

BYLAWS OF THE
YELLOWKNIFE CHAMBER OF
COMMERCE

Approved by the membership: February 28, 2017



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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;

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 Chamber 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 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 nonpartisan

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

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 Yellowknife Chamber of Commerce".

ARTICLE 3: MEMBERSHIP

Section 7: Eligibility and Acceptance

Every association, corporation, partnership or society 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. Members will be accepted into the membership once their membership form and payment is received. All members will be notified of approval in writing within 5 business days.

Section 8: 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 9: Subscription dues

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

Section 10: Determining Subscription Dues

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

Section 11: Member in Good Standing

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

Section 12: 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 forfeited.

Section 13: Membership Resignation

Any member may resign from the Chamber by providing 10 days' notice in writing to the Secretary. Such resignation shall not relieve the member from any fees or obligations that may be owed. No rebate or refund to alter the said fees shall be given.

Section 14: 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 15: Honourary 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 16: 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 17: 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 five (5) and a maximum of eight (8) additional directors.

Section 18: 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 ("AGM").

Section 19: Executive Committee

The executive committee shall be comprised of current Board members and selected by the Board prior to the AGM. The executive committee is subject to approval by the membership.

Section 20: Business Representation on the Board

Only one person per business or organization shall have representation on the Board of Directors, exceptions subject to approval by the Board of Directors.

Section 21: 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 22: Attendance

Board members shall attend 10 of 12 Board meetings per year, exceptions subject to approval by the Board of Directors.

Section 23: Term of Office

The term of office for each Board member shall begin with their election and continue for 1 year, until the following AGM.

Section 24: Removal from the Board

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

Section 25: Cease to Hold Office

A Board member shall cease to hold office effective with the passage of a Board motion; or upon receipt by the Board of notice of his or her resignation; or upon the death of such Board member.

Section 26: 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 will stay in office until the next annual general meeting.

Section 27: 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 28: Remuneration

No member of the Board shall be paid any remuneration.

Section 29: Conflict of Interest

It shall be the duty of each Board member who has any material interest or perceived conflict of interest in any matter under consideration by the Board to fully disclose his interest therein and to refrain from voting on the matter. No Board member shall enter into any business interest with the Chamber except on a competitive basis and, having declared any interest therein, they shall refrain from voting.

Section 30: 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 of Directors. Notice of meeting shall be provided 7 days in advance.

Section 31: 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.

Section 32: Quorum

Five (5) Board members shall constitute a quorum at meetings of the Board. 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 33: Equality of Votes

In all cases of equality of votes on any issue, the presiding Board member has a casting vote.

Section 34: e-Resolution

The Board may approve actions and initiatives by way of electronic resolution ("e-resolution") using an email message sent by the President or Executive Director.

A minimum of 48 hours is to be provided for Board members to vote.

E-resolutions shall be considered carried or rejected after 50% of the Board have voted for such action. If less than 50% of Board members have voted within the deadline, the motion shall be considered withdrawn.

The results of the vote shall be communicated to the Board within 48 hours of the voting deadline and will be included in the written monthly minutes and signed.

Section 35: e-Mail Checking

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

Section 36: Committees

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

Section 37: Role of the President

The President shall preside at all meetings of the Chamber and shall regulate the order of business at such meetings, receive and put forth lawful motions and communicate to the meeting anything believed to be of concern to the Chamber.

The President shall with the Treasurer, sign all minutes. If the President or Treasurer did not attend the previous meeting, the Executive Director will sign the minutes.

It shall be the duty of the President to present a general report of the Chamber's activities at the annual general meeting of the Chamber.

Section 38: Role of the Vice Presidents

The Vice Presidents, in their respective order shall act in the absence of the President. In the absence of all Executive Committee members, Board members shall appoint a Chairman to act temporarily.

Section 39: Role of the Treasurer

The Treasurer shall 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: Duties of Board Members

The duties of Board members shall be such as may be required by law, as are indicated in these bylaws, and as may be assigned to them respectively by the Board from time to time.

Section 41: Role of the Executive Director

The Board may 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.

ARTICLE 5: MEETINGS

Section 42: Annual General Meeting

The AGM of the Chamber shall be held each year, within 4 months of the year end of December 31, or as determined by the Board. All AGMs will take place in Yellowknife, Northwest Territories. At the AGM, the membership will elect the Board of Directors, the Secretary and appoint an annual auditor.

At least thirty (30) days notice of the annual general meeting shall be given.

No subject or question may be discussed at an annual meeting unless notice of such subject or question has been submitted to the President, in writing at least thirty (30) days before the AGM.

Section 43: 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 44: 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 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 membership at least ten (10) days in advance. Notice of special businesses shall contain enough information to allow the member to make a reasoned decision.

Section 45: Attendance

All members shall be entitled to attend all general, annual and special meetings of the Chamber. They shall have the privileges of the floor at such meeting, subject to the rules governing such meetings.

Section 46: Special Meetings

Twenty (20) Chamber members shall constitute a quorum at any annual, general or special meeting.

Section 47: Meeting Minutes

Minutes of the proceedings of general, annual and special meetings shall be entered into the books to be kept for that purpose.

Section 48: 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.

ARTICLE 6: VOTING RIGHTS**Section 49: Members in Good Standing Receive One Vote**

Every member in good standing represented at any general meeting shall be entitled to one vote.

Section 50: Voting Process

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

Section 51: Tie Breaking

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

ARTICLE 7: FINANCIAL**Section 52: Indemnification**

Every Board member of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber, shall at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

- a. All costs, charges and expenses which such Board members or other person sustains or incurs or about any action, suit or proceeding which is brought commenced or prosecuted against such Board member or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Board member or other person, in or about the execution of the duties of such Board member's or other person's office or in respect to any liability; and
- b. All other costs, charges and expenses which a Board member or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Board member's or other person's own willful neglect or default.

The Chamber shall maintain sufficient liability insurance for this purpose.

Section 53: 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 54: 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 55: Signing Authorities

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

Section 56: Fiscal Year

The fiscal year of the Chamber shall terminate on the thirty-first (31st) day of December, each year.

Section 57: Auditing Committee

The general membership shall appoint an auditing committee who will audit the financial statements of the Yellowknife Chamber of Commerce twice yearly.

Section 58: Auditing Committee Termination

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

Section 59: Cease to Hold Office

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

Section 60: Vacancies

In the event of any Auditing 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 will stay in office until the next annual general meeting.

Section 61: Expiration of Office

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

Section 62: Remuneration

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

Section 63: Prepared Audit

An audit will be prepared every year by a chartered accountant or certified general accountant.

ARTICLE 8: MISCELLANEOUS PROVISIONS**Section 64: Updating Bylaws**

Bylaws may be made, replaced or amended by a majority of attendees at any Annual General Meeting. At least thirty (30) days' notice of the proposed amendment(s) or addition(s) shall be given to all Chamber members in advance of the annual general meeting at which it is to be considered.

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 Industry Canada.

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

Section 65: Robert's Rules of Order

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