



---

# LAC DU BONNET & DISTRICT CHAMBER OF COMMERCE BY-LAWS

---

Revision Adopted February 26, 2026

# Lac Du Bonnet and District Chamber of Commerce BY-LAWS

## Revision Adopted February 26, 2026

### I. GENERAL

- 1.01 Definitions - In the by-laws of the Corporation, unless the context suggests otherwise.
- "The Board" means the board of directors of the Association;
  - "By-law" means this by-law and all other by-laws of the Association;
  - "Meeting of members" includes an annual meeting of members or a special meeting of members; and
  - "Special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
  - "Act" means the Manitoba Corporations Act.
- 1.02 Name – The name of the Association shall be the "Lac Du Bonnet and District Chamber of Commerce" and is hereafter referred to as "the Chamber".
- 1.03 Mission & Objectives – The Lac du Bonnet and District Chamber of Commerce work together members, partners, and the community to create opportunities, support businesses, and contribute to a thriving community.
- 1.04 Location - The head office of the Chamber shall be in Lac Du Bonnet, in the province of Manitoba.

### II. MEMBERSHIP

- 2.01 Membership to the Lac Du Bonnet & District Chamber of Commerce will include all paid members to Chamber.
- 2.02 Voting Rights- all members in good standing shall have voting rights.
- 2.03 Membership Conditions – New members will be accepted into the Chamber upon receipt of completed application and required payment of fees. Membership in the Chamber shall be available to businesses, non-profit organizations and citizens interested in furthering the Chamber's mission and that meet the following membership conditions:
- completed application form;
  - pay appropriate membership fee;
  - support the aims and objectives of the Chamber; and
  - exhibit respectful behaviour to association members and the public.
- The board shall have authority to grant or deny membership in the Chamber to any potential member for any reason that the board in its sole and absolute discretion considers to be

reasonable, having regard to the purpose of the Chamber. Refusal of membership will be provided with written explanation, and the candidate may address board concerns and request reconsideration.

- 2.04 Classes of Membership- There will be two classes of membership, paid and complimentary. A paid member of the Chamber includes any member who joins as a business owner or representative in the community. Complimentary members are classified as local community governments and non-profit organizations that contribute to the social and economic success of the community.
- 2.05 Rights - Each member, who are 18 years of age or older, shall be entitled to receive notice of, attend, vote and receive minutes of all meetings of the members of the Chamber. Each member has the right to seek election to the board of directors. Upon requests members may access minutes of board meetings.
- 2.06 Membership Fees – The board shall set membership categories and corresponding fees as the board deems necessary. Members shall be notified in writing of the membership dues owing, and if not paid within ninety days, the members in default shall automatically cease to be members of the Chamber. The membership fee shall cover one calendar year from the date of annual payment, unless otherwise adjusted by the board.
- 2.07 Resignation - Members may resign at any time by delivering written notice to Chamber. The effective date of a member’s resignation shall be as stated on the written resignation.
- 2.08 Termination of Membership – A membership and corresponding rights in the Chamber are terminated when:
- a. the member resigns through written notice;
  - b. the member fails to renew his membership and pay the required fees;
  - c. exhibits disrespectful behaviour to association members and the public; or
  - d. the Chamber is dissolved.
- 2.09 Notice of Termination- If the board deems a termination of a member to be required, a board motion and written notice will be provided to the member, and no refund will be given.

### III. MEETINGS OF MEMBERS

- 3.01 Annual Meeting - The annual meeting of members shall be held no later than six (6) months following the financial year-end. Every annual meeting of members will include the annual financial statements, annual operating reports, and the board election. At this time the Annual Financial Report and Annual Activities Report will be presented to the membership. Should members deem necessary, they may by motion, appoint an external party to review the financial records of the chamber.

- 3.02 Special Meetings of Members - The board or president have authority to call a special meeting of members at any time. A special meeting of members may also be called by the members upon written requisition of at least 20% voting members.
- 3.03 Place of Meetings - Meetings of members shall be held at a pre-determined location in Lac du Bonnet and District that the board determines.
- 3.04 Persons Entitled to be Present - The only persons entitled to be present at a meeting of members shall be members of the Chamber in good standing and the directors of the Chamber. Any other person may be admitted only on the invitation of the chairperson of the meeting or with consent approved at the meeting.
- 3.05 Notice of Meetings - Notice of the time and place of each meeting of members shall be provided no less than fourteen days before the date of the meeting to each member, and director. Notice of any meeting of members where special business will be transacted shall state the nature of such business and shall state the text of any special resolution to be submitted to the meeting.
- 3.06 Method of Giving Notices - Any notice shall be sufficiently given if:
- a. delivered personally;
  - b. mailed or delivered to a recorded address;
  - c. telephoned or provided voice message; or
  - d. sent by electronic e-mail.
- 3.07 Chairperson and Secretary - The chairperson of any meeting of members shall be the president, or in the president's absence, the vice-president. If the president and the vice-president are both absent, then the voting members present shall choose one of their number to be chairperson. If the secretary of the Chamber is absent, the chairperson shall appoint a member to act as secretary of the meeting.
- 3.08 Quorum - A quorum for the transaction of business at any meeting of members shall be a minimum of 25% of members present and must include at least three board directors. If a quorum is present at the opening of any meeting of members, the members present or represented may proceed with the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present may table the meeting to another fixed time and place but may not transact any other business.
- 3.09 Right to Vote - Each member over the age of 18 years of age and present at a meeting shall have the right to exercise one vote. The chairperson of the meeting is entitled to vote but may choose to abstain unless their vote will change the outcome of the vote.
- 3.10 Votes to Govern - At any meeting of members every question shall, unless otherwise provided by the Act or the by-laws, be determined by a majority of votes. Any question at a meeting of

members shall be decided by a show of hands. A verbal declaration by the meeting chairperson stating the resolution and the voting result will be made. An entry in the minutes of the meeting to that effect shall be sufficient proof of the result.

- 3.11 Ballots - The chairperson, or any voting member present may ask that a vote on any question be conducted by written ballot. All requests for a ballot vote will be awarded.
- 3.12 Adjourned Meeting - The chairperson at a meeting of members may, with the consent of the meeting adjourn the meeting to reconvening at another time and place. If a meeting of members is adjourned notice of the rescheduled meeting shall be given again.
- 3.13 Minutes - Each member shall receive a copy of minutes from each member meeting.
- 3.14 Parliamentary Authority - The conduct of business meetings of the board shall be guided by Roberts Rules of Order.
- 3.15 Safeguards – The board shall take reasonable steps to ensure that the assets of the Chamber are safeguarded against loss from unauthorized use or disposition. Should the board deem necessary, they may by motion appoint an external party to review the financial records of the Chamber.

#### IV. DIRECTORS

- 4.01 Number of Directors - The board shall consist of a minimum of 3 directors and a maximum of 15 directors.
- 4.02 Qualification - To qualify for election, directors must be a member in good standing of the Chamber, at least 18 years of age, with power under law to contract. The additional qualifications must also be met.
  - a. support the aims and objectives of the Chamber;
  - b. contribute talents to benefit the association;
  - c. exhibit respectful behaviour to association members and the public;
  - d. respect associated rules and regulations; and
  - e. contribute to the success of the association
- 4.03 Election - The board election will occur at the annual meeting of members. If an election of directors is not held at the proper time, the current directors will continue in office until their successors are elected. All voting members have the right to run for election to the board and will receive prior notice of the election by the Nominating Committee. Members seeking election to the Board will either be presented by the Nominations Committee or nominated from the floor at the annual meeting of members. The number of directors to be elected at each annual meeting shall be within the minimum and maximum number of directors. Directors shall be elected by the voting members in attendance at each annual meeting of members.

- 4.04 Appointment – Associated local organizations shall have the right to appoint one director to the Chamber and to remove said director with or without cause at any time. Each organization shall designate its director by resolution provided in writing to the Chamber by December 1<sup>st</sup> of each year. Such resolution shall be conclusive proof that the director has the authority to act on behalf of the organization. The appointment will remain in place until the Chamber receives a notice in writing which confirms that the organization has revoked the director's appointment, or has appointed a new director. If an organization has not appointed a director by December 1<sup>st</sup>, or has not requested an extension in writing by December 1<sup>st</sup>, the seat will be deemed vacant. The following organizations shall have the right to appoint a director annually to the Chamber:
- a. Town of Lac du Bonnet
  - b. Rural Municipality of Lac du Bonnet
- 4.05 Term of Office – The term of office will be one year or until the next annual member meeting and board election. There are no maximum number of terms that a director may serve.
- 4.06 Removal of Director – A director will be removed from the board by resolution passed at a board of directors meeting if any of the following circumstances occur:
- a. the member dies;
  - b. the member resigns through written notice;
  - c. the member fails to renew their membership and pay the required fees;
  - d. the director ceases to qualify for election as a director;
  - e. the director fails to attend three consecutive meetings of the board without just cause;
  - f. the Chamber is dissolved.
- 4.07 Vacation of Office - The vacancy created by such a removal may be left vacant until the next annual member meeting so long as the minimum number of directors is still met. The vacancy may also be filled for the remainder of the term by appointment of the board by resolution at a meeting of directors.
- 4.08 Board Responsibilities - The property and business of the Chamber shall be managed by the board of directors. The powers given to the Chamber by its bylaws and member resolutions may be exercised by the board at any meeting at which a quorum is present. All officers and committees shall be responsible and subject to the direction and control of the Board. The board, as delegates of the members, is responsible for oversight of the Chamber on behalf of the members. The board main responsibilities are:
- a. to govern the Chamber to ensure that the mission is implemented effectively and ethically;
  - b. to support the Chamber and ensure that it has sufficient resources to carry out its work;
  - c. financial oversight; and
  - d. to ensure effective transfer all relevant information and documentation related to the Chamber operations within 4 weeks of transition of directors and officers (i.e. banking records, financial reports, communication systems, etc.).

- 4.09 Agents and Attorneys - The board may appoint agents or attorneys for the Chamber. The board may give to such agents and attorneys whatever powers it determines are necessary.
- 4.10 Remuneration and Expenses - Directors shall serve without remuneration for their services. No director shall directly or indirectly receive any profit from his or her position. The directors shall only be reimbursed for travel and other expenses properly incurred by them in the performance of their duties. Nothing in these by-laws shall preclude any director from applying to serve the Chamber in another capacity outside of director responsibilities and receiving reasonable remuneration for his or her services, providing the conflict-of-interest rules outlined in Section 4.11 are adhered to.
- 4.11 Conflict of Interest - A director is deemed to have a conflict of interest when a contract or transaction that the Chamber is involved with may directly or indirectly benefit the director. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:
- a. the interest of such director is fully disclosed to the board of directors;
  - b. no interested director may vote, discuss or have influence on the matter or be counted in determining the existence of a quorum at the meeting of directors at which such matter is voted upon;
  - c. any transaction in which a director has a financial or personal interest shall be duly approved by directors not connected as being in the best interests of the organization;
  - d. payments to the interested director shall be reasonable and shall not exceed fair market value; and
  - e. the minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## V. MEETINGS OF DIRECTORS

- 5.01 Calling of Meetings - Meetings of the board may be called by the president, the vice-president, or any three directors at any time. Meetings shall be held at whatever time and place the president or board determines. A minimum of six meetings of directors per year will be conducted.
- 5.02 Regular Meetings - The board will hold regular meetings of the board at a place and hour to be named as agreed to by the board. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed. No other notice shall be required for a regular meeting except where the Act requires the meeting's purpose or business to be specified.
- 5.03 First Meeting of New 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 the directors were elected.

- 5.04 Place of Meetings - Meetings of members shall be held at a pre-determined location in Lac du Bonnet and district that the board determines.
- 5.05 Notice of Meetings - Notice of the time and place of each meeting of directors shall be provided no less than seven days before the date of the meeting to each director. Notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting.
- 5.06 Method of Giving Notices - Any notice shall be sufficiently given if:
- a. delivered personally;
  - b. mailed or delivered to a recorded address;
  - c. telephoned or provided voice message; or
  - d. sent by electronic e-mail.
- 5.07 Meetings Without Notice - A board meeting may be held without notice at any time and place permitted by the Act if all the directors entitled to vote are either present in person or duly represented, or if those who are not present or represented consent to such meeting being held. At such a meeting any business may be transacted which the Chamber at a board meeting may transact.
- 5.08 Chairperson - The chairperson of any meeting of the directors shall be the president, or in the president's absence, the vice-president. If the president or vice-president are both not in attendance, then the directors present shall choose one of their directors to chair the meeting.
- 5.09 Quorum - A quorum for the transaction of business at any meeting of the board shall consist of a majority of elected directors. If a quorum is present at the opening of any meeting of directors, the directors present or represented may proceed with the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of directors, the directors present may table the meeting to another fixed time and place but may not transact any other business.
- 5.10 Right to Vote - Each elected director and present at a meeting shall have the right to exercise one vote. The chairperson of the meeting is entitled to vote but may choose to abstain unless their vote will change the outcome of the vote.
- 5.11 Votes to Govern - At any meeting of directors every question shall, unless otherwise provided by the by-laws, be determined by a majority of votes. Any question at a meeting of directors shall be decided by a show of hands. A verbal declaration by the meeting chairperson stating the resolution and the voting result will be made. An entry in the minutes of the meeting to that effect shall be sufficient proof of the result.
- 5.12 Ballots - The chairperson, or any voting director present may ask that a vote on any question be conducted by written ballot. All requests for a ballot vote will be awarded.

- 5.13 Participation by Communication Devices - A director may participate in a meeting of directors or committee by means of telephone or other communication device that permits all persons participating in the meeting to hear each other. A director participating in the meeting by alternative communication means is deemed to be present at the meeting.
- 5.14 In Camera - Directors may on occasion, request that the work of the board or committees be held in-camera or closed. Upon agreement from the chair, meetings can be moved in-camera. Minutes of in-camera meetings will not be maintained. Any motions or actions resulting from in-camera discussions will be ratified in an open meeting. In-camera actions will normally be limited to matters of personnel, confidential business matters, or personal matters. At the discretion of the board, staff may be excluded from all or portions of in-camera sessions.
- 5.15 Adjourned Meeting - The chairperson at a meeting of directors may, with the consent of the meeting adjourn the meeting to reconvening at another time and place. Notice of an adjourned meeting of the Board is not required if the time and place of the rescheduled meeting is announced at the original meeting.
- 5.16 Minutes - Minutes of the meeting of directors shall be available to any member in good standing upon written request. The board has the authority to redact sensitive information.

## VI. COMMITTEES AND ADVISORY BODIES

- 6.01 Committee Formation – The board may appoint, through board resolution, any standing or ad hoc committee, as it deems necessary to help carry out the work of the Chamber. Committees may be delegated any of the powers of the Board. The Nominating Committee and Executive Committee will be deemed standing committees of the Board. Ad hoc committees will be established for a specific function and time period.
- 6.02 Member Removal and Replacement - Any committee member may be removed by resolution of the board. The vacancy created by such a removal may be filled by resolution of the board.
- 6.03 Advisory Bodies - The Board may appoint advisory bodies as it deems necessary to help carry out the work of the Chamber.
- 6.04 Nominating Committee – The Nominating Committee shall be composed of a minimum of two directors and the Administrator as designated by board resolution. The Nominating Committee shall be responsible to survey membership and bring forward nominations for directors to the board at each annual member meeting.
- 6.05 Executive Committee – The Executive Committee shall be composed of the duly elected officers of the Chamber, those being president, vice president, secretary and treasurer. Officers shall be designated by board resolution to be responsible to monitor the effectiveness of the Chamber in achieving its stated goals and objectives.

- 6.06 Procedure of Committee Meetings – Unless otherwise determined by the board, each committee and advisory body has the power to elect its chairperson and to regulate its procedure.
- 6.07 Remuneration and Expenses – Committee members shall serve without remuneration for their services. Committee members shall only be reimbursed for travel and other expenses properly incurred by them in the performance of their duties.

## VII. OFFICERS

- 7.01 Powers, Duties and Appointments - At the first meeting of directors that follows the annual director election, the board shall elect officers from the directors which include a president, vice-president, secretary, treasurer and whatever other officers the board may determine. The board may specify the responsibilities and duties of officers appointed. The board may also delegate to any officers so appointed the power to manage the business and affairs of the Chamber, in accordance with this by-law. Officers must be a duly elected director of the Chamber. A director may hold more than one office. If any officer is not elected, the duties of that officer shall be carried out by another officer, director, or agent as determined by the board.
- 7.02 President - The president shall, subject to the authority of the board, have general supervision of the affairs of the Chamber. The president shall have whatever other powers and duties the board specifies, which include:
- a. Providing leadership to the board in upholding and enforcing the by-law of the Chamber.
  - b. Acting as chairperson of any meeting of the directors and or members.
  - c. Setting the agenda for meetings of the board and/ or the members.
  - d. Presenting the annual report to the general membership for acceptance at the Chamber's Annual General Meeting.
  - e. Providing direct supervision and guidance to the administrator.
- 7.03 Vice-President - The vice-president shall, during the of the president, hold the powers and duties of that office. The vice-president shall have whatever other powers and duties the board specifies, which include:
- a. Presiding over the meeting in the absence of the president.
  - b. Assisting the president as necessary.
- 7.04 Secretary - The secretary shall have whatever other powers and duties the board specifies, which include:
- a. Ensuring the minutes of all meetings and correspondence have been prepared and distributed in a timely manner.
  - b. Overseeing the upkeep of general records, and books belonging to the Chamber.
  - c. Keeping written record of all meetings of directors, members and committees.

- 7.05 Treasurer -The treasurer shall have whatever other powers and duties the board specifies, which include:
- a. Making sure financial reports are accurate, current, and supported by proper documentation.
  - b. Reporting to the board and the membership on accounts and financial position of the Chamber.
  - c. Keeping proper accounting records of the financial activities of the Chamber.
  - d. Overseeing the deposit of money, safekeeping of securities and disbursement of the funds of the Chamber.
- 7.06 Oversight of the Administrator – The board is responsible for hiring and oversight of the Administrator. The oversight of the hired Administrator will be channeled through the President or duties delegated to other directors.
- 7.07 Term of Office – The term of office for officer positions will be one year or until the first board meeting following the annual member meeting and board election. There are no maximum terms that an officer can serve. Each officer appointed by the board shall hold office until either the officer’s successor is appointed, the officer resigns their position, or the director is removed from the board subject to conditions set forth in Section 4.06.
- 7.08 Vacation of Office - The vacancy of an officer position may be left vacant until the next term so long as a minimum of three officers remain. The vacancy may also be filled by another director for the remainder of the term through an election held by the board of directors.

## VIII. FINANCE

- 8.01 Financial Year End - Unless changed by the board, the financial year of the Chamber shall end on the last day of December each year.
- 8.02 Banking Arrangements - The Chamber shall deal with whichever banks, trust companies or other organizations the board of directors determines. The board may, by resolution, designate and authorize an appropriate director or directors, officer or officers, or other person or persons to transact financial business on behalf of the Chamber pursuant to such agreements and instructions as the board may from time prescribe or authorize including the use of a credit card or electronic banking.
- 8.03 Signing Authority – Signing authorities will be determined by resolution of the board of directors. All payments, contracts, or instruments in writing will require signatures of two signing authorities. Any two signatures will be required for signing purposes. Signers have the right to review corresponding documentation for expenses and refuse to sign if proper documentation is not provided.
- 8.04 Fundraising – The board shall take the necessary steps to enable the Chamber to acquire,

accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind for the purpose of furthering its objects. All funds received through grants, contributions, donations, revenues, interest or fundraising shall be deposited in their entirety to the credit of the Chamber's operational account at the financial institution selected by the Chamber. Should the funds in the operational accounts prove to be in excess of the Chamber's operational needs, these excess funds may be transferred into an interest-bearing certificate, account or investment, with all principal and interest being returned to the Chamber's operational account upon maturity.

- 8.05 Safeguards – The board shall take reasonable steps to ensure that the assets of the Chamber are safeguarded against loss from unauthorized use or disposition. Should the board deem necessary, they may by motion appoint an external party to review the financial records of the Chamber.

## IX. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 9.01 Limitation of Liability - Every Director and officer of the Chamber in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest 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 shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted or performed by the director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any director or officer from the duty to act in accordance with the by-law and regulations, or from any liability arising from a breach of such a duty.
- 9.02 Indemnity – The Chamber shall indemnify a director or officer; a former director or officer; or a person who acts or acted at the Chamber's request, against all expenses reasonably incurred by the director or officer in respect of any action or proceeding to which the officer or director is made a party by reason of being or having been a director or officer of the Chamber if:
- a. the director or officer acted honestly and in good faith with a view to the best interests of the Chamber; and
  - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

## X. AMENDMENTS

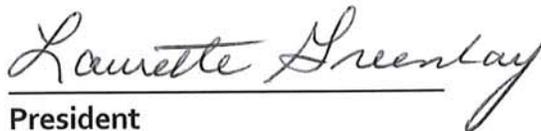
- 10.01 Amendment of By-laws - Any existing by-law of the Chamber may be repealed or amended when passed by at a 2/3 majority of the members at a duly constituted meeting of members. All members will be provided a minimum of fourteen days written notice of bylaw amendments along with the notice of the meeting.
- 10.02 Secondary Rules and Regulations - The board may establish secondary rules and regulations not inconsistent with these by-laws relating to the management and operation of the Chamber.

## ARTICLE XI - DISSOLUTION

- 11.01 Dissolution – In the event of the dissolution or winding up of the Chamber, and after payment of all outstanding debts, liabilities, and expenses properly incurred, any remaining assets shall be transferred to one or more organizations with similar objectives or purposes. The recipient organization(s) will be determined by the members at the final membership meeting.

CERTIFIED to be By-Laws of the Lac du Bonnet Chamber of Commerce, as enacted by the members of the Chamber by resolution on the 26<sup>th</sup> day of February 2026.

Dated the 26<sup>th</sup> day of February 2026.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Vice President