



Bylaws

Approved by the Membership
May 26, 2021

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BYLAWS AND CONSTITUTION OF THE GREATER SASKATOON CHAMBER OF COMMERCE

ARTICLE I - NAME

BYLAW 1 – Name

The name of this organization will be the “Greater Saskatoon Chamber of Commerce”.

ARTICLE II - PURPOSE

The Greater Saskatoon Chamber of Commerce (formerly, Saskatoon Board of Trade), hereinafter referred to as “The Chamber”, was organized in 1903 and incorporated in 1930 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.

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” will 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 III – DEFINITIONS AND INTERPRETATIONS

BYLAW 2 – Definitions

“**Act**” means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* and any statute that may be substituted, as amended from time to time;

“**Board**” means the Board of Directors of the Chamber, (defined in the Act as the Council) and as more particularly set out in these Bylaws;

“**Bylaws**” means this Bylaw and any other Bylaw of the Chamber as amended and which are, from time to time, in force and effect;

“**Certificate of Formation**” means the certificate of formation certified by the Minister evidencing the existence of the Chamber;

“**Chamber**” will mean the Greater Saskatoon Chamber of Commerce;

“**City**” will mean the City of Saskatoon;

“**Claim**” means claims, losses, damages (direct, indirect, consequential or otherwise), suits, judgments, causes of action, legal proceedings, executions, demands, penalties or other sanctions of every nature and kind whatsoever, whether accrued, actual, contingent or otherwise, and any and all costs arising in connection therewith including legal fees and disbursements on a solicitor and his own client basis (and also including all such legal fees and disbursements in

connection with any and all appeals);

“Committee” means groups appointed by the Board with ongoing mandates;

“Committee Member” means a member of any Committee or other advisory body of the Board;

“Director” means a member of the Board and, for further certainty, includes the Chair, Vice-Chair, Second Vice-Chair and Secretary elected in accordance with the Act;

“District” means the area within and for which the Chamber was established as set out in the Chamber's Certificate of Formation or as defined by the Governor in Council, and includes any change in District that may be approved by the Governor in Council from time to time;

“Meeting of Members” includes a Quarterly Meeting, Annual General Meeting, Special General Meeting or other general Meeting of Members of the Chamber;

“Member” or **“Members”** means an individual or organization that has been accepted as a Member of the Chamber in accordance with the Act and these Bylaws;

“Minister” means the federal Cabinet Minister who is responsible for the administration of the Act;

“Officer” or **“Officers”** means the Chair, Vice-Chair, Second Vice-Chair (equivalent to the President, Vice-President, and Second Vice-President as stated in the Act), Secretary and any one or more other persons, respectively, who have been appointed as Officers of the Chamber in accordance with the Bylaws;

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;

“Quarterly Meetings” means the four (4) Quarterly Meetings of Members in a calendar year that are required by the Act, each a “Quarterly Meeting”;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

“Task Force” means groups appointed by the Board with a specific task and timeline.

BYLAW 3 – Interpretations

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

ARTICLE IV - BUSINESS OF THE CHAMBER

BYLAW 4 – Corporate Seal

The seal of the Chamber will be in such form as may be approved by the Board. The Secretary will have custody of the seal. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law, or custom, or by the Board.

BYLAW 5 – Location of the Registered Office

The registered office of the Greater Saskatoon Chamber of Commerce will be located in the City of Saskatoon.

BYLAW 6 – Books and Records

The Board will see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or law may be maintained in a physical book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The books and records will be available at all reasonable hours to any Member of the Chamber free of any charge.

BYLAW 7 – Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by any two Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document will be executed. Delivery of an executed instrument by electronic means, including, without limitation, by facsimile transmission or by electronic transmission of a portable document format (".pdf") files or other electronic file, will be equally effective as delivery of a manually executed instrument.

Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Chamber to be a true copy.

BYLAW 8 – Financial Year End

The fiscal year of the Chamber will end on December 31st of each year. The official year for activities and office holders will 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.

BYLAW 9 – Appointment of Auditor

The Members will, at the Annual General Meeting of Members in each year, appoint an auditor. In each year the appointed auditor will conduct an annual audit of the accounts and annual financial statements of the Chamber for report to the Members at the Annual General Meeting of Members for the next year. The appointed auditor will hold office until the next Annual General Meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. Any remuneration of the auditor will be fixed by the Board.

BYLAW 10 – Borrowing Powers

The Board may, without authorization of the Members,

- Borrow money on the credit of the Chamber;
- Issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
- Give a guarantee on behalf of the Chamber;
- Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Chamber, owned or subsequently acquired, to secure any debt obligation of the Chamber; and
- The Chair and Second Vice-Chair, or any combination of two Officers, are authorized to arrange such loan and to sign all necessary documents on behalf of the Chamber.

BYLAW 11 – Non-Partisan/Non-Sectarian

The Chamber will be non-partisan and non-sectarian and will not lend its support to any candidate or political party for public office.

BYLAW 12 – Dissolution

If the Board decides that the Chamber needs to be dissolved, then a Special General Meeting of the Members must be called at which a 2/3 vote of attendees is required to dissolve the organization. Upon dissolution, the property of the Greater Saskatoon Chamber of Commerce will, after satisfaction of its debts and liabilities, be paid or transferred to or distributed to one or more organizations as determined by the Board.

ARTICLE V - MEMBERSHIP

BYLAW 13 – Membership Eligibility

Membership in the Chamber will be available only to an individual, a society, body corporate or organization who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District.

BYLAW 14 – Membership Admission

An individual or organization proposed for membership in the Chamber pursuant to the Bylaw entitled “Membership Eligibility” is only admitted to membership in the Chamber if the proposed Member so consents, and their membership is approved by an Ordinary Resolution of the Members at the Annual General Meeting. An individual or organization is so admitted to membership in the Chamber as a Member with all the related rights and obligations immediately as of the receipt of such approval.

BYLAW 15 – Termination and Withdrawal of Membership

A membership in the Chamber is terminated when:

- the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded, or the corporation is dissolved;
- a Member fails to maintain any qualifications for membership described in the Bylaw entitled “Membership Eligibility”;
- the Member retires or resigns by providing ten (10) days written notice of such resignation to the Secretary of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
- the Member is expelled in accordance with the Bylaw entitled “Discipline of Members” or is otherwise terminated in accordance with the Act or Bylaws.

BYLAW 16 – Effect of Termination and Withdrawal of Membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

BYLAW 17 – Discipline of Members

The Board will have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:

- violating any provision of the Certificate of Formation, Bylaws, or written policies of the Chamber;
- carrying out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, the Chair, or such other Officer as may be designated by the Board, will provide twenty (20) days notice of suspension or expulsion to the Member and will provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Board will consider such submissions in arriving at a final decision and will notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board’s decision will be final and binding on the Member, without any further right of appeal.

ARTICLE VI - MEETINGS OF MEMBERS

BYLAW 18 – Quarterly Meetings

In each calendar year the Chamber will hold four (4) Quarterly Meetings of the Members.

BYLAW 19 – Annual General Meeting

The second Quarterly Meeting of Members in a calendar year will be deemed the Annual General Meeting of Members and at this meeting, the following items will be put before the Members for consideration:

- The ratification of Directors elected by Members to the Board;
- The ratification of the Chair, First-Vice Chair, Second Vice-Chair and Secretary elected by Directors at a properly constituted meeting of the Board;
- The appointment of auditors;
- The annual report of the Chair;
- Annual financial statements and auditor's report.

BYLAW 20 – Special Meetings

In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event that the Members requisition a Special Meeting of the Members, the Directors will arrange for such meeting without delay.

BYLAW 21 – Notice of Meetings

Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members will be given to each Member no less than ten (10) but no more than fourteen (14) days before the date of the proposed meeting. Notices may be delivered in writing or by electronic transmission.

Where the business to be considered at a Meeting of the Members is any business other than the election of Directors, appointment of auditors, annual report of the Chair, the consideration of the financial statements and auditor's report, and the treasurer's report, the notice of meeting will include enough information on that business so that Members may make a reasoned decision in respect of such business.

BYLAW 22 – Presiding Over Meetings

The Chair will preside over all Meetings of the Members or, in the absence of the Chair, the Vice-Chair. In the event that the Chair and Vice-Chair of the Board are absent, any other Director chosen by the Board may preside.

BYLAW 23 – Quorum

A quorum of twenty (20) Members in good standing must be present in-person, by telephone, or by any electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

BYLAW 24 – Voting

Each Member is entitled to vote according to the following voting schedule:

- 1-5 Employees, Home-based Business, Non-profit Organization, Associate and Individual - 1 vote
- 6-10 Employees - 2 votes
- 11-20 Employees - 3 votes
- 21-35 Employees - 4 votes
- 36-60 Employees - 5 votes

- 61-90 Employees - 6 votes
- 91-150 Employees - 7 votes
- 151-250 Employees - 8 votes
- 251-400 Employees - 9 votes
- 401-750 Employees - 10 votes
- 750-1000 Employees - 12 votes
- 1000+ Employees - 14 votes

Where a Member is an organization, such Member will designate, in the form required by the Chamber, an individual or individuals to exercise the vote on its behalf. A Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic, or other communication facility if the Chamber has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification; and
- permits the tallied votes to be presented to the Chamber without it being possible for the Chamber to identify how each Member voted.

At any Meeting of the Members, a majority of the Members present are competent to do and perform all acts that either under the Act or the Bylaws are or will be directed to be done at a Meeting of the Members. At any Meeting of Members every question will be determined by an Ordinary Resolution, unless otherwise provided by the Bylaws or by the Act.

BYLAW 25 – In the Case of Equality of Votes

In case of an equality of votes either on a show of hands, or on a ballot, or on the results of electronic voting, the Chair of the Board or designate in addition to an original vote will have a second or casting vote.

ARTICLE VII - BOARD OF DIRECTORS

BYLAW 26 – Number of Directors

The Chamber will be governed by the Board, which will consist of:

- A Chair, First Vice-Chair, Second Vice-Chair, and Secretary, all of whom will be elected by Directors at a properly constituted meeting of the Board;
- A minimum of seven (7) and a maximum of ten (10) other Directors, all of whom will be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting of the Members in each year;
- For further certainty, the Chair, First Vice-Chair, Second Vice-Chair and Secretary are Directors within the meaning of the Act and this Bylaw.

BYLAW 27 – Qualifications for Directors

All Members in good standing will be eligible for election to the Board.

BYLAW 28 – Term of Office

The Directors will be elected to hold office for a term of two (2) years, expiring no later than the close of the Annual General Meeting in the year following their election, or until they are removed from office or vacate it as specified under these Bylaws.

BYLAW 29 – Number of Terms of Office

Each Director may only be re-elected to hold a maximum of three (3) consecutive terms. If a Director who has completed three (3) consecutive terms wishes to return to the Board, they may be nominated after a period of one year's absence from the Board.

BYLAW 30 – Failure to Elect Directors

In the event that Directors are not elected at the Annual General Meeting in a calendar year:

- the Directors may be elected at any next Meeting of Members of the Chamber; and
- the Directors then in office will remain in office until their successors are elected.

BYLAW 31 – Oath of Office

Prior to their commencement of duties, the Chair, First Vice-Chair, Second Vice-Chair and Secretary will, 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 Chair (First Vice-Chair, or Second Vice-Chair) 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 will 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.”

BYLAW 32 – Automatic Termination of Director

The term of office of a Director will be automatically terminated:

- If a Director, which includes the Chair, First Vice-Chair, Second Vice-Chair or Secretary, resigns by delivering a written resignation to the Secretary of the Chamber; or, where such resigning Director is the Secretary of the Chamber, by delivering a written resignation to the Chair of the Chamber;
- If at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- On death of the Director; or
- If a Director is absent from three (3) consecutive meetings of the Board.

If the Director who is terminated under this provision is also the Chair, First Vice-Chair, Second Vice-Chair and/or Secretary of the Chamber, such Director's term of office as the Chair, First Vice-Chair, Second Vice-Chair or Secretary as the case may be, will likewise be automatically terminated.

BYLAW 33 – Board May Suspend or Remove Directors

The Board may suspend or remove any Director, which includes the Chair, First Vice-Chair, Second Vice-Chair or Secretary, from office if such Director:

- violates any provision of the Certificate of Formation, Bylaws, code of conduct or written policies of the Chamber;
- is negligent in the performance of their duties; or
- carries out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion.

A Director so suspended or removed may appeal such suspension to the Members at the next Meeting of Members, at which time the Members may confirm the decision of the Board or reinstate such Director for the duration of their term of office.

BYLAW 34 – Vacancies of Directors

Where a seat on the Board is vacant pursuant to the Bylaw entitled “Automatic Termination of Director” or “Board May Suspend or Remove Directors,” the Board may at any of its meetings elect a Member of the Chamber to fill such vacancy. Any Director so elected will hold office until the

next annual election of Directors of the Chamber. Despite the foregoing, if the Members vote to remove a Director pursuant to this Bylaw, they may elect a Director to fill such vacancy at the same Meeting of Members at which the Director is removed. If the Members do not fill such vacancy, the Board may at any of its meetings elect a Member of the Chamber to fill such vacancy.

ARTICLE VIII – MEETINGS OF THE BOARD

BYLAW 35 – Meeting Summons

Meetings of the Board will be summoned by the Secretary when requested to do so by the Chair, or by at least three members of the Board.

BYLAW 36 – Location of Board Meetings

Meetings of the Board may be held at any time and place within the District as determined by the Board.

BYLAW 37 – Electronic Participation at Board Meetings

If a majority of the Directors consent, a Director may participate in a meeting of the Board or a Committee or Task Force of the Board by means of such telephonic, electronic or other communication facilities as to permit all persons participating in the meeting to communicate adequately with each other. A Director participating in a meeting by such means will be deemed to be present at the meeting.

BYLAW 38 – Electronic Meetings of the Board

If the Directors call a Meeting of the Board, those Directors may determine that the meeting will be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

BYLAW 39 – Notice of Meetings of the Board

Notice of the time, date and place for the holding of a meeting of the Board will be given in the manner provided in this Bylaw to every Director of the Chamber during a period of not less than forty-eight (48) hours before the day on which the meeting is to be held if sent by telephonic, electronic or other communication facilities. Notice of a meeting will not be necessary if all the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time, date, and place of the adjourned meeting is announced at the original meeting.

BYLAW 40 – First Meeting of a New Board

Despite the Bylaw entitled “Notice of Meetings of the Board,” provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

BYLAW 41 – Regular Meetings of the Board

The Board may appoint a day or days in any month or months for regular Meetings of the Board at a place and hour as determined. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board will be sent to each Director immediately after being passed, but no other notice will be required for any such regular meeting.

BYLAW 42 – Quorum

50% of the Directors in office will constitute a quorum at any meeting of the Board. A majority of such quorum may do all things within the powers of the Board.

BYLAW 43 – Presiding Over Meetings

The Chair will preside over all meetings of the Board or, in the absence of the Chair, the First Vice-Chair may chair the meeting. In the absence of the First Vice-Chair, the Second Vice-Chair may chair the meeting. In the event that the Chair, First Vice-Chair and Second Vice-Chair of the Board are absent, any other Director chosen by the Board may chair the meeting.

BYLAW 44 – Voting

Each Director will be entitled to exercise one (1) vote at all meetings of the Board. At all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote will have a second or casting vote.

ARTICLE IX – COMMITTEES AND TASK FORCES

BYLAW 45 – Formation and Termination

The Board may from time to time appoint any Committee, Task Force or other advisory body and its members as it deems necessary or appropriate for such purposes, and subject to the Act and Bylaws, with such powers, duties, and responsibilities as the Board will see fit. Any such Committee or Task Force may formulate its own rules of procedure, subject to final approval by the Board. Any Committee or Task Force may be disbanded by the Board and any member or any Committee or Task Force may be removed by the Board. All Committees and Task Forces made or appointed by the Board will report to the Board.

BYLAW 46 – Remuneration and Expenses

The duties and remuneration of any Committee or Task Force will be set by the Board.

ARTICLE X - OFFICERS OF THE CHAMBER

BYLAW 47 – Duties and Powers

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict, or supplement such duties and powers, Officers of the Chamber will have the following duties and powers associated with their positions:

- **Chair.** The Chair will preside over the Board and will be responsible for ensuring the creation of the strategic plans and policies of the Chamber. The Chair will, subject to the authority of the Board, have general supervision of the governing of the Chamber.
- **First Vice-Chair.** The Vice-Chair will, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair and will perform such other duties as will from time to time be imposed upon him/her by the Board or the Chair. The First-Vice Chair will also Chair the Board's Human Resources Committee, unless otherwise determined by a majority vote of the Board of Directors.
- **Second Vice-Chair.** The Second Vice-Chair will, in the absence or disability of the Chair or First Vice-Chair, perform the duties and exercise the power of the Chair and will perform such other duties as will from time to time be imposed upon him/her by the Board or the Chair. The Second-Vice Chair will also Chair the Board's Finance Committee, unless otherwise determined by a majority vote of the Board of Directors.
- **Secretary.** In addition to the requirements of the Act, the Secretary will delegate administrative responsibility to a Chamber employee to attend and be the secretary of all meetings of the Board, Members Committees and Task Forces of the Board. The Secretary

will enter or cause to be entered in the Chamber's minute book, minutes of all proceedings at such meetings; the Secretary will give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and Committee or Task Force Members; the Secretary will be the custodian of all books, papers, records, documents, and other instruments belonging to the Chamber. The Secretary will also Chair the Board's Governance Committee, unless otherwise determined by a majority vote of the Board of Directors.

- **Other Officers.** The Board may appoint such other Officers as it deems appropriate. The powers and duties of all other Officers of the Chamber will be such as the terms of their engagement call for or the Board or Chair.

BYLAW 48 – Remuneration and Expenses

Officers and Directors of the Chamber will receive no remuneration for services rendered, but the Board may grant reasonable expenses.

ARTICLE XI - PROCEDURE

BYLAW 49 – Procedure of Meetings

Parliamentary procedure will be followed at all General Meetings of Members and Board meetings in accordance with the most recent version of “Robert’s Rules of Order.”

ARTICLE XII - INDEMNIFICATION

BYLAW 50 – Indemnification of Directors and Officers

The Chamber will indemnify and save harmless every Director and former Director; and Officer and former Officer, and their respective heirs, executors, administrators, and personal representatives, from and against:

- all Claims and associated costs, charges and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her to be done in or about the execution of the duties of his or her office; and
- all other costs, charges, and expenses which such person sustains or incurs in respect of or in relation to the affairs of the Chamber, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

The indemnity authorized by the Bylaw entitled “Indemnification of Directors and Officers” will be applicable only to the extent that such indemnity does not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or will receive otherwise than by virtue of this Bylaw.

The indemnification set out in the Bylaw entitled “Indemnification of Directors and Officers” will not apply to any Director or Officer who is acting outside his or her authority as set out in the Bylaws and Articles, or contrary to their duties as set out in the Act.

In the event that a person seeking indemnity hereunder requests the advance of funds in order to defend a Claim, the Chamber may approve such advance.

BYLAW 51 – Liability of Directors

Every Director and Officer of the Chamber in exercising his or her powers and discharging his or her duties will act honestly and in good faith with a view to the best interests of the Chamber and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no Director or Officer (or former Director or Officer) will be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by 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 monies of the Chamber will be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Chamber will be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which will happen in the execution of the duties of his or her office or in relation thereto.

Nothing herein will relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

ARTICLE XIII – BYLAWS OR BYLAW AMENDMENTS

BYLAW 52 – Notice of Bylaw Changes

Notice of a proposed new Bylaw or an amendment to the Bylaws must be in written or electronic form and sent to all Members with the notice of meeting at which such proposed amendment is put to the Members for approval. A copy of such notice must be duly entered in the books of the Chamber as a minute of the Chamber.

BYLAW 53 – Approval of Bylaw Changes

A new Bylaw or an amendment to the Bylaws requires approval of:

- the Members by Ordinary Resolution at any Meeting of the Members, provided that notice of meeting is provided to the Members in accordance with this Bylaw; and
- the Minister.

After the Members have approved the new Bylaw or an amendment to the Bylaws, they will be sent to the Minister for approval in accordance with the rules established by the Minister for such approval. The new Bylaw or Bylaw amendment will not be in force or acted upon until the Minister has approved it.

BYLAW 54 – Repeal of Prior Bylaws

All previous Bylaws of the Chamber are repealed as of the coming into force of this Bylaw. Such repeal will not affect the previous operation of the previous Bylaws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

BYLAW 55 – Alignment with the Act

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 26, 2021.