

GRAND BEND & AREA CHAMBER OF COMMERCE

Bylaws

Article I – Name and Objectives

- Section 1* The name of this organization shall be the Grand Bend & Area Chamber of Commerce.
- Section 2* The objectives of the Grand Bend & Area Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.
- Section 3* The usual place of meeting shall be in the Municipality of Lambton Shores, at the offices of the Grand Bend & Area Chamber of Commerce or a location selected by the Chamber Board of Directors.
- Section 4* The Grand Bend & Area Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article II – Interpretation

- Section 5* Wherever the words “the chamber” occur in these bylaws, they shall be understood to mean the Grand Bend & Area Chamber of Commerce as a body.
- Section 6* Wherever the words “the executive” occur in these bylaws, they shall be understood to mean the President, Vice-President, Treasurer, Secretary and Past-President of the Board of Directors of the Grand Bend & Area Chamber of Commerce.
- Section 6B* Wherever the words “the Board” occur in these bylaws, they shall be understood to mean the entirety of elected or appointed members serving as directors on the “Board of Directors” of the Grand Bend & Area Chamber of Commerce.
- Section 7* 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. B-8, s. 1.)

Article III – Membership

- Section 8* Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the chamber.
- Section 9* Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the chamber.
- Section 10* Each Member must designate in writing one (1) or more authorized representatives. Each authorized representative: a) exercises the rights and privileges of the member of the chamber, b) may be changed from time to time in

writing, c) is the agent of the member, d) is deemed to be acting for, and authorized to bind, the member.

- Section 11* Admission to membership will occur as follows:
- 1) Prospective member shall attend at the chamber office and complete the membership information form, and pay the set membership fee. If the member meets the criteria for membership, they shall be deemed a member of the chamber.
 - 2) The executive shall be notified of the new members for the previous month at the next regular executive or general membership meeting.
- Section 12* Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the executive.
- Section 13* Any member of the chamber, who intends to retire therefrom or to resign their membership may do so, at any time, upon giving 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.
- Section 14* The executive may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty (30) days of their admission, or of any other member who fails to pay their annual dues within sixty (60) days of the date of which they fall due. Upon such action by the executive, all privileges of membership shall be forfeited.

Article IV – Dues and Assessments

- Section 15* The fee for annual membership shall be such amount as shall from time to time be fixed and prescribed by the Board. The annual membership fee of each member shall become due and payable at the beginning of the fiscal year.
- Section 16* Other assessments may be levied against all members provided they are recommended by the executive and approved by a majority of the members present at a general meeting of the chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

Article V – Nomination and Election of the Board

- Section 17* At least 45 days prior to the close of nominations, the chamber will give notice to its members of the opportunity to nominate the nominees to be elected. The notice will include the procedures to be followed in making a nomination, and the time and date by which nominations must be received by the chamber.
- Section 18* Nominations close 30 days prior to the annual general meeting. The nominating committee will present to the membership at the annual general meeting a list of eligible nominees for election to the Board. The number of nominees on this list must not be less than the number of vacant directorships on the Board to be filled.

Section 19 Voting is by secret ballot. Ballots shall be destroyed immediately after the count. If there is a tie for the last position to be filled, the selection is made by lot, under the discretion of the chair.

Article VI –Directors and Executive

Section 20 A maximum of nine (9) directors shall be elected from among the members each year at the annual general meeting by ballot and shall form the Board. There shall be staggered terms served, in which four (4) of the directors shall commit to a one (1) year term and four (4) shall commit to a two (2) year term, and the retiring president shall be, ex officio (non-voting) a member of the executive. If, in the event that there are not enough members willing to run for election, then the directors who have completed their term, may be allowed to run again for election. The Board will vote for the following positions: President, Vice President, Secretary and Treasurer.

Section 21 Where a member of the Board dies or resigns their office or is absent from three consecutive meetings of the Board, the executive may, at any meeting thereof, elect a member of the Board, in the place of the member who had died or resigned, or is absent. The executive has the power to further remove an director if the member is a representative of a member who becomes a non-member, or is no longer employed by the member.

Section 22 Any officer or director may be suspended from their office or have their tenure of office terminated if, in the opinion of the executive, they are grossly negligent in the performance of their duties, providing however, that any officer or director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the executive directly to the membership at the next general meeting.

Section 23 The Board 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 of Ontario, the local Municipalities, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 24 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the chamber provided, however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act*.

Section 25 Any five (5) or more members of the Board, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the Board.

Section 26 The Board shall frame such bylaws, 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.

Section 27 The executive, or at his/her request, the president, may appoint committees or designate members of the Board, the chamber or others, to examine, consider and report upon any matter or take such action as the executive may request.

Section 28 The executive may suspend any committee chairperson from office or have his/her office terminated for just cause. Any committee may be terminated from the executive.

Section 29 No paid employee of the chamber shall be a member of the Board. Directors of the chamber shall receive no remuneration for services rendered, but the executive may grant any of these said directors reasonable expense monies.

Section 30 The president and vice-president, before taking office, shall take and subscribe before the mayor or before any justice of the peace, and oath in the following form:

"I swear that I will faithfully and truly perform my duty as _____ of the Grand Bend & Area 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 said chamber of was constituted according to the true intent and meaning of the same. So help me God (or affirmation may be sworn)."

Section 31 The meetings of the Board shall be open to all members of the chamber, who may attend, but may not take part in any of the proceedings. However, the Board may meet in camera to discuss sensitive or confidential matters including but not limited to matters affecting the board property, leasehold or real estate interest, litigation, or possible litigation, and personnel matters.

Section 32 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 responsibility.

Section 33 a) The president shall preside at all meetings of the chamber and Board. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the chamber. The president shall, with the secretary, 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 president to present a general report of the activities of the year at the annual meeting.

b) The vice-president shall act in the absence of the president and, in the absence of both of these directors, the meeting shall appoint a chair to act temporarily.

c) 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 selected by the executive. Out of such funds the treasurer shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the Board. He/she

shall make such investment of the funds of the chamber as the Board may direct. He/she shall, with the president, sign all notes, drafts and cheques.

d) The secretary shall be the executive officer of the chamber and shall be responsible to the executive for the general control and management of the chamber's business affairs. He/she shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with the president, sign and when necessary, seal with the seal of the chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the general meetings of the chamber and of the executive. At the expiration of his/her term in office, the secretary shall deliver to the chamber, all books, papers and other property of the chamber.

Article VII- Protection of Directors and Officers

Section 34 The Directors and Officers of the chamber shall be indemnified and saved harmless out of assets and profits of the chamber from and against actions, costs, charges, losses, damages and expenses which they or any of them or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of the performance of their duty as a Director or an Officer except such as a Director or Officer shall incur or sustain as the result of his or her failure to act honestly and in good faith with a view to the best interests of the chamber.

Section 35 The Chamber shall purchase and maintain Directors and Officers insurance for the benefit of a Director or Officer of the chamber.

Article VIII – Meetings

Section 36 There shall be an annual meeting of the Chamber, the purpose of which shall be to report to the members on its financial status and activity. The annual meeting of the chamber shall be held within one hundred and twenty (120) days of the end of the fiscal year.

Section 37 Regular general meetings of the chamber shall be held at the time and place designated by the Board. At least one (1) week's notice of such meetings shall be given.

Section 38 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 (1) day's notice of such meetings shall be given.

Section 39 The Board shall meet a minimum of 10 times per fiscal year or as may be necessary to carry on the business of the chamber.

Section 40 Resolution in Lieu of Meeting: A written resolution, signed by five (5) directors entitled to vote on that resolution at a meeting of the Board, is valid as if it had

been passed at a meeting of the board, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Board.

Section 41 Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. An email notice, sent to the last known email address of each member, shall constitute sufficient notice.

Section 42 At any general meeting, five (5) members shall be a quorum and, unless otherwise specifically provided, a majority of five (5) members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

Section 43 Proxies: At any meeting of members a proxy duly and sufficiently appointed by a member in good standing, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing and shall be acted on only if, at least one business day prior to the time of voting, it is deposited with the secretary of the chamber, or the secretary of the meeting or as may be directed in the notice calling the meeting.

Section 44 Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the secretary.

Section 45 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 46 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

Section 47 Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.

Section 48 Voting at Board or general meetings shall normally be by a show of hands, or if requested by the chair, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled.

Section 49 The presiding director shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding director, the vote of the majority shall decide.

Section 50 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these bylaws.

Action X – Bylaws

Section 51 Bylaws may be made, replaced or amended by a majority of the members of the chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as a minute of the chamber.

Section 52 Such bylaws shall be binding on all members of the chamber, its directors, officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.

Article XI – Affiliation

Section 53 The chamber, at the discretion of the board, shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce, or any other organizations in which membership may be in the interest of the chamber.

Article XII – Fiscal Year

Section 54 The fiscal year of the chamber shall commence on the first day of November in each year.

Article XIII – Auditors

Section 55 The members shall, at each annual meeting, appoint an independent third party authorized to conduct a standard Review Engagement report of the corporation's accounts and financial statements for report to the members at the next annual meeting. The remuneration of the authorized independent third party shall be fixed by the board of directors.

Article XIV – Procedure

Section 56 Parliamentary procedure shall be followed at all general and council meetings accordance with Roberts "Rules of Order".