

## **Prescott and District Chamber of Commerce BY-LAWS**

### **ARTICLE 1 - NAME AND OBJECT**

1. The name of this organization shall be the Prescott and District Chamber of Commerce.
2. Meetings shall be held in South Grenville.
3. The Prescott and District Chamber of Commerce shall be non-sectional and non-sectarian and politically non-partisan.
4. The Object of the Prescott and District Chamber of Commerce shall be:
  - 1) To be the recognized voice of business committed to the enhancement of economic prosperity in Prescott and District.
  - 2) To promote policies and programmes which will recognize individual initiative, the competitive enterprise system and the ability of the private sector to make a significant contribution to the economic, social, and cultural quality of Prescott and District.
5. To meet the stated objectives, the Chamber shall:
  - a) Provide a forum for the deliberation of the views and opinions of its organization members on matters of significance.
  - b) Participate in the development of public policy which supports economic growth.
  - c) Promote business excellence in and through private enterprise.
  - d) Provide leadership to members through actions on their behalf and through seeking their feedback.
  - e) Strengthen the organization through increasing its membership and resource base.

### **ARTICLE 11 - INTERPRETATION**

1. For the purposes of these by-laws, unless context requires otherwise, the words:
  - a) The Board shall refer to the Board of Directors of the Prescott and District Chamber of Commerce.
  - b) The President shall refer to the President of the Board of Directors of the Prescott and District Chamber of Commerce.

- c) The Chamber shall mean the Prescott and District Chamber of Commerce.
- d) Director shall refer to a member of the Board of Directors of the Prescott and District Chamber of Commerce.
- e) Government shall mean the Government of the Province of Ontario.
- f) Organization Member shall mean a member Prescott and District Chamber of Commerce in good standing.
- g) President shall mean the duly elected President of the Prescott and District Chamber of Commerce.
- h) President Elect shall mean the duly elected President Elect of the Prescott and District Chamber of Commerce.
- i) Treasurer shall mean the duly appointed Treasurer of the Chamber.
- j) Secretary shall mean the duly appointed Secretary of the Chamber.
- k) Province shall refer to the Province of Ontario.
- l) Standing Committee shall mean a continuing committee of the Prescott and District Chamber of Commerce which has been approved by the Board to function for a period of not less than one Chamber year.
- m) Wherever the word District occurs in these bylaws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (R.S. c. 124. s1),
- n) The Chamber shall be comprised of the members, the Board and all other committees.
- o) The offices of the Chamber shall be situated in South Grenville.

### **ARTICLE III - MEMBERSHIP OF THE CHAMBER**

1. Membership shall be applied for by written application stating agreement to abide by the provisions of these By-Laws. Upon approval of the Board of Directors, the applicant shall become a member and shall have all of the rights of, and be subject to all the obligations of membership.

Corporations, associations, society, partnerships or firms associated with the business or professional life of, and operating within the District shall be eligible for membership in the Chamber, along with individuals associated with the business or professional life of the

District, and persons directly or indirectly engaged or interested in trade or commerce, or in the progress and welfare of the District.

3. At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
4. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of members by action of the Board.
5. Any member who intends to retire therefrom or to resign their membership may do so at any time, upon giving to the Secretary ten (10) days notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice.
6. The Board may remove from the roll of members the name of any new member failing to pay their annual dues within thirty (30) days of their admission, or of any other member who fails to pay such dues within three (3) months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
7. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Board of Directors. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
8. Any member of the Chamber may be expelled by a two-thirds vote of the Board.

#### **ARTICLE IV - DUES AND ASSESSMENTS**

1. Dues of an applicant for membership shall accompany the application, and shall be payable annually thereafter.
2. The dues of all members shall be determined by the Board, subject to the approval of the Annual General Meeting whenever a change in the original amount is involved.
3. Membership shall continue from the time of admittance until a member has resigned or has been removed from the roll of members by the Board.
4. Should the funds of the Chamber at any time be insufficient for the purpose of providing the Chamber with the total revenue necessary for effective fulfilment of its programme, a levy may be imposed upon the members sufficient to cover the amount of the deficiency provided that:

- a) Such course of action is approved by a majority vote of the Board and by:
- b) A majority vote of the members present at an Annual or Special Meeting of the Chamber. The notice calling such meeting shall state the nature and amount of the proposed assessment.
- c) All assessments levied shall be due and payable within thirty (30) days of the date of notice of assessment is rendered to the members.

## **ARTICLE V - BOARD OF DIRECTORS**

1. The Board of Directors shall consist of twenty-five (25) directors who shall be elected from among the members each year at the annual general meeting by ballot and shall form the Board.
2. The Officers shall serve for one year, or until their successors are elected.
3. No Officers shall hold the same office for more than two (2) years in succession.
4. The retiring President shall be Ex-Officio, a member of the Board of Directors.
5. Interim vacancies among the Board of Directors may be filled by appointment of the Board.
6. Where a member of the Board of Directors is absent from three (3) consecutive meetings of the Board, the Board may remove that Director and appoint a member of the Chamber in their place.
7. Any Officer may be suspended from their office or have their tenure of office terminated if in the opinion of the Board of Directors they are grossly negligent in the performance of their duties, providing however, that any Officer so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next general meeting.
8. The Board of Directors shall have the general power of administration. It may 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 vote of a majority of members present at any general meeting.
9. The Board shall, in addition to the powers hereby expressly conferred on it have such 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 Board of Trade Act.
10. Any seven (7) or more members of Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

11. The Board shall frame such by-laws, rules and regulations as appear to it, best adapted to promote the welfare of the Chamber and shall submit them for adoption, at a general meeting of the Chamber, called for that purpose or at the Annual General Meeting.
12. The Board, or, at its request the President, may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter and take such action as the Board may request.
13. The Board may suspend any Committee Chairman from office or have their office terminated for just cause. Any committee may be terminated by the Board.
14. No paid employee of the Chamber shall be a member of the Board. Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.
15. The meetings of the Board shall be opened to all members of the Chamber, who may attend and take part in any of the proceedings, but do not have voting rights.
16. No public announcement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

#### **ARTICLE VI - STATUS AND DUTIES OF OFFICERS**

1. The President shall be the Chief Executive Officer of the Chamber.
2. The President shall preside at all meetings of the Chamber.
3. The President shall be ex-officio, a member of all Chamber Committees.
4. The President shall exercise such authority and perform such duties as the Board, from time to time, may prescribe.
5. The Board, at its first meeting following its election at the annual general meeting, shall elect from among the directors a President-Elect. The President-Elect shall become President of the Chamber immediately following the next annual general meeting.
6. The Board, at its first meeting following its election at the annual general meeting, shall appoint from among the directors a treasurer and a secretary.
7. The President-Elect, shall in the absence of the President preside at all meetings of the Chamber and the Board. The President-Elect of the Chamber shall, have such power and perform such duties as may be assigned by the Board of Directors or by the President **In** the absence of the President, perform the duties of the president and perform such other acts and duties as the Board of Directors may, from time to time, direct.

8. The Treasurer shall keep, or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Chamber. Under direction the Board, control the investment of monies, the safekeeping of securities, and the deposit of funds of the Chamber in a Chartered Bank or Trust Company. Render to the Board and to meetings of the Chamber an account of all the transactions as Treasurer and of the financial position of the Chamber. Render to the Annual Meeting a financial statement of the financial position of the Chamber. Perform such other duties as pertain to the office of Treasurer, or as may be directed by the Board.
9. Funds of the Chamber on deposit with a Chartered Bank of Trust Company shall be withdrawn over the signatures of any two of the Treasurer, the President or President-Elect. The Board may by resolution appoint additional signing officers.

#### **ARTICLE VII - COMMITTEES**

1. The Board, at its first meeting following election, shall appoint Standing Committees or Special Committees, as it may deem advisable, for the promotion and interests of the Chamber.
2. The Board, may at any time appoint Special Committees it may deem advisable for the promotion and interests of the Chamber. The Chair of such Committees shall be appointed by the Board.
3. The duties of Standing and Special Committees shall be such as assigned them by the Board, and all Committees shall report their activities to the Board.
4. Meetings of Committees shall be at the call of the Committee Chairman, and a majority of members shall constitute a quorum.
5. Meetings of Committees shall be open to any member of the Chamber.
6. Committee members alone shall be entitled to vote, or introduce, or second motions of Committees of which they are members.
7. The minutes of all meetings shall be reviewed at the meeting following, and if approved, shall be signed by the Secretary, and the Chairman of the meeting for which the minutes were approved.

#### **ARTICLE VIII - MEETINGS**

1. The Annual Meeting of the Chamber shall be held in the month of January in each year at a time and place determined by the Board. At least two (2) weeks notice of the Annual Meeting shall be given.

2. Regular meetings of the Board of the Chamber shall be held monthly at the time and place designated by the Board. At least one weeks notice of such meetings shall be given.
3. Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three (3) members of the Board, or any ten (10) members of the Chamber. At least one days notice of such meetings shall be given.
4. The Board shall meet from time to time, at least once a month, as may be necessary to carry on the business of the Chamber.
5. Notice of the annual general meeting and all Board meetings, naming the time and place of assembly, shall be given by the Secretary to the last known address of each member as per time provisions outlined above. Such notice shall constitute due and sufficient notice.
6. At any annual or special meeting fifteen (15) members shall be a quorum and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts "which are or shall be directed to be done at any such meeting.
7. Minutes of the proceedings of all meetings shall be entered in books to be kept for that purpose, by the Secretary. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
8. All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

#### **ARTICLE IX - VOTING RIGHTS**

1. Every member in good standing represented at any member meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall in each such case be assigned to individuals.
2. Voting at Board or member meetings shall normally be by show of hand, or if requested by the President, by standing vote. A roll call shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.
3. The presiding officer shall vote only in the case of a tie.
4. Motions or amendments shall be carried at any Board, or member meeting by a majority vote unless otherwise provided in these by-laws.
5. Changes to By-laws may be made, repealed or amended by a majority of the members of the Board, present at any Board meeting. Notice of the intent to repeal or amend by-laws must be given at the previous Board meeting and the changes provided to the Board of Directors for voting at the next Board Meeting. By-law changes must be ratified by the membership at the next annual or special meeting and shall come into effect the following day.

6. Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

#### **ARTICLE X - AFFILIATION**

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

#### **ARTICLE XI - FISCAL YEAR**

1. The fiscal year of the Chamber shall end on the 31st day of December.

#### **ARTICLE XII - AUDITORS**

1. Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and the accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the Secretary-Treasurer at each Annual Meeting and at any other time required by the Board.

#### **ARTICLE XIII - PROCEDURE**

1. Parliamentary procedure shall be followed at all member and Board meetings, in accordance by Roberts Rules of Order Newly Revised.

#### **ARTICLE XIV - NOMINATIONS**

1. At least sixty (60) days prior to the Annual General Meeting of the Chamber the Nominating Committee shall invite nominations from the organization members for the election of Directors.
2. Should the required number of nominees not be nominated by the organization members the Nominating Committee shall have the power to make further nominations necessary to provide a complete slate.
3. Nominations shall be made on forms provided by the Committee, and shall be returned to them not later than four (4) weeks prior to the Annual General Meeting.