

# BYLAWS OF THE GREATER SASKATOON CHAMBER OF COMMERCE

## ***FOREWORD - LEGACY***

The Greater Saskatoon Chamber of Commerce (formerly, Saskatoon Board of Trade), hereinafter referred to as “The Chamber”, was organized in 1903 and incorporated in 1907 in accordance with the Boards of Trade Act.

The Chamber is a member-driven organization of professional, business and community organizations, and individuals who work to promote ethical business practices, improve the environment for business growth and job creation, and who facilitate strong relationships between community, educational, business and governmental organizations.

## ***FOREWARD – VISION***

Our members lead in creating a prosperous Saskatoon region.

## ***FOREWARD – MISSION***

The Chamber, in partnership with community and business, is committed to ensuring that the Saskatoon region has the ***“Best Business Climate in Canada, Thereby Creating a City of Opportunity, as a means by which this community can ensure future health and prosperity for our children, well into the 21<sup>st</sup> century”***.

The short version is ***“Building the Best Business Climate in Canada, Thereby Creating a City of Opportunity in a World of Possibility”***.

## ***ARTICLE I - NAME***

The Name of this association shall be the “Greater Saskatoon Chamber of Commerce”.

## ***ARTICLE II - INTERPRETATION***

In these bylaws, unless the context otherwise required, the expression

1. “the City” shall mean the City of Saskatoon
2. “the Chamber” shall mean the Greater Saskatoon Chamber of Commerce
3. “the Board” shall mean the Board of Directors of the Greater Saskatoon Chamber of Commerce
4. “the Council” shall mean the Presidents’ Council of the Greater Saskatoon Chamber of Commerce
5. “the Executive” shall mean the Executive Committee of the Board constituted under the provision of these bylaws
6. “the President” shall mean the President of the Board of the Greater Saskatoon Chamber of Commerce
7. Bylaws are written with the intent to be gender neutral

## ***ARTICLE III - GOAL***

The Chamber of Commerce acts on behalf of its members and the community on many short- and long-term issues that affect Saskatoon and surrounding area.

The goal of “the Chamber” shall be to improve, by all practical means, commercial, financial, professional, educational, environmental and social conditions of Greater Saskatoon in particular, and Saskatchewan and Canada in general, and to carry out projects and activities to advance the legitimate interest of its members.

## ***ARTICLE IV – HEAD OFFICE***

The Head Office of the Greater Saskatoon Chamber of Commerce shall be located in the City of Saskatoon.

## ***ARTICLE V - MEMBERSHIP***

The Chamber shall be composed of active members and honorary members.

1. An Active Member is an individual, company, firm, association and/or non-profit organization of good standing located within the district consisting of the City of Saskatoon and surrounding area, who is directly or indirectly engaged or interested in trade, commerce, economic or social welfare.
2. An Honorary Member is any person who has rendered a significant service to the Chamber and is recommended to the Board by a three-quarter majority vote of the Council. This is a non-voting membership.
3. Annual membership dues and the annual budget shall be approved by the Board on recommendation of the Executive Committee. If membership fee payment is in arrears longer than stated in the membership policy, membership will be suspended.
4. The fitness of any applicant for membership shall be determined by the Board, committee or appointee thereof, and be consistent with the Code of Conduct of the Board.
5. Any membership may be suspended/terminated by a two-thirds vote of the Board for actions inconsistent with the Code of Conduct of the Board and/or payment arrears as indicated in ARTICLE V (3), provided, that no such suspension/termination shall take place until the member in question has been given an opportunity of coming before the Board in response, or having paid in full any arrears.

6. A member may resign at any time, but no portion of membership fees will be refunded.
7. Chamber Luncheons are deemed membership meetings.
8. Membership and voting rights shall be in accordance with the membership dues schedule approved as part of the annual budget.
9. An Annual General Meeting must be conducted within the membership year and a quorum of two percent (2%) of membership in good standing must be present to legally transact Chamber business. Proxy voting will be allowed and conducted as per Governance Policy.

## ***ARTICLE VI – THE BOARD OF DIRECTORS***

1. The Board shall govern the affairs of the Chamber in accordance with these bylaws, or any other bylaws, rules and regulations, and with any resolutions or directions of the Chamber, passed or given at any general meeting of the Chamber. They shall also govern in accordance with Board adopted Governance Policies and Code of Conduct and have the power, within these parameters, to do all things necessary to accomplish the goals of the Chamber including but not limited to:
  - a. Establishment of Standing Committees as per Article X.
  - b. Election of Standing Committee Chairs, as nominated from the Board by the Governance Committee and elected by the Board.
  - c. Oversight of the Chamber’s Committees and liaison with its sections.
2. The Board of Directors shall consist of the following voting members:
  - a. Sixteen Directors, and up to 2 appointed Directors as described in (2b). The exception is when vacancies have occurred as described in (3) below.
  - b. Up to two Directors of the Board may be appointed from members in good standing by a majority vote of the Board.
3. Vacancies may be filled until the next election from the previous election roster or by appointment after a majority vote of the Board. Recommendations for Board appointees will be provided by the Governance Committee.
4. Half of the Board of Directors shall be elected annually for a two-year term, with the exception of those positions that have temporarily filled vacancies under Clause 3. In this case the nominees receiving the highest number of votes shall become Directors and hold office for a period of two years, and the remaining elected Directors for a period of one year.
  - a. Neither the President nor First Vice-President, by virtue of their office, will be subject to re-nomination, if their respective term as Director has expired.
  - b. The Governance Committee shall be responsible for conducting the election for the Board, including calling for and receiving nominations for Directors, setting a date by which members must submit nominations, and generally attending to all details of the election. The Committee shall strive to obtain more nominations than the Board vacancies requiring to be filled.
  - c. The names of qualified nominees shall be put on a validated ballot and sent to each member of the Chamber. Ballots shall be returned at least seven days prior to the Annual General Meeting. The Governance Committee will ensure methods by which ballots are sent and/or received follow policy.
  - d. Between the day the ballots are counted and the day of the Annual General Meeting, the current President shall call a meeting of the newly formed Board to announce the names of those elected, and to elect the 2nd Vice-President for the new Board (see Article VI clause 9). The new President (past First Vice-President), First Vice-President (past Second Vice-President), and Second Vice-President (so elected), shall be installed in office at the Annual General Meeting, or at a special meeting called for the purpose of installation within the 60 days following the Annual General Meeting.

5. All members in good standing shall be eligible for election to the Board, except those who are in the final year of their third consecutive term.
6. Valid nominations for Directors shall be in writing, signed by the nominees consenting to accept office if elected and by at least two members of the Chamber, then forwarded to the Governance Committee prior to the closing date as stipulated by that committee.
7. For Board Elections, ballots will be issued to members and designated representatives in good standing and returned in accordance with procedures stated by the Governance Committee. The nominees receiving the highest number of votes shall be declared elected to the open Board positions. The remaining nominees will be kept on file in order of the number of votes they received, should a Board position be vacated in accordance with Article VI, Clause 3. All votes will be kept confidential.
8. Should a tie vote occur for the last open Director position, the matter shall be determined by lot under the direction of the Governance Committee.
9. The Officers include the President, First Vice-President and Second Vice-President. The Governance Committee shall nominate a 2nd Vice President for election by the Board at the meeting held between the election and the Annual General Meeting, as stipulated in Article V, Clause 4d.
10. Meetings of the Board shall be summoned by the Secretary:
  - a. When requested to do so by the President, or
  - b. When requested to do so by at least three members of the Board.Directors are expected to attend all meetings in accordance with Governance Policies addressing Board engagement and commitment.
11. The Executive Director shall be an ex-officio non-voting Secretary of the Board, and ensure meeting minutes are recorded and distributed according to Board Governance Policy.
12. The quorum necessary for the transaction of business at all meetings of the Board, established at Call to Order, shall be 50% and, unless otherwise specifically provided, all questions shall be decided by a majority vote.
13. At the Annual General Meeting the Board shall submit a full written report of the work for the past year, and a duly audited statement of all receipts and expenditures.

## ***ARTICLE VII – THE OFFICERS***

1. The officers of the Board shall be: The President, First Vice-President, and Second Vice-President and shall have the powers specified. They shall take office at the meeting called for the installation of officers and shall hold office for one year, or until their successors have been duly installed.
2. Prior to their commencement of duties, the President, First Vice-President, and Second Vice-President shall, before the Mayor of Saskatoon or any Magistrate or Justice of the Peace, take an oath as follows:

“I swear that I will faithfully and truly perform my duty as President (First Vice-President, or Vice-President Finance) of the Greater Saskatoon 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 I shall truly and conscientiously believe to be adapted to promote the goals for which the Chamber was constituted according to the true intent and meaning of the same. So help me God.” (The last sentence may be omitted.)
3. The President shall chair all general meetings of the Chamber, the Board, and the Executive Committee, and is an ex-officio member of all Chamber committees. The President shall exercise general supervision over the entire work of the Chamber.

4. The First Vice-President shall, in the absence of the President, chair all meetings of the Chamber, the Board of Directors, and the Executive Committee, and shall possess all the powers and perform all the duties of the President. The First Vice-President, by virtue of their office, will not be subject to re-nomination if their term as Director has expired.
5. The Second Vice-President shall be responsible for the funds of the Chamber under direction of the Board and as Chair of the Finance Committee and shall perform such other duties as the Board may require. The Second Vice President will oversee the regular accounting of the income and expenditure of the Chamber and submit the audited statement as presented by the Auditors to the Annual General Meeting, and at any other time required by the Board. The signing officers for financial matters shall be any two of the following: Executive Director, President, First Vice-President, and Second Vice-President. Additionally, the Board may approve a policy of signing authority to the Executive Director alone under special and specified circumstances.
6. The Executive Director shall be the Chief Administrative Officer of the Chamber. The appointment shall be continuously subject to the pleasure of the Board, and shall receive such compensation as the Board shall decide. He shall be responsible for the day-to-day management of the Chamber and all its operational activities as specified in the ED position description developed by the Board, or Board appointed committee. The ED is further responsible for maintaining an accurate record of the proceedings of the Chamber, its Board, and all committees.
7. Officers and Directors of the Chamber shall receive no remuneration for services rendered, but the Board may grant reasonable expenses.
8. No Director or officer shall be liable for the acts of any other Director, officer or employee, or for any loss, damage or misfortune arising from the execution of the duties of his or her office or in relation to them; provided that nothing in this section shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.
9. Subject to any limitations contained in the Act, the Chamber shall indemnify each Director or officer of the Chamber, and each former Director or officer of the Chamber, and all of such individual's heirs and legal representatives, from and against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any action or other proceeding in which the individual is involved because of that association with the Chamber, if:
  - a. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.
  - b. such individual acted honestly and in good faith with a view to the best interests of the Chamber; and

## ***ARTICLE VIII – EXECUTIVE***

1. The Executive Committee shall consist of:
  - a. The President
  - b. The Immediate Past President & Chair of The Presidents' Council
  - c. The First Vice-President
  - d. The Second Vice-President, and
  - e. Chairs of the Standing Committees (see Article X)

2. Subject to the direction of the Board, the Executive Committee shall be responsible for:
  - a. General supervision of the Chamber's activities and management of emergencies between Board meetings
  - b. Consulting with, advising and supporting the Executive Director on all matters and in all decisions and actions, consistent with the policies of the Board and the standards of the Chamber.
  - c. The control of the Chamber's finances within the Board approved budget, supervision of the budget, and oversight of the audit process.
  - d. Ensuring long-range planning of Chamber activities and projects.
3. The Executive Committee shall meet as necessary, or at the call of the President.
4. The meetings and proceedings of the Executive shall be governed by Board Governance Policy and the Code of Conduct, and records kept and distributed according to ARTICLE VI, Section 11.
5. The quorum necessary for the transaction of business at all meetings of the Executive Committee, established at Call to Order, shall be 50% of Committee members and, unless otherwise specifically provided, all questions shall be decided by a majority vote.

### ***ARTICLE IX – THE PRESIDENTS' COUNCIL***

1. The Presidents' Council shall advise the Board on any and all matters designed to further the goals of the Chamber and which can draw upon the legacy of leadership.
2. The Council has no veto or voting rights on the Board.
3. The Presidents' Council shall consist of the Past Presidents who are members in good standing of the Chamber.
4. Organization of Council:
  - a. The immediate Past President of the Chamber shall be the Chair of the Council. If, for any reason, the Chair is not able to fulfil this responsibility for an extended period of time, the second Past President shall become Chair. In absence of a second Past President becoming Chair, then the Council shall elect a Chair.
  - b. The Council is free to establish its own committees in order to further its work.
  - c. The Executive Director shall serve as Secretary to Council.
5. Meetings of the Council shall be summoned by the Secretary
  - a. When requested to do so by the Chair, or
  - b. When requested to do so by at least 5 members of the Council.
6. The minutes of the Council shall be tabled at the Board by the Chairman of Council who shall also report on the deliberations of Council at the Annual General Meeting.
7. The quorum shall be 30% of the total number of Councillors.

### ***ARTICLE X – COMMITTEES AND TASK FORCES***

1. The Board may authorize the appointment of committees and task forces as it deems necessary, and refer any matters to them for action or report except for policy matters, which must be reported to and approved by the Board before action is taken.
2. The Board should approve rules and regulations governing committees or task forces, as it deems necessary in alignment with the vision and mission of the Chamber.
3. Such committees or task forces may include any member of the Chamber, or other persons as the rules and regulations permit. All Chairs of Committees or Task Forces must sign and abide by the Board Code of Conduct.

4. The Board may appoint from time to time Standing Committees, which are board committees recommended by the Executive Committee or any one Director or Directors and voted on by the Board. These Committees are responsible for the on-going work of the Board. They will be vested with such authority as in its discretion may appear desirable and operate in alignment with Governance Policy.

### ***ARTICLE XI – CHAMBER MEETINGS***

1. The President will call a minimum of four (4) meetings of the Chamber at the times and in the manner fixed by the Boards of Trade Act.
2. The Annual General Meeting of the Chamber shall be held no later than the end of May each year, at an hour and place determined by the Board.
3. Two percent (2%) of the total membership shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber.
4. Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the chair, a time limit may be implemented.
5. One business week notice of all regular or special meetings shall be provided to the members.

### ***ARTICLE XII – THE SEAL***

The Chamber shall have a seal of such design as the Board of Directors may adopt. This seal shall remain in the custody of the Executive Director and documents issued by the Board requiring certification, shall be certified by the Executive Director and authenticated by this seal.

### ***ARTICLE XIII– RULES AND ORDER OF DEBATE***

Proceedings of the meetings of the Chamber and all committees or task forces shall be governed by and conducted according to Roberts Rules of Order.

### ***ARTICLE IX – AMENDMENTS***

These bylaws may be amended or altered by a 60% majority vote of those present at any regular or special meeting, provided notice of the proposed change shall have been given at a prior regular or special meeting held at least one month before, or given by notice with the sanction of the Board to the members of the Chamber at least one week prior to the meeting at which the amendment is to be considered providing, however, no such amendment or alteration shall be in force or be acted upon until such is approved by the Minister of Consumer and Corporate Affairs. This is pursuant to Section 45 of the Boards of Trade Act.

At each Annual General Meeting, auditors for the next year shall be appointed and audit the Chamber's account as and when directed by the Board, and shall present a report on the past financial year at the Annual General Meeting of the Chamber and remunerated as agreed with the Board.

## ***ARTICLE XV – FISCAL AND OFFICIAL YEARS***

The fiscal year of the Chamber shall end on December 31<sup>st</sup> of each year. The official year for activities and office holders shall extend from the Annual General Meeting to the Annual General Meeting of the Chamber, or from one special installation meeting of officers to the next.

## ***ARTICLE XVI – BORROWING POWERS***

The Board is authorized to borrow on such terms as may be granted by the lender from any person, firm or corporation as the Board deems necessary to finance the affairs of the Chamber in the current fiscal year, and shall be repayable within the fiscal year, and as security for such loan the Board may pledge any and all assets of the Chamber including uncollected dues and unpaid grants and may authorize the President and Vice-President Finance, or any combination of two officers, to arrange such loan and to sign all necessary documents on behalf of the Chamber.

These bylaws are intended to align with the intentions of the Boards of Trade Act R.S.C., 1985, c. B-6”(1926), and are Enacted by the Board and Sanctioned by the General Membership of the Greater Saskatoon Chamber of Commerce at a meeting on May 16<sup>th</sup>, 2013.

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President

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Executive Director