

**BY-LAWS OF THE SAUGEEN SHORES CHAMBER OF COMMERCE**

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BY-LAWS OF THE SAUGEEN SHORES CHAMBER OF COMMERCE  
REVISION EFFECTIVE December 6, 2018

**ARTICLE I – NAME AND OBJECTIVES**

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

**ARTICLE II – INTERPRETATION**

- 2.1 “Chamber” or the “Chamber of Commerce” means the Saugeen Shores Chamber of Commerce.
- 2.2 “Act” means the “Boards of Trade Act”, (R.S., c.B-8, s. I.), under which the Chamber is established.
- 2.3 “Board” or “Board of Directors” means the Board of Directors of the Saugeen Shores Chamber of Commerce, referred to in the Boards of Trade Act as a “Council of the Board of Trade”.
- 2.4 “District” means the area and boundaries, within and for which this Chamber was established, as defined in the Certificate of Registration under the Act.
- 2.5 “Director” means a member of the board.
- 2.6 “Executive Director” is the chief administrative officer employed by the Chamber.

- 2.7 “Member(s)” means individuals, businesses and organizations that hold membership including their designated representatives as outlined in the membership categories, as set by the Board from time to time.
- 2.8 “Membership” identifies all members including Honorary/Special Members.
- 2.9 “Officers” or “Management Committee” or “Executive Committee” refers to the immediate Past President, President of the Board, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer and may include a Director at Large should one be appointed by the Executive Committee.
- 2.10 “Committees” include both standing committees and other committees established from time to time as the needs arise.

### **ARTICLE III – MEMBERSHIP**

- 3.1 Any reputable person directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district shall be eligible to apply for membership in the Chamber. Applications for membership shall be in writing and shall provide such information as the directors may require. Applications submitted electronically through the [www.saugeenshoreschamber.ca](http://www.saugeenshoreschamber.ca) (or its successor website, as the case may be) are acceptable.
- 3.2 Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the Chamber. Every member who is not a person must designate one member representative to vote and act on its behalf.
- 3.3 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be renewed. Honorary membership shall include all the privileges of active membership except that of holding office. Honorary membership is exempt from the payment of annual dues.
- 3.4 Admission to membership will occur as follows:
- a) All potential members will be presented to the Executive Director of the organization. Any eligible person may be presented as a candidate for becoming a member of the Chamber, providing such a candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
  - b) Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Board.
  - c) Each member shall be entitled to a certificate of membership in such form as the Board shall authorize from time to time. Each member may indicate in their business advertising that they are a member of the Chamber of Commerce.

- 3.5 The Board of Directors may remove from the roll of members the name of a member who fails to pay such dues within ninety (90) days of the date of which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- 3.6 Any member of the Chamber who intends to retire there from or to resign their membership may do so, at any time, upon giving notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice.
- 3.7 Membership in the Chamber is subject to review of the Board. The Chamber reserves the right to cancel the membership of a member if the conduct of the member, in the Board's sole and absolute opinion, has legal or ethical implications unfavorable to the member and/or the Chamber.
- 3.8 The Board will provide written notice of its intention to cancel any membership. The member will be provided the opportunity to attend a meeting with the Board to address the concern. The decision of the Board shall be a final and binding decision.

#### **ARTICLE IV – DUES AND ASSESSMENTS**

- 4.1 Annual membership dues shall be established by the Board and may be changed from time to time.
- 4.2 A membership applicant shall enjoy the privileges and obligations of membership upon approval of its application for membership and upon payment of the annual membership dues.
- 4.3 Annual membership dues are payable by each member not later than ninety (90) days following the anniversary date of their original membership.
- 4.4 Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the membership present at a general meeting of the Chamber called for that purpose. The notice of such a general meeting will state the nature of the proposed assessment.

#### **ARTICLE V – OFFICERS AND THE BOARD OF DIRECTORS**

- 5.1 Any individual member or any member representative, who is a member in good standing, shall be eligible to be elected to the Board of Directors, except honorary members.
- 5.2 The Board of Directors shall be: the President of the Board, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer who together with at least four (4) and no more than eight (8) other members, shall be elected from among the members at the annual general meeting to form the Board. They shall remain in office for two (2) years or until their successors shall be appointed, but no such officer, with the exception of the Secretary and Treasurer, shall hold the same

office for more than two consecutive terms in succession. The retiring President shall be, ex officio, a member of the Board and Management Committee.

- 5.3 Directors shall serve a two year term.
- 5.4 Where a member of the Board dies or resigns or is absent from three (3) meetings within one year of the Board, the Board may, at any meeting thereof, elect or appoint a member of the Chamber in the place of the member who had died or resigned, or is absent at the sole and absolute discretion of the Executive Committee.
- 5.5 Any officer or director may be suspended from their office or have their tenure of office terminated if, in the opinion of the Board, they are grossly negligent in the performance of their duties, providing however, that any officer or director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership.
- 5.6 A nominating committee of three (3) members shall be appointed by the Board of Directors and shall be chaired by a Director of the Board. The nominating committee shall prepare a list of nominees for directors and officers (except for the President of the Board and the immediate Past President). The committee shall prepare and cause to be mailed, or e-mailed to each active member of the Chamber, a notice calling for nominations from among members. Such notice shall specify the number of vacancies to be filled, the terms and conditions under which nominations are to be made, and the time when nominations shall be closed. The nominee's consent to accept office, if elected, must be confirmed by the committee.  
In the event the nominations filed with the committee are fewer than the vacancies to be filled, it shall be the responsibility of the committee to secure sufficient additional nominations. Should the nominations filed be equal to the vacancies to be filled, the Board may declare the election of the nominees without conducting an election.  
The nominating committee will present to the membership at the annual general meeting, a slate of eligible nominees for election to the Board.
- 5.7 The Board shall have the general power of administration. It may make or authorize petitions or representations to the government or parliament of Canada, the government or legislature of the province or territory, as it may determine or as may be required by vote of a majority of members. -
- 5.8 The Board shall, in addition to the powers hereby, expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- 5.9 Any five (5) or more members of the Board, lawfully met, shall constitute a quorum for meetings of the Board and shall do all things within the powers of the Board.

- 5.10 The Board shall frame such by-laws, rules and regulations as appear to it, and best adapted to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- 5.11 Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.
- 5.12 At the commencement of each term before taking office, any officer and any member of the Board new to their respective position, shall take and subscribe before the active Board, an oath in the following form;
- “I will truly, faithfully and impartially exercise this office as Director of the Saugeen Shores Chamber of Commerce to the best of my knowledge and ability. I have not received and will not receive any payment or reward, or promise thereof, for the exercise of this office in a biased, corrupt or any improper manner. I will disclose any pecuniary interest, direct or indirect. 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 adapted to promote the objects for which the said Chamber was constituted according to the true and meaning of the same. And I make this solemn promise and declaration conscientiously believing it to be true and knowing that is of the same force and effect as if made under oath.”
- 5.13 The meetings of the Board shall be open to all members of the Chamber, who may attend, but may not take part in the proceedings.
- 5.14 No public pronouncement in the name of the Chamber may be made unless authorized by the Board by some person to whom the board has delegated this responsibility.
- 5.15 Directors shall prepare for and attend meetings of the Board to consider, discuss business, make decisions and form policy for the Chamber. Directors shall serve on or otherwise contribute to any committees or task forces of or involving the Chamber as the need arises. Each director who has any material interest in any matter under consideration by the Board must fully disclose the interest and excuse themselves from the meeting during debate and voting on the matter. This declaration shall be recorded in the minutes of the meeting.
- 5.16 a) The President of the Board shall preside at all meetings of the Chamber and Board. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the Chamber. The President of the Board shall, with the Executive Director sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the Chair of the Board to present a general report of the activities of the year at the annual meeting.
- b) The 1<sup>st</sup> Vice-President shall act in the absence of the President of the Board and, in the absence of both of these officers; the 2<sup>nd</sup> Vice President shall act. Should all three be absent the meeting shall appoint a Chair to act temporarily.

c) The Treasurer shall have charge of all funds of the Chamber. Together with the Executive Director he/she will review the financial position of the Chamber throughout the year and at any other time as requested by the Board. The treasurer shall present regular financial statements to the Board, and shall submit an annual financial report for presentation at the annual general meeting and at any other time required by the Board. He/she shall make such investment of the funds of the Chamber as the Board may direct.

d) The Secretary shall be the executive officer of the Chamber and shall be responsible for recording, preparation and distribution of the minutes of all meetings in a timely manner .and ensure the safekeeping of the books, papers, official documents and seal of the Chamber. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his/her term of office, the Secretary shall deliver to the Chamber all books, papers, and other property of the Chamber.

#### 5.17 Confidentiality

All Directors on the Board of Directors shall sign a confidentiality agreement at the first attended meeting after their election and are to ensure that all matters are to be kept confidential unless otherwise advised, including but not limited to those matters disclosed to them during closed meetings, in-camera sessions or general attendance at the Chamber office.

5.18 No Director shall take an electronic device into, or use an electronic device for the purpose of recording during any meetings.

#### 5.19 Conflict of Interest

When a Director is in a situation whereby his or her personal, financial or professional interest, or that of an immediate family member or collaborator, conflicts or appears to conflict with his or her responsibility to the Chamber or participation in any recommendation or decision within the Chamber or the process leading to such a recommendation or decision; that Director shall immediately declare a Conflict of Interest as per the Chamber's Conflict of Interest Policy and shall follow the procedures as outlined in the Chamber's Conflict of Interest Policy.

#### 5.20 Whistleblower Policy:

A Director shall report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) as they related to the members, the Directors, the Chamber staff and the activity of the Chamber in general, in accordance with the Whistleblower policy and shall follow the procedures as outlined in the Chamber's Whistleblower's Policy.

### **ARTICLE VI - EXECUTIVE DIRECTOR**

6.1 The Board shall employ a chief administrative officer, who shall be known as the Executive Director of the Chamber. The Executive Director reports directly to the Board and shall oversee the necessary correspondence, preserve all books, documents, communications and pertinent records, and make provision for the

keeping of books of accounts and the maintaining of an accurate record of the proceedings of the Chamber, the Board, and all committees thereof. He/she shall deposit, or cause to be deposited, all funds in a chartered bank or credit union selected by the Board. Out of such funds the daily financial responsibilities as approved by the Chamber will be paid. He/she shall collect all information and documentation requested by the Board as soon thereafter as practicable, and shall retain on file available for the use of the Chamber members accurate data concerning all pertinent matters relating to the promotion and development of the Chamber or of the town and district. He/she shall hire/terminate with final approval of the Executive and supervise such office staff as may be authorized by the Board to assist him/her in his/her duties, and he/she shall perform such duties as may be incidental to his/her office, under the direction of the Board. At the discretion of the Board the Executive Director can act as the Secretary, during which time the position of Secretary will remain vacant. The Executive Director has no voting privileges.

## **ARTICLE VII – COMMITTEES & TASK FORCES**

- 7.1 There shall be a Management Committee composed of the immediate Past President, President of the Board, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer and may include a Director at Large should one be appointed by the Board. In emergencies and between regular meetings of the Board of Directors the Management Committee shall act on behalf of the Board of Directors.
- 7.2 Meetings of the Management Committee shall be held at any time and place to be determined by the members of such committee provided that twenty four (24) hours notice of such meeting shall be given to each member of the committee. Method of notification can include phone, text and e-mail.
- 7.3 Any three (3) or more members of the Management Committee, lawfully met, shall constitute a quorum for meetings of the Management Committee and shall do all things within the powers of the Management Committee.
- 7.4 The Board may appoint committees or task forces or designate members of the Board, the Chamber or others to examine, consider and report upon any matter or take such action as the Board may request. These committees shall meet at the call of their chairperson or the Chairperson, as frequently as is necessary for the effective performance of the duties assigned to them.
- 7.5 Chairpersons of committees shall be appointed by the Board of Directors or the Management Committee.
- 7.6 All members of the Chamber are eligible for committee membership and are encouraged to attend committee meetings. Committee members shall be appointed by the chairperson of the committee or by such other means as may be determined by the Board when establishing the committee.
- 7.7 No resolution or action by the committee, except the Management Committee, shall be binding on, or expressive of, Chamber policy without the approval of the Board.

## **ARTICLE VIII – MEETINGS**

- 8.1 The Board of Directors shall meet regularly at least 6 (six) times during the year or as may be necessary to carry on the business of the Chamber. Every Director, Officer and employee of the Chamber shall respect the confidentiality of matters brought before the Board, keeping in mind unauthorized statements could adversely affect the interests of the Chamber and its membership.
- 8.2 The Annual Meeting of the Chamber shall be held within 6 months of year end at the time and place determined by the Board.
- 8.3 General Meetings of the Chamber shall be held at such times as the Board determines in the community of Saugeen Shores.
- 8.4 Special general meetings of the Chamber may be held:
- At such times as the President of the Board or Board determines,
  - Upon the written request of (10) members, or
  - Upon the written request of at least (3) Directors.
- 8.5 The written request for a special general meeting must specify the matter to be brought before the meeting and the desired outcome. The special general meeting will only deal with the issue that caused the meeting to be called. A quorum at a special general meeting shall be a majority of members present at the meeting.
- 8.6 Notice of meetings, naming the time and place of assembly, shall be provided to the membership at least seven (7) days before the meeting.
- 8.7 At any annual or general meeting not less than twenty (20) members of record shall be a quorum. A majority of members present shall perform all acts which are, or shall be, directed to be done at any such meeting.

## **ARTICLE IX – VOTING RIGHTS**

- 9.1 Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals referred to as member representatives.
- 9.2 Voting at board or general meetings shall normally be by a show of hands, or if requested by the Chairperson, by a standing vote. A roll call vote shall be taken, if requested by five (5) or more members provided such a request received the approval of two-thirds (2/3) of the members assembled. Any vote taken for the election of Officers or Board of Directors shall be by secret ballot.
- 9.3 The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- 9.4 Motions or amendments shall be carried at any board, committee or general meeting by a majority vote (50%+1) unless otherwise provided in these by-laws.

- 9.5 Every Directors shall have the right to one vote at Board Meetings. For greater certainty, visitors, guests, Chamber staff and members shall not carry the right to vote at Board Meetings. .

## **ARTICLE X – BYLAWS**

- 10.1 Bylaws may be made, replaced or amended by a majority of member of the Chamber present at any General Meeting of the membership; the proposed changes must accompany notice of such meeting. Method of notification can include phone, mail, and e-mail.
- 10.2 Such bylaws shall be binding on all members of the Chamber, its officer and all other persons lawfully under its control.
- 10.3 The Board of Directors may formulate, adopt or amend from time to time as it deems necessary, a procedures manual dealing with matters of procedure and policy not specified in the Bylaws of the Chamber, provide for the procedures to be followed at meetings of the Chamber, Board, Management Committee or any committees duly appointed, the procedures to be followed in general administration of the Chamber day to day operations.

## **ARTICLE XI - GENERAL**

### **AFFILIATION**

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

### **FISCAL YEAR**

- 11.2 The fiscal year of the Chamber shall commence on the first day of January in each year and end on the last day of December of the same year.

### **FINANCIAL MATTERS**

- 11.3 Any two of the President, Treasurer, Secretary and Executive Director or Acting Executive Director shall be required to sign notes, drafts, and cheques on behalf of the Chamber.
- 11.4 The books of account of the Chamber shall be kept in the head office of the Chamber and shall be available to be inspected by the Board at any time. Minutes of the proceedings of all general and board meetings shall be entered in books to be kept for that purpose.
- 11.5 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber free of charge.
- 11.6 Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of The Chamber bi-annually. An audited

financial statement shall be presented by the treasurer at each Annual Meeting and at any other time required by the Management Committee.

## **PROCEDURE**

- 11.7 Parliamentary procedure shall be followed at all general and board meetings in accordance with "Roberts Rules of Order".

## **CHAMBER EMPLOYEES**

- 11.8 All employees of the Chamber shall hold office at the pleasure of the Board of Directors

## **INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS**

- 11.9 Every Director, Officer, and committee member and his/her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he/she incurs in any action or proceeding which is commenced or otherwise arising from any act or omission occasioned or permitted by him/her in the execution of Chamber duties, except where such costs or damages are the result of his/her own willful act, default or dishonesty outside of the actual authority of the Chamber. Nothing in these by-laws limits the right of any person to claim indemnity apart from the provisions of these by-laws.
- 11.10 The Chamber is authorized to and shall purchase and maintain insurance, for the benefit of any person referred to in these bylaws against such liabilities and in such amounts as the Board may determine in order to give effect to Paragraph 11.9 above.

## **ARTICLE XII - TRANSITION**

- 12.1 All previous by-laws of the Chamber are repealed as of the coming into force of these by-laws. Such repeal does not affect the previous operation of any by-law repealed or affect the validity of any act done under the previous by-law.
- 12.2 All prior resolution of the members of the Board and of any committee and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of Directors, Officers and members of committees are hereby ratified and confirmed.

**BY-LAWS APPROVED by the Board the \_\_\_\_th day of \_\_\_\_\_, 2019.**

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President, Kate Cammidge Irwin

**BY-LAWS ENACTED by Resolution passed at Annual General Meeting of the members of the Saugeen Shores Chamber of Commerce called for the purpose on the December 6, 2018**

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President, Kate Cammidge Irwin