

## **Sample Bylaws**

### **Article I – Name and Objectives**

- Section 1* The name of this organization shall be the Port Sydney/Utterson & Area Chamber of Commerce.
- Section 2* The objectives of the Port Sydney/Utterson & 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 at the Port Sydney/Utterson & Area Chamber of Commerce office, 668 Muskoka Road #10, Port Sydney, within the Town of Huntsville, District Municipality of Muskoka, Province of Ontario
- Section 4* The Port Sydney/Utterson & 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 Port Sydney/Utterson & Area Chamber of Commerce as a body.
- Section 6* Wherever the words “the board” occur in these bylaws, they shall be understood to mean the board of the Port Sydney/Utterson & 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* 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 bylaws of the chamber.
- Section 11* If such proposal is carried by a majority of two-thirds of the members of the chamber then present, such person or organization shall thenceforth be a member of the chamber and shall have all the rights and subject to all the obligations of the other members.
- 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 board.
- 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 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 board may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the board, all privileges of membership shall be forfeited.
- Section 15* Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the chamber. 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.
- Section 16* Any member of the chamber may be expelled by a two-thirds vote of the board.

#### **Article IV – Dues and Assessments**

- Section 17* The annual dues payable by members of the chamber shall be determined annually by the board, subject to the approval of the general meetings whenever a change in the original amount is involved.

*Section 18* Other assessments may be levied against all members, provided they are recommended by the board 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 – Officers and Board**

*Section 19* The officers shall be: a president, vice-president, secretary, and treasurer, who together with at least 7 other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the board. They shall remain in office for one year or until their successors shall be appointed. The retiring president shall be, ex officio, a member of the board. The role of Ex-officio board member shall include the same rights as all other board members, including the right to vote, providing the said board member displays regular attendance at regularly scheduled board meetings.

*Section 20* Where a member of the board dies or resigns their office or is absent from three consecutive meetings of the board, the board 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.

*Section 21* Any officer or board member may be suspended from their office or have their tenure of office terminated if, in the opinion of the board, they are grossly negligent in the performance of their duties, providing however, that any officer or board member 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.

*Section 22* 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 Town of Huntsville, District Municipality of Muskoka, Province of Ontario, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

*Section 23* 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 24* Any five 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 25* 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 26* The board, 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 board may request.

*Section 27* The board may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the board.

*Section 28* No paid employee of the chamber shall be a member of the board or executive committee. Officers of the chamber shall receive no remuneration for services rendered, but the board may grant any of these said officers reasonable expense monies.

*Section 29* 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 Port Sydney/Utterson & 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

*Section 30* 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.

*Section 31* No public pronouncement 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 responsibility.

*Section 32* 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 board. 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 officers, 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 board. 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, he/she shall be the executive officer of the chamber and shall be responsible to the board 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 chamber and of the board. At the expiration of his/her term of office, the secretary shall deliver to the chamber, all books, papers and other property of the chamber.

## **Article VI – Meetings**

*Section 33* The annual meeting of the chamber shall be held in the month of September each year at the time and place determined by the board. At least two weeks' notice of the annual meeting shall be given.

*Section 34* Regular general meetings of the chamber shall be held in June, December & March (at least quarterly) at the time and place designated by the board. At least one week's notice of such meetings shall be given.

*Section 35* 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 board, or any ten members of the chamber. At least one day's notice of such meetings shall be given.

*Section 36* The board shall meet from time to time (at least once per month) as may be necessary to carry on the business of the chamber. Generally on the first Tuesday of each month, with the exception of immediately following a public holiday. Then the meeting will be held on the second Tuesday of that month.

*Section 37* Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice by email or fax signed by the secretary shall constitute sufficient notice. Notice of board meetings may be given by telephone.

*Section 38* At any annual or general meeting five 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.

*Section 39* 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 40* The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

*Section 41* All books of the chamber shall be opened at all reasonable hours to any member of the chamber, free of charge.

#### **Article VII – Voting Rights**

*Section 42* 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 43* Voting at board or general meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request receives approval of two-thirds of the members assembled.

*Section 44* The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

*Section 45* Motions or amendments shall be carried at any board or general meeting by a majority vote unless otherwise provided in these bylaws.

#### **Article VIII – Bylaws**

*Section 46* 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 47* Such bylaws 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 Industry Canada.

#### **Article IX – Affiliation**

*Section 48* The chamber, at the discretion of the board, 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 X – Fiscal year**

*Section 49* The fiscal year of the chamber shall commence on the first day of November in each year.

#### **Article XI – Auditors**

*Section 50* 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 XII – Procedure**

*Section 51* Parliamentary procedure shall be followed at all general and board meetings in accordance with “Rules of Order” by Bourinot.