

BYLAW NO. 1

A Bylaw relating generally to the conduct of the affairs of PRAIRIE SKY CHAMBER OF COMMERCE INC. (the “Corporation”)

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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.
- (c) “Chamber” shall refer to the Prairie Sky Chamber of Commerce.
- (d) “Committee Head” shall refer to the Member 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) “Executive” shall mean the Executive Committee of the Board of the Chamber.
- (g) “Executive Committee” shall mean Chair, Vice-Chair, Secretary and Treasurer, and Past-Chair or Secretary.
- (h) “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.
- (i) “Person” shall mean an individual.
- (j) “Chair” shall mean the duly elected Chair of the Chamber.
- (k) “Vice-Chair” shall mean the duly elected Vice-Chair of the Chamber.
- (l) “Secretary” shall mean the duly elected Secretary of the Chamber.
- (m) “Treasurer” shall mean the duly elected Treasurer of the Chamber.

SECTION 2 **ORGANIZATION**

2.1 NAME

The name of this organization shall be the “Prairie Sky Chamber of Commerce Inc.”. This organization is incorporated as a non-profit corporation without share capital under *The Non-Profit Corporations Act (Saskatchewan)*.

2.2 OBJECTIVE

The objective of the Prairie Sky Chamber of Commerce is to be a professional, unified voice for the Warman, Martensville and surrounding area business community (the “District”) on a local, regional, and provincial level. We aim to ensure existing businesses, and the community, remain strong, vibrant, and progressive.

In its approach towards its objectives, the Prairie Sky 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 City of Warman or in the City of Martensville.

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 at the head office and shall be open to any Member of the Chamber at reasonable hours free of charge.

2.5 SEAL

The Seal of the Chamber shall remain in custody of the Secretary and shall be affixed to all documents that the Chamber duly authorizes or requires.

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 an application and such application shall be approved of by the Board, the Executive or any person specifically designated with this responsibility.

3.3 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.

3.4 RETIREMENT FROM MEMBERSHIP

Any Member of the Chamber who intends to retire from the Chamber or to resign their membership may do so at any time upon giving the Secretary or Treasurer 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.

3.5 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.

3.6 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 Secretary 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.

3.7 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. Each corporate, partnership or estate member or other group member shall appoint one individual to act as their representative at meetings of the Chamber.

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 15% of the previous annual assessment is involved.

4.2 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 Six (6) and a maximum of Twelve (12) elected Members. Notwithstanding this paragraph, from the date of the amalgamation in November of 2017, the number of Directors may exceed Twelve (12) for the first year to accommodate any Director of either the Martensville Chamber of Commerce or the Warman Chamber of Commerce who wish to remain as a Director. At the first annual general meeting thereafter, the number of Directors elected shall not exceed Twelve (12) Directors.

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 ballot prior to the Chamber's Annual General Meeting. If there are fewer 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 there are insufficient Directors duly elected to fill all vacancies then any Director may present and nominate a member for election to the Board at any regular board meeting, to be voted in by the Board of Directors.

5.6 TERM OF POSITION

Directors shall serve a term of 2 years at which time they will either seek re-election or resign. One half of the Elected Directors shall have terms of office terminating in even numbered years and one half of the Elected Directors shall have terms of office terminating in odd numbered years. If a Director is unable to complete their 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 three (3) consecutive two-year (2) 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 2 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 will assume office and be sworn in at the Annual General Meeting following their election or appointment, except in the case of 5.5.

5.9 SUSPENSION

Any Director may be suspended from their position or have their 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) meetings of the Board, in any fiscal year, without just cause, or the Director was grossly negligent in the performance of their 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 By-law of the Chamber, provided however, that such powers are not inconsistent with the provisions of *The Boards of Trade Act*.

5.11 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.

5.12 OATH OF OFFICE

All Directors shall be sworn in annually at the Annual General Meeting.

All Directors of the Chamber, before taking office, shall take and subscribe an oath in the following form:

“I swear that I will faithfully and truly perform my duty as a Director of the Prairie Sky 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 objects for which the Prairie Sky Chamber of Commerce was constituted according to the true intent and meaning of the same. I so swear”.

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 OF DIRECTORS

The Chamber will indemnify and save harmless every Director and former Director; 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” 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.

5.16 LIABILITY OF DIRECTORS

Every Director and Officer of the Prairie Sky 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.

5.17 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.
- 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.

SECTION 6 **COMMITTEES**

6.1 COMMITTEE SELECTION

At the first regularly scheduled meeting following the Annual General Meeting the Directors shall decide upon any committees to be organized, as set out in section 5.11. Committees may also be organized at any other time as decided by the Directors.

6.2 COMMITTEE HEAD

Each committee shall appoint a Committee Head from their committee. The Committee Head

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

6.3 TERM

The term of the committees and Committee Heads shall be one year but may be extended from time to time as decided by the Directors.

SECTION 7 **EXECUTIVE**

7.1 EXECUTIVE COMMITTEE ELECTIONS

The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board at the first regularly scheduled meeting following the Annual General Meeting. Executive Committee members will be selected from among the elected Directors.

7.2 EXECUTIVE COMMITTEE

The Chair, Vice-Chair, Secretary, and Treasurer shall form the Executive Committee, and may also include the Past-Chair. 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 each of the Executive Committee Members shall be two years. One-half of the Executive Committee Members shall have terms of office terminating in even numbered years and one-half of the Executive Committee Members shall have terms of office terminating in odd numbered years.

7.4 DUTIES OF THE CHAIR

The Chair shall, with the Vice-Chair, Secretary or Executive Director, sign all papers and documents requiring signature on behalf of the Chamber unless someone else is designated by the Executive.

It shall be the duty of the Chair to present a general report of the activities of their year in office at each Annual Meeting during their terms.

The Chair shall be an ex-officio member of all Committees.

The Chair shall preside at meetings of the Chamber and Executive. They shall regulate the order of business at such meetings and receive and put lawful motions and communicate to the meeting what they may think concern the Chamber.

7.5 DUTIES OF THE VICE-CHAIR

In the absence of the Chair, the Vice-Chair shall preside at meetings of the Chamber. They shall regulate the order of business at such meetings and receive and put lawful motions and communicate to the meeting what they may think concern the Chamber.

7.6 EXECUTIVE MEETINGS

The Executive shall meet from time to time as may be necessary to carry on the business of the Chamber. The Chair 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.

7.5 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.

SECTION 8 **SECRETARY AND TREASURER**

8.1 TREASURER DUTIES

In the absence of an Executive Director, the Treasurer shall have charge of all funds of the Chamber and shall deposit or cause to be deposited the same in a Chartered Bank or Credit Union selected by the Board. Out of such funds they shall pay accounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and publish a reviewed statement thereof for each fiscal year for approval by the Board. This reviewed statement shall be available to any Member of the Chamber upon request and shall be presented to a meeting of the membership. The Chair, the Vice-Chair the Treasurer and the Executive Director, shall be a signing authority on any bank accounts of the Chamber, with any two of these four being authorized to sign for the Chamber, unless otherwise appointed by the Executive Committee.

The Treasurer will provide financial oversight to the Executive Director and will assist in establishing and maintaining the annual budget.

8.2 SECRETARY DUTIES

The Secretary shall be responsible to the Board for the general control and management of business affairs. They shall be responsible for keeping general records of the Chamber, conducting its correspondence, retaining copies of all official letters and preserving all official documents, and shall perform all such other duties as properly appertain to her/his office. They shall, with the Chair or any assigned Director by the Board, sign all papers and documents requiring signature or execution on the Chambers behalf. They shall maintain an accurate record of proceedings of the Chamber and of the Executive Committee. They shall be responsible for taking minutes or having someone take minutes at the Board meetings.

SECTION 9 EXECUTIVE DIRECTOR

9.1 EXECUTIVE DIRECTOR

The Prairie Sky Chamber of Commerce shall employ an Executive Director who shall be a non-voting member of the Board. The Executive Director shall be remunerated as agreed by the Board. If the Executive Director is a member of the Chamber, they shall be entitled to vote at any meeting other than the Board or Executive meetings.

9.2 DUTIES The Executive Director shall be responsible to the Board for the general control and management of business affairs. Together with the Secretary and Treasurer, they shall be responsible for keeping general records of the Chamber, conducting its correspondence, retaining copies of all official letters and preserving all official documents, and shall perform all such other duties as properly appertain to her/his office. The Executive Director shall have charge of all funds of the Chamber. They shall pay accounts approved by the board and keep a regular account of the income and expenditures of the Chamber to the board. They shall, with the Chair or any assigned Director by the Board, sign all papers and documents requiring signature or execution on the Chambers behalf. They shall maintain an accurate record of proceedings of the Chamber and of the Executive Committee. They, together with the Chair, the Vice-Chair, and the Treasurer, shall be a signing authority on any bank accounts of the Chamber, with any two of these four being authorized to sign for the Chamber.

SECTION 10 ANNUAL MEETING

10.1 TIME OF ANNUAL MEETING

The Annual Meeting of the Chamber shall be held within 90 days of the end of the fiscal period at the time and place determined by the Board.

10.2 QUORUM AT ANNUAL MEETING

A quorum will consist of at least 10 Members.

10.3 NOTICE OF ANNUAL MEETING

Notice of the Annual Meeting shall be sent to each Member by fax, 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.

10.4 LOCATION

The usual place of meeting shall be within the City of Warman or the City of Martensville.

10.5 MINUTES

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

10.6 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 **BOARD MEETINGS**

11.1 NOTICE NOT REQUIRED

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

11.2 REGULAR MEETINGS

The Board shall meet at least once a month, except for the months of July and August, in which only one meeting will be required during those two months, and from time to time as may be necessary on the business of the Chamber. The Board meetings may be summoned by the Chair or any three members of the Board. Upon receipt of such summons, the Secretary, or failing her/him, the Chair, shall give notice to the members of the Board by fax, phone, email or telephone message. Such notice shall be effective if given prior to 5:00 pm on the day prior to the date set for the meeting.

11.3 ALTERNATIVE TO MEETING

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

11.4 QUORUM

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

11.5 MINUTES

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

11.6 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 Chair shall only cast a vote in the event of a tie vote of the other Directors.

SECTION 12 **SPECIAL MEETINGS**

12.1 REQUIREMENTS TO CALL

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

12.2 NOTICE OF SPECIAL MEETING

Upon receipt of a summons to call a Special Meeting, the Secretary, or failing her/him, the Chair, may provide notice to each Member of the Chamber. Notice of the Special Meeting shall be sent to each Member by fax, 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.

12.3 QUORUM AT SPECIAL MEETING

A quorum will consist of at least 10 Members.

12.4 LOCATION

The usual place of a Special Meeting shall be the City of Warman or the City of Martensville.

12.5 MINUTES

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

12.6 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 13 **CONFLICT OF INTEREST**

13.1 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.

13.2 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 they have, or has the appearance of having, a personal, professional or financial interest until it is determined if the Director is entitled to participate.

13.3 BOARD DECISION

If it is unclear if the Director is in a conflict position, the other Directors shall vote on whether the Director in apparent conflict is in fact in conflict. A simple majority of the Directors entitled to vote shall decide.

13.4 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 14 BUSINESS OF CHAMBER

14.1 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 under five hundred dollars (\$500.00) the Board may but is not required to get quotes.

14.2 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 ten percent (10%) or less, then the Chamber shall favor a Member over the non-Member.

14.3 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.

14.4 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 15 GENERAL

15.1 HEADINGS

The headings to the clauses in these By-laws 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 By-laws.

15.2 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.

15.3 FISCAL YEAR

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

15.4 AUDITORS AND ACCOUNTANTS

The Members of the Corporation may resolve not to appoint an auditor, with the vote being passed by at least two-thirds of those who vote on the resolution at each Annual General Meeting, in accordance with the provisions of *The Non -Profit Corporations Act, 1975*. An accountant shall be appointed at the Annual Meeting and they shall review the books and accounts of the Chamber at least once in each year and produce financial statements for the members. Notwithstanding the foregoing, the Members of the Corporation. may resolve not to appoint an Accountant to conduct a review of the Financial Statements of the Corporation with the vote being passed by at least two-thirds of those who vote on the resolution at each Annual General Meeting, in accordance with the provisions of *The Non -Profit Corporations Act, 1975.*,

15.5 PARLIAMENTARY PROCEDURE

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

15.6 INSURANCE

The Chamber shall maintain director's liability insurance.

15.7 BYLAW AMENDMENTS

The Bylaws of the Corporation may be amended at any duly authorized meeting of the Membership by 2/3rds of the votes cast by Voting Representatives present at such meeting, provided that minimum notice of the amendment has been given to all Members entitled to attend and vote at such meeting.

15.8 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 Prairie Sky 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.

SECTION 16 **EFFECTIVE DATE**

16.1 These Bylaws were adopted by the Board of the Corporation on November 8, 2017, and revised at the Annual General Meeting by the Membership on November 6, 2024.