

BYLAWS OF THE
YELLOWKNIFE CHAMBER OF
COMMERCE

Approved by the membership: TBD



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YELLOWKNIFE CHAMBER OF COMMERCE
BYLAWS

WHEREAS:

The Yellowknife Chamber of Commerce is a body corporate incorporated under the provisions of a federal statute, being the *Board of Trade Act* RSC 1985, c. B-6 (herein the “**Act**”);

Section 22 of the Act permits the majority of members of the Yellowknife Chamber of Commerce present at any General Meeting to make bylaws and regulations for the government of the Yellowknife Chamber of Commerce;

NOW THEREFORE BE IT RESOLVED this is a resolution of the majority of the members of the Yellowknife Chamber of Commerce that the following bylaws be adopted:

ARTICLE 1: NAME AND OBJECTIVES

Section 1: Name of Organization

The name of this organization shall be the Yellowknife Chamber of Commerce (the “**Chamber**”).

Section 2: Objectives of Organization

The objectives of the Chamber shall be to promote and improve trade and commerce and to express the views of the business community in the City of Yellowknife, in the Northwest Territories on matters of local, territorial and federal importance.

Section 3: Office Location

The office of the Chamber shall be located in the City of Yellowknife, in the Northwest Territories.

Section 4: Usual Meeting Place

The usual place of meeting shall be in the City of Yellowknife, in the Northwest Territories or such other places as the Board shall from time to time decide.

Section 5: Non-sectional, Non-Sectarian and Politically Non-Partisan

The Chamber shall be non-sectional, non-sectarian and politically non-partisan.

ARTICLE 2: INTERPRETATION

Section 6: Board of Directors

Wherever the words “**the Board**” occur in these bylaws, they shall be understood to mean the Board of Directors of the Chamber.

Section 7: Majority

Wherever the word “**majority**” occurs in these bylaws, it shall be understood the mean fifty percent (50%) plus one vote.

ARTICLE 3: MEMBERSHIP

Section 8: Eligibility and Acceptance

Every corporation, partnership, sole-proprietorship, association, society or Crown corporation, whether resident in Yellowknife or not, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the City of Yellowknife, shall be eligible for membership in the Chamber as a voting member.

Government departments, whether resident in Yellowknife or not, directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the City, shall be eligible for membership in the Chamber as non-voting members.

Political parties, political associations and individual politicians are not eligible for membership in the Chamber.

Members shall be accepted into the membership once their membership form and payment is received. All members shall be notified of approval in writing within five (5) business days.

Section 9: Membership Duration

Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.

Section 10: Subscription Dues

Subscription dues of members shall be payable annually on January 2.

Section 11: Determining Subscription Dues

Subscription dues payable by all members shall be determined by the Board.

Section 12: Member in Good Standing

A member is in good standing if their membership fees of the year have been paid in full.

Section 13: Failure to Pay Membership Dues

Should any member fail or refuse to pay annual subscription dues within a period of ninety (90) days, the membership of such member may be terminated. Upon such termination, all privileges of membership shall be revoked and forfeited.

Section 14: Membership Resignation

Any member may resign from the Chamber by providing ten (10) days' notice in writing to the Secretary. Such resignation shall not relieve the member from any fees or obligations

that may be owed. A member who resigns is not entitled to a rebate or refund of fees for the Chamber.

Section 15: Membership Termination

Membership may be terminated by the Board at any meeting, provided that the Board shall find, in a majority vote, that such membership is detrimental to the best interests of the Chamber. Such member shall have had an opportunity, upon notice of thirty (30) days from the Board, to show cause to the Board why such membership should not be terminated. Upon termination, any subscription fees for the current year shall be refunded on a pro rata basis.

Section 16: Honorary Memberships

The Board and the executive director shall have the power to award honorary membership in the Chamber. Such honorary memberships include all privileges of regular membership and may be exempted from the payment of any membership fees.

ARTICLE 4: BOARD OF DIRECTORS

Section 17: Governing Body

The Board shall be the governing body of the Chamber and shall have all the powers and duties as determined by law. All members of the Board shall have equal voting rights.

Section 18: Board Composition

The Board shall be comprised of an executive, to include the President, 1st Vice President, 2nd Vice President, Treasurer and immediate Past President and at least six (6) and a maximum of eight (8) additional directors.

Section 19: Eligibility for Service on the Board

All members in good standing shall be eligible for a Director position on the Board except those who are a paid employee of any governmental department or an elected governmental representative. If a member is not eligible to be a Director, they are not eligible to participate on any Committees of the Board.

Section 20: Business Representation on the Board

Only one (1) person per business or organization shall have representation on the Board.

Section 21: Executive Committee

The executive committee shall be comprised of incumbent Board members, where possible, and selected by the Board prior to the AGM (herein the “Executive Committee”). The Executive Committee is subject to approval by the membership at the AGM.

Section 22: Elected by the Membership

The Board (except for the immediate Past President) shall be elected from among the membership each year at the Annual General Meeting (herein the “AGM”).

Section 23: Election

In the event that more than eight (8) individuals have expressed interest in sitting on the Board, the membership shall vote. The eight (8) individuals with the most votes shall become Directors.

Section 24: Oath of Office

Directors shall, upon election, take and subscribe before the mayor of the City of Yellowknife, or before any justice of the peace, an oath in the following form:

I swear that I will faithfully and truly perform my duty as elected representatives of the Yellowknife Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the board was constituted. I swear to serve the Yellowknife business community and to help the Yellowknife Chamber of Commerce fulfill their mission.

Section 25: Term of Office

The term of office for each Director shall be one (1) year, beginning with their election at the AGM until the following AGM.

Section 26: Maximum Term of Office

A Director may serve up to six (6) consecutive terms, with the exception of a Director who is elected to the Executive in their sixth year, who shall be permitted to fulfill the requirements of the Chamber's succession plan.

Directors who have fulfilled the President's role may complete one (1) additional year as the Immediate Past President, before their term expires.

After a Director has served the maximum term of office, Members must take a one-year hiatus from Board representation before another representative can be put forward for a Director position.

Section 27: Attendance

Directors shall attend at least ten (10) of the twelve (12) Board meetings per year, exceptions subject to approval by the Board.

Section 28: Remuneration

No member of the Board shall be paid any remuneration.

Section 29: Removal from the Board

Any Director may be removed from office or have their tenure of office terminated if, in the opinion of the Board, they are negligent in the performance of their duties, or if they fail to comply with attendance requirements, providing however, that they shall be given an opportunity to appeal the decision of the Board directly to the membership at the next general meeting.

Section 30: Cease to Hold Office

A Director shall cease to hold office (a) effective with the passage of a Board motion; (b) upon receipt by the Board of notice of their resignation; or (c) upon the death of such Director.

Section 31: Vacancies

In the event of any Executive Committee member or Director, for any reason vacating their office, the Board shall have power to fill such vacancy by appointing another member of the Chamber, or the Board may direct an election to be held to fill such vacancy. The person appointed or elected shall stay in office until the next AGM.

Section 32: Expiration of Office

At the expiration of office, all Board members shall deliver to the Chamber, all books, records and other property of the Chamber.

Section 33: Conflict of Interest

The President, or Chair of the meeting, shall ask at the commencement of each Board meeting if any Director has a conflict of interest related to any item on the agenda, and the minutes must record all declarations. Any Director having a potential conflict of interest shall declare the details of that potential conflict before discussion of the issue and, in the case of a conflict, absent themselves from the portion of the meeting during which discussion or voting affected by that conflict takes place. The President, or Chair of the meeting, shall be the ultimate deciding authority.

A Director who abstains from participation due to a conflict of interest is still included in determining quorum.

Section 34: E-Resolution

The Board may approve actions and initiatives by way of electronic resolution (herein “**e-resolution**”) using an email message sent by the President or Executive Director. A minimum of forty-eight (48) hours is to be provided for Board members to vote on an e-resolution.

E-resolutions shall be considered carried or rejected upon either a motion to carry or reject receives a majority of the votes of Directors who vote within the e-resolution deadline. The results of the vote shall be communicated to the Board within forty-eight (48) hours of the voting deadline and shall be included in the written monthly minutes and signed.

If less than sixty-seven (67%) percent of Directors have voted within the deadline, the motion shall be considered withdrawn.

Section 35: Email

It shall be the responsibility of each Director to provide the Chamber with their preferred email address and it is the responsibility of each Director to check their designated email regularly.

Section 36: Committees

The Board shall have the power to appoint committees as it may deem advisable, and to delegate matters to such committees.

Section 37: Role of the President

The President shall:

- a. be the chair of all meetings of the Chamber and regulate the order of business;
- b. enforce the bylaws;
- c. sign all minutes with the Treasurer; and
- d. present a general report of the Chamber's activities at the AGM.

Section 38: Role of the Vice Presidents

The Vice Presidents, in their respective order, shall act in the absence of the President.

Section 39: Role of the Treasurer

The Treasurer shall oversee the finances of the Chamber and report monthly to the Board and annually to the Chamber membership on the Chamber's financial standing. The Treasurer shall also Chair the Audit Committee.

Section 40: Role of the Immediate Past President

The Immediate Past President is responsible for promoting the continuity and development of leadership in the Chamber and shall participate on the Governance Committee.

Section 41: Duties of Directors

The duties of Directors shall be such as may be required by law, as indicated in the document entitled "Board Member Job Descriptions", and as assigned to them respectively by the Board from time to time.

Section 42: Role of the Executive Director

The Board shall appoint an Executive Director, who shall be accountable to the Board for the general day-to-day operation and management of the Chamber's administrative affairs, shall have custody of the corporate seal and whose duties shall be set by the Board.

During the AGM, the membership shall elect the Executive Director, who shall serve as the Secretary for the Chamber for the following year, unless the majority of the Chamber members vote otherwise. If the membership elects a member other than the Executive Director to be Secretary, the board shall define the role of the Executive Director in a motion at the first meeting of the Board after the AGM.

Section 43: Role of the Executive Committee

In the absence of all Executive Committee members, Board members shall appoint a Chairperson to act temporarily.

Section 44: Role of the Secretary

The Secretary shall maintain the books and records of the Chamber and shall be responsible for filing the annual summary.

If the membership elects a member other than the Executive Director to be Secretary, the board shall define the role of the Secretary in a motion at the first meeting of the Board after the AGM.

ARTICLE 5: MEETINGS

Section 45: Annual General Meeting

The AGM of the Chamber shall be held each year, before April 30th, or as determined by the Board. All AGMs shall take place in Yellowknife, Northwest Territories. Members shall be informed of the date, time and location of the AGM at least thirty (30) days prior to the meeting.

At the AGM, the membership shall elect the Board, discuss all subjects on the AGM agenda, and appoint an annual auditor. No subject or question may be discussed at an AGM unless notice of such subject or question has been submitted to the President in writing at least thirty (30) days before the AGM.

Section 46: Quorum of Chamber Members at AGM

Twenty (20) Chamber members shall constitute a quorum at any AGM.

Section 47: Regular General Meetings

Regular general meetings shall be held at such times as the President or Board decides. Notice of such meetings shall be given to the membership at least ten (10) days in advance.

Section 48: Special Meetings

Special meetings of the Chamber shall be held at any time when summoned by the President or requested in writing by any three (3) members of the Board, or upon written request of ten percent (10%) of the Chamber membership.

Notice of such meetings shall be given to the Chamber membership at least ten (10) days in advance of the meeting either by (a) circular letter to every Chamber member signed by the Secretary, (b) by notice inserted into one (1) or more newspapers published in Yellowknife, Northwest Territories, or (c) both methods aforementioned. Such notice shall contain enough information to allow the member to make a reasoned decision on the matters to be discussed.

Section 49: Attendance

All members shall be entitled to attend and participate in all AGM, general and special meetings of the Chamber. Members shall have the privileges of the floor at such meeting, subject to the rules governing such meetings, including, but not limited to, Robert's Rules of Order.

Section 50: Member Meetings

Members of the Chamber shall hold general quarterly meetings in Yellowknife, Northwest Territories. Notice of general quarterly meetings of the Chamber, naming the time and place, shall be given by the Secretary, at least three (3) days prior to the meetings, through one (1) newspaper or otherwise, as determined by the Board.

Section 51: Meeting Minutes

Minutes of the proceedings of the AGM, any general or special meetings, Board meetings, and member's meetings shall be entered into the books to be kept for that purpose, by the Secretary.

All meeting minutes shall be signed by the President or the Chair of the meeting and one other Director.

Section 52: Quorum of Directors

Five (5) or more Directors shall constitute a quorum at meetings of the Board.

Section 53: Board Meeting Frequency, Location and Notice

The Board shall meet monthly, at a time chosen by the President. The meeting shall take place in the City of Yellowknife, Northwest Territories, unless another location has been approved by the Board. Notice of a Board meeting shall be provided seven (7) days in advance.

Section 54: Board Meetings are Open to Members

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

Section 55: Convening of Meetings

The meetings of the Board shall be convened by the Secretary at the instance of the President or on the request of any two (2) Directors.

Section 56: Books of the Chamber are Open to Members

All financial books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

Section 57: Robert's Rules of Order

Parliamentary procedure shall be followed at all meetings in accordance with "Robert's Rules of Order".

ARTICLE 6: VOTING RIGHTS

Section 58: Members in Good Standing Receive One Vote

Every member in good standing, except those members who are government departments, represented at the AGM and any general or special meeting shall be entitled to one vote.

Section 59: Voting Process

Voting at all meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote.

Section 60: Voting

Each matter before the Board, unless otherwise specified in these bylaws, shall be decided by a majority of the votes cast on the matter.

Section 61: Equality of Votes

In all cases of equality or a tie of votes on any issue, the Chair of the meeting has a casting vote.

ARTICLE 7: FINANCIAL

Section 62: Indemnification

Except as otherwise provided in the *Boards of Trade Act*, no director or officer for the time being of the Chamber shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired by the Chamber or for or on behalf of the Chamber or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Chamber shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Chamber or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and in the best interests of the Chamber and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The directors for the time being of the Chamber shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Chamber, except such as shall have been submitted to and authorized or approved by the board. If any director or officer of the Chamber shall be employed by or shall perform services for the Chamber otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Chamber, the fact of his being a director or officer of the Chamber shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

Subject to the *Boards of Trade Act*, the Chamber shall indemnify a Director or Officer of the Chamber, a former director or officer of the Chamber or a person who acts or acted at the Chamber's request as a director or officer of a body corporate of which the Chamber is or was a member or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- a. he or she acted honestly and in good faith with a view to the best interests of the Chamber; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Chamber shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the *Boards of Trade Act* or the law.

The Chamber shall maintain sufficient insurance for this purpose.

Section 63: Chamber Funds

The funds of the Chamber shall be deposited in a chartered bank approved by the Board and may be withdrawn only upon the authority of the President, Vice Presidents and the Executive Director.

Section 64: Borrowing Funds

Subject to the approval of the Chamber, the Board may borrow funds for operations or special projects of the Chamber, provided that the aggregate sum of all outstanding loans shall not exceed one quarter of the total general revenues of the last completed fiscal year of the Chamber.

Section 65: Signing Authorities

The signing authorities of the Chamber shall be any two (2) of the following: President, 1st Vice President, 2nd Vice President, Treasurer and/or Executive Director.

Section 66: Fiscal Year

The fiscal year of the Chamber shall terminate on December 31st each year.

Section 67: Audit Committee

The Board shall appoint an Audit Committee who shall perform an internal financial review of the Chamber's financial statements on a quarterly basis.

Section 68: Audit Committee Termination

Any member of the Audit Committee may be removed from office or have their tenure of office terminated if, in the opinion of the Board, they are negligent in the performance of their duties.

Section 69: Cease to Hold Office

An Audit Committee member shall cease to hold office effective with the passage of a Board motion; or upon receipt by the Board of notice of their resignation; or upon the death of such Board member.

Section 70: Vacancies

In the event of any Audit Committee member, for any reason vacating their office, the Board shall have power to fill such vacancy by appointing another member of the Chamber. The person appointed or elected shall stay in office until the next AGM.

Section 71: Expiration of Office

At the expiration of office, all Audit Committee members shall deliver to the Chamber, all books, records and other property of the Chamber.

Section 72: Remuneration of the Audit Committee

No member of the Audit Committee shall be paid any remuneration.

Section 73: Prepared Audit

An audit of the Chamber shall be prepared every year by a chartered accountant or certified general accountant, as elected at the AGM.

ARTICLE 8: GENERAL

Section 74: Updating Bylaws

Bylaws may be made, replaced or amended by a majority of attendees at any AGM. If there are amendments to the Chamber's bylaws, Chamber members shall receive at least thirty (30) days' notice of the proposed amendment(s) or addition(s).

Such bylaws shall be binding on all members of the Chamber, its Board and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Innovation, Science and Economic Development Canada.

Section 75: Adoption of Bylaws

With the adoption of this bylaw, all former bylaws are hereby repealed.

Section 76: Annual Summary

The Board shall, on or before June 1 each year, make a summary as of the March 31 preceding, create an annual summary specifying the following information:

- a. the name of the Chamber;
- b. the manner in which Chamber is incorporated, giving the date thereof;
- c. the date on which the last general meeting of the members of the Chamber was held; and
- d. the names and addresses of the persons who at the date of the return compose the Board.

This annual summary shall be completed, signed by the Secretary, and filed in duplicate to the Department of Innovation, Science and Economic Development Canada on or before June 1 in every year.