

**BY-LAWS**  
**(Revised February 28<sup>th</sup>, 2007)**  
**Amendment made to B2.1**

The general transactions and affairs of the Dauphin and District Chamber of Commerce shall be as follows:

**1. MEMBERSHIP**

**B1.1** Membership shall be open to all corporations, businesses, organizations and residents, 18 years of age and over, of Dauphin and the surrounding district who wish to promote the economic, agricultural and social interests of Dauphin and District.

**B1.2** The annual membership fees are due and payable by all members by January 1<sup>st</sup> of each year. Membership fees shall be set at a General Meeting of the Chamber for the following year.

**2. NATURE OF THE BOARD AND DUTIES**

**B2.1** The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board with a minimum of thirteen and a maximum of *seventeen(17)* directors comprised of the following:

1. A minimum of nine (9) and a maximum of Thirteen (13) directors shall be elected annually as hereafter provided;
2. The Past President shall be a Director;
3. The City of Dauphin shall have one member of City Council appointed as a Director;
4. The Rural Municipality of Dauphin shall have one member of RM Council appointed as a Director.
5. The Dauphin Agricultural Society shall have one member of the Society appointed as a Director.

**B2.2** The Board shall frame such rules and regulations and amendments to the constitution & by-laws as appear to it best adopted to promote the welfare of the Chamber.

**3. EXECUTIVE OFFICERS**

**B3.1** There shall be an Executive Committee of the Board, which shall consist of the following officers: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, and Past President. When the Board is not in session the Executive Committee, shall exercise all the powers of the Board so long as 3 out of the 5 officers are present and provided that the action of the Executive Committee shall be reported to the Board at the next regular meeting.

- B3.2** No Executive Officer may hold the same office more than two years consecutively, except by permission of a majority vote of the Board.
- B 3.3** A director as an individual has no authority to commit the Chamber of Commerce to any action or policy. A director has a right to exert influence with the board for approval of such actions and policies as he favors but authority does not go beyond his vote; and should abide by the decisions of the board. The director is not authorized to speak for the Chamber except on matters where the Chamber has a clearly- defined and formed policy.
- B 3.4** Members of the Board must take an active interest in the Chamber committees, as well as in the operation of committees. When a person accepts a position as a director, that director is a decision-maker assuming responsibility for the administration of the Chamber, its assets, its liabilities, its contracts and its overall policies. A director shall act honestly, in good faith and in the best interest of the membership.

#### **4. ELECTIONS**

- B4.1** Sixty days prior to the Annual General Meeting, the President and Board, shall appoint a committee of not less than three members, to be known as the Election Committee. The duties of the Committee shall be to prepare and receive nominations in the manner hereinafter set out; to have general charge of the election; to prepare, distribute and count the ballots.
- B4.2** Thirty days prior to the Annual General Meeting, the Election Committee shall prepare and have distributed to each member of the Chamber, a list of nominations containing the names of members who have given their consent to having their names included in the list of nominations. The notices containing the list of nominations shall specify the number of persons to be elected, the terms and conditions under which additional nominations may be made, and the time when nominations shall be closed. The notices shall contain a form on which additional nominations may be made, and all such nominations must be made on the prescribed form.
- B4.3** Any two or more members may submit an additional nomination, provided, however, that the consent of the nominee be filed with the nomination.
- B4.4** Nominations shall close seven days after the distribution to the members of the list of nominations and the nomination form prescribed in Section 2 of this Article.
- B4.5** If there have been at least ten members accepted by the Elections Committee to fill the positions of directors and within those nominees members interested in executive positions, there will be a motion at the Annual General Meeting to accept the names recommended. In the case where there is more than one member interested in an executive or director position, all names must be placed on a ballot. Those members who are in attendance that are in good standing will choose the new Executive Officers. The members shall indicate upon such a ballot their choice by marking an X opposite the names of those they wish as President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President and Treasurer

**B4.6** Members elected to Executive and Board of Directors shall assume office upon being elected and serve for a one-year term.

## **5. LIABILITY**

**B5.1** Every member of the Board of Directors or other person who has undertaken or is about to undertake any liability duly authorized on behalf of the Chamber, their heirs, executors and administrators shall at all times be indemnified and saved harmless out of the funds of the Chamber from and against all costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought or prosecuted against him or her in respect of any act done or permitted or omitted by them in or about the execution of their duties as accept such costs, charges or expenses as are occurred by their own willful neglect.

**B5.2** Buildings and equipment are assets subject to damage or loss and the board should be satisfied that the assets are properly insured.

**B5.3** The Board of Directors shall serve without remuneration and no officer shall directly or indirectly receive profit from their position, provided that they are paid reasonable expenses incurred by them in the performance of their duties.

## **6. MEETINGS OF THE BOARD**

**B6.1** The Board shall hold regular meetings due notice of which shall be given.

**B6.2** Special meetings of the Board may be called at any time by the President but also be called upon by the written request of three members of the Board.

**B6.3** Quorum at Board Meetings shall be; the President **or Vice** President, one other Executive Officer, plus 4 Board members

**B6.4** Any executive officer, who shall not be present for three (3) consecutive Board meetings and not authorized by a resolution, may be removed from office by a resolution passed by the Board of Directors.

**B6.5** Special Meetings of the Board may be called at any time by a written request of ten (10) members of the Chamber of Commerce in good standing.

## **7. MEETINGS OF MEMBERS**

**B7.1** The Annual General Meeting of the Chamber shall be held within 5 months of the year-end date.

**B7.2** Special meetings of the Chamber may be called at the discretion of the President; or shall be called by the Secretary/Office Manager on the written request of any ten (10) members of the Chamber in good standing.

**B7.3** Twenty members shall constitute a quorum of a special meeting of the Chamber.

- B7.4** In addition to the Annual General Meeting, there shall be a least one General Meeting of the Chamber to be held at such time and place as may be determined by the Board of Directors.
- B7.5** Authority- “Robert’s Rules of Order shall be the authority for all meetings and procedures not specifically provided for in these by-laws or in the Corporations Act”.

## **8. AUDITING**

- B8.1** The Board shall appoint an auditor, via tender, who shall be a Chartered Accountant, a Certified Management Accountant, or a Certified General Accountant. It shall be the duty of the Auditor to examine the books and accounts of the Treasurer and the Secretary/Office Manager and report his findings to the Chamber.

## **9. AMENDMENTS**

- B 9.1** Bylaws may be made, repealed or amended by a majority of the members of the chamber present at any General meeting, by way of a Notice of Motion given at a previous Executive or General Meeting. All members must be notified at least fourteen (14) days prior to the General Meeting. Notice shall be deemed to be given if it has been sent by email, facsimile transmission, or other means of electronic transmission and confirmation of the completed transaction is received by the Chamber office. If notice is sent by regular mail, then the notice shall be deemed to be received 4 days after the date the notice was mailed.

## **10. RESOLUTIONS**

- B10.1** All resolutions from the General Membership must be presented to the Secretary/Office Manager in writing and brought before a meeting of the Board in session, before being presented at any meeting of the Chamber.

## **11. AFFILIATION**

- B11.1** The Board shall have power to affiliate the Chamber with any other organization or association in which membership is deemed to be in the interest of the Chamber.

## **12. FISCAL YEAR**

- B12.1** The fiscal year of the Chamber shall end the 31st day of October of each year.

## **13. FINANCIAL STATEMENTS**

- B13.1** Following the close of business in each month, and within 10 days of such, the

Secretary/Office Manager shall prepare for the Board, a summarized statement of receipts and expenditures of the Chamber as required by the treasurer. Such statement shall be presented at the first ensuing regular meeting.

**14. INTERNAL OFFICE**

***B14.1*** Policy and Procedures Manual- shall be part of the orientation and should be reviewed regularly. The policy and procedures manual should include information on the organization, personnel policies, employee benefits, office procedures, administrative policies, job descriptions, by-laws and appendix.

These bylaws have been revised & approved this \_\_\_\_\_ day in the month \_\_\_\_\_ in the year \_\_\_\_\_.