

BY-LAWS

Chamber of Commerce



Madoc & District

UPDATED AUGUST 2021

LAST REVISION: 2015

Overview

The existing by-laws dated March 2015, has been review by the current Board of directors and determined out of date and needs to be update.

Board of Directors

- Shari Pearce, President
- Jennifer Reid, Past President
- Cathy Massey, Treasurer
- Danella Hesler, Director
- Ryan Jarrell, Director
- George Logan, Director

Updated by-laws presented to the General membership on September 15, 2021 at the Annual General Meeting. The vote for the changes was _____. AGM minutes attached.

Revised by-laws for the Madoc and District Chamber of Commerce prepared for: Board of Trades Act, August 2021.

<p>Article I</p> <ul style="list-style-type: none">• 1.03 Location of Meeting• 1.05 Added In Corporate Seal <p>Article II</p> <ul style="list-style-type: none">• 2.02 Removal of the word Council to Board <p>Article III</p> <ul style="list-style-type: none">• 3.03 The word “general” was removed. <p>Article V</p> <ul style="list-style-type: none">• 5.01 Officers and Board• 5.02 Changed the word “of” to “to”• 5.04 Adding in the wording “board meeting”• 5.07 Removed General Meeting and added Board Meeting• 5.12 Members participation at a board meeting• 5.14 (a) Updated the role of The President• 5.14 (b) Updated the role of the Vice President• 5.14 (c) Updated the role of the Treasurer• 5.14 (e) Added in the role of the Administrator	<p>Article VI</p> <ul style="list-style-type: none">• 6.01 Added in Banking Arrangements• 6.02 Added in Signing Powers <p>Article VII</p> <ul style="list-style-type: none">• 7.01 Reworded AGM notification• 7.05 Added the wording “emailed”• 7.06 Removed the number of members for quorum to a percentage. <p>Article XIII</p> <ul style="list-style-type: none">• 13.02 Added In – Limitation of Liability• 13.03 Added In – Indemnity• 13.04 Added In – Insurance <p>Article XIII</p> <ul style="list-style-type: none">• 14.01 Added In – Mediation & Arbitration• 14.02 Added In – Dispute Resolution Mechanism <p>Article XV & Article XVI</p> <ul style="list-style-type: none">• 15.01 Added In - Amendment of By-laws• 16.01 Added In – Amalgamation & Dissolution
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Definitions

In this By-law and all other by-laws of the Chamber, unless the context otherwise requires:

"Act" means the *Boards of Trade Act (R.S.C., 1985, c. B-6)* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Area" means the area within and for which the Chamber was established, namely the Town of Madoc; serving the surrounding areas of Centre Hastings, Marmora, Tweed, Bancroft, Kaladar, Northbrook and Cloyne.

"Authorized Representative" means an individual appointed by a Member to act on their behalf;

"Board" means the Board of directors of the Chamber;

"By-law" means this by-law and any other by-law of the Chamber as amended and which are, from time to time, in force and effect;

"Director" means a member of the Board;

"Meeting of Members" includes an annual Meeting of Members or a Special Meeting of Members;

"Member" means a member of the Chamber;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"President" means an officer of the Chamber who has been appointed as a President by the Board or voted in at AGM.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Secretary" means an officer of the Chamber who has been appointed as a Secretary by the Board or voted in at AGM.

"Special Meeting of Members" includes a meeting of any class or classes of Members and a Special meeting of all Members entitled to vote at an annual Meeting of Members;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"Treasurer" means an officer of the Chamber who has been appointed as a Treasurer by the Board or voted in at AGM.

"Vice-Chair" means the vice-chair of the Board.

ARTICLE I – NAME AND OBJECTIVES

- 1.01 The name of the organization shall be the Madoc and District Chamber of Commerce.
- 1.02 The objectives of the Madoc and District Chamber of Commerce shall be to promote and improve trade and commerce, and the economic, civic and social welfare of the district.
- 1.03 The meeting location will be within a 20km radius of the Chamber office.
- 1.04 The Madoc and District Chamber of Commerce shall be non-sectional an non-sectarian and shell not lend it's support to any candidate for public office.
- 1.05 Corporate Seal, the Chamber must have a corporate seal in the form approved from time to time by the Board and the President shall be the custodian of the corporate seal.

ARTICLE II – INTERPRETATION

- 2.01 Whatever the words "The Chamber" occur in these bylaws, they shall be understood to mean "The Madoc and District Chamber of Commerce" as a body
- 2.02 Whenever wherever the words the Board occur in these bylaws they shall be understood to mean the Board of the Madoc and District Chamber of Commerce
- 2.03 Wherever the word "District" occurs in these by-laws, 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. 18, s,1).

ARTICLE 3 – MEMBERSHIP

- 3.01 Any reputable person directly or indirectly engaged or interested in trade commerce or the economic and social welfare the district shall be eligible for membership in the Chamber.
- 3.02 Associations, Corporations, Societies, Partnerships or Estate directly or indirectly interested in trade commerce or the economic and social welfare of the district may become members of the Chamber.
- 3.03 At any meeting of the Chamber any member in good standing may propose any eligible person or organization as a candidate becoming a member of the Chamber providing such candidate shall undertake if admitted too be governed by the by-laws of the Chamber.
- 3.04 If such proposal is carried by the majority of 2/3 of the members, then present such person or organization shall thenceforth be a member of the Chamber and shall have all rights and be subject to all the obligations of the other members.
- 3.05 Membership shall continue from time 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.
- 3.06 Any member of the Chamber, who intends to retire or to resign his or her membership may do so at the time, upon giving the Secretary ten days notice in writing or such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him or her at the time of such notice.

- 3.07 The Board may remove from the roll of members the name of any newly enrolled member failing to pay his or her annual dues within 30 days of his or her admission, or of any member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Board all privileges of the membership shall be forfeited.
- 3.08 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 repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from payment of annual dues.
- 3.09 Any member of the Chamber can be expelled by a 2/3 vote of the Board.

ARTICLE IV - DUES & ASSESSMENTS

- 4.01 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.
- 4.02 Other assessments may be levied against all members, provided that 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

- 5.01 The officer shall be: President, Vice President, Secretary and Treasurer, who together with two 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 two years or until their successors shall be appointed but no such officer or member of the Board, with the exception of the Secretary or Treasurer, shall hold the same office for more than four years in succession. The retiring President shall be exofficio, a member of the Board.
- 5.02 Where a member of the Board dies or resigns his office or his absence from three consecutive meetings of the Board, the Board may at any meeting thereof, elect a member to the Board in the place of the member who has died resigned or is absent.
- 5.03 Any officer or Board member may be suspended from his/her office or his/her tenure of the office terminated if, in the opinion of the Board he/she is grossly negligent in the performance of duties providing however, that any officer or Board member so suspended or whose tenure of the office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next General Meeting.
- 5.04 The Board shall have the General power of administration. It may make or authorize petitions or representations to the Government or Legislation of the Province or others as it may determine or as may be required by vote of majority of members present at any Board or General Meeting.
- 5.05 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 Trades Act.

- 5.06 Any 5 or more members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board.
- 5.07 The Board shall frame such bylaws, rules and regulations as appear to it best adopted to promote the welfare of the Chamber and shall submit them for adoption at a Board meeting of the Chamber called for that purpose.
- 5.08 The Board or at his and her request, 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 in such actions as the Board may request.
- 5.09 The Board may suspend any chairman from office or have his or her office terminated for just cause. Any committee may be terminated by the Board.
- 5.10 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.
- 5.11 The President and the Vice President, before taking office, shall take and subscribe before the mayor or before any justice of peace, and oath in the following form:
"I swear that I will faithfully and truly perform my duty as (state office) The Madoc and District 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 objectives for which the said Chamber was constituted according to the true intent and meaning of the same. So, help me God."
- 5.12 The meetings of the Board shall be open to all members of the Chamber, who may attend, and members can participate and provide input, however they will not be able to take part in the voting process.
- 5.13 No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person who to whom the Board has delegated this authority.
- 5.14 **a. The President** shall preside at all meetings of the Chamber and Board. He or she shall regulate the order of the business at such meetings, receive input lawful motions, and communicate to the meetings what he or 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 all activities of the year at the annual meeting. The President shall oversee the operations of the Chamber and perform the duties as outlined in the bylaws and in the Policies and Procedures of the Chamber. At the expiration of term of office, the President shall deliver to the Chamber all books, papers and other property to the Chamber.
- 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 chairman to act temporarily. At the expiration of term of office, the Vice President shall deliver to the Chamber all books, papers and other property to the Chamber.
- 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 he or she shall pay amount approved by the Board and shall keep a regular account of income and expenditures of the Chamber and shall submit an audited statement thereof for presentation

to the annual General Meeting and at any other time required by the Board. He or she shall make such investment of the funds of the Chamber as the Board may direct. He or she shall, with the with President, sign all notes, drafts and cheques. At the expiration of term of office, the Treasurer shall deliver to the Chamber all books, papers and other property to the Chamber.

d. The Secretary shall be the executive officer of the Chamber shall be responsible to the Board for the General control and management of the Chamber's business affairs. He or she shall be responsible for keeping the books, of the Chamber conducting its correspondence, retaining copies of all the official documents and shall perform all such other duties as properly that pertained to the office. He or she shall with the President, sign, and when necessary, seal with the seal of the Chamber, of which he or she so have custody, all papers and documents requiring signature or execution on its behalf. He or she shall maintain an accurate record of the proceedings of the Chamber and the Board. At the expiration of term of office, the Secretary shall deliver to the Chamber all books, papers and other property to the Chamber.

e. Administrator: The Board may, when funding is available, enlist the services of an Administrator with responsibility to day-to-day operations of the chamber. The Administrator shall be hired on a contract basis, renewable annually. Compensation of the Administrator will be considered as part of the annual budget. The Administrator being a paid position is not a voting member of the Board, but partakes in Board meetings, providing reports of activities and offering advice to the Board relating to activities of the Chamber. At the expiration of the position, the Administrator shall deliver to the Chamber all books, papers and other property to the Chamber.

- 5.15 Elections: If a board member or staff would like to participate within a local, provincial or federal election a leave of absent will be required, until said election is over and if they have won a seat, must resign from position within the Chamber.

ARTICLE VI – BANKING ARRANGEMENTS

6.01 The banking business of the Chamber shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Chamber and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

6.02 Signing Powers: The Treasurer, President and one other Board member are to be the signing officers of the bank accounts.

ARTICLE VII - MEETINGS

7.01 The annual meeting of the Chamber shall be held in the month of March, in each year at that time and place determined by the Board. Thirty days notice in print to the community and a two weeks reminder of the annual meeting shall be sent out by email or mail to all members.

7.02 Regular General Meetings of the Chamber shall be held quarterly at the time and place designated by the Board. At least one week's notice of such meeting shall be given.

- 7.03 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 once day's notice of such meeting shall be given.
- 7.04 The Board shall meet from time to time (at least once a month) as many as may be necessary to carry on the business of the Chamber.
- 7.05 Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the district or circulated letter signed by the Secretary and mailed or email to at least last known address of each member shall constitute sufficient notice.
- 7.06 At any annual or General Meeting 30 percent of the members shall be a quorum and, unless otherwise specified 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.
- 7.07 Minutes of the proceedings of all General and Board meetings shall be entered into the books to be kept for that purpose by the Secretary.
- 7.08 The entry of such minutes shall be signed by the President and Secretary once they are adopted.
- 7.09 All books of the Chamber shall be open at a reasonable hours to any member of the Chamber free of charge.

ARTICLE VIII - VOTING RIGHTS

- 8.01 Every member in good standing represented at any General Meeting shall be entitled to have one vote provided that the vote of an Association, Corporation, Society, Partnership or an Estate member shall and such can be assigned to individuals.
- 8.02 Voting at the Board or General Meeting shall normally be by a show of hands or, if requested by the Chairman, by a standing vote. A roll call vote may be taken, if requested by five members, provided such requests, received approval of 2/3 of the members present.
- 8.03 The presiding officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer to the vote of the majority shall decide.
- 8.04 Motions or amendments shall be carried at any Board, or General Meeting by a majority vote unless otherwise provided by these bylaws.

ARTICLE VIII – BY-LAWS

- 9.01 By-laws 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 meeting and duly entered in as a minute of the Chamber.
- 9.02 Such by-laws 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 the minister of Consumer and Corporate Affairs.

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

ARTICLE X - FISCAL YEAR

10.01 The fiscal year of the Chamber shall commence on the 1st day of January in each year.

ARTICLE XI - AUDITORS

11.01 Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once in once in each year. An audited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by Board.

ARTICLE XII - PROCEDURE

12.01 Parliamentary procedure shall be followed at all General and Board meetings in accordance with the "Rules of Order" by Bourinot.

ARTICLE XIII - LIABILITIES

13.01 The Chamber hereby consents that each and every member of the Board shall be deemed to have assumed office on the express understanding and agreement and condition that every Board member, his heirs, executors, and administrators and estate and effects, shall from time to time, and at all times be indemnified and saved harmless out of the funds of the Chamber from and against all costs, charges expenses whatsoever which such Board member sustains or incurs in or about any prosecution against him/her or in respect to any act, deed, matter or transaction whatsoever made, done or permitted by him or her in or about the execution of the duties of his/her office, and also from against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Chamber except such costs, charges, or expenses as are occasioned by his or her willful neglect or default, or innocence thereof, shall be established by a General Meeting of Board called for that purpose, where a majority decision will establish the fact and will be deemed to represent the will of the membership. The Board members for the time being of the Chamber shall not be under any duty or responsibility in respect of any contract, act or transaction whether made or not made, done or entered into the name or on behalf of the Chamber, except such shall have been submitted to and authorized by the Board.

13.02 Limitation of Liability: Every Director and officer of the Chamber in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Chamber and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Chamber shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Chamber shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which happens in the execution of the duties of his or her office or in relation thereof, but nothing in this section shall relieve any Director or officer from the duty to

act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

13.03 Indemnity: Subject to the Act, the Chamber shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Chamber's request as a Director or officer of a body corporate of which the Chamber is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of having been a Director or officer of the Chamber or such body corporate, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Chamber; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Chamber shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

13.04 Insurance: Subject to the Act, the Chamber shall purchase and maintain insurance for the benefit of all Directors, officers and committee members against any liability incurred by him or her in his or her capacity as a Director, officer or committee member of the Chamber or of another body corporate where he or she acts or acted in that capacity at the Chamber's request.

ARTICLE XIII – DISPUTE RESOLUTION

14.01 Mediation and Arbitration: Disputes or controversies among Members, Directors, officers, committee members, or volunteers of the Chamber are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.

14.02 Dispute Resolution Mechanism: In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers of the Chamber arising out of or related to the By-laws, or out of any aspect of the operations of the Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, officers, committee members, employees or volunteers of the Chamber as set out in the By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Chamber) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Chamber is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

The mediation and/or arbitration shall be in accordance with the laws of the Province of Ontario and shall be held in Madoc, Ontario.

ARTICLE XV – REPEAL

15.01 Amendment of By-Laws: The by-laws of the Chamber may be repealed or amended by by-law, or a new by-law relating to the requirements of the *Act*, may be enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a Meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

ARTICLE XVI – AMALGAMATION AND DISSOLUTION

16.01 Amalgamation and Dissolution: Upon amalgamation with one or more other Chamber of commerce or Boards of trade, or other corporation with similar objects, the property of the Chamber shall belong to such amalgamated entity.

Upon dissolution, the property of the Chamber shall, after satisfaction of its debts and liabilities, be paid or transferred to or distributed among such charitable causes having similar objects in the serving territory as the Board may, in its sole discretion, decide.

DATED the _____ day of August, 2021.

Signing Officers

President	Shari Pearce	_____
Treasurer	Cathy Massey	_____
Past President	Jennifer Reid	_____