

**BY – LAWS OF**  
**THE WINKLER AND DISTRICT CHAMBER OF COMMERCE**  
**REVISED 2005**

**ARTICLE I – NAME AND OBJECTIVES**

1. The name of this organization shall be the Winkler and District Chamber of Commerce.
2. The objectives of the Winkler and District Chamber of Commerce shall be to promote and improve trade and commerce, transportation, and the agricultural, commercial, manufacturing, educational, tourist, financial, social, cultural and general interests of Winkler and District.
3. The usual place of meeting shall be in the City of Winkler.
4. The Winkler and District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any political party or candidate for public office.

**ARTICLE II – INTERPRETATION**

1. Wherever the words “the Chamber” occur in these By-Laws, they shall be understood to mean “The Winkler and District Chamber of Commerce” as a body.
2. Whenever the words “Board of Directors” occur in these By-Laws, they shall be understood to mean the “Board of Directors of the Winkler and District Chamber of Commerce”.
3. Wherever the word “District” occurs in these By-Laws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act, which states “that area for four (4) miles west, four (4) miles north, four (4) miles east, thirteen (13) miles south to the USA border from the junction of P.T.H. fourteen (14) and thirty-two (32)”.

**ARTICLE III – MEMBERSHIP**

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 membership in the Chamber. Any member in good standing, or

designated individual, shall be entitled to hold any position on the Board of Directors upon being duly elected to that position.

2. Any association, corporation, societies, partnerships, or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become a member of the Chamber, but the voting power of such membership shall, in each case, be assigned to an individual.
3. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these By-Laws or has been removed from the roll of members by action of the Board of Directors.
4. Any member of the Chamber, who intends to resign his membership, may do so at any time, upon giving to the office manager ten days notice in writing of such intentions.
5. The Board of Directors may remove from the roll of members the name of any member failing to pay his annual dues within three month of the date they fall due. Upon such action by the Board of Directors all privileges of membership shall be forfeited.
6. Prospective members shall be accepted for membership upon receipt of the annual dues in accordance with the provisions of these By-Laws.
7. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with exemption from the payment of the annual dues.
8. Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors.

#### **ARTICLE IV – DUES AND ASSESSMENTS**

1. The Executive, subject to the approval of the Board of Directors, shall determine the annual dues payable by members of the Chamber annually.
2. Other assessments may be levied against all members, provided the Board of Directors recommends them and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

## **ARTICLE V – ELECTION AND DUTIES OF THE BOARD OF DIRECTORS**

1. Each year the general membership shall elect by mail in ballot five (5) members to serve on the Board of Directors. The term of this office shall be two (2) years. They shall remain in office for two (2) years or until their successors shall be appointed, but no such officer or member of the Board of Directors, with the exception of the treasurer, shall hold the same office for more than four (4) years in succession. In addition the Board of Directors may appoint up to ten (10) additional Directors, to represent organizations whose input the Chamber desires.
2. The Board of Directors shall fill any vacancy on the Board of Directors, which may occur during the year.
3. The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Parliament of Canada, the Government or Legislature of the Province, or others as it may determine or as may be required by voting of a majority of members present at any general meeting.
4. The Board of Directors, 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.
5. Any five or more members of the Board of Directors present at a meeting shall be a quorum and a majority of such quorum may do all things within the powers of the Board of Directors. A member of the Executive may be present by way of telecommunication or other means.
6. The Board of Directors shall frame such By-Laws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
7. The Board of Directors, or at its request the President, may appoint committees or designate members of the Board of Directors or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board of Directors may request.
8. a) Where a member of the Board of Directors dies or resigns his office, or is absent from three consecutive meetings of the Board of Directors, the Board may at any meeting thereof elect a member of the Chamber to be a member of the Board of Directors to fill the vacancy.

- b) The Board of Directors may suspend any chairman from office or have his office terminated for just cause. The Board of Directors may terminate any committee.
- c) No paid employee of the Chamber shall be a member of the Board of Directors or the Executive Committee.
- d) Officers of the Chamber shall receive no remuneration for services rendered but the Board of Directors may grant any of these said officers reasonable expense monies.

**ARTICLE VI – ELECTION AND DUTIES OF THE EXECUTIVE & THE BUSINESS OFFICE**

- 1. The executive shall be: a president, the past-president, a first vice-president, a second vice-president, a treasurer and four (4) other elected members. The Board of Directors shall at the Annual General Business meeting elect a 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president and a treasurer for the upcoming year. When the president finishes the term in that office, the 1<sup>st</sup> vice president automatically becomes president, with the retiring president becoming past-president.
- 2. Any five (5) or more members of the Executive present at a meeting constitute a quorum and a majority of such a quorum may do all things within the power of the Executive. A member of the Executive may be present by way of telecommunication or other means.
- 3. The President, before taking office, shall affirm and subscribe before the mayor or before any justice of the peace, an affirmation in the following form: “I affirm that I will faithfully and truly perform my duty as President of the Winkler & District Chamber of Commerce, and that I will in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objectives for which the said Chamber was constituted, according to the true intent and meaning of the same.”
- 4. a) The President shall preside at all meetings of the Chamber and Board of Directors. He shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meetings. He shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide. The president shall, with the treasurer sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting.

- b) The first Vice-President shall act in the absence of the President and in the absence of both these officers, the second Vice-President shall act and in his absence the Past President assumes the duties of President.
- c) The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank or Credit Union, selected by the Board of Directors. Out of such funds he shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditure of the Chamber and submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Board of Directors. He shall make such investment of the funds of the Chamber as the Board of Directors may direct. Any two of the Treasurer, President or Office Manager, shall sign all notes drafts and cheques.
- d) The Past President shall review the by-laws of the Chamber from time to time as required. The executive should approve any changes before being brought to the Board of Directors (se Article VIII).
- e) No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.
- f) The office manager shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall maintain an accurate record of the proceeding of the Chamber and of the Board of Directors, as well as other duties as determined from time to time by the Board of Directors.
- g) All books of the Chamber shall be opened at all reasonable business hours to any member of The Chamber, free of charge.

## **ARTICLE VII – MEETINGS**

1. The annual meeting of the Chamber shall be held in the month of January or February in each year at the time and place determined by the Board of Directors. At least two weeks notice of the annual meeting shall be given.
2. Special general meetings of the Chamber may be held at any time when summoned by the president, or requested in writing by any three members of the Board of Directors, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.
3. The Board of Directors shall meet 6 times a year, namely in the months of January, February, April, June, September and November. Any additional

meetings will be held at the call of the president. These meetings shall be open to all members of the chamber who may attend but may not take part in any of the proceedings.

4. The Executive shall have 10 monthly meetings per year. These meetings should be prior to board meetings. It shall have the power to pass payment of any bills due but not to exceed the amount of One Thousand (\$1000.00) Dollars.
5. Notice of all general meetings, naming the time and place of assembly, shall be given by the Office Manager. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the President and mailed to the last known address of each member shall constitute sufficient notice.
6. At any annual or general meeting ten members shall be a quorum and, unless otherwise specifically provided a majority of members present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meetings.
7. Minutes of the proceedings of all general, Board of Directors and Executive meetings shall be entered in books to be kept for that purpose by the office manager.
8. The entry of such minutes shall be signed by the person who presides at the meetings at which they are adopted.
9. Voting of directors' at general meetings, board meetings and annual general meetings shall normally be by show of hands or if requested by the chairman, by a standing vote. A secret ballot vote shall be taken if requested by five members, providing such request received the approval of two-thirds of the members assembled.

#### **ARTICLE VIII – BY-LAWS**

1. These By-Laws may be amended by deletion, alteration or addition thereto, at any regularly called general meeting by an affirmative vote of two-thirds of the voting representatives present thereat; or by the Board of Directors at any meeting thereof by two-thirds vote of the members then present, such amendment or amendments to become effective immediately subject, however, to ratification at its next annual meeting; provided, however, twenty-one (21) days notice in writing defining the proposed amendment or amendments shall have been mailed to every chamber member or, if the amendment or amendments are submitted to the Board of Directors for advice, then to every member thereof.

2. Such By-Laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

#### **ARTICLE IX - AFFILIATION**

1. The Chamber, at the discretion of the Board of Directors, shall have power to affiliate with The Canadian Chamber of Commerce, The Manitoba Chambers of Commerce and any other organization in which membership may be in the interests of the Chamber.

#### **ARTICLE X – FISCAL YEAR**

1. The fiscal year of the Chamber shall commence on the 1<sup>st</sup> day of January in each year.

#### **ARTICLE XI – AUDITORS**

1. Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once each year. An audited financial statement shall be presented by the treasurer at each annual meeting and at any other time required by the Board of Directors.

#### **ARTICLE XII – PROCEDURE**

1. Parliamentary procedure shall be followed at all general meetings and Board of Director meetings.
2. All subjects to be discussed must be submitted through the president or from the floor.
3. The Chamber shall not adopt a position supporting any political party.

#### **ARTICLE XIII – COMMITTEES**

1. The chair of all standing committees shall be elected at the first organizational meeting of the Board of Directors.
2. Special committees shall be elected or appointed by the Board of Directors at any meeting as required.

**BUSINESS:**

Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member, shall in each such case be assigned to individuals.

Adopted and passed by a general meeting of the Winkler and District Chamber of Commerce, a quorum being present and proper notice having been given this \_\_\_\_\_ day of \_\_\_\_\_ year of \_\_\_\_\_.

WINKLER AND DISTRICT CHAMBER OF COMMERCE

Per: \_\_\_\_\_  
President

Per: \_\_\_\_\_  
Past-President

Per: \_\_\_\_\_  
Treasurer