

Oro-Medonte Chamber of Commerce Constitution and Bylaws
As Amended at the Annual General Meeting February 2011

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ARTICLE I

Section 1

Name

The name of this organization shall be the Oro-Medonte Chamber of Commerce.

Section 2

Purpose (Mission Statement)

“To foster a robust, dynamic and diverse business community by promoting and supporting our members. Our goals are:

a.) To promote and support our member businesses.

b.) To increase and diversify our membership.

c.) To expand our community profile and visibility.

d.) To ensure fiscal planning and corporate development.”

Section 3

Place

The usual place of meeting shall be in the Township of Oro-Medonte.

Section 4

Non-Sectarian and Non-Partisan

The Oro-Medonte Chamber of Commerce shall be non-sectarian and non-partisan and shall not endorse any candidate for public office.

ARTICLE II

Section 1

Chamber

Wherever the words “The Chamber” occur in these by-laws, they shall mean the “Oro-Medonte Chamber of Commerce” as a body.

Section 2

Board

Wherever the words “The Board” occur in these by-laws, they shall be understood to mean the “Board of Directors of the Oro-Medonte Chamber of Commerce”.

Section 3

Secretary

Wherever the words “Managing Director” occur they shall mean the Secretary/Treasurer when there is no Managing Director employed, or when the Managing Director is absent through illness, etc.

ARTICLE III

Section 1

MEMBERSHIP

Qualification- Individuals

Any reputable person or organization or elected body, directly or indirectly engaged in any profession, trade, commerce, agriculture, or the economic, civic or social welfare of the district shall be eligible for membership in the Chamber.

Section 2

Qualification- Bodies

Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in any profession, trade, commerce, economic, civic or social welfare of the Township may become members of the Chamber but the voting power of such memberships shall in each such case be assigned to individuals.

Section 3 Duration
Membership shall continue from the time of admittance until the member has resigned in accordance with the provision of these by-laws or has been removed from the membership roll for non-payment of dues or otherwise.

Section 4 Honourary
Persons who have distinguished themselves by some meritorious or public service may be elected honorary members by a majority vote of the Chamber at any general meeting. Such recognition shall be for a term of one year and may be repeated. Honourary memberships shall include all of the privileges of active membership except that of holding office or voting, with the exemption of payment of annual dues.

Section 5 Resignation
Any member of the Chamber who intends to retire therefrom or to resign his or her membership may do so at any time upon giving to the Managing Director thirty days notice of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against the member at the time of such notice.

Section 6 Expulsion
(a) From the roster of members shall be removed the name of any 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 upon which they fall due and after the member has been sent a written reminder. Upon such action by the Board, all privileges of membership shall be forfeited including the use of all Chamber insignia or other identification of membership. Any member of the Chamber may be expelled, for just cause, by a two-thirds vote of the Board.
(b) Notwithstanding anything contained in paragraph (a) hereof, the Board may grant such extensions or indulgences as it deems fit from time to time.

ARTICLE IV DUES AND ASSESSMENTS

Section 1 Dues Set Annually
The annual dues payable by the members of the Chamber shall be set annually by the Board.

Section 2 Terms
All memberships shall be a twelve month term and dues shall be payable on or before the membership anniversary date.

ARTICLE V

Section 1

THE BOARD OF DIRECTORS

Powers

The government of the Chamber and the direction of its affairs and the control of its property shall be vested in the Board of Directors which shall have general powers of administration. The Board may make or authorize petitions or representations on Federal, Provincial, or local matters to the Government of Canada, the Legislature of Ontario and other governments, departments, or bodies as it may determine or as may be required by a vote of a majority of Directors present at a Board meeting.

Section 2

Powers as to Property

The Board shall have the power to hold, sell or lease real estate, or mortgage same, incur debts or enter into contracts of any kind furthering the purchase of the Chamber, provided, however, that no such value, sale or mortgage of real estate to the value of \$25,000 or more shall be made until approved by a majority vote of the members voting on a referendum or at any General Meeting.

Section 3

Additional Powers

The Board shall, in addition to the powers hereby expressly conferred upon 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 Board of Trade Act.

Section 4

By-laws, Rules and Regulations

The Board may pass such by-laws, rules and regulations as appear to it best adapted to promote the welfare and objects of the Chamber.

Section 5

Constitution of the Board

(a) A maximum of 13 Directors shall be elected by voting representatives from its members. There will also be one Director appointed from the Township of Oro-Medonte Council by the Township Council. The Executive Committee shall be elected by the Board of Directors at their first meeting, normally following the AGM, from the elected Board. Positions shall be President, Vice President, Secretary/Treasurer and Past President. The retiring President will move to Past President which will be an ex-officio position.

(b) An elected Director shall not serve more than 4 consecutive two year terms, but such person, after at least one year of not being an elected Director, shall be again eligible to serve as an elected Director. Terms for executive positions are subject to the same terms as Directors at large: Two year terms with no more than 4 consecutive terms.

(c) In the event of any vacancy on the Executive the Board may appoint a member of the Board to fill such a vacancy.

Section 6 Vacancies
Vacancies of elected Directors, caused by resignation, removals, deaths or otherwise in the Board shall be appointed by the Directors until the next General Meeting only, at which time the membership shall elect a Director or Directors for the remainder of any unexpired term or terms.

Section 7 Absence
A Director shall automatically cease to hold office if he or she misses three regularly called and constituted meetings of the Board of Directors in one year, without, in the opinion of the Board of Directors, a reasonable excuse.

ARTICLE VI ELECTION OF DIRECTORS

Section 1 Representation

Directors will be elected on the following basis:

(a) Members wishing to stand for election to the Board may submit their intention to the Chamber Executive Director prior to the AGM.

Nominations may also be

accepted from the floor at the AGM. All nominations must be supported by at least one other member in good standing. Any member nominated for the board and not able to attend the AGM must send a written declaration of intent prior to the AGM. There may be only a maximum of 13 and a minimum of 9 Directors elected.

(b) One Director shall be appointed by the Council of the Township of Oro-Medonte from the Council of the Township of Oro-Medonte.

(c) The immediate Past President shall be a Director ex-officio.

Section 2 Nominating Committee

(a) A Nominating Committee shall include the President and not more than three additional members who shall be appointed by the Board of Directors.

(b) The election of Directors provided for in Article VI shall take place by electronic mail or in person at the AGM.

Section 3 In the Event of a Vote

In the event the total numbers of nominees is equal to or less than the number of positions to be filled, the nominees shall be declared elected and the membership shall be advised by email. Otherwise, the Managing Director shall prepare ballots listing all the names of the nominees alphabetically and distribute same to the general membership for balloting. Each member in good standing will receive one ballot. The President shall appoint from the membership a committee of three scrutineers to receive ballots and the scrutineers shall count them and return all ballots along with a summary of the voting to the President. The President shall then advise all candidates and the general membership of the election results. Final elections shall be concluded in each year by February 28 and the

Directors so elected shall assume office immediately following the election.

Section 4

Elections

The Board of Directors shall have authority to make, within the by-laws, any regulations which are deemed necessary for the guidance of the Nominating Committee in the election procedure. The Board may also consider for approval any recommendations of the Nominating Committee regarding such regulations.

Section 5

The Vote

In the event of a tie vote for the last place in the election the decision shall be made by a run off vote. The members will vote by secret ballot.

Section 6

Voting

The members shall vote by email or in person in secret ballot in conformity with such rules as the Board of Directors may determine from time to time. Each member is allowed one vote for any one candidate. A member may, by means of a written proxy, appoint a proxy holder to attend and vote on their behalf. A proxy holder may be another member in good standing or a selected representative from the member's business.

Section 7

New Directors

New Directors shall take office immediately after the elections are concluded.

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ARTICLE VII

ELECTION

Section 1

The Executive Committee shall be elected by the Board of Directors at their first meeting, normally following the AGM, from the elected Board. Positions shall be President, Vice President, Secretary/Treasurer and Past President. The retiring President will be moved to Past President which will be an ex-officio position.

Section 2

Terms

The officers so elected shall take office at the commencement of the next following fiscal year.

Section 3

Terms of Office

All Directors and members of the Executive Committee shall be elected for two year terms. All Directors and members of the Executive Committee shall serve no more that 4 consecutive two year terms. After at least a year of not being an elected Director or member of the Executive Committee, such person shall be again eligible to serve as an elected Director or member of the Executive Committee.

- Section 4 Oaths
The President and Vice President before taking office shall take and subscribe before the Mayor or Deputy Mayor an oath in the following form:
“I swear that I will faithfully and truly perform my duty as a director of the Oro-Medonte Chamber of Commerce and I will, in all matters connected with the discharge of that duty, do all things and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same.”
- Section 5 Duties- President
The President shall preside at all meetings of the Chamber and Board. He or she shall regulate the order of business at all meetings, receive and put lawful motions and communicate to the meeting that which concerns the Chamber. He or she shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding office the vote of the majority shall decide. The President along with the Vice President shall sign all papers and documents requiring signature on behalf of the Board. The President shall at his or her discretion make announcements by and on behalf of the Chamber where same are deemed necessary by the President. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting.
- Section 6 Duties- Vice President
The Vice President shall act in the absence of the President. In the absence of the President and the Vice President the meeting shall appoint a Chairman to act temporarily.
- Section 7 Duties- Secretary/Treasurer
The Secretary/Treasurer shall supervise the funds of the Chamber and shall deposit or cause to be deposited the same at a chartered bank, selected by the Board. Out of such funds, he or she shall pay or cause to be paid amounts approved by the Board and shall cause to be kept a regular account of the income and expenditures of the Chamber and oversee a statement thereof for presentation at the AGM and at any other time required by the Board. He or she shall ensure that funds of the Group Insurance scheme and special accounts are all separately accounted for. The Secretary/Treasurer shall make with the assistance of another officer appointed by the Board such investment of the funds of the Chamber as directed by the Board.
- ARTICLE VIII COMMITTEES
Section 1 Authorization
The Board, or at its request, 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 Board will define all the powers and responsibilities of all the committees except the Executive Committee.

Section 2 The Executive Committee
The Executive Committee shall consist of the President, Vice President, Secretary/Treasurer and Past President. The Executive Committee shall have supervision of the general activities of the Board; shall provide for holding emergency meetings and for transacting such business as does not necessitate a meeting of the complete Board of Directors, may, from time to time, determine. The decisions of the Executive Committee shall, however, be final in the case where such power is specifically vested in it by the Board of Directors.

Section 3 Chairman
The Chairman of a standing committee need not be a Director; however, a Director must sit on each committee and act as a liaison with the Board of Directors.

Section 4 Quorum
At Committee meetings a majority of that committee shall constitute a quorum except when members total more than nine, five shall constitute a quorum.

ARTICLE XI MEETINGS

Section 1 Annual Meeting
The Annual Meeting of the Chamber shall be held each year at a time and place to be determined by the Board, and in any event not later than 60 days next following the previous fiscal year end. At least two weeks notice of such Annual Meeting shall be given to the general membership by ordinary mail or by such other means as determined by the Board of Directors from time to time.

Section 2 General Meetings
General Meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by the President, or requested in writing by any five members of the Board, or any twenty members of the Chamber. At least two days notice of such meeting shall be given.

Section 3 Board Meetings
The Board shall meet monthly and/or from time to time as may be necessary to carry on the business of the Chamber.

Section 4 Open to Members
The meetings of the Board shall be open to all members of the Chamber who may attend but not take part in any of the proceedings.

- Section 5 Notice of Meetings
Notice of all general and board meetings naming the time and place of assembly shall be given by the Managing Director. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the President and mailed to the last known address of each member shall constitute sufficient notice.
- Section 6 Quorum-Members
At any annual or general meeting, 5% of the total membership 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 7 Quorum-Board
Half of Board members, plus one, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 8 Minutes
Minutes of the proceedings of all general and Board meetings shall be entered in the books to be kept for that purpose by the Managing Director.
- Section 9 Minutes
The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 10 Minutes
All books of the Chamber shall be open at all reasonable hours to any member of the Chamber free of charge.
- Section 11 Business
(a) New business will generally be introduced to the Board by the President or the Vice President.
(b) Any officer, Director or members may send in a routine motion in writing to the President with a request that it should be considered by the Board. The President will prepare the necessary information and will place it on the Board's agenda for the next monthly meeting.
(c) Any member desiring to introduce a resolution for a general meeting will present it in writing to the President who will place it before the Executive Committee. If endorsed by the Executive Committee, it will be placed on the agenda for the next general meeting. If the Executive Committee fails to endorse it, and the member still wished to present the resolution he or she shall lodge a copy with the President at least two weeks before the next general meeting. In every case, a resolution in agreement with the objectives of the Chamber of promoting either the civic, commercial, professional, industry, agricultural, economic or social welfare of the community shall be considered at a general meeting.

(d) A suspension of these by-laws may be entertained for the purpose of giving consideration to a resolution upon two-thirds vote of the members present at a general meeting.

(e) No person who is not a member of the Chamber may speak to any Chamber meeting without the express consent of the Chairman.

ARTICLE X

BY-LAWS

By-laws may be made, repealed, or amended by a majority of the members of the Chamber present at any general meeting, notice of a proposal having been given in writing to all paid up members prior to the general meeting at which the proposed amendment is presented.

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

ARTICLE XI

AFFILIATION

The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and other organizations in which membership may be in the interest of the Chamber.

ARTICLE XII

Section 1

Fiscal Year

The fiscal year of the Chamber shall commence the first day of January in each year.

Section 2

Signing Officers

Cheques will be signed on the accounts as follows: Chamber of Commerce general account by any two of the Secretary/Treasurer, President or Executive Director.

Section 3

Surety Bonds

The Secretary/Treasurer and the President and Vice-President shall when required furnish surety bonds in such amounts as may be deemed necessary by the Board of Directors, the cost of same to be borne by the Chamber.

Section 4

Accountants

Accountants shall be appointed by the Directors in session as may be necessary prior to the Annual Meeting and such accountants shall prepare the books and accounts of the Chamber at least once in each year. The financial statement shall be presented by the Secretary/Treasurer or the Executive Director at each Annual Meeting and at any other time as required by the Board.

- Section 5 Statement of Finance
At the Annual Meeting, or as required by a majority vote of the Directors, there shall be submitted a statement of the Chamber's finances.
- Section 6 No purchase in an amount exceeding \$250 on a single project shall be entertained before the purchase being brought to the executive committee for approval.
- Section 7 Projects with an anticipated cost of over \$1000 require a pre-approved budget from the board. RFQs (Requests for Quotations) or RFPs (Requests for Proposals) will be sent to all qualified Chamber members for Chamber projects valued over \$1000. If there are no qualified Chamber members, RFQs and RFPs may be sent to qualified businesses who are not Chamber members. Upon tender, every effort must be made to obtain the successful company's membership in the Chamber. A board approved RFQ and RFP form and evaluation form will be used for these purposes.
- Section 8 Payment Terms
Chamber payment terms will be net thirty days on all accounts. Payment terms to be included on all RFPs and RFQs.
- ARTICLE XIII PRESS RELEASE
Public Pronouncements
No public pronouncements in the name of the Chamber may be made unless authorized by the President or by some persons to whom the Board has delegated this authority except as hereinbefore stated.
- ARTICLE XIV PROCEDURE
Parliamentary procedure shall be followed at all General and Board meetings in accordance with "Rules of Order" by Bourinot.
- ARTICLE XV
Section 1 CONFLICT OF INTEREST
The Chamber extends an RFP (Request for Proposal) and/or RFQ (Request for Quotation) for services worth over \$1000. RFPs and/or RFQs will be produced by a Chamber RFP/RFQ committee. The committee will include at least one Chamber board member and the Executive Director. Chamber members at large in good standing are welcome to join this committee. Board members and Chamber members may join and depart the RFP/RFQ committee at any time. Tenders will be opened during a regular Chamber board meeting. Any board member with a vested interest in a paid service or project must declare a conflict of interest and excuse themselves from any discussion around that project where the conflict applies. Services provided by a Chamber board member gratis or goods supplied at cost are encouraged and do not require an RFP or RFQ.