

MAXVILLE & DISTRICT CHAMBER OF COMMERCE BY-LAWS (Revised September 2010)

ARTICLE I – NAME AND OBJECTIVES

- Section 1* The official name of this organization shall be **The Maxville & District Chamber of Commerce**, however it may also be known as The Maxville & District Chamber of Commerce & Tourism.
- Section 2* The objectives of the Maxville & District Chamber of Commerce shall be to promote and improve trade, commerce and tourism, and the economic, civic and social welfare of the district.
- Section 3* The usual place of meeting shall be in Maxville, Ontario.
- Section 4* The Maxville & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate or party for public office.

ARTICLE II – INTERPRETATION

- Section 5* Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean “**The Maxville & District Chamber of Commerce**” as a body.
- Section 6* Wherever the words “The Council” occur in these by-laws, they shall be understood to mean “The Executive Council of the **Maxville & District Chamber of Commerce**”.
- Section 7* Wherever the word “District” occurs in these by-laws, 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.18, s.1).

ARTICLE III – MEMBERSHIP

- Section 8* The period of membership for all members shall run from 01 September to 31 August of the following year. Categories of membership will be determined by the Council as necessary, from time to time.
- Section 9* Any reputable person, directly or indirectly engaged or interested in trade, commerce or tourism, or the economic and social welfare of the District, shall be eligible for full membership in the Chamber. Individuals who are interested in the economic and social welfare of the District, or the activities of the Chamber, but who have no direct interest in, and do not represent, a business, shall be eligible for associate membership in the Chamber.
- Section 10* Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or tourism, or the economic and social welfare of the District may take out one or more full memberships in the Chamber so long as they designate an individual to represent them for each membership held. Nor organization may hold more than 15% of the total active memberships in the Chamber in any year.

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- Section 11* Any eligible person or organization may apply to become a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
- Section 12* Applications for membership will be reviewed and may be approved by a majority of Council at its next meeting after the application is submitted. Upon approval, such applicants shall henceforth be members of the Chamber and shall have all the rights and be subject to all the obligations of the other members.
- Section 13* 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 Council.
- Section 14* Any member of the Chamber, who intends to retire there from or to resign membership may do so, at any time, upon giving to the secretary ten days notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber at the time of such notice.
- Section 15* The Council may remove from the roll of members the name of any newly enrolled member failing to pay annual dues within thirty days of admission, or of any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Council, all privileges of membership shall be forfeited.
- Section 16* Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote at a General Meeting of the Chamber. Such recognition shall be for a term of one year and may be renewed. Under certain special circumstances, Honorary Membership may be conferred for the life of the recipient. Honorary membership shall include all the privileges of active membership except that of holding office, and is exempt from the payment of dues.
- Section 17* Any member of the Chamber may be expelled by a two-thirds vote of the Council for just cause, providing however, that any member so expelled, shall be at liberty to appeal the decision of the Council directly to the Membership at the next General Meeting.

ARTICLE IV – DUES AND ASSESSMENTS

- Section 18* The annual dues payable by members of the Chamber shall be determined by the Council, subject to the approval of a General Meeting if a change in the amount is involved. The Council may, at its discretion, levy different fees for different levels of membership, waive or reduce fees in specific instances, and authorize promotional discounts.
- Section 19* Other assessments may be levied against all members provided they are recommended by the Council and approved by a majority of the members present at a General

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Meeting of the Chamber. The notice calling such General Meeting shall state the nature of the proposed assessment.

ARTICLE V – OFFICERS AND EXECUTIVE COUNCIL

- Section 20* The Officers shall be: a President, Vice-president, Secretary and Treasurer, who together with a minimum of 4 (four) other members, shall be elected from among members each year at the Annual General Meeting and shall form the Council. They shall remain in office for one year or until their successors shall be appointed but the President and Vice-president shall not hold the same office for more than three years in succession. The retiring President shall be ex-officio, a member of the new Council.
- Section 21* Any individual who is (or who is the designated representative of) a full member may be an Officer. No more than one individual representing a single organization may be an Officer.
- Section 22* Where a member of the Council dies or resigns office, or is absent without cause from three consecutive meetings of the Council, or has been suspended or terminated, the Council may, at any meeting thereof, appoint any member of the Chamber in place of the member who has died or resigned, or is absent, suspended or terminated.
- Section 23* Any Officer or Council member may be suspended or terminated from office, by a majority of Council, at any meeting thereof, providing however, that any Officer or Council member so suspended or terminated, shall be at liberty to appeal the decision of the Council directly to the Membership at the next General Meeting.
- Section 24* The Council shall have the general power of administration. It may make or authorize petitions or representations to 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.
- Section 25* The Council 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 Boards of Trade Act.
- Section 26* Any five (5) or more members of the Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Council.
- Section 27* The Council shall frame such by-laws, rules and regulations as appear to it, best adapted to promote the welfare and objectives of the Chamber, and shall submit them for adoption at a General Meeting of the Chamber called for that purpose.
- Section 28* The Council or, when required, the President, may appoint committees or designate members of the Council, the Chamber or others, to examine, consider and report upon any matter or take such action as the Council may request.

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- Section 29* The Council may suspend any committee chairperson from office, or have the office terminated, for just cause. Any committee may be terminated by the Council.
- Section 30* No paid employee of the Chamber shall be a member of the Council or any committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Council may grant any of these said Officers reasonable expense monies.
- Section 31* The President and Vice-President, before taking office, shall take an oath before a General Meeting, in the following form: "I affirm that I will faithfully and truly perform my duty as (title of Officer) of The Maxville & District Chamber of Commerce & Tourism, and that I will, in all matters, promote the objectives of this Chamber to the best of my ability."
- Section 32* The meetings of the Council shall be open to all members of the Chamber, who may attend and, at the discretion of the chairperson, take part in any of the proceedings, but may not motion, propose amendments or vote.
- Section 33* No public pronouncement in the name of the Chamber may be made unless authorized by the Council or by some person to whom the Council has delegated this authority.
- Section 34*
- a) The President shall preside at all meetings of the Chamber and Council and 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 Council. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.
 - b) The Vice-President shall act in the absence of the President and, in the absence of both of these officers; the meeting shall appoint a chairperson 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 Council. Out of such funds the Treasurer shall pay amounts approved by the Council and shall keep a regular account of the income and expenditures of the Chamber and shall submit statements thereof for presentation to the Annual General Meeting and at any other time required by the Council. The Treasurer shall make such investment of the funds of the Chamber as the Council may direct and shall, with the President (or other designated Officer), sign all notes, drafts and cheques.
 - d) The Secretary shall be responsible to the Council for the general control and management of the Chamber's records, conducting its correspondence, retaining copies of all official documents and performing all such other duties as properly pertain to this office. The Secretary shall, with the President, sign and when necessary, seal with the

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seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Chamber and of the Council. At the expiration of his/her term of office, the Secretary shall deliver to the Chamber all records, papers and other property of the Chamber.

ARTICLE VI – MEETINGS

- Section 35* The Annual General Meeting of the Chamber shall be held in the month of September in each year, at the time and place determined by the Council. At least two weeks' notice of the Annual General Meeting shall be given.
- Section 36* At least two other regular General Meetings of the Chamber shall be held, at the time and place designated by the Council. At least one weeks' notice of such meetings shall be given.
- Section 37* Special General Meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Council, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.
- Section 38* The Council shall meet from time to time (at least bi-monthly) as may be necessary to carry on the business of the Chamber.
- Section 39* Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the Secretary and mailed to the last known address of each member shall constitute sufficient notice.
- Section 40* At any Annual or General Meeting, 30% of the total number of members in good standing 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 meetings.
- Section 41* Minutes of the proceedings of all General and Council meetings shall be entered in records to be kept for that purpose, by the Secretary.
- Section 42* The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 43* All records of the Chamber shall be opened at all reasonable hours to any members of the Chamber, free of charge.

ARTICLE VII – VOTING RIGHTS

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- Section 44* Every member in good standing present at any General Meeting shall be entitled to one vote, provided that each vote of any Association, Corporation, Society, Partnership, or Estate member shall be assigned to a designated individual.
- Section 45* Voting at Council or General Meetings shall normally be by a show of hands or, if requested by the Chairperson, 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 46* The presiding officer shall vote only in case of a tie.
- Section 47* Motions or amendments shall be carried at any Council, or General Meeting by a majority vote unless otherwise provided in these by-laws.
- Section 48* Notwithstanding Section 27, by-laws may also 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 49* Such by-laws shall be binding on all members of the Chamber, its 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 the Minister of Consumer and Corporate Affairs.

ARTICLE VIII – AFFILIATION

- Section 50* The Chamber, at the discretion of the Council, shall have power to affiliate with The Canadian Chamber of Commerce, provincial or regional Chambers, or any other organizations in which membership may be in the interests of the Chamber.

ARTICLE IX – FISCAL YEAR

- Section 51* The fiscal year of the Chamber shall commence on the first day of September in each year.

ARTICLE X – FINANCIAL REPORTING

- Section 52* A financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Council. Auditors may be appointed by the members present at any General Meeting, but no more than once per fiscal year.

ARTICLE XI – PROCEDURE

- Section 53* Parliamentary procedure shall be followed at all General and Council Meetings in accordance with "Rules of Order" by Bourinot.