

BY-LAWS OF THE MARKDALE CHAMBER OF COMMERCE

ARTICLE ONE – NAME AND OBJECT

Section 1

The name of this organization shall be **MARKDALE CHAMBER OF COMMERCE**.

Section 2

The object of the **MARKDALE CHAMBER OF COMMERCE** shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district served by this organization.

Section 3

The usual place of meeting shall be in the village of Markdale, County of Grey.

Section 4

MARKDALE CHAMBER OF COMMERCE shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Section 5

References in this bi-law to the masculine gender shall also refer to the feminine gender as the context may require.

ARTICLE II – INTERPRETATION

Section 1

1. Wherever the words “**The Chamber**” occur in these by-laws, they shall be understood to mean **MARKDALE CHAMBER OF COMMERCE** as a body.

Section 2

Wherever the words “**The Council**” occur in these by-laws, they shall be understood to mean the Council of **MARKDALE CHAMBER OF COMMERCE**.

Section 3

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, or other appropriate Provincial Statute (R.S., c.124, s.1)

ARTICLE III – MEMBERSHIP

Section 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 for membership in The Chamber

Section 2

Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged in or interested in trade, commerce or the economic or social welfare of the District shall be eligible for membership in The Chamber.

Section 3

At any 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 Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of The Chamber.

Section 4

If such proposal is carried by a majority of two-thirds of the members of The Chamber 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.

Section 5

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 member by action of The Council, or has failed to pay the required membership dues. Any retiring or resigning member shall be responsible for discharging any lawful liability which is standing upon the books of The Chamber against him at the time of such retirement or resignation.

Section 6

The council may remove from the roll of members the name of any new member failing to pay his annual dues within thirty (30) days of his admission, or of any other member who fails to pay such dues within three (3) months of the date they fall due. Upon such action by The Council, all privileges of membership shall be forfeited.

Section 7

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. Such recognition shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 8

Any member of The Chamber may be expelled by a two-thirds vote of the council.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1

The annual dues payable by members of The Chamber shall be reviewed and determined annually by The Council, subject to the approval of a two-thirds majority of the members present at the general meeting whenever a change in the original amount is involved.

Section 2

Other assessments may be levied against all members, provided they are recommended by The Council and approved by a two-thirds majority of the members present at a general meeting of The Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE V – OFFICERS AND COUNCIL

Section 1

A President, Vice-President, Recording-Secretary, a Secretary, Treasurer and seven (7) directors shall be elected from among the members each year at an annual general meeting by ballot and shall form the council. They shall remain in office for two (2) years or until their successors shall be appointed. The five (5) officers shall be elected for the fiscal year 1996 and the seven (7) directors shall be elected in the following year so that the elections of the officers and directors take place in alternate years. The retiring president shall be, ex-officio, a member of the council.

Section 2

Where a Director of The Council dies or resigns his office or is absent from three consecutive meetings of The Council, without just cause The Council may, at any meeting thereof, elect a member of the Corporation to be a member of The Council, in the place of the member who has died or resigned or is absent.

Section 3

Any officer may be suspended from his office or have his tenure of office terminated, if in the opinion of The Council he is grossly negligent in the performance of his duties, providing however, that any officers or Council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal, in writing, the decision of The Council directly to the Membership at the next general meeting.

Section 4

The Council shall have the general power of administration. It may make or authorize petitions or representations to the Government of Parliament of Canada, the Government of Legislature of the Province of Ontario, or others as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 5

The Council 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.

Section 6

Any five (5) or more members of The Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of The Council.

Section 7

The Council 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 a general meeting of The Chamber, called for that purpose.

Section 8

The Council, or, at its request the President, may appoint committees or designate members of The Council or others, to examine, consider and report upon any matter or take such action as The Council may request.

Section 9

The Council may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by The Council.

Section 10

No paid employee of The Chamber shall be a member of the Council or executive committee. Officers of The Chamber shall receive no remuneration for services rendered, but the Council may grant any of these said officers reasonable expense monies.

Section 11

The meetings of The Council shall, at the discretion of The Council, be open to all members of the Chamber who may attend by may not take part any of the proceedings.

Section 12

- a) The President shall preside at all meetings of The Chamber and Council. He shall regulate the order of business of such meetings, receive and put lawful motions and communicate to the meeting what he 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 President and/or the Secretary in writing. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

- b) The Vice-President shall act in the absence of the President and in the absence of both these officers, the meeting shall appoint a chairman to act temporarily.
- c) The Treasurer 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 Council. Out of such funds, he shall pay amounts approved by the Council and shall keep a regular account of the income and expenditure of the Chamber and submit an annual statement thereof for presentation to the annual general meeting and at any other time required by the Council. He shall, if requested, make such investment of the funds of The Chamber as the Council may direct. He shall, with the President or Vice-President sign all notes, drafts and cheques. PROVIDED HOWEVER, the Treasurer shall have discretion to pay accounts of \$200.00 or less without approval of the Council.
- d) The Secretary, shall be an executive officer of The Chamber and shall be responsible to the Council for the general control and management of business and affairs under the direction of the President. He shall be responsible for keeping the minute books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to his office. He shall, with the President, sign and when necessary seal with the seal of The Chamber, of which he shall have custody, all papers and documents requiring his signature or execution on its behalf. At the expiration of his term of office, the Secretary shall deliver to The Chamber all books, paper and other property of The Chamber.
- e) The Recording-Secretary shall maintain an accurate record of the proceedings of each and every meeting of The Chamber and of the Council. Following each meeting of The Chamber, and the council, the Recording Secretary shall deliver to the Secretary an accurate typed copy of the notes and minutes of the proceedings of the Chamber and of the Council.

ARTICLE V1 – MEETINGS

Section 1

The Annual Meeting of the Chamber, shall be held in the month of November in each year at the time and place determined by the Council. At least two weeks' notice of the Annual Meeting shall be given.

Section 2

Regular general meetings of The Chamber shall be held at least quarterly and at the time and place designated by The Council or the President. At least one weeks' notice of such meetings shall be given.

Section 3

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 Council, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.

Section 4

The Council shall meet from time to time as may be necessary to carry on the business of The Chamber.

Section 5

Notice of all general meetings, naming the time and the place of assembly, shall be given by the Secretary and such notice may be in writing, mailed or delivered to the last known address of the member; or such notice may be by telephone message.

Section 6

At any Annual or general meeting 20% of the members will constitute a quorum.

Section 7

Minutes of the proceedings of all general and Council meetings shall be entered in books to be kept for that purpose, by the Recording Secretary.

Section 8

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

Section 9

All books of the Chamber shall be open at all reasonable hours to any member of The Chamber, free of charge.

ARTICLE VII – VOTING RIGHTS

Section 1

Every membership in good standing represented at any general meeting shall be entitled to two votes providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each case, be assigned to individuals. PROVIDED HOWEVER that no one individual shall have more than one (1) vote.

Section 2

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.

Section 3

Voting at Council or general meetings shall normally be by a show of hands, or if requested by the Chairman, by a secret ballot.

Section 4

Motion of amendments shall be carried at any Council, or general meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE VIII – BY-LAWS

Section 1

By-laws may be made, repealed 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 general meeting and duly entered as a minute of The Chamber.

Section 2

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 Secretary of State for Canada.

ARTICLE IX – AFFILIATION

Section 1

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

ARTICLE X – FISCAL YEAR

Section 1

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

ARTICLE XI – AUDITORS

Section 1

Upon the request of any seven (7) members, in writing, an audited financial statement shall be presented by the Treasurer.

ARTICLE XII – PROCEEDURE

Section 1

Parliamentary procedure shall be followed at all general and Council meetings, in accordance with the Roberts Rules of Order.