



Chamber Executives  
*of Ontario*

*Constitution and Bylaws*

*Approved: November 8, 2012*

## **ARTICLE I – NAME**

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### **Section 1:**

*The name of the Association shall be “Chamber Executives of Ontario”, hereinafter referred to as the “Association”.*

### **Section 2:**

*The term “Chamber Executive” includes persons holding a management position within a recognized Chamber of Commerce/Board of Trade in Ontario. The term “management position” includes all Managers, Executive Directors & CEO’s.*

## **ARTICLE II – OBJECTIVES**

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### **Section 1:**

*The objectives of the Association shall be to promote:*

- a) The exchange of knowledge and ideas and co-operation among Executives of Chambers of Commerce and Boards of Trade in the province of Ontario.*
- b) The enhancement of the position of Executive of a Chamber of Commerce or Board of Trade in Ontario, among members and the general public.*
- c) The general advancement of the interest of Executives of Chambers of Commerce and Boards of Trade in Ontario, in such ways as may be determined by members of the Association.*

## **ARTICLE III – MEMBERSHIP**

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### **Section 1: Membership**

*Any Executive of a Chamber of Commerce or Board of Trade, in the province of Ontario who is elected by vote of the majority of the Board of Directors, present at any properly constituted meeting and who has paid the dues prescribed, shall be a member of the Association.*

*Membership in the Association is vested in the individual Executive upon receipt of the annual dues paid by, or in the name of the individual Executive. He or she shall remain a member in good standing of the Association for the entire period for which such dues have*

*been paid, as long as the individual Executive remains an employee of any Chamber of Commerce or Board of Trade in Ontario, subject to Article I, Section 2.*

*Additional employees within a Chamber of Commerce are permitted to join the Association as an Associate Member, see Article 3, Section 6.*

**Section 2: Member Resignations**

*A member may resign membership by written notification addressed to the Secretary of the Association. Such resignation shall take effect upon receipt of notification by the Secretary, subject to payment of arrears of dues and any other payment due the Association.*

**Section 3: Transfer of Membership**

*Upon any member ceasing to be an Executive of a Chamber of Commerce or Board of Trade, membership in the Association, as vested in the individual, shall be transferred to the new Executive, subject to the approval of the Board of Directors.*

**Section 4: Discipline**

*The Board of Directors shall have power, at their discretion, to suspend or expel any member of the Association whose conduct it deems detrimental to the objectives of the Association. The Board shall notify the member of the complaint against them and give them an opportunity to address the Board before any decision is made. After hearing from the member, or if such member chooses not to address the Board, the Board may hold a vote subject to two thirds (2/3) majority vote of those present, and proceed to suspend or expel such member. This decision is subject to review by the Association at the next meeting, if protested by the expelled member.*

**Section 5: Register of Members**

*A register of members shall be kept by the Treasurer of the Association and a membership status report will be given to the Board on a regular basis to include the name and contact information of members and all changes in the status of the master list.*

**Section 5: Honourary Life Members**

*Honourary Life Members may be elected to the Association from time to time, on the recommendation of the Board of Directors and upon approval of the general membership at the next Annual Meeting. An Honourary Life Member shall not have voting privileges.*

**Section 6: Associate Members**

*Additional Chamber Staff and former Executives of Chambers of Commerce or Boards of Trade in Ontario, who were members in good standing of the Association while employed by a Chamber of Commerce or Board, shall be permitted to become Associate Members of the Association and shall pay an annual fee, to be determined by the Board of Directors. An Associate Member shall not have voting privileges.*

## **ARTICLE IV – MEMBERSHIP FEES**

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### **Section 1: Dues**

*The Annual dues payable by the members shall be set by the Board of Directors. Membership dues shall be payable upon receipt of invoice, which shall be issued not less than 30 days before the commencement of the membership year.*

### **Section 2: Arrears of Dues**

*Payments outstanding for thirty days or more shall be considered overdue and that membership amounts which are two months overdue shall be reported to the Director of Membership Development for follow up. Memberships shall be cancelled if 90 days overdue.*

## **ARTICLE V - BOARD OF DIRECTORS & OFFICERS**

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### **Section 1: Composition**

*The affairs of the Association shall be managed by a Board of Directors of up to twelve (12) elected members. These shall include the Executive Committee, consisting of the Chair, First Vice- Chair, Second Vice- Chair, Secretary, Treasurer and Immediate Past Chair, and six (6) Directors representative of various parts of the Province of Ontario. In addition, there will be two (2) appointments to the Board, one each from the Ontario Chamber of Commerce and one from the Sales component of CEO, both of whom shall have voting privileges.*

### **Chair of the Board**

*The Chair of the board will oversee the drafting of all agendas, preside at all meetings and events and shall call or direct the President to call all meetings of the Board of Directors; and shall represent the association when appropriate. The Chair shall set meeting dates and locations in conjunction with the Board and work with the Secretary & President to coordinate the details for the AGM. Other duties include; attendance at OCC Board meetings on behalf of the association; participation in the nominating process for the Board & it's officers; preparation of a written summary of achievements & activities related to CEO for the past year, to present at the AGM and will maintain a duplicate copy of the membership list.*

### **1<sup>st</sup> Vice Chair**

*The first Vice-Chair shall in the absence of the Chair, represent the Association where appropriate and perform the duties of the Chair as well as be responsible for overseeing the co-ordination of details & programs for the mid-winter meeting (usually held in the Toronto area) and co-ordinates the planning and preparation of the Volunteer's Luncheon (at the OCC Annual Conference). The 1<sup>st</sup> Vice Chair is responsible for overseeing the co-ordination, nominations process, and awarding of the James Carnegie Award.*

### **2<sup>nd</sup> Vice Chair**

*The 2<sup>nd</sup> Vice-Chair shall, in the absence of the Chair, and the 1<sup>st</sup> Vice-Chair, represent the Association where appropriate and perform the duties of the Chair as well as be responsible for overseeing the bi-annual membership survey, the co-ordination of the development of the membership roster and maintaining the membership brochure. This position also oversees the CEO scholarship and training programs & the Annual General Meeting with the Chair.*

### **Secretary**

*The Secretary shall be the Recording Secretary of the Association and shall keep such books as are required by law or the Board of Directors including the minutes of the Board & AGM. Other duties of the Secretary include working with the President to ensure the distribution of minutes within one month to appropriate individuals; maintaining a supply of CEO stationery; maintaining a CEO historical record keeping, which should include copies of: agenda, minutes, correspondence, annual rosters, membership survey results, Treasurer's reports & budgets etc; being responsible for the co-ordination of newsletters and information mailings to the membership; managing and maintaining the CEO bylaws; managing and maintaining a Master Copy of the Directors Manual.*

### **Treasurer**

*The Treasurer shall keep the records of membership and maintain banking & financial accounts for the Association. The Treasurer shall also oversee the payment of accounts; maintain the accounts payable & receivable records; be responsible for issuing membership fee notices & collecting membership fees; preparation of event budgets. The Treasurer will also produce a quarterly financial statement & distribute same to the CEO Board which will include up-to-date actual, actual versus budget and versus previous year; and co-ordinate with 2<sup>nd</sup> vice chair to ensure the member data base is current and up to date. Arrange for a yearly report in each newsletter with any changes of information. The Treasurer, on a monthly basis, will inform the Chair and the Director of Membership Development of membership arrears.*

### **Past Chair**

*The Past Chair will chair the Nominating Committee which is responsible for bringing in a slate of officers & directors to the membership at the Annual General Meeting. They will attend and participate in Board meetings.*

## **President**

**The duties of the President are to:**

1. *manage association operations including financial reporting and membership administration*
2. *manage updates of the CEO website*
3. *provide marketing services and develop initiatives to generate non-dues revenue*
4. *develop and maintain an orientation and training manual for Board members*
5. *provide admin support to all CEO committees.*
6. *support the Chair in development of an Annual Report (Year In Review)*
7. *manage communications for CEO including the development of an online newsletter*

## **Directors**

*The remainder of the Board members will be expected to organize, plan, or co-ordinate at least one of the activities carried out by the Board of Directors. While officers remain responsible for ensuring that the duties are fulfilled, the Board members must be prepared to actively participate in the organizational functions of the Association.*

## **Appointed Members**

*There may be two members appointed as voting members to the Board of Directors: one to represent the Ontario Chamber of Commerce and one to represent the Sales component of the CEO.*

## **Section 2: Indemnification of Board Members**

*The Board will carry adequate Directors & Officers Liability Insurance to indemnify and save harmless every member of the board from and against:*

*(a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or things whatsoever made, done or permitted by him/her, on or about the execution of the duties of his office; and*

*(b) All other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his/her own willful neglect or default.*

## **Section 3: Bylaws & Policies**

*All elected members of the Board must uphold the By-laws and policies of The Association.*

## **Section 4: Quorum**

*At all meetings of the Board of Directors, seven (7) of the Directors shall constitute a quorum, and a majority of such quorum, do all things within the powers of The Board.*

**Section 5: Vacancies**

*Any member of the Board, who intends to resign their position on the Board, may do so, at any time, upon giving the Chair 10 days written notice prior to the next Board Meeting. Vacancies on the Board of Directors shall be filled by the said Board for the duration of the unexpired term.*

**Section 6: Procedures**

*Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of the members present. The Chair of the Board can also ask for an electronic vote via email on an issue that arises between Board Meetings.*

**Section 7: Authorizing Expenditures**

*The Board of Directors shall have the authority to authorize the expenditure of the funds of the Association in the ordinary course of its business, for the purpose of carrying out its objective.*

*All notes, drafts and cheques must be signed by any two of the following: Secretary, Treasurer, President, Chair, First Vice- Chair or Second Vice- Chair. Authority to transfer funds by other means must be given by any two of the same.*

**Section 8: Signed Resolution**

*A resolution signed by all members of the Board of Directors shall be as valid and effectual as if passed at a meeting of the Board duly called and constituted.*

**Section 9: Term of Office**

*Members of the Board of Directors, excluding appointees (Article 5, Section 1) shall be elected at each Annual Meeting for a term of two (2) years and any member of the Board may not serve for more than three (3) consecutive terms, officers included. Chair will serve one additional year as Past Chair.*

**Section 10: Nominating Committee**

*The Past Chair will chair the Nominating Committee.*

*This committee, comprising the immediate past chair, present chair and 1<sup>st</sup> vice-chair shall annually determine the number of vacancies to be filled, and shall select the names of eligible officers and directors for the ballot. Consideration will be given to nominations to ensure that the Board represents geographic regions of our province wherever possible.*

*The Nominating Committee shall present its proposed slate of officers and directors to the membership via email 45 days prior to the Annual General Meeting for the purposes for an election. Upon presentation of the slate of officers and directors, the Nominating Committee shall call for additional nominations from the membership which must be*

received 30 days prior to the AGM. There will be no nominations accepted from the floor at the AGM.

The Past Chair shall call a vote from the membership at the AGM, if an election is to be held. If no additions are made to the Nominating Committee's slate, then a duly moved and seconded motion for approval, followed by a majority vote from delegates, is required.

### **Section 11: Acclamation**

In the event not more than six (6) members are nominated for positions as Directors of the Association and not more than six (6) members are nominated for positions as officers of the Association, this slate of nominees shall be declared the official Board of Directors and Officers of the Association for the ensuing year.

## **ARTICLE VI - MEETINGS**

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### **Section 1: Annual General Meeting**

The annual general meeting of the Association shall be held within 8 months of the year end, at a location determined at the discretion of the Chair.

### **Section 2: Special General Meeting**

The Board of Directors may, whenever they deem necessary, or shall upon request made in writing by any five (5) or more members, convene a special meeting. Such request shall express the objective of such meeting and shall be delivered to the Chair and/or Secretary of the Association. Such meeting shall be called within twenty-one (21) days of the request.

### **Section 3: Notice**

Notice of all meetings, naming the time and place of assembly, shall be given to each member concerned at least twenty-one (21) days in advance of such meeting.

### **Section 4: Board Meetings**

The Board shall meet a minimum of 3 times per year. There is to be a meeting at each of the two annual conferences, and the other can be held via conference call.

### **Section 5: Quorum**

At any general or annual meeting of the Association, twenty-five (25) members in good standing shall constitute a quorum.



**Section 6: Voting**

*Every member in good standing with the Association shall have one (1) vote on any resolution or election, except the current Chair of the Board, Associate Members and Honourary Life Members. In the event of a tie vote, the Chair shall cast the deciding vote. Voting at Board or general meetings shall normally be by show of hands, or if requested by the chairman, by standing vote. Proxy voting will not be permitted.*

**Section 7: Records**

*Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Secretary. The entry of such minutes shall be signed by the Chair or Vice-Chair or the person who presides at the meetings at which they are adopted.*

**ARTICLE VII - AMENDMENTS**

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**Section 1:**

*The Constitution and By-laws of the Association may be altered or amended at any properly constituted general meeting by a two thirds (2/3) vote of the members present, on notice to that effect having been given at least twenty-one (21) days in advance of such meeting.*

**ARTICLE VIII – COMMITTEES**

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**Section 1:**

*The Board shall establish standing committees and appoint Chairs for the upcoming year at the AGM. Each appointment will be for one year but may be renewed at the discretion of the Board.*

**Section 2 :**

*The Board shall from time to time establish Ad Hoc Committees as required, such committees shall be discharged by The Board at the culmination of their mandate.*

**ARTICLE IX - AFFILIATION**

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*The Association, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the provincial or regional Chambers and any other organizations in which membership may be in the interests of The Association.*

**ARTICLE X– FISCAL YEAR**

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**Section 1: Fiscal Year**

The fiscal year of the Association shall commence on the first (1<sup>st</sup>) day of October in each year and shall end on the thirtieth (30<sup>th</sup>) day of September in the following year.

**ARTICLE XI – AUDITORS**

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Auditors shall be appointed by the Board and they shall audit the books and accounts of the Association at least once every three years. There shall be a review engagement conducted in years where there is no audit performed.. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board.

**ARTICLE XII - PROCEDURE**

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Parliamentary procedure shall be followed at all general and Board meetings, in accordance with “Rules of Order” by Robert’s.

**Revised and Amended:**

- September 1958
- September 1960
- September 1967
- September 1976
- September 1978
- September 1980
- February 1986
- November 1989
- September 1999
- November 1999
- February 2000
- October 2000
- November 2003
- February 2011
- November 2012