.

Auditors

10.4.1 The Auditors of the *Chamber* for each year are appointed by the *Members* at the Annual General Meeting. The Auditors audit the books, records and accounts of the *Chamber* at least once a year.

10.4.2 The *Members* may at any General Meeting by a majority of votes, remove the Auditors before the expiration of their term in office and appoint other Auditors for the remainder of their term.

Meeting Notice and Parliamentary Procedure

10.5.1 Any notice required to be given by these By-laws may, unless otherwise provided in these By-laws, be given by the *Chamber* to any person entitled to receive the notice:

- (a) personally,
- (b) by any electronic communications facility from which the person may reasonably take notice,
- (c) by publication in a *Chamber* publication of general circulation to *Members*,
- (d) by publication in a newspaper circulating in the City of Red Deer, or
- (e) by ordinary pre-paid post addressed to the *Member* at the address that last appears on the *Register*.

10.5.2 The accidental failure to give notice of a meeting to any *Member* or any error in the notice which does not affect the substance of the notice does not invalidate that meeting or any action taken at that meeting.

10.5.3 Any *Member* entitled to notice may waive notice of a meeting and each *Member's* attendance at a meeting is a waiver of notice of the meeting except when that *Member* attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

10.6.1 The procedure at meetings and any other proceedings of the *Chamber*, to the extent such procedure has not been prescribed in these By-laws or set by the *Board*, follows the authority of the most recently published edition of Robert's Rules of Order.

10.6.2 The chair of any meeting or proceeding may designate any person, to act as procedural parliamentarian for the conduct of the meeting and the rulings of that person so designated are final and binding.

10.7 A *Board* or committee member may participate in a meeting by means of telephone or other electronic communication facilities as long as effective communication can be made by all participating. A person participating in a meeting by these means is deemed present at that meeting.

10.8 At all meetings of the *Board*:

(a) every question is decided by a majority of the votes cast on the question,

(b) each *Director* has one vote on each question,

(c) the presiding *Officer* votes only when their vote is decisive.

10.9 A resolution in writing which is authorized in writing or electronically by all the *Directors* or committee participants entitled to vote at a meeting, is as valid as if it had been passed at a meeting. Each authorization referred to in this paragraph is kept with the minutes of the proceedings of the *Board* or committee.

10.10 Committee Meetings are held at the call of the chair of the committee.

10.11 If the date upon which any thing must be done under these By-laws falls on a weekend or holiday, such date is extended to the next succeeding business day.

10.12.1 The chair of any meeting, with the consent of the meeting at which quorum is present, may adjourn the meeting to another time and place.

10.12.2 Notice of an adjourned meeting is not required unless the meeting is adjourned for twenty one (21) days or more, in which case notice of the

adjourned meeting is given in the same manner as for an original meeting.

Remuneration

10.13 No *Member*, *Director*, or committee member may receive any wages, salary, or payment from the *Chamber* except reimbursement of reasonable expenses incurred in performing his or her duties on behalf of and at the request of the *Chamber*.

10.14 *Members*, *Directors* or committee members are not prohibited from providing goods and services to the *Chamber*, or working together with the *Chamber* for potential profit, provided that such arrangements are competitive in the circumstances.

Minutes of proceedings open for inspection

10.15 The minutes of *Board* meetings are open to any *Authorized Representatives* for inspection free of charge during normal business hours of the *Chamber*.

Execution of Documents and Seal

10.16 The *Chamber* seal may be affixed by any person designated by a resolution of the *Board* to any document authorized to be executed by the *Chamber*.

Indemnity to Directors, Officers, and others

10.17.1 Every *Director*, *Officer*, and committee member and his or her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the *Chamber* against all costs and damages whatsoever which he or she incurs in any action or proceeding which is commenced or otherwise arising from any act of omission occasioned or permitted by him or her in the execution of

Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the *Chamber*. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.

10.17.2 The *Chamber* must purchase and maintain insurance for the benefit of any person referred to in these By-laws against such liabilities and in such amounts as the *Board* may determine.

By-laws

10.18 The By-laws may be amended, repealed or replaced by a *Special Resolution* at any Annual or General meeting. The proposed changes must accompany the Notice of Meeting.

Article XI – Transition

11.1.1 All previous By-laws of the *Chamber* are repealed as of the coming into force of these By-laws. Such repeal does not affect the previous operation of any By-law repealed or affect the validity of any act done under previous By-law.

11.1.2 All prior resolutions (or proceedings purporting to be resolutions) of the *Members*, of the *Board* and of any Committee, and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of *Directors*, Offices and *Members* of Committees are hereby ratified and confirmed.

11.2 The By-laws shall come into force on approval of the Minister of Consumer and Corporate Affairs (Canada).

BY-LAWS APPROVED by the Board the ___ day of _____, 2006.

Jackie Brooks, President, 2005-2006

BY-LAWS ENACTED by Special Resolution passed at a General Meeting of the Members of the Red Deer Chamber of Commerce called for that purpose on the ___ day of _____, 2006.

Tom Langford, President, 2004-2005

BY-LAWS ACCEPTED by the Minister of Consumer and Corporate Affairs (Canada) the ___ day of _____, 2006.