

# DIAMOND VALLEY CHAMBER OF COMMERCE SOCIETY

## BY-LAWS

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# ARTICLE I

## GENERAL

1.1 The name of this organization shall be THE DIAMOND VALLEY CHAMBER OF COMMERCE SOCIETY.

1.2 The object of the Diamond Valley Chamber of Commerce shall be to provide a meeting place for the consideration and discussion of questions affecting the interests of the community. Also, to provide an organization through which local businesses can meet regularly to discuss business initiatives, community events, and provincial activities.

1.3 The time and place of meetings shall be designated by the Board of Directors in the general service areas including Black Diamond, Longview, Millarville, Priddis, Turner Valley, and/or Diamond Valley.

1.4 The Diamond Valley Chamber of Commerce shall be non-political and non-sectarian, and shall neither take part in, nor lend its influence to the election or appointment of any candidate for municipal, provincial, or federal office.

# ARTICLE II

## INTERPRETATION

- 2.1 “Chamber” shall mean the Diamond Valley Chamber of Commerce Society
- 2.2 “Board” shall mean the Board of Directors of the Chamber
- 2.3 “Director(s)” shall mean the Board of Directors of the Chamber
- 2.4 “Executive” shall mean the Officers of the Chamber
- 2.5 “Officers” of the Chambers shall mean, President, Vice-President, Secretary, Treasurer,
- 2.6 “Members” and “Membership” shall mean the persons or corporations who are Members of the Chamber in good standing
- 2.7 “President” shall mean the President of the Chamber
- 2.8 “Towns” shall mean the Town & District Areas of Black Diamond, Longview, Millarville, Priddis, Turner Valley,, Diamond Valley, and the County of Foothills in the Province of Alberta as defined by Statistics Canada for census
- 2.9 “Chamber Administrator” shall mean the one employee of the Chamber who serves in the highest management or organizational position, as appointed from time-to-time by the Board
- 2.10 In these By-Laws, the pronoun “they” shall be read as to include feminine, masculine, non-binary, lesbian, gay, bisexual, transsexual, and queer people.

# ARTICLE III

## MEMBERSHIP

3.1 Any reputable person, directly or indirectly, engaged or interested in trade, commerce, and/or the economic and social welfare shall be eligible for Membership in the Chamber, on agreement to be governed by the By-Laws of the Chamber.

3.2 Any Association, Corporation, Society, Partnership, or Estate, directly or indirectly, engaged or interested in trade, commerce, and/or the economic and social welfare of the Towns may become Members of the Chamber, on agreement to be governed by the By-Laws of the Chamber.

3.3 Employees of members of good standing are considered non-voting members and may be allowed to participate in Chamber programs in their capacity as an employee of a Chamber member.

3.4 All applications for Membership shall be regarded as a guarantee on the part of the applicant of interest in, and commitment to the purposes of the Chamber and of adherence, if elected, to the Chambers's By-Laws, Rules, Regulations, Responsibilities, Duties, and Policies

3.5 Upon approval of the application by the Chamber Administrator and upon payment by the applicant of the fees for that year, the applicant shall thereupon become a Member of the Chamber.

3.6 The Executive reserves the right to refuse membership to any applicant for any reason.

3.7 The Board may remove from the roll of Members the name of any new Member failing to pay annual dues within thirty (30) days of admission, or of any other member who fails to pay such dues within three (3) months of the date that they fall due. Upon such actions by the Board, all privileges of membership shall be forfeited.

3.8 Classes of membership shall be as determined from time-to-time by the Board, but no changes in classification shall take effect until the beginning of the next fiscal period.

3.9 All Members who are in good standing and who have paid the current year's fees shall enjoy all rights and privileges of the Chamber including the right to vote. Board members who change their employment during their term may retain their position on the Board at the discretion of the Executive.

3.10 Honorary Memberships may be granted by the Board for reasons of distinguished service to the Chamber or the community at large, and the courtesy Membership shall include all the

rights and privileges of the Chamber, excluding those of holding office and the right to vote, with the exemption from all payment of fees and dues. Honorary Memberships shall be for a period of one (1) year, and may be repeated.

3.11 Each Member upon admission shall be entitled to a Certificate of Membership in such form as the Board from time-to-time prescribe.

3.12 Any Member may resign from Membership at any time upon written notice to the Secretary, but such resignation shall not relieve the Member from any financial obligations that they may then owe to the Chamber, and the Chamber is not responsible for the reimbursement of any funds paid for membership in that fiscal year.

3.13 In any case in which the Executive is of the opinion that the Membership of any person or organization should be reviewed in the general interest of the Chamber, it shall give written notice of not less than fifteen (15) days to the Member stating that continuation of membership shall be considered at a meeting of the Executive. The Member does not hold the right to attend said Executive meeting. The Executive thereupon shall judge whether or not the Membership shall be cancelled, and its decision shall be final and binding, subject to the right of appeal, hereinafter set forth.

3.14 Cancellation of membership shall operate as forfeiture or extinguishment of all rights and privileges whatsoever or, or incidental to membership in the organization.

3.15 A Director or Officer who has a material interest in any corporation, partnership, sold proprietorship, or other entity, which is party to a contract or proposed contract with the Chamber, shall immediately disclose the nature and extent of their interest to the Board. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Chamber's business would not require approval by the Board. Any Director or Officer interested in such a contract shall not attend any discussions pertaining to, and may not vote on any resolution to approve the contract.

# ARTICLE IV

## DUES & ASSESSMENTS

4.1 The annual dues payable by members of The Chamber shall be \$95, or the amount determined annually by The Board.

4.2 Other assessments may be levied against members providing that they are recommended by The Board of Directors and approved by a majority of the members present at a general meeting of The Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

# ARTICLE V

## THE BOARD

5.1 The government of the Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of the Chamber Coordinator shall be vested in a Board of Directors (a) The President shall work in coordination with Administrator of Chamber Activities and the Treasurer (or Secretary-Treasurer) to prepare an operating budget, covering all activities of the Chamber which they shall submit to the Board of Directors for approval.

5.2 For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

5.4 Four (4) Board members, including the President or Vice-President, shall constitute a quorum. A majority of such quorum may do all things within the power of the Board.

5.5 A President, Vice-President, Secretary, and Treasurer shall be elected from among members annually at the Annual General Meeting by ballot, and shall form the Board of Directors. They shall remain in office for one (1) year or until their successor has been appointed. These terms can be repeated for a maximum of three (3) years. The retiring President shall be ex-officio, advisory and non-voting member of The Board of Directors.

5.6 If any Director be absent without leave for two (2) consecutive meetings, without an excuse deemed valid by the Board, that Director shall, for all purposes, be deemed to have resigned, and the vacancy, whether caused by actual resignation, death, or other reasons shall be left absent until the next Annual General Meeting, or if deemed necessary by the Board, a Special General Meeting can be arranged where the vacant position can be filled through a general election for vacant positions.

5.7 Any Officer or Director may be suspended from office, or have their tenure of office terminated, if in the opinion of the Board they are deemed to be negligent in the performance of any duties. Negligence can include, but is not limited to:

A – Failure to comply with Chamber By-Laws

B – Conduct that is deemed inappropriate or disruptive to the effective and cohesive operation of Chamber business.

C – Failure to comply with any policies or procedures of the Chamber.

D – Conduct that is deemed to have a negative effect on the Chamber.

E – Failure to remain in good financial standing with the Chamber.

F – Dereliction or abandonment of duties as understood to be accepted when elected.



5.8 The President shall preside at meetings of the Board, shall make motions to the Board, and shall only vote in the case of a tie.

5.9 The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Government of Parliament of Canada, the Provincial Government of Legislature, the local governments of the Towns of Black Diamond and Turner Valley, and the Villages of Longview and Millarville and Priddis, and the government of the Municipal District of the Foothills, or others as it determines, or as may be required by vote of majority of members present at any General Meeting.

5.10 The Board may suspend or terminate any committee.

5.11 Any member of the Chamber may attend meetings of the Board and participate in discussion, if invited, but shall have no vote unless they are a Director.

5.12 The President shall work in coordination with Executive Director/Administrator and the Secretary-Treasurer to prepare an operating budget, covering all activities of the Chamber which they shall submit to the Board of Directors for approval, within three (3) months of taking office, calculated from the date from when the President swore their oath of office. An extension of the date of the operating budget presentation can be applied for at a regular general meeting and approved by the Board officers. The notice calling such a general meeting shall state the nature of the proposed extension.

5.13 The Board of Directors shall frame such By-Laws, Rules, and Regulations as appear to it to be best suited to promote the welfare and goals of The Chamber.

5.14 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

## OFFICERS

6.1 **THE PRESIDENT** shall preside at all meetings of The Chamber and The Board of Directors. They shall regulate the order of business at such meeting, receive and put lawful motions, and communicate to the meeting what they many think concerns The Chamber.

The term of President shall be so for one (1) year. The President shall be eligible to run for for re-election twice, making the longest possible tenure for a President three (3) consecutive years. After a minimum of one (1) year as Past-President, they are once again eligible to run for the position of Director or any Officer position, including President under the same term limits as stated above.

The President shall, with the Vice-President or Secretary-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 activities of the previous year at the Annual General Meeting.

6.2 **THE VICE-PRESIDENT** shall act in the absence of the President, and in the absence of both of these officers, the meeting shall appoint a Chairperson to act temporarily.

The term of Vice-President shall be so for one (1) year. The Vice-President shall be eligible to run for for re-election twice, making the longest possible tenure for a Vice-President three (3) consecutive years. Upon completion of a Vice-President term, a past Vice-President is eligible to sit as a Director on the board, and after a minimum of one (1) year, as past Vice-President, they are once again eligible to run for the position of Director or any Officer position, including Vice-President under the same term limits as stated above.

6.3 **THE SECRETARY** shall attend all meetings of the society and of the Board, and keep, or cause to be kept, accurate minutes of the same. They shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary or President, or in the case of death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

6.4 The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings, as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union, or Treasury Branch as required.

6.5 **TREASURER** shall be elected annually by the Board and shall be responsible for keeping the fiscal records of The Chamber up-to-date. They shall keep a regular account of the income and expenditures of The Chamber, and submit an audited statement thereof annually for presentation to the Annual General Meeting, and at any other time as requested by The Board of Directors.

The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury branch the board may order. The Secretary-Treasurer shall issue the invoices, or cause to have the invoices issued, for the goods and services supplied by The Chamber including membership and renewals. As well, reminder notices until such invoices have been paid. They shall make such investment of the funds as The Board of Directors may direct. They shall, with the President or Vice-President, sign all notes, drafts, and cheques.

The Treasurer shall make available the books and accounting records of the Chamber at all times to any member of the Board or Member with due notice.

6.6 The office of Secretary-Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

6.7 The President and Vice-President as confirmation of taking office shall say and subscribe before the members at the Annual General Meeting, or the Mayor of Black Diamond, or Mayor of Priddis, Turner Valley, or any Justice of the Peace, an oath in the following form:

*"I swear that I will faithfully and truly perform my duty as the President / Vice-President of the Diamond Valley 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 shall I truly and conscientiously believe to be adapted to promote goals for which The Chamber was constituted according to the true intent and meaning of the same. I so swear in good faith"*

6.8 **THE CHAMBER ADMINISTRATOR** shall be hired by the Executive and may receive remuneration for such position, as stipulated in writing. It shall be the duty of the Chamber Administrator to conduct the official correspondence, retaining copies of all official letters and communications, preserving all official documents, keep books of account, an up-to-date Membership list, maintain an accurate record of the proceedings of the Chamber, the Board, and all Committees and shall perform all other such duties as properly pertain to their office.

6.9 The Chamber Administrator shall keep a record of all the members of the society and their addresses, send all notices of the various meetings, as required.

6.10 At the direction of the Treasurer, or Secretary-Treasurer, the Chamber Administrator shall collect and receive the annual dues or assessments levied by the society, deposit into an approved financial institution, keep records of e-transfers, cash and cheque payments, and issue records of membership.

6.11 The Chamber Administrator shall report directly to the President, to indicate and direct signatures when necessary, as well as application of with the Seal of The Chamber all papers and documents requiring signature or execution on behalf of The Chamber. At the expiration of their employment, they shall deliver to the Chamber President all books, papers, and other property of The Chamber.

6.12 The Chamber Administrator shall be responsible, with the President and Treasurer, for the business plan in accordance with the policies and direction of the Board of Directors.

6.13 The Chamber Administrator shall also be responsible for all expenditures with approved budget allocation, reporting to the President and Treasurer.

6.14 The Chamber Administrator shall have signing powers if so appointed by the Board.

6.15 **THE DIRECTORS** shall provide support to the Board as necessary and required. The Directors shall head committees to ensure strategic plans are achieved, and shall be voting members of the Board. A minimum of four (4) Directors and a maximum of fifteen (15) Directors can be elected, including the President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer, preferably with one (1) to (2) representatives from each community of Black Diamond, Longview, Millarville, Priddis, Turner Valley, and/or Diamond Valley.

6.16 No public pronouncement in the name of The Chamber may be made unless authorized by The Board of Directors, or by some person whom the Board had designated this authority.

# ARTICLE VII

## MEETINGS

7.1 The Annual General Meeting of The Chamber shall be on or before January 31<sup>st</sup> each year at the time and place determined by The Board of Directors. At least two (2) weeks notice of the Annual General Meeting shall be given to The Board and membership by email, and posted on the Chamber's website and social media.

7.2 Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. At least seven (7) days notice of such meetings shall be given by email, and posted on the Chamber's website and social media.

7.3 Special general meetings of The Chamber may be held at any given time when summoned by The President, or requested in writing by any three (3) members of The Board of Directors, or any 10 (ten) members of The Chamber membership. At least one (1) days notice of such meetings shall be given by email.

7.4 Minutes of the proceedings of all Board meetings shall be entered into the books to be kept for that purpose, by the Chamber Administrator. The entry of such minutes shall be signed by the person who presides at the meetings at which they are adopted. In the case of virtual meetings, a copy of the minutes shall be emailed to the person presiding, signed, and a scanned copy emailed back to the Chamber Administrator.

7.5 All books of the Chamber shall be opened at reasonable hours to any Member of the Chamber with due notice.

7.6 Four (4) or more members, including the President or Vice-President, lawfully met, shall constitute a quorum. A majority of such quorum may do all things within the power of the Board. Meetings shall be held without notice if a quorum on the Board is present, provided however, that any business transactions at such meetings shall be ratified at the next regular called meeting of the Board, otherwise they shall be null and void

7.7 The meetings of The Board of Directors shall be open to all members of The Chamber who may attend to observe, but may not take part in any of the proceedings.

# ARTICLE VIII

## ELECTIONS

8.1 A person appointed or elected a director becomes a director if they were present at a duly constituted meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as a director before the appointment or election. A person appointed or elected as a director, if not an existing member, must pay their dues to the Chamber within ten (10) days of election or appointment.

8.2 The Chamber shall use its best efforts to elect Directors from Members working in a variety of business areas in Black Diamond, Longview, Millarville, and Priddis, Turner Valley, and/or Diamond Valley, from a variety of occupations and professions.

8.3 The President, Vice-President, and Directors will be elected by ballot or by show of hands, at the direction of the President.

# ARTICLE IX

## VOTING RIGHTS

9.1 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of any society. Such votes must be made in person and not by proxy or otherwise.

9.2 Every member in good standing and present at the location of any Chamber Meeting, or attending online, shall be entitled to one (1) vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each case, be assigned to individuals.

9.3 Voting at Board or General Meetings shall normally be by show of hand, or if requested by the Chairperson by standing vote. If under exceptional circumstances, Board meetings called by the President or Vice-President may be held by telephone, over a digital conference application (such as Zoom), or a hybrid including both digital and in-person attendance. Under exceptional circumstances, Directors may also be requested to vote on isolated issues by email. The minutes of the telephone, digital, or hybrid meeting will be reviewed at the next meeting of the Board.

9.4 The presiding officer shall vote only in the case of a tie. Upon an appeal being made by decision of the presiding office , the vote of the majority shall decide.

9.5 Motions or amendments shall be carried at any Board or general meeting by a majority vote, unless otherwise provided in these By-Laws.

# ARTICLE X

## COMMITTEES

10.1 The Board shall establish such operating, organization, action, or Special Committees as the Board from time-to-time find to be in its best interests. The Board may from time-to-time dissolve, suspend, or re-establish the operating organization or any Committee.

10.2 The duties of the Committee shall be to carry out the goals and objectives set by the Board. In regard to the special work suggested by the respective titles; to investigate, make recommendations and reports on specific matters referred to them by the Board. Each Committee shall submit to the Board a report overview of its proceedings at least once each year.

10.3 The position of a Committee Chair shall be held for not longer than three (3) consecutive years.

10.4 Committee members are not required to be Chamber members and can be appointed from the general public, upon approval by the Board.

10.5 Each committee must contain at least one Chamber member who will report back to the Board the actions of that committee.



# ARTICLE XI

## AUDITORS

11.1 The books accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the at the Annual Meeting of the society. The fiscal year of the society in each year shall be December 31<sup>st</sup>.

11.2 An audited financial statement shall be presented by the current Secretary-Treasurer to the Membership at the Annual General Meeting to be held in January of each year.

11.3 The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice, and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

## ARTICLE XII

### FISCAL YEAR

12.1 The fiscal year of the Chamber shall commence on January 1<sup>st</sup> of each year and shall close on December 31<sup>st</sup> as per the Society By-Laws and Articles of Incorporation filed on November 6<sup>th</sup>, 1998

# ARTICLE XIII

## BY-LAWS

13.1 By-Laws may be rescinded, altered or added to by a majority of the members of Board present at any meeting by Special Resolution at the discretion of the Board operating in good faith believed to be adapted to promote goals for which The Chamber was constituted, and to facilitate the lawful operation of the Board and Chamber.

13.2 Such By-Laws shall be binding on all members of The Chamber, its Officers, and all other persons lawfully under its control.

## ARTICLE XIV

### AFFILIATION

14.1 The Chamber, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce, and other organizations in which Membership may be in the interest of the Chamber.

# ARTICLE XV

## APPEALS

15.1 When the Executive makes a decision to cancel the membership of a person or organization under section 3.13, or to suspend or terminate the office of an Officer or Director under section 5.7, the Executive shall send a written Notice of Decision by email to the person or organization in question. The Notice of Decision shall notify the person or organization that they have the right to appeal the decision of the Executive. The person or organization may then appeal the decision of the Executive to the Board under section 3.13, or to the Members under section 5.7 by sending a Notice of Appeal to the Board within five (5) days of the date on the Notice of Appeal. The date, time, and place of the appeal shall be determined by the Board.

15.2 If the appeal is to be heard by the Members, the Board shall forthwith send out a Special Notice to the Members advising them of the date, time, and place of the appeal.

15.3 At the hearing of the appeal, the appellant may make oral or written submissions on their own behalf, and may present other witnesses to also speak or submit written evidence on their behalf.

15.4 Following a hearing before the Board, the Board shall convoke in camera and a written Notice of Decision on Appeal shall be rendered to the appellant within five (5) days of the appeal.

15.5 Following presentation of submissions before the Members, the appellant and the appellant's witnesses shall leave the hearing. The Members shall discuss the appeal in open forum until a majority consensus has been reached. The Members shall draft a written Notice of Decision of Appeal which shall be sent by email to the appellant.

15.6 There are no further appeals to the Executive, Board, or Members from the Notice of Decision of Appeal.

# ARTICLE XVI

## REMUNERATION

16.1 Unless authorized at any meeting, and after notice of same shall be given, no Director, Office, or Member of the Chamber should receive any remuneration for their service.

16.2 The Chamber Administrator may receive remuneration for such position, as stipulated in writing.

# ARTICLE XVII

## PROCEDURE

17.1 Parliamentary procedure shall be followed at all general and Board meetings, in accordance with “Roberts Rules of Order”.

# ARTICLE XVIII

## MINUTES AND SEAL

18.1 The Secretary, or Secretary-Treasurer, shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary, or Secretary-Treasurer, or President, or in the case of death or inability of either to act, by the Vice-President.