



BY-LAWS OF THE HURON CHAMBER OF COMMERCE - GODERICH, CENTRAL AND NORTH HURON
AMENDMENTS EFFECTIVE 3 March 2016

Article I – Name and Objectives

- 1.1 The name of this organization shall be the Huron Chamber of Commerce – Goderich, Central and NorthHuron.
- 1.2 The objectives of the Huron Chamber of Commerce – Goderich, Central and North Huron shall be
 - a) to provide and improve trade and commerce and the economic, civic and social welfare of the district, and
 - b) to carry out the mission statement of the Chamber as set by the Board from time to time.
- 1.3 Specifically these objectives shall be:
 - Advocating on behalf of the local business community
 - Promoting local businesses to residents and visitors
 - Partnering with other groups and organizations to work together on joint initiatives
 - Coordinating educational and networking opportunities for businesses
 - Providing information and resources to new and existing businesses
- 1.4 The usual place of meeting shall be in the town of Goderich.
- 1.5 The Huron Chamber of Commerce – Goderich, Central and North Huron shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article II – Interpretation

- 2.1 “Chamber” or the “Chamber of Commerce” means the Huron Chamber of Commerce – Goderich, Central and NorthHuron.
- 2.2 “Act” means the “Boards of Trade Act”, (R.S., c.B-8, s. 1.), under which the Chamber is established.
- 2.3 “Board” or “Board of Directors” means the Board of Directors of the Huron Chamber of Commerce – Goderich, Central and North Huron, referred to in the Boards of Trade Act as a “Council of the Board of Trade”.
- 2.4 “District” means the area, within and for which this Chamber was established, as defined in the certificate of registration under the Act.
- 2.5 “Director” means a member of the board.
- 2.6 “Operations Manager” the chief administrative officer employed by the Chamber.
- 2.7 “Member(s)” means individuals and organizations that hold membership. It does not refer to their representatives.
- 2.8 “Membership” identifies all members including Honorary/Special Members.
- 2.9 “Member representative” shall mean the person designated by a member to be the representative of and vote for that Member.
- 2.10 “Officers” refers to the immediate Past Chair, Chair of the Board, Vice Chair, Secretary and Treasurer.
- 2.11 “Committees” include both standing committees and other committees established from time to time as the needs arise.

ARTICLE III – MEMBERSHIP

- 3.1 Any reputable person directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district shall be eligible to apply for membership in the Chamber. Applications for membership shall be in writing and shall provide such information as the directors may require. Applications submitted electronically through the www.huronchamber.ca web site are acceptable.
- 3.2 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. Every member who is not a person must designate one member representative to vote and act on its behalf.

- 3.3 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be renewed. Honorary membership shall include all the privileges of active membership except that of holding office. Honorary membership is exempt from the payment of annual dues.
- 3.4 Admission to membership will occur as follows:
- a) All potential members will be presented to the Operations Manager of the organization. Any eligible person may be presented as a candidate for becoming a member of the Chamber, providing such a candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
 - b) 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.
 - c) Each member shall be entitled, upon request, to a certificate of membership in such form as the Board shall authorize from time to time. Each member may indicate in their business advertising that they are a member of the Chamber of Commerce.
- 3.5 The Board 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 such dues within thirty (30) days of the date of which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- 3.6 Any member of the Chamber who intends to retire or to resign their membership may do so, at any time, upon giving 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.
- 3.7 Membership in the Chamber is subject to review of the Board. The Chamber reserves the right to cancel the membership of a member if the conduct of the member, in the Board's sole and absolute opinion, has legal or ethical implications unfavorable to the member and/or the Chamber.
- 3.8 The Board will provide written notice of its intention to cancel any membership. The member will be provided the opportunity to attend a meeting with the Board to address the concern. The decision of the Board shall be a final and binding decision.

ARTICLE IV – DUES AND ASSESSMENTS

- 4.1 Annual membership dues shall be established by the Board and may be changed from time to time. The fee shall be commensurate with the tiered dues system which provides benefits based on the investment level a member selects.
- 4.2 A membership applicant shall enjoy the privileges and obligations of membership upon Board approval of its application for membership and upon payment of the annual membership dues.
- 4.3 Annual membership dues are payable by each member not later than thirty (30) days following the first day of the membership year as specified in the Notice of Dues. Dues are nonrefundable.
- 4.4 Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the membership present at a general meeting of the Chamber called for that purpose. The notice of such a general meeting will state the nature of the proposed assessment.

ARTICLE V – OFFICERS AND THE BOARD OF DIRECTORS

- 5.1 Any individual member or any member representative, who is a member in good standing, shall be eligible to be elected to the Board of Directors, except honorary members.
- 5.2 The officers shall be: the immediate Past Chair, Chair of the Board, Vice-Chair, Secretary and Treasurer who together with not more than ten (10) other members, shall be elected from among the members at the annual general meeting to form the Board.
- 5.3 Directors shall serve a two year. One half of the directors shall be elected each year for a two year term, whenever possible. Officers are elected to a one year term or until their successors shall be appointed but no such officer shall hold the same office for more than two years in succession.

- 5.4 Where a member of the Board dies or resigns or is absent from three consecutive meetings of the Board, the Board may, at any meeting thereof, elect a member of the Chamber in the place of the member who had died or resigned, or is absent.
- 5.5 Any officer or director 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 director 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.
- 5.6 A nominating committee of three (3) members shall be appointed by the Board of Directors and shall be chaired by the immediate Past Chair. The nominating committee shall prepare a list of nominees for directors and officers (except for the Chair of the Board and the immediate Past Chair). The committee shall prepare and cause to be mailed, faxed, or e-mailed to each active member of the Chamber, a notice calling for nominations from among members. Such notice shall specify the number of vacancies to be filled, the terms and conditions under which nominations are to be made, and the time when nominations shall be closed. The nominee's consent to accept office, if elected, must be confirmed by the committee.
In the event the nominations filed with the committee are fewer than the vacancies to be filled, it shall be the responsibility of the committee to secure sufficient additional nominations. Should the nominations filed be equal to the vacancies to be filled, the Board may declare the election of the nominees without conducting an election.
The nominating committee will present to the membership at the annual general meeting, a slate of eligible nominees for election to the Board.
- 5.7 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 or territory, as it may determine or as may be required by vote of a majority of members present at any general meeting.
- 5.8 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 Boards of Trade Act.
- 5.9 Any five (5) or more members of the Board, lawfully met, shall constitute a quorum for meetings of the Board and shall do all things within the powers of the Board.
- 5.10 The Board shall frame such by-laws, rules and regulations as appear to it, and 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.
- 5.11 Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.
- 5.12 At the commencement of each term before taking office, the Chair and Vice-Chair of the Corporation shall, before entering on the duties of their office, take and subscribe before the Mayor of Goderich or Central Huron, or the Reeve of North Huron, or before any justice of the peace, an oath in the following form;

"I swear that I will faithfully and truly perform my duties as assigned by the Huron Chamber of Commerce – Goderich, Central and North Huron. I will conscientiously promote the objects for which the said chamber was constituted . So help me God."
- 5.13 The meetings of the Board shall be open to all members of the Chamber, who may attend, but may not take part in the proceedings.
- 5.14 No public pronouncement in the name of the Chamber may be made unless authorized by the Board by some person to whom the board has delegated this responsibility.
- 5.15 Directors shall prepare for and attend meetings of the Board to consider, discuss business, make decisions and form policy for the Chamber. Directors shall serve on or otherwise contribute to any committees of or involving the Chamber as the need arises. Each director who has any material interest in any matter under consideration by the Board must fully disclose the interest and excuse themselves from the meeting during debate and voting on the matter. This declaration shall be recorded in the minutes of the meeting as outlined in the Huron Chamber terms of reference.
- 5.16 a) The Chair of the Board 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 Chair of the Board shall, with the Operations Manager, shall 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 Chair of the Board to present a general report of the activities of the year at the annual meeting.

b) The Vice-Chair shall act in the absence of the Chair of the Board 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. Together with the Operations Manager and the independent, appointed financial bookkeeper, on request, will on a monthly basis review the financial position of the Chamber and at any other time as requested by the Board. He/she shall make such investment of the funds of the Chamber as the Board may direct. He/she shall, be one of the appointed signing authorities as decided by the board to sign all notes, drafts and cheques

d) The Secretary shall be responsible for keeping the books of the Chamber, 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 Chair of the Board, 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 – OPERATIONS MANAGER

6.1 The Board shall employ a chief administrative officer, who shall be known as the Operations Manager of the Chamber. The Operations Manager shall oversee the necessary correspondence, preserve all books, documents, communications and pertinent records, and make provision for the keeping of books of accounts and the maintaining of an accurate record of the proceedings of the Chamber, the Board, and all committees thereof. He/she shall deposit, or cause to be deposited, all funds in a chartered bank selected by the Board. Out of such funds the daily financial responsibilities as approved by the Chamber will be paid. He/she shall collect all information and documentation requested by the Board as soon thereafter as practicable, and shall retain on file available for the use of the Chamber members accurate data concerning all pertinent matters relating to the promotion and development of the Chamber or of the town and district. He/she shall hire/terminate and supervise such office staff as may be authorized by the Board to assist him/her in his/her duties, and he/she shall perform such duties as may be incidental to his/her office, under the direction of the Board. The Operations Manager has no voting privileges.

ARTICLE VII – COMMITTEES & TASK FORCES

- 7.1 The Board 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. These committees shall meet at the call of their chairperson or the Chairperson, as frequently as is necessary for the effective performance of the duties assigned to them.
- 7.2 Chairpersons of committees shall be appointed by the Board of Directors or the Executive committee as outlined in the Huron Chamber terms of reference.
- 7.3 All members of the Chamber are eligible for committee membership and are encouraged to attend committee meetings. Committee members shall be appointed by the chairperson of the committee or by such other means as may be determined by the Board when establishing the committee.
- 7.4 No resolution or action by the committee, except the Executive Committee, shall be binding on, or expressive of, Chamber policy without the approval of the board.

ARTICLE VIII – MEETINGS

- 8.1 The Board of Directors shall meet regularly at least 10 times during the year or as may be necessary to carry on the business of the Chamber. Every Director, Officer and employee of the Chamber shall respect the confidentiality of matters brought before the Board, keeping in mind unauthorized statements could adversely affect the interests of the Chamber and its membership.
- 8.2 The Annual Meeting of the Chamber shall be held within 180 days of year end at the time and place determined by the Board.
- 8.3 General meetings of the Chamber shall be held at such times as the Board determines within the boundaries of the Huron Chamber of Commerce.
- 8.4 Special general meetings of the Chamber may be held:

- At such times as the Chair of the Board or Board determines,
- Upon the written request of (10) members, or
- Upon the written request of at least (3) Directors.

8.5 The written request for a special general meeting must specify the matter to be brought before the meeting and the desired outcome. The special general meeting will only deal with the issue that caused the meeting to be called. A quorum at a special general meeting shall be a majority of members present at the meeting.

8.6 Notice of all meetings, naming the time and place of assembly, shall be provided to the membership at least seven (7) days before the meeting.

8.7 At any annual or general meeting not less than twenty five (25) per cent of the members of record shall be a quorum. A majority of members present shall perform all acts which are, or shall be, directed to be done at any such meeting.

ARTICLE IX – VOTING RIGHTS

9.1 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 referred to as member representatives.

9.2 Voting at board or general meetings shall normally be by a show of hands, or if requested by the Chairperson, by a standing vote.

9.3 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.

9.4 Motions or amendments shall be carried at any board or general meeting by a majority vote unless otherwise provided in these by-laws.

9.5 Any member who is entitled to vote at a general or special meeting of the Chamber is entitled to send an individual as a proxy to vote in his place, subject to the following:

- a) When a member wishes to vote by proxy, the member must send a proxy form providing notice of such proxy to the Chamber office. The proxy form must be received by the Operations Manager not less than 24 hours before the meeting at which the proxy will vote.
- b) All notices of proxy must be available for review by members at the offices of the Chamber, during regular business hours, or during the course of, and at, any meeting to which the proxies relate.
- c) The proxy form received by the Operations Manager of the Chamber must specify who the proxy representative will be, and whether the proxy may be exercised in all votes, or if not, in which specific matters the proxy may act as proxy.
- d) All persons other than the Chairperson of the meeting at which a proxy is exercised may act as proxy.

ARTICLE X – GENERAL

AFFILIATION

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

FISCAL YEAR

10.2 The fiscal year of the Chamber shall commence on the first day of November in each year and end on the last day of October of the following year.

FINANCIAL MATTERS

10.3 The Operations Manager, Chair of the Board, Vice Chair, and Treasurer any two (2) of the four (4) officers shall be required to sign notes, drafts, and cheques on behalf of the Chamber.

10.4 The books of account of the Chamber shall be kept in the head office of the Chamber and shall be available to be inspected by the Board at any time. Minutes of the proceedings of all general and board meetings shall be entered in books to be kept for that purpose.

10.5 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber free of charge.

FINANCIAL REVIEW

10.6 An external auditor or accountant from within the membership shall audit or review the books and accounts of the Chamber if revenues in the fiscal year exceed \$200,000.

PROCEDURE

10.7 Parliamentary procedure shall be followed at all general and board meetings in accordance with “Roberts Rules of Order”.

EXECUTION OF DOCUMENTS AND SEAL

10.8 The Chamber seal may be affixed by any person designated by resolution of the Board to any document authorized to be executed by the Chamber.

INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

10.9 Every Director, Officer, and committee member and his/her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he/she incurs in any action or proceeding which is commenced or otherwise arising from any act or omission occasioned or permitted by him/her in the execution of Chamber duties, except where such costs or damages are the result of his/her own willful act, default or dishonesty outside of the actual authority of the Chamber. Nothing in these by-laws limits the right of any person to claim indemnity apart from the provisions of these by-laws.

10.10 The Chamber is authorized to and shall purchase and maintain insurance, for the benefit of any person referred to in these by-laws against such liabilities and in such amounts as the Board may determine in order to give effect to Paragraph 10.9 above.

BY-LAWS

10.11 The by-laws may be amended, repealed or replaced by a special resolution at any annual, general, or special general meeting. The proposed changes must accompany notice of such meeting. Method of notification can include mail, fax, and e-mail.

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

10.13 Where the Bylaws do not provide specific direction on a matter in issue, the Board of Directors shall act in a manner consistent with the purpose and objects of the Chamber and the existing by-laws.

ARTICLE XI - TRANSITION

11.1 All previous by-laws of the Chamber are repealed as of the coming into force of these by-laws. Such repeal does not affect the previous operation of any by-law repealed or affect the validity of any act done under the previous by-law.

11.2 All prior resolution of the members of the Board and of any committee and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of Directors, Officers and members of committees are hereby ratified and confirmed.

ARTICLE XII – DISSOLUTION

12.1 Provided it has been confirmed by two-thirds (2/3) of the votes cast at a special meeting of the Members duly called for such purpose, upon dissolution of the Chamber and after the payment of all debts and liabilities, the Chamber's remaining property or part thereof shall be distributed or disposed of to one or more organizations in Canada carrying on similar activities.

ARTICLE XIII - Conflict of Interest

13.1 It is the duty and responsibility of all Directors, Officers, and Employees of the Chamber to avoid real or perceived conflicts of interest in all of their dealings with the Chamber. When situations arise that may be perceived as a conflict, the Director, Officer, or Employee involved shall declare his/her conflict, which will be duly noted in the minutes and then that individual will withdraw from discussion and vacate the meeting for the duration of the discussion of the item in question.

13.2 It is the goal of the Huron Chamber of Commerce to avoid creating or maintaining circumstances in which the appearance or possibility of favouritism, conflicts or management disruptions exist. Immediate family includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents and grandchildren.

- a) Board members and their immediate family members will be excluded from consideration for employment by the Chamber.
- b) Employees shall not hold a position with the Chamber while they or members of their immediate family serve on the Board of Directors or any committee of the board.
- c) Employees may not hold a job over which a member of their immediate family exercises supervisory authority.

13.3 Employees may be active politically but no staff member may be a candidate for any political office at any level of government. Upon declaration of candidacy the employee will take a leave of absence until the outcome of the election campaign is known. Upon election to that office, that person shall resign their position with the Chamber. Election is defined as: Municipal, Provincial or Federal public office or elected Trustee of a Board of Education. Should a candidate be unsuccessful in the election, they may return to their position with the Chamber.

ARTICLE XIV - BORROWING

14.1 The Board may: a) borrow money on the credit of the Chamber; b) issue, sell or pledge securities of the Chamber; c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Chamber, to secure any securities or any money borrowed, or other obligation, debt or liability of the Chamber; and d) delegate the powers to any director or directors or to any officer or officers as the Board may approve.

ARTICLE XV - CONFIDENTIALITY

15.1 Every Director, Officer, and employee of the Chamber shall respect the confidentiality of matters brought before the Board of Directors, or before any committee, or any matter dealt with in the course of any person's dealings with the Chamber.

BY-LAWS APPROVED by the Board the _____ day of _____, 2014

Chair of the Board

BY-LAWS ENACTED by Resolution passed at Annual General Meeting of the members of the Huron Chamber of Commerce – Goderich, Central and North Huron called for the purpose on the _18_ day of June, 2014.

Chair of the Board