

**Watson & District  
Chamber of Commerce  
Bylaws**

August 2019

## **Table of Contents**

SECTION 1: DEFINITIONS	3
SECTION 2: ORGANIZATION	3
SECTION 3: MEMBERSHIP	4
SECTION 4: DUES AND ASSESSMENTS	5
SECTION 5: BOARD OF DIRECTORS	5
SECTION 6: COMMITTEES	7
SECTION 7: EXECUTIVE	8
SECTION 8: ANNUAL MEETING	9
SECTION 9: BOARD MEETINGS	10
SECTION 10: SPECIAL MEETINGS	10
SECTION 11: CONFLICT OF INTEREST	11
SECTION 12: BUSINESS OF CHAMBER	11
SECTION 13: GENERAL	12

## **SECTION 1: DEFINITIONS**

### **1.1 DEFINITIONS**

For the purpose of these By-laws, unless context requires otherwise, the word:

- (a) “Board” shall refer to the Board of Directors of the Chamber.
- (b) “Chairperson” shall refer to the Director duly elected to preside over meetings.
- (c) “Chamber” shall refer to the Watson and District Chamber of Commerce.
- (d) “Committee Head” shall refer to the Director duly elected to be the chair of a committee.
- (e) “Director” shall refer to a Member of the Board who shall be either elected or appointed.
- (f) “District” shall mean the area within a 50 kilometer radius of Watson, Saskatchewan.
- (g) “Executive” shall mean the Executive Committee of the Board of the Chamber.
- (h) “Executive Committee” shall mean President, the Vice-President, the Treasurer and the Secretary.
- (i) “Member” shall mean every person, association, corporation, society, partnership or estate, directly or indirectly engaged in trade, commerce or economic activity in the District that is admitted to membership in the Chamber.
- (j) “Person” shall mean an individual.
- (k) “President” shall mean the duly elected President of the Chamber.
- (l) “Vice-President” shall mean the duly elected Vice-President of the Chamber.
- (m) “Treasurer” shall mean the duly elected Treasurer of the Chamber
- (n) “Secretary” shall mean the duly elected Secretary of the Chamber

## **SECTION 2: ORGANIZATION**

### **2.1 NAME**

The name of this organization shall be the “Watson & District Chamber of Commerce”.

### **2.2 OBJECT**

The object of the Watson & District Chamber of Commerce shall be to aid businesses in the economic development of the district.

In its approach towards its objectives, the Watson and District Chamber of Commerce shall be non- sectarian and shall not lend its support to any candidate for political office.

### **2.3 REGISTERED OFFICE**

The Head Office of the Chamber shall be situated in the Town of Watson.

### **2.4 BOOKS OF ACCOUNT**

The Chamber shall cause proper books of account to be kept. All books of account of the Chamber shall be kept by the Treasurer and shall be open to any Member of the Chamber at reasonable hours, free of charge.

## **SECTION 3: MEMBERSHIP**

### **3.1 RIGHT TO MEMBERSHIP**

Every reputable person, association, corporation, society, partnership or estate, directly or indirectly engaged or interested in trade, commerce or other economic activity in the District, shall be eligible for membership in the Chamber.

### **3.2 MEMBERSHIP APPLICATION**

All potential members shall complete a written application and such application shall be approved of by the Board, the Executive or any person specifically designated with this responsibility.

### **3.2 TERMINATION OF MEMBERSHIP**

A Member who fails to pay the annual membership assessment, within 90 days of the date it falls due, may be removed from the roll of Members and shall then forfeit all privileges of membership.

### **3.3 RETIREMENT FROM MEMBERSHIP**

Any Member of The Chamber who intends to retire from the Chamber or to resign his membership may do so at any time upon giving the Secretary ten days' notice in writing of such intention and upon discharging any lawful liability which is standing on the books of the Chamber against them at the time of such notice.

Membership dues that have been paid shall be non-refundable.

### **3.4 EXPULSION FROM MEMBERSHIP**

Any Member may be expelled from membership in the Chamber for reasons other than non-payment of membership assessments by a two-thirds majority vote of the Board.

### **3.5 RIGHT OF APPEAL**

Anyone, whose membership is terminated, for reasons other than non-payment of dues, shall have the right to appeal to a General Meeting of the Chamber. Application for such appeal must be made by the Member in writing to the Board within ten days following receipt of the official notice of termination. The termination shall be confirmed or rescinded by a majority vote of the Members present at the General Meeting.

### **3.6 VOTING RIGHTS**

Each Member; whether individual, corporate, partnership, estate or other group or society, shall have only one vote at meetings of the membership of the Chamber.

### **3.7 HONORARY MEMBERSHIP**

Persons who have distinguished themselves by some meritorious or public service may be elected as Honorary Members by a majority vote of the Chamber. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

## **SECTION 4: DUES AND ASSESSMENT**

### **4.1 DUES INCREASES**

The dues payable by the Members of the Chamber shall be determined annually by the Board and shall be subjected to the approval of a Special Meeting whenever a change greater than 10% of the previous annual assessment is involved.

### **4.2 NEW MEMBERS**

In the case of a business applying for new membership during the fiscal year, which starts January 1, upon acceptance into membership, the membership fees are pro-rated monthly for the balance of the fiscal year.

### **4.3 OTHER INCREASES**

Other assessments may be levied against all Members provided they are recommended by the Board and approved by a majority of the Members present at a Special Meeting of the Chamber. The notice calling such membership meeting shall state that the meeting is being called to discuss proposed special levies against the Members.

## **SECTION 5: BOARD OF DIRECTORS**

### **5.1 NUMBER OF DIRECTORS**

The Chamber Board of Directors will consist of a minimum of seven (7) and a maximum of nine (9) elected Members.

### **5.2 NOMINATIONS**

Any Member of the Chamber may nominate a Member for election to the Board.

### **5.3 ELIGIBILITY**

Only Members, or their employees, are eligible to be a Director. A Director will automatically be removed from the Board upon their associated business ceasing to be a Member. Each member shall have only one representative on the Board of Directors at one time.

### **5.4 ELECTIONS**

Elections for Directors of the Chamber will be done by email prior to the Chamber's Annual General Meeting. If there are less standing nominations for Director Positions than there are positions available, no election will be required and all nominees will be elected by acclamation.

### **5.5 DIRECTOR VACANCIES AFTER ELECTIONS**

If an election fails to elect the maximum number of Directors, the other Directors may appoint an eligible person to be a Director, and a Director so appointed holds office as though elected at the election.

## **5.6 TERM OF POSITION**

Directors shall serve a term of 3 years at which time they will either seek re-election or resign. If a Director is unable to complete his or her term a new Director can be appointed as per section 5.5 to serve the remainder of the term. The Board is not required to wait until the next Annual General Meeting to elect a replacement Director.

## **5.7 MAXIMUM NUMBER OF TERMS**

Each Director shall be allowed to serve at most two (2) consecutive three-year (3) terms or a total of six (6) consecutive years. Upon serving 6 years, a Director is not eligible for re-election until a period of 3 years has passed. If there are vacancies left on the Board after the Annual General Meeting this provision will not apply.

## **5.8 ASSUMPTION OF OFFICE**

Newly elected or appointed Directors, President, Vice-President, Treasurer and Secretary will assume office and be sworn in at the Annual General Meeting following his/her election or appointment, except in the case of 5.5.

## **5.9 SUSPENSION**

Any Director may be suspended from his/her position or have his/her tenure of office terminated if in the opinion of the Board, as evidenced by a motion passed by a majority at any Board meeting, the Director was either absent for three (3) consecutive meetings of the Board without just cause or the Director was grossly negligent in the performance of his or her duties.

## **5.10 POWER OF BOARD**

The Board shall have the general power of administration. It may be entitled to make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by the Members. The Board shall have all powers as are assigned to it by any Bylaw of the Chamber, provided however, that such powers are not inconsistent with the provisions of *The Boards of Trade Act*. The Board shall frame such bylaws, rules and regulations as required to best promote the welfare of the Chamber, and shall submit them for adoption at the Annual General Meeting or at a general meeting of the Chamber called for that purpose.

## **5.11 STANDING COMMITTEES**

The Chamber shall have committees called the Santa Claus Days Committee; the Business Retention & Expansion Committee; and the Marketing, Promotions & Communications Committee.

The Board, at their first meeting following the Annual General Meeting, shall appoint Directors to monitor, assess and make decisions in relation to each of the noted committees.

## **5.12 ADDITIONAL COMMITTEES**

The Board, at its discretion, may appoint ad hoc committees as deemed appropriate from time to time. Such committees can be made up of Directors, Members, or any combination of the two.

### **5.13 MEETINGS**

The meetings of the Board shall be open to all Members of the Chamber who may attend however only the Directors shall have voting privileges.

### **5.14 COMPENSATION**

The Directors shall not receive compensation for their services but may be entitled to be reimbursed out of pocket expenses incurred in the course of discharging any duty on behalf of the Chamber. Such expenses are to be preauthorized by the Board or to be submitted to a meeting of the Board and a motion is to be passed to pay such expenses.

### **5.15 INDEMNIFICATION**

The Chamber shall indemnify and save harmless all Directors of the Chamber and their heirs, executors and administrators from and against all costs, charges, expenses and damages sustained as a result of an undertaking authorized by the Chamber or in the good faith execution of duties as a Director.

### **5.16 DIRECTOR RESPONSIBILITIES**

All Directors are expected to:

- a) Actively participate in the deliberations of the Board;
- b) Serve as Committee Heads and members of committees as required by the Chamber;
- c) Maintain contact with Members, by personal visits where possible. Reports of such visits are to be forwarded to the Secretary;
- d) Seek to encourage non-members to become Members;
- e) Assist in planning, organizing and conducting the Annual Meeting and any other meetings or events that the Chamber undertakes; and
- f) Encourage submissions of policy by Members.

### **5.17 POLITICAL AFFILIATION**

In the event that a Director wishes to be actively engaged as a candidate or executive in an election process at any level of government, the Director shall take a temporary leave of absence no later than the dropping of the writ and if elected, resign their position. Any such request should be submitted in writing to the Executive, subject to the approval of the Board of Directors.

## **SECTION 6: COMMITTEES**

### **6.1 COMMITTEE SELECTION**

At the first regularly scheduled meeting following the Annual General Meeting the Directors shall organize themselves into the committees as set out in section 5.11. Committees will consist of a Committee Head and members from the membership.

## **6.2 COMMITTEE HEAD**

Each committee shall appoint a Committee Head from the Directors that are part of their committee.

## **6.3 DUTIES OF COMMITTEE HEAD**

The Committee Head shall be responsible to provide updates and reports back to the Board of the ongoing activities of their committee.

## **6.4 TERM**

The term of the committees and Committee Heads shall be one year.

# **SECTION 7: EXECUTIVE**

## **7.1 ELECTIONS**

The President, Vice-President, Treasurer and Secretary shall be elected at the Annual General Meeting.

## **7.2 EXECUTIVE OFFICERS RESPONSIBILITIES**

- a) The President shall preside at all meetings of the Chamber and Executive. He/she shall regulate the order of business at such meetings, receive and put forward lawful motions, and communicate to the meeting what he/she may think on subjects concerning the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber. 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 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.
- c) The Treasurer shall have charge of all funds of the Chamber and cause to be deposited, the same in a chartered bank selected by the Executive. Out of such funds he/she shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and shall submit a reviewed statement for review by the Board and thereof for presentation at the Annual General Meeting. This reviewed statement shall be available to any Member of the Chamber upon request. He/she shall invest funds as directed by the Executive. He/she shall, with either the President or the Vice-President, sign all notes, drafts and cheques.
- d) The Secretary shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all other such duties as pertaining to his/her office. She/he shall

be responsible for taking minutes or having someone take minutes at the Board meetings. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Executive. At the expiration of his/her term of office, the Secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

## **7.2 EXECUTIVE COMMITTEE**

The President, the Vice-President, Treasurer and the Secretary shall form the Executive Committee. The Executive Committee will meet to deal with emergencies arising in the Chamber and to review the ongoing operations. Their main duty will be to recommend to the Board matters concerning the efficient operation of the Chamber and to deal with matters recommended by the Board.

## **7.3 TERM**

The term of office of the Executive shall be one year. No member of the Executive shall hold the same office more than two years in succession.

## **7.4 PUBLIC PRONOUNCEMENTS**

No public pronouncement in the name of the Chamber may be made unless authorized by the Executive or by some person to whom the Executive has delegated this authority.

## **7.5 EXECUTIVE MEETINGS**

The Executive shall meet from time to time as may be necessary to carry on the business of the Chamber. The President or any member of the Executive committee may summon such meetings. The person summoning the meeting shall give notice of the meeting to each member of the Executive Committee at least ten hours prior to the time set for the meeting. Minutes of the proceedings of Executive Committee meetings shall be entered in the books to be kept for that purpose by the Secretary.

# **SECTION 8: ANNUAL MEETING**

## **8.1 TIME OF ANNUAL MEETING**

The Annual Meeting of the Chamber shall be held within 150 days of the end of the fiscal period at the time and place determined by the Board.

## **8.2 QUORUM AT ANNUAL MEETING**

A quorum will consist of at least 10 Members.

## **8.3 NOTICE OF ANNUAL MEETING**

Notice of the Annual Meeting shall be sent to each Member by email, regular mail or by telephone call/message at least 15 days, but no more than 50 days, prior to the meeting date. The Notice may also be placed in the local media. The notice shall contain the date, time and place for the meeting and a short description of the business to be conducted.

## **8.4 LOCATION**

The usual place of meeting shall be within the Town of Watson.

#### **8.5 MINUTES**

Minutes of the proceedings of the Annual Meeting shall be entered in the books to be kept for that purpose by the Secretary.

### **SECTION 9: BOARD MEETINGS**

#### **NOTICE NOT REQUIRED**

Regular meetings of the Board and the Executive may be held without notice to the Members.

#### **REGULAR MEETINGS**

The Board shall meet at least 10 times a year, and from time to time as may be necessary on the business of the Chamber. The Board meetings may be summoned by the President or any three members of the Board. Upon receipt of such summons, the Secretary, or failing her/him, the President, shall give notice to the members of the Board by phone, e-mail or telephone message.

#### **ALTERNATIVE TO MEETING**

The Board may also decide to meet and/or vote by conference call, phone, e-mail or any other acceptable electronic media.

#### **QUORUM**

A quorum is required in order for a Board meeting to be called to order. A quorum of the Board will consist of 50% of the Board plus one.

#### **MINUTES**

Minutes of the proceedings of all Board meetings shall be entered in the books to be kept for that purpose by the Secretary.

#### **VOTING**

Each Director shall have only one vote. Motions, to be passed, shall require a simple majority of the Board present at a meeting. The President shall only cast a vote in the event of a tie vote of the other Directors.

### **SECTION 10: SPECIAL MEETINGS**

#### **REQUIREMENTS TO CALL**

Special membership meetings of the Chamber may be held at any time when summoned by the President, any three members of the Board, or by any ten Members of the Chamber.

#### **NOTICE OF SPECIAL MEETING**

Upon receipt of a summons to call a Special Meeting, the Secretary, or failing her/him, the President, may provide notice to each Member of the Chamber. Notice of the Special Meeting shall be sent to each Member by email, regular mail or by telephone call/message at

least 15 days, but no more than 50 days, prior to the meeting date. The Notice may also be placed in the local media. The notice shall contain the date, time and place for the meeting and a short description of the business to be conducted.

**QUORUM AT SPECIAL MEETING**

A quorum will consist of at least 10 Members.

**LOCATION**

The usual place of a Special Meeting shall be the Town of Watson.

**MINUTES**

Minutes of the proceedings of the Special Meeting shall be entered in the books to be kept for that purpose by the Secretary.

**PROXY VOTING**

Any Member who is unable to attend and vote may appoint a person to vote on their behalf. To appoint someone to vote on their behalf, the Member must file a notice with the Secretary at least two (2) business days prior to the meeting of their intent to appoint a proxy. Such notice shall state the name of the Member unable to attend and the name of the person appointed as their proxy and shall be in the form provided.

**SECTION 11: CONFLICT OF INTEREST**

**DUTY TO DISCLOSE**

Every Director has a duty to disclose any interest, or apparent interest, in any employment, financing agreement or any other contract or discussion that is before the Board before any action is taken by the Board.

**REMOVAL FROM DISCUSSION**

Any Director that is in a conflict position, or in an apparent conflict position, shall not participate in discussions on any issue in which he or she has, or has the appearance of having, a personal, professional or financial interest until it is determined if the Director is entitled to participate.

**BOARD DECISION**

If it is unclear if the Director is in a conflict position, the other Directors shall vote on whether or not the Director in apparent conflict is in fact in conflict. A simple majority of the Directors entitled to vote shall decide.

**RIGHT TO PRESENT**

If it is determined by the Board that a Director is in a position of conflict the Director who is found to be in a conflict position shall be entitled to make a presentation to the Board but shall not be present during the discussion and voting period in relation to the matter in question.

**SECTION 12: BUSINESS OF CHAMBER**

## **12.1 QUOTES**

When the Chamber hires someone to do work on their behalf, if the value of the work is greater than five hundred dollars (\$500.00), the Board shall get a minimum of two quotes from qualified Members for the cost of the work. If there is only one Member that regularly performs the work, the Board shall be entitled to get quotes from non-Members. When the value of the work is less than five hundred dollars (\$500.00) the Board may, but is not required to get quotes.

## **12.2 PREFERENCE GIVEN TO MEMBERS**

If all other things are equal, preference shall be given to Members. If there are both Member and non-Member quotes and the quotes provided differ by twenty percent (20%) or less than the Chamber shall favor a Member over the non-Member.

## **12.3 NO CAPABLE MEMBER**

If there are no existing Members that are able to perform the necessary task then the Chamber is free to hire non-Members.

## **12.4 CONSIDERATION**

When considering quotes for work, price does not have to be the deciding factor. The Board is not obligated to accept the lowest quote. The Board is free to look at all factors when making their decision.

# **SECTION 13: GENERAL**

## **13.1 INTERPRETATION**

In consideration of these Bylaws, the references importing the masculine shall include the feminine and vice versa, and words importing the singular shall include the plural and vice versa and words importing person shall include corporation and vice versa as the context may require.

## **13.2 HEADINGS**

The headings to the clauses in these bylaws have been inserted as a matter of convenience and for reference only, and in no way define, limit, or enlarge the scope or meaning of these bylaws.

## **13.3 AFFILIATION**

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

## **13.4 FISCAL YEAR**

The fiscal year of the Chamber shall commence on the first day of January in each year.

## **13.5 PARLIAMENTARY PROCEDURE**

Parliamentary procedures shall be followed at all membership, Board and Executive meetings.

### **13.6 INSURANCE**

The Chamber shall maintain director's liability insurance.