

Draft Bylaws for The North Dundas Chamber of Commerce

ARTICLE I - NAME & OBJECTIVES

Section 1 - Name

The name of this organization shall be the North Dundas Chamber of Commerce.

Section 2 - Objective & Purpose

The objective of the Chamber shall be to promote commerce, agriculture, industry, tourism and community interest, and also maintain just and equitable business principles.

Section 3 - Neutrality

The Chamber in its activities will be non-partisan and shall not act, take part, or lend its influence to any candidate for Federal, Provincial or Municipal office.

ARTICLE II - INTERPRETATION

Section 4 - Chamber

Whenever the word "Chamber" appears in these Bylaws it will be understood to mean the North Dundas Chamber of Commerce.

Section 5 - Board of Directors

Wherever the word "Board" occurs in these by-laws it shall be understood to mean the Board of Directors of the North Dundas Chamber of Commerce.

Section 6 - District/Area

The territorial boundaries of this District shall be the Township of North Dundas.

ARTICLE III - MEMBERSHIP

Section 7 - Eligibility & Voting Rights

Individual - Any reputable individual directly or indirectly engaged or interested in trade, commerce or the economic welfare of the District shall be eligible for membership in the Chamber. Once membership fee has been paid in full, the individual may hold office and has full voting privileges.

Business - A business membership is a business with an appointed representative or alternate that may hold office and has full voting privileges once membership fees have been paid in full.

Honorary - Persons who have distinguished themselves by some meritorious or public service will have all the privileges and obligations of full membership except that of holding office and payment of dues. Honorary members may be nominated by the Membership Committee and approved by the Board. The Board may revoke an honorary membership at any time.

Section 8 - Disqualification of Members

Any member of the Chamber may be terminated by a two-thirds vote of the Board for conduct unbecoming of a member or prejudicial to the aims or reputation of the Chamber. The vote to terminate will be held at a regularly scheduled meeting. Notice and opportunity for a hearing before the Board will be provided before such action is taken.

Section 9 - Membership Fees/Annual Dues

The annual dues shall be payable by the members as set out and approved by the Board and shall be reviewed annually. Annual Membership dues shall be paid on January 1st of each year. If by March 15th dues have not been remitted, the membership will be considered to have lapsed.

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ARTICLE IV - BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

Section 10 - Board of Directors

The governance of the Chamber, the direction of its affairs and policies and the control of its property shall be vested in the Board of Directors comprised of a minimum of seven (7) and a maximum of nine (9) members which shall be elected annually from amongst the Chamber members each year at the Annual General Meeting. Should the number of Board members fall below the minimum and there is more than 60 days before the next Annual General Meeting a special meeting shall be called to elect new members

Section 11 - Election of Executive Committee, Terms of Office and Quorum

At each Annual General Meeting, following the election of the Board, the Board members shall elect from amongst themselves, persons to serve as President, First Vice-President, Second Vice-President, Secretary and Treasurer who shall then formally be known as the Executive Committee. No executive member may serve more than three (3) consecutive one-year terms of office. Three or more members of the Executive Committee, lawfully met, shall be considered a quorum for the normal transaction of the Executive Committee's business. The immediate past-president shall be an ex-officio of the Executive Committee.

Section 11A - Terms of Office Exception

A member serving on the Board or a member of the Executive may hold a fourth term only if no other member is willing to serve in that capacity.

ARTICLE V - OFFICERS

Section 12 - Duties of the President

The President is to be the chairperson at all meetings of the Chamber and Board. The President shall perform all duties incident to this office and advise such action as may be deemed likely to increase the usefulness of the Chamber. It shall be the duty of the President to present a general report of their activities of the year at the Annual General Meeting.

Section 13 - Duties of the First Vice-President

The First Vice-President will be responsible for ensuring that information is distributed to the membership in a timely manner. This would include the distribution of minutes, membership lists, and discussion papers as well as the posting of information to forums like bulletin boards and web sites. The First Vice-President shall chair lawful meetings in the absence of the President. If the President is unable to perform stated duties due to incapacitation or incarceration the First Vice-President will carry out these duties.

Section 14 - Duties of the Second Vice President

The Second Vice-President will be responsible for the maintenance of the membership list. This will include the mailing out of renewal forms. In addition the Second Vice-President will be charged with the introduction of new members and to ensure that the new member's information is distributed and posted. In the absence of the President and First Vice-President the Second Vice-President shall chair lawful meetings. If the President and the First Vice-President is unable to perform stated duties due to incapacitation or incarceration the Second Vice-President will carry out these duties.

Section 15 - Duties of the Treasurer

The Treasurer shall receive and disburse the funds of the Chamber. The Treasurer shall keep all monies of the Chamber deposited in its name and in such depository as the Board may direct. Out of such funds the Treasurer shall pay amounts approved by the Board and shall keep a regular account of the revenues and expenses of the Chamber and shall submit an audited statement for presentation at the Annual General Meeting and at any other time required by the Board. The Treasurer shall, with the President, sign all notes, drafts and cheques.

Section 16 - Duties of the Secretary

It shall be the duty of the Secretary, unless otherwise directed by the Board, to issue all notifications and conduct the official correspondence; preserve all books, documents and communications, keep books of account, and maintain an accurate record of the procedures of the Chamber, Board and all committees. The Secretary shall perform such duties that may be incidental to the office of Secretary, subordinate at all times to the direction of the Executive Committee and Board. At the expiration of the term of office the Secretary shall deliver to the Board all books, papers and property of the

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Chamber.

Section 17 Deleted

Section 18 - Formulation of By-Laws, Rules, Regulations

The Board or members shall may propose by-laws or amendments for voting on at the Annual General Meeting. Bylaws may be amended or altered by a two thirds (2/3) vote of those present at the Meeting provided notice of the proposed changes have been received by the Secretary four (4) weeks prior to the Annual Meeting Date, and have been circulated to the membership by post at least two (2) prior to the Meeting.

ARTICLE VI - COMMITTEES

Section 19 - Appointment of Committees

The President shall select appointees to standing and ad hoc committees. The President shall be an ex-officio member of all Committees. Meetings of Committees may be called at any time by the Chairperson of the Committee or by the President.

Quorum of the committee will be considered to be 50% plus 1

It shall be the function of all committees to investigate and make recommendations. They shall report to the Board or Chamber in the manner stated by the Board (verbal or written).

No standing or special committee shall represent the Chamber in the advocacy of or opposition to any opinion or project without the specific approval of the Board, or under such authority as may clearly be granted under general powers delegated by the Board to the committee.

Section 20 - Auditing Committee

The President shall nominate an Auditing Committee of two (2) members, who are not part of the Board, to examine and audit the books and accounts of the Treasurer and Secretary at the close of the year's business and report its findings to the Board and the Chamber at the next Annual Meeting.

The fiscal year of the Chamber is January 1st to December 31st.

Section 21 - Disbursements

No disbursements of the funds of the Chamber shall be made unless they have been passed by the board. All disbursements shall be made by cheque signed by the Treasurer and President.

Section 22 - Voting on Motions

Voting shall be by individual members and representative of a member businesses. No member may cast more than one vote. Your membership must be current and paid in full before being permitted to vote or exercise other privileges of membership.

ARTICLE VII – MEETINGS

Section 23a – Rules of order

All meetings shall be run in accordance to "The Standard Code of Parliamentary Procedure" by Alice Sturgis unless superseded by the Chambers by-laws.

Section 23 - Annual General Meeting

The Annual General Meeting of the Chamber shall be held in April of each year or at such time as the Board may appoint during the month of March or May preceding or following.

The agenda of the Annual General meeting to include the following

Call to Order
Minutes of the last General Meeting
Annual Report of President

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Appointment of Election Committee
Call for nominations
Election of Board
Board election of Officers
New or Amended Bylaws
Other Business

Section 24 deleted

Section 25 - Board Meetings

The Board shall meet not less frequently than once every three months. The President and any two members may request the Secretary to call a meeting, who shall immediately call a meeting giving the Board members not less than two days notice.

Section 25a - Quorum for Board Meetings

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

**NEW – Meetings may proceed with less than quorum however no decisions may be made that will be binding on the board.*

Section 25b – Participation at Board Meetings

Any member may attend board meetings. Members may speak at board meetings at the discretion of the chair or by be added to the agenda. Members must inform the secretary by 12 pm two days prior to the meeting. Members may not vote at board meetings

Section 27 - Special Meetings

Special meetings of the Chamber may be called whenever the Board deems it necessary, at the written request of five Board members or a majority of the Chamber. The majority of the members present shall constitute a quorum at any regular or special meeting of the Chamber.

At all special meetings of the Chamber, only such subjects as the meeting was called to consider shall be discussed and acted upon. No member shall speak more than twice or longer than ten (10) minutes each time on any single subject except by evident consent, interpreted as unanimous by the President or upon motion sustained by a two-thirds (2/3) vote of those present. Only members shall address the Chamber except by invitation of the Board or unanimous consent of the members.

ARTICLE VIII - ELECTIONS

SECTION 28 - Nominations

Nomination may be made by the nominee or any other member. Nominations must be seconded and have the approval of the nominee.

Section 29 - Voting Procedure for Elections

Members shall vote for up to the exact number of candidates to compose the Board and shall be limited to one vote each for any one candidate. No proxies shall be allowed. A plurality of the votes cast shall constitute an election.

Section 30 - Scrutineers

Candidates may appoint a person to act as scrutineer. The scrutineer may be present to observe the counting of votes.

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Section 31 – Appointment of Election Committee

The President shall appoint and announce, at the meeting prior to the election, three (3) members, who are not candidates, that shall serve as the Election Committee from the opening of the polls until the results have been finalized. Should a tie occur, the scrutineers shall cast lots and certify as elected the person(s) on whom the selection falls.