



Black River-Matheson Chamber of Commerce

Constitution and By-laws

The By-laws of the Chamber of Commerce are most important. They serve to channel our projects along proper lines and establish a frame work for all activities.

ARTICLE I NAME AND OBJECTIVE

Section 1 The name of the corporation shall be “Black River-Matheson Chamber of Commerce”.

MOTTO

Section 2 Black River-Matheson Chamber of Commerce’s Motto shall be “**Working Collectively for our Future**”.

MISSION STATEMENT

Section 3 Black River-Matheson Chamber of Commerce shall be dedicated to promoting and improving trade and commerce and the economic, civic and social welfare of the Township of Black River-Matheson.

Section 4 The usual place of meetings shall be within the confines of the Township of Black River-Matheson.

Section 5 Black River-Matheson Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Section 6 Black River-Matheson Chamber of Commerce shall raise funds in order to provide financial support for community events.

Section 7 Black River-Matheson Chamber of Commerce shall provide a bursary to a Township of Black River-Matheson graduate promoting economic development for continued education.

ARTICLE II INTERPRETATION

- Section 8 Wherever the word **Chamber** occurs in this Constitution and By-laws it shall be understood to mean Black River-Matheson Chamber of Commerce as a body.
- Section 9 Wherever the word **Board** occurs in this Constitution and By-laws it shall be understood to mean the elected Directors plus the Immediate Past President (unless he/she declines the position).
- Section 10 Wherever the words **Executive Committee** occur in this Constitution and By-laws they shall be understood to mean the President, Vice President, Secretary, Treasurer and the Immediate Past President (First Elected Board Member).

ARTICLE III MEMBERSHIP

- Section 11 All persons who agree with the Mission Statement of the Chamber, 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 and entitled to all rights and privileges connect therewith.
- Section 12 A member in good standing has fulfilled membership fee obligations.
- Section 13 Associations, Corporations, Partnerships, Estates or individuals may subscribe and hold active membership in this organization.
- Section 14 **Qualifications of Voters at Annual, General Meetings and Elections**
- (a) Voting shall be by individual members and accredited representatives in good standing only, and each individual member and accredited representative shall cast only one vote. No proxy votes shall be allowed.
- (b) Voting by all members other than individual members shall be assigned to accredited representatives who are named by the member organization in the manner prescribed by the board of Directors.
- Section 15 **Resignation**

- (a) Membership shall continue from the time of admittance until a Member has resigned in accordance with the provisions of this Constitution and By-laws or has been removed from the roll of members by action of the Board.
- (b) Any member of the Chamber who intends to retire therefrom or to resign his membership may do so at any time upon giving the President ten days notice in writing of such intention and upon the discharging of any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notice, and there shall be no refunding of membership dues in the event of resignation.

Section 16 **Revocation**

- (a) Any active or life membership may be revoked by the Board of Directors by a two-thirds majority.
- (b) Any Member expelled from the Chamber has the right to appeal his expulsion within ten days of receiving his/her written notice. Said appeal must be in writing and is to be submitted to the Board of Directors. It is then the responsibility of the Board of Directors to acquire the services of an independent impartial reviewer and to inform the complainant of such and possible costs.
- (c) Both parties shall submit a brief outlining their position within fourteen (14) calendar days along with a \$ 1,000.00 bond to be held in trust to the independent reviewer. The independent reviewer will review briefs and determine the necessity of a hearing. If no hearing is required, a written binding decision will be provided to both parties. The unsuccessful party will bear the costs of the process.

Section 17 **Membership Fees**

- (a) The annual scale of membership fees in the Chamber shall be approved by the Board of Directors.
- (b) The Board may remove any Member from roll of Members for failing to pay dues within three months of the date they fall due. Upon such action by the Board all privileges of Membership shall be forfeited.
- (c) The Board may from time to time in its discretion grant a complimentary membership for a one year period.

Section 18 **Life Membership**

- (a) Any Member in good standing may be appointed to Life Membership by the Board for exceptional and meritorious service to the Chamber, throughout the time of his/her Membership. He/she shall be exempted from the payment of Annual Dues and shall have full membership privileges including voting and holding office.

ARTICLE IV ELECTION PROCEDURES

Section 19 The Past President if not running for election shall run elections. If the Past President is running for office another member of the Chamber who is not running for office shall preside over elections.

Section 20 If there are more members running for a position than is needed voting will be done by ballot.

Section 21 Nominees do not have to be present in order to be elected into office. If he/she is unable to attend due to unforeseen circumstances he/she may submit a letter informing the membership that he/she is willing to accept a nomination for a position on the board.

Section 22 The Board of Directors shall consist of nine (9) members – eight (8) elected and one (1) appointed (unless the appointee declines the position) and if so nine (9) members shall be elected. Additionally there shall be two (2) elected alternates who shall replace absentee directors on the Board.

Section 23 There shall be elected to office;

One President

One Vice-President

One Secretary

One Treasurer

Four Directors (Five Directors if the Past President declines the position (see Section 22))

Two Alternate to replace absentee Directors

Section 24 The Past President shall be appointed to the board. If the Past President declines the position the First Director voted into office shall assume the duties of the Past President and another Director shall be voted into office.

Section 25 The newly elected and appointed Directors shall forthwith take an Oath of Office as provided for under Article VII Rights and Duties at the Annual Meeting.

ARTICLE V VOTING RIGHTS

Section 26 Every member in good standing represented at any meeting shall be entitled to one vote. It is up to each member to appoint their own representative for voting purposes.

Section 27 Voting at meetings shall be normally by a show of hands. If requested by any member of the board a recorded vote may be called by the secretary. The Secretary shall call out the name of each member present and the member shall vote yea or nay.

Section 28 The President shall vote on every issue along with all of the members present.

Section 29 In the case of a tie vote the motion shall be defeated.

Section 30 A defeated motion may be brought back up at another meeting by a two-thirds vote of the Board of Directors.

Section 31 Motions, resolutions, amendments shall be carried at any regular meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE VI BOARD MEMBER PACKAGE

Section 32 The Agenda for the first Directors' meeting in each year should include an orientation session for the benefit of the elected Directors to outline their duties of office and to familiarize them with the scope of the Chamber programs and its general operations. Information packages which cover Directors' duties and responsibilities, Committee Structure, By-laws, Policies and Procedures, etc. will be distributed.

ARTICLE VII RIGHTS AND DUTIES

Section 33 Any vacancy on the board shall be filled by a Member in good standing to be appointed by the Board.

Section 34 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 others, as may be required by a vote of a majority of Members present at any General or Board Meeting.

Section 35 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by this Constitution and By-laws of the Chamber, provided however, these powers are not inconsistent with the provisions of the Board of Trade or the Chambers of Commerce Act.

Section 36

(a) Attendance of 50% plus one of the duly elected Directors at a Board of Directors' meeting shall be a quorum and a majority of quorum may do all things within the power of the Board.

(b) In the event of a lack of quorum of the Board of Directors a Director may be included via telecommunications (telephone, computer) to bring the number of Board Members up to a quorum.

Section 37 The Board shall frame such Constitution and By-Laws, 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 38 At the request of the Board, the President may appoint committees or designate members of the Board or of the Chamber, or others to examine, consider, and report upon any matter or take such action as the Board may request. The President may be ex-officio member of all committees.

Section 39 The Board of Directors, before taking office, shall take and subscribe before the Mayor or designate or before any Justice of the Peace, an oath in the following form;

"I hereby swear that I name will faithfully and truly perform my duties as a Director of the Black River-Matheson 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 adopted to promote the objects of the said Chamber was constituted, according to the true intent and meaning of the same so help me God.”

Section 40 The meetings of the Board shall be open to all members of the Chamber. Members wishing to make a presentation to the Board must submit requests to the President at least three (3) working days prior to regularly scheduled Board meetings.

Section 41 No public announcement in the name of the Chamber may be made unless authorized by the Executive Committee.

Section 42 **Function of the Board**

The Board is the policy forming body of the Black River-Matheson Chamber of Commerce. The Board determines the program of action, approves the budget, receives and approves the committee reports and directs the general activities of the organization. It makes decisions in response to the wishes of the membership. The Board assumes responsibility for final decisions except in those cases where decisions are, by referendum or in public meetings, submitted to the full membership. This is usually adopted only when the decision concerns some highly controversial matter.

Section 43 **Responsibilities of the Board**

- (a) Representing the entire Township of Black River-Matheson with membership reaching to every phase of community life, the Chamber is a democratic organization. The final authority is in the membership. However, the membership as a whole cannot function constantly either in a legislative or an executive capacity. The authority of the masses must be concentrated. The members must speak and act through representatives to whom they delegate their authority. This body is the Board of Directors.
- (b) The Board of Directors is responsible for mobilizing the resources of the community to achieve the objectives of the Chamber. It is the responsibility of the Board to see that the talents and energies of members are enlisted in Chamber committees, that committee objectives are assigned, and that the responsibility and authority of the committees are clearly defined and monitored.

ARTICLE VIII DUTIES OF THE BOARD

Section 44 Responsibilities of the President

- (a) The President shall preside at all meetings of the Chamber and Executive. To attend all Chamber functions and all civic and other functions that require the presence of the President. To constantly consider and appraise the direction and progress of the Chamber with the Executive, and to see to the implementation of changes required to keep the Chamber in a healthy state. To advise, direct, stimulate and encourage members of the Board of Directors.
- (b) The President shall regulate the order of business in such meetings, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. He/She shall vote on each and every motion/resolution/amendment. (In case of a tie the motion shall be declared defeated,)
- (c) The President shall with the Secretary sign all papers and documents requiring signature on behalf of the Chamber.
- (d) It shall be the duty of the President to present an Annual Report of the activities of the year at the Annual Meeting.

Section 45 Responsibilities of the Vice President

- (a) To attend all Board of Directors and Executive meetings. To act as an advisor to the President. To be certain that each committee/chairperson is carrying out his/her responsibilities as set out for them.
- (b) To take the place of the President at Chamber or other functions when requested to do so. To perform any other requests made by the President for the purpose of improving the Chamber of Commerce.

Section 46 Responsibilities of the Secretary

- (a) The Secretary shall be responsible to the Board of Directors for the general control and management of business affairs of the Chamber.

- (b) He/She shall be responsible for keeping the records of the Chamber, conducting its correspondence, retaining copies of all official letters and preserving all official documents.
- (c) He/She shall attend all meetings General, Board and Executive and record the attendance and minutes of the meetings.
- (d) 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 the signature or execution on its behalf.

Section 47 **Responsibilities of the Treasurer**

- (a) The Treasurer shall be responsible to the Board of Directors for the general control and management of all funds of the Chamber.
- (b) He/She shall deposit or cause to be deposited the same in a recognized financial institution selected by the Board of Directors.
- (c) The Treasurer shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditures of the Chamber
- (d) The Treasurer shall submit the previous year's unaudited financial statement at the current year's annual meeting along with an up to date balance sheet and income statement.
- (e) He/She shall also provide an up to date balance sheet and income statement at each regular monthly board meeting.
- (f) The Treasurer and President (Vice President in the absence of the President) shall sign all cheques, notes and drafts as required.

Section 48 **Responsibilities of a Director**

- (a) Directors constitute the policy-making or governing body of the Chamber. They are to serve on committees and may be asked to participate in task forces assigned by the Board.
- (b) Directors should be alert to the concerns of members and should be prepared to recommend ways to respond to these concerns.

- (c) Directors should be prepared to participate in Chamber functions, e.g., Annual Meeting, Home & Trade Show, July 1st Barbecue, Dasher Dayz and any other events held by the Chamber.
- (d) A Director is required to attend all Board of Directors and Annual General Meetings. If for whatever reason they are not able to attend a meeting they should contact the Secretary or President.
- (e) All directors should be on the lookout for new committee members and potential directors.
- (f) All directors should assist in attracting new members to the Chamber.

Section 49 **Responsibilities of Alternate(s)**

- (a) In the absence of a director the present alternate with the highest votes shall assume the responsibilities of a director.

Section 50 **Attendance**

- (a) Members of the Board must not miss three (3) consecutive Chamber meetings without cause. Failure to comply may result in automatic expulsion from the Board but the member shall retain his/her membership in the Chamber of Commerce.
- (b) In the event of three (3) consecutive meetings being missed without cause a resolution of the Board of Directors may be approved as follows;

“THAT Name, a Director of the Black River-Matheson Chamber of Commerce has missed three (3) consecutive meetings being, date, date, and date. Therefore we now declare a vacancy on the Board of Directors.”

- (c) In the event of a vacancy on the Executive – the vacancy shall be filled by one the Directors.
- (d) The Board shall fill the vacancy of the Director forthwith through appointment of the alternate with the highest votes.
- (e) The Board shall fill the vacancy of the alternate forthwith through appointment one of the members in good standing approved by resolution.

ARTICLE IX MEETINGS

Section 51 **Annual Meeting**

- (a) The Annual Meeting of the Chamber shall be held in the month of September in each year at the time and place to be determined by the Board.
- (b) At least two weeks' notice of an Annual Meeting shall be given.

Section 52 **General Meetings**

- (a) 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.
- (b) When possible, seven (7) days notice of such meetings shall be given.

Section 53 **Board Meetings**

- (a) The first meeting of the new board of directors shall be held in the month following elections (October).
- (b) Meetings of the board of directors shall be open to all members both current and future.
- (c) Meetings of the board of directors shall be held on a monthly basis.

Section 54 **Notice of General Meetings**

- (a) Notice of General Meetings or Special General Meetings, naming the time and place of assembly shall be given by the Secretary.
- (b) A notice shall be inserted in The Enterprise by the Secretary.
- (c) A notice shall also be posted on the Chamber's web site.
- (d) Each member with email shall be emailed.

- (e) The members without email shall be mailed a notice.

Section 55 **Quorum**

- (a) At any Annual or General Meeting of the Chamber ten percent (10%) of the paid up Membership shall constitute a quorum.
- (b) At any Board of Directors' Meeting of the Chamber five (5) Directors shall constitute a quorum.
- (c) At any Executive Meetings of the Chamber three (3) Executive Directors shall constitute a quorum.

Section 56 **Minutes**

- (a) The business arising at all meetings shall be taken by the Secretary.
- (b) The minutes shall be signed by the President (Vice President in the absence of the President) and the Secretary upon adoption.

Section 57 **Documents**

- (a) All books of accounts and minutes of the Chamber shall be open to any member of the Chamber by appointment.

ARTICLE X CONSTITUTION AND BY-LAWS

Section 58 Any amendments, additions, or repeals to the Constitution and By-laws shall be reviewed by the Board of Directors prior to being reviewed at a General Meeting.

Section 59 The Constitution and By-laws may be made, repealed or amended by a majority of the members of the Chamber present at a General Meeting.

Section 60 Such Constitution and By-laws at the discretion of the Board shall have power to affiliate with the Canadian Chamber of Commerce and other Provincial and Regional Chambers and any other organization in which membership may be in the interest of the Chamber.

ARTICLE XI FISCAL YEAR

Section 61 The Fiscal Year of the Chamber shall commence on the first day of January in each year and end the 31st day of December of that year.

ARTICLE XII YEAR END REVIEW

Section 62

- (a) The Board shall appoint an individual/firm to review the books and accounts of the Chamber at the end of the year.
- (b) Financial Statements will be presented to the Board as soon after the annual review as possible.
- (c) These same Financial Statements will be reviewed at the following Annual General Meeting.
- (d) The Financial Statements will also be available on the Chamber's web site.
- (e) The Corporate Income Tax return shall be completed and filed as required by Canada Revenue Agency.
- (f) The Board may appoint an individual/firm to review the books and accounts of the Chamber at any time throughout the year.

ARTICLE XIII PROCEDURE

Section 63 Parliamentary procedure shall be followed at all General Meetings and Board Meetings in accordance with the "Rules of Order" by Roberts.

ARTICLE XIV COMMITTEES

Section 64 Such standing committees as may be determined by the Board shall be appointed each year by the Board or President and the Members thereof

shall hold office until the fiscal year ends or until their successors have been appointed.

Section 65 During the holding of Committee Meetings, decisions will be taken on the basis of a single majority from those in attendance. Special committees may be appointed by the Executive Committee or by the President from time to time but all such committees shall automatically be discharged when their duties have been completed but in no case later than the end of the fiscal year.

Section 66 All Committees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. Such reports shall not be made public until approved by the Board except when their committee is invested with a specific power to act by the Board without further consultation with the Board.

Section 67 All Committee meetings shall be open to the membership of the Chamber unless the Committee is dealing with an issue requiring confidentiality as outlined in the Freedom of Information and Protection of Privacy Act.

ARTICLE XV ENACTMENT

Section 68 Subject to the approval of the membership, this Constitution and By-laws shall be effective following its adoption by a majority of the Members of the Black River-Matheson Chamber of Commerce (as per Section 54) present at a meeting duly called for that purpose.

READ A FIRST AND SECOND TIME THIS 10TH DAY OF NOVEMBER, 2010.

READ A THIRD AND FINAL TIME THIS 10TH DAY OF NOVEMBER, 2010.

President: Diane Pearson

Secretary: Lisa Clarke