



THE TWEED AND AREA CHAMBER OF COMMERCE BY-LAWS

Revised October 6, 2015

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ARTICLE I NAME AND OBJECT

- Section 1 The name of the organization shall be The Tweed and Area Chamber of Commerce.
- Section 2 The Object of The Tweed and Area Chamber of Commerce, shall be to promote and improve trade and commerce, civic, and social welfare of the Municipality served by the organization.
- Section 3 The usual place of meeting shall be in the Municipality of Tweed.
- Section 4 The Tweed and Area Chamber of Commerce shall be non-sectional and non-sectarian, and shall not lend its support to a candidate for public office on a party political basis.

ARTICLE II INTERPRETATION

- Section 5 Whenever the words “The Chamber” occur in these By-Laws, they shall be understood to mean “The Tweed and Area Chamber of Commerce” as a body.
- Section 6 Whenever the words “The Board of Directors” occur in these By-Laws, they shall be understood to mean “The Board of Directors of The Tweed and Area Chamber of Commerce”.

ARTICLE III MEMBERSHIP

- Section 7 Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the Municipality, shall be eligible for membership in The Chamber.
- Section 8 Any reputable non-resident, or business/organization doing business outside of the Municipality of Tweed shall be eligible for associate membership in The Chamber.
- Section 9 Associations, corporations, societies, partnerships or estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the Municipality, may become members of The Chamber.

- Section 10 At any Annual General Meeting of The Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Board, providing such candidate shall undertake if admitted, to be governed by the By-Laws of The Chamber.
- Section 11 Any candidate carried by two-thirds of the members of The Chamber then present, such person or organization shall thenceforth be a member of The Board.
- Section 12 Membership shall continue from the time of admittance until the 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 of Directors.
- Section 13 Any member of The Chamber who intends to retire there from or to resign their membership may do so, at anytime, upon giving to the Secretary ten days notice in writing 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 14 The Board of Directors may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his/her admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board of Director, all privileges of membership shall be forfeited.
- Section 15 Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of The Chamber. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership, except that of holding office, with the exemption of paying annual dues.
- Section 16 Any member of The Chamber may be expelled by a two-thirds vote of the Board of Directors.

ARTICLE IV DUES AND ASSESSMENTS

- Section17 The annual dues payable by members of The Chamber shall be determined by the Board of Directors.
- Section 18 Other assessments may be levied against all members providing they are recommended by the Board of Directors, and approved by a majority of the members present at the Annual General Meeting of The Chamber. The

notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

- Section 19 The Officers of the Chamber of Commerce shall be a President, the Immediate Past President, the Vice-Presidents, if any, as The Chamber may from time to time determine, a Secretary, a Treasurer, and such number of Directors or other Officers as may from time to time be determined by The Chamber.
- Section 20 Each Officer shall be an Active Member or an employee of an Active Member, or a Member of a Not for Profit Group in good standing. Active Members must comprise the majority of the Board.
- Section 21 Each Officer shall enter upon his/her official duties as of the first day of the new Fiscal Year, and shall serve a term of one year or until his/her successor assumes office.
- Section 22 Each Officer shall be elected.
- Section 23 Where a member of the Board of Directors dies, resigns, or is absent from consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, elect a member to join the Board of Directors in the place of the member who had died, resigned or was absent.
- Section 24 The Board of Directors 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 of Ontario, or the Municipality of Tweed, or others as it may be determined, or as may be required by vote of majority of members present at any general meeting.
- Section 25 The Board of Directors 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.
- Section 26 When 50% plus 1 members of the Board lawfully meet shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.
- Section 27 The Board of Directors shall frame such By-Laws, rules and regulations as appear to it, best adapted to promote the welfare of The Chamber, and shall submit them for adoption at an Annual General Meeting of The Chamber, called for that purpose.

Section 28 The Chamber Board shall constitute the governing body of The Chamber with power to appoint Committees and generally to perform all such acts of administration as may be necessary or expedient for the proper functioning of the Chapter, subject to the provisions of the by-laws of the Chamber of Commerce.

Section 29 The Board of Directors may suspend and Chairperson from office or have their office terminated for just cause. The Board of Directors may terminate any Committee.

Section 30 No paid employee of The Chamber shall be a member of the Chamber. Officers of The Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said Officers reasonable expenses monies.

Section 31 The meetings of the Board of Directors shall be open to all members of The Chamber who may attend, but may not take part in any of the proceedings.

Section 32 No public pronouncement in the name of The Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.

Section 33 The duties of Officer shall be as follows

33.1 The President: Shall be the chief executive officer of The Chamber of Commerce and shall preside over all meetings of The Chamber of Commerce and of the Board or shall designate a Presiding Officer. The President shall be a Member in good standing shall perform such duties as usually pertain to the office of President, and shall have the power to bind the Chamber on all matters. The President shall be responsible to notify all Members of all Board, Annual General meetings and any special meetings and send out the meeting agenda, minutes, and any other important information regarding the meeting distributed to Board Members at least two (2) days prior to the meeting and at least two (2) weeks prior to the Annual General Meeting.

33.2 The Vice-President: Shall in the absence of the President substitute for the President. The Vice-President shall also perform such other duties as usually pertain to that office, or as may be assigned by the President or Board.

33.3 The Secretary: Shall draw up and keep on record minutes of all meetings of The Chamber. The Secretary shall attend to all general correspondence and shall perform such other duties as may be assigned by

the President or the Board. The Secretary shall send a copy of the minutes of all meetings to the President to be distributed to The Chamber at least five (5) days prior to a Chamber of Commerce meeting.

33.4 The Treasurer: Shall keep all of the accounts of The Chamber and forward all accounts payable to the Board for approval to be paid. The Treasurer is responsible for issuing cheques and obtaining co-signatures organized to keep accounts up-to-date. The Treasurer shall report information regarding the accounts at all Board meetings and Annual General Meetings. In the absence of a Secretary position the Treasurer will attend to all general correspondence on behalf of The Chamber. The Treasurer will provide the Secretary with a copy of the bank statement monthly.

33.5 Directors: Shall perform such duties as may be assigned by the President, the Board or has agreed to assume responsibility for.

ARTICLE VI MEETINGS

- Section 34 The Annual General Meeting of The Chamber shall be held in the month of October in each year at the time and place determined by the Board of Directors. At least two weeks notice of the Annual General Meeting shall be given. By motion of the Annual General Meeting, actions of the Board of Directors or President undertaken on behalf of The Chamber may be ratified.
- Section 35 Special meetings of The Chamber may be held at any time when summoned by the President, requested in writing by any three members of the Board of Directors, or any ten members in good standing of The Chamber. At least one day's notice of such meetings shall be given.
- Section 36 The Chamber of Commerce Board shall meet as often as may be necessary for proper carrying out of Chamber business.
- Section 37 Notice of all meetings naming the time and place of assembly shall be given by the Secretary. A notice emailed by the secretary to the last known address of each member shall constitute sufficient notice.
- Section 38 At any Annual General Meeting or special meeting, annual ten (10) members shall be a quorum and, unless otherwise specifically provided, a majority of members shall be competent to do and perform all acts which are or shall directed to be done at any such meeting.
- Section 39 Minutes of the proceedings of all meetings shall be entered in books to be kept for the purpose of the Secretary.

Section 40 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 41 All books of The Chamber shall be open at each Board meeting to any member of The Chamber free of charge.

ARTICLE VII VOTING RIGHTS

Section 42 Every member in good standing represented at any Annual General Meeting or special meeting shall be entitled to one vote providing the vote of an association, corporation, society, partnership, or an estate member shall, in each case be assigned to individuals. Associate members may contribute to discussions leading to a vote, but will not have the right to vote.

Section 43 Voting at all meetings shall normally be by a show of hand, or if requested by the Chairperson, by standing vote. A role call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

Section 44 The presiding Chairperson shall vote only in case of a tie.

Section 45 Motions or amendments shall be carried at any meeting by a majority vote unless otherwise provided in these By-Laws.

Section 46 A majority of the members of the Board shall constitute a quorum for any meeting of The Chamber Board.

Section 47 All questions shall be decided by a majority vote of those members present and voting.

ARTICLE VIII BY-LAWS

Section 48 By-Laws may be made, repealed, or amended by a majority of the members of The Chamber present at any Annual General Meeting, notice of such proposal having been given in writing by one member and seconded by another thirty (30) days prior to the AGM.

Section 49 Such By-Laws shall be binding on all members of the Chamber, its Officers, and all other persons lawfully under its control.

ARTICLE IX QUOTES

Section 50 Sealed quotes with a specified deadline submitted to the Co-ordinator will be opened for the first time at the next board meeting, are required for any purchases other than regular office supplies as deemed suitable by the President and Co-ordinator. Anyone attending meeting who has submitted a quote will be required to leave meeting until a decision has been made.

ARTICLE X AFFILIATION

Section 50 The Chamber, at the direction of the Board of Directors, shall have power to affiliate with the Ontario Chamber of Commerce, the Canadian Chamber of Commerce, or any other organization in which membership may be in the interest of The Chamber.

ARTICLE XI FISCAL YEAR

Section 51 The fiscal year end of The Chamber shall be on the 30th day of September in each year.

Section 52 The Chamber AGM shall take place no later than thirty (30) days pass the fiscal year start date.

A financial statement shall be presented by the Treasurer at each Annual General Meeting, and at any other time required by the Board of Directors.

ARTICLE XII PROCEDURE

Section 53 Parliamentary procedure shall be followed at all meetings in accordance with “Roberts Rules of Order”.

Diana Cassidy-Bush
President
2015-10-6

Kelly Way
Secretary
2015-10-6