

## **Meaford Chamber of Commerce**

### **Operational By-Law**

#### **Article 1**      **Name and Object**

- Section 1      The name of the organization shall be the Meaford Chamber of Commerce.
- Section 3      The Chamber shall be non-partisan, non-sectional, and shall not lend its support to any candidate for public office.

#### **Article 2**      **Interpretation**

- Section 4      Wherever the words "*The Chamber*" occur in these by-laws, they shall be understood to mean the Meaford Chamber of Commerce.
- Section 5      Wherever the words "*The Executive*" occur in these by-laws, they shall be understood to mean the Executive of the Board of Directors of the Meaford Chamber of Commerce.
- Section 6      Wherever the words "*The Board*" occur in these by-laws they shall be understood to mean the Board of Directors of the Meaford Chamber of Commerce.

#### **Article 3**      **Membership**

- Section 8      Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the region shall be eligible for membership in the Chamber.
- Section 9      Associations, Corporations, Societies, or Partnerships may become members of the Chamber, but the voting power of such memberships shall, in each case, be assigned to individuals.
- Section 10      Every member of the Chamber shall have all the rights and be subject to all the obligations of the other members.
- Section 11      No member shall derive a pecuniary or other individual benefit that is greater than benefits conferred upon or available to any other member. The intention of this provision is to ensure that all members are entitled to every benefit that membership confers, but apart from this, is not entitled to derive extraordinary individual benefits as a result of his or her membership.

- Section 12 Membership shall continue from the time of admittance until a member has resigned or has been removed from the roll of members by action of the directors.
- Section 13 The directors may remove from the roll of members the name of any new member failing to pay annual dues within thirty (30) days of admission, or of any other member who fails to pay such dues prior to three (3) months from the beginning of the fiscal year. Upon such action of the Board, all privilege of membership shall be forfeited.
- Section 14 Persons who have distinguished themselves by some exceptional service may be elected as an "honorary member" by a majority vote of the Directors. Such membership shall be for a term of one (1) year and may be repeated. Honorary membership shall include all privileges of active membership except that of holding office. Honorary members shall not be liable for annual dues.
- Section 15 Any member of the Chamber may be expelled with just cause by a two-thirds vote of the Board. No member shall be expelled without first receiving full particulars of the case against him or her and shall be given a reasonable opportunity, on reasonable notice, to attend with or without counsel for the purpose of making full answer and defense in relation to the charges/accusations. In the event that a director is the one (or one of the ones) that tenders just cause against the member for expulsion, that director shall declare a conflict of interest and shall not participate in the deliberations of the rest of the Board and the decision (to expel, should that be the case) of not less than two-thirds of those directors who remain and who are present (provided that a quorum exists) shall prevail. In the event that the Board does vote to expel a member, that member may appeal to the annual general meeting next following at which time both sides of the issue shall be presented to the membership and a majority of the members shall prevail as to whether the decision of the Board to expel the member should be upheld or reversed.

**Article 4**      **Dues and Assessments**

- Section 16 Annual membership fees are due and payable on the anniversary date of the membership.
- Section 17 Other assessments may be levied against all members provided 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 general meeting shall state the nature of the proposed assessment.

**Article 5**      **Officers**

- Section 18      A president, past president, vice-president, treasurer/secretary and up to seven additional members shall be elected from among the members each year at the annual general meeting, and shall form the Board of Directors. Additional appointments to the Board of Directors may consist of a representative of the B.I.A. and the Municipal Council. The recommended term of office for the directors is two years. The nominating committee, chaired by the Past President, shall present to the annual meeting a list of proposed directors
- a) Where a member of the Board dies, resigns office, or is absent from three consecutive meetings of the Board, the Board may, at any meeting thereof, appoint a member in his stead.
  - b) A leave of absence may be granted upon request with cause, to a sitting Board member for a period not to exceed three months, after which time that position on the Board will be deemed to be vacant.
  - c) Any officer or Board member may be suspended from office or have his/her tenure of office terminated, if in the opinion of the Board, he/she is grossly negligent in the performance of his/her duties. A vote by ballot with a majority rule shall apply with the President casting a vote in case of a tie.
- Section 19      a) The President, Past President, Vice-president and Treasurer/secretary shall form the executive.
- b) Each member of the executive, provided that member is and remains a member of the Board, will sit for a two (2) year term and may be re-elected for one additional 2 year term.
- Section 20      Any vacancy on the executive which may occur during the term may be filled, with a majority vote of the Board, from the directors for the remainder of the current term.
- Section 21      The Executive shall have the general power of administration.
- Section 22      The Executive shall, in addition to the powers hereby expressly conferred upon it, have such powers as are assigned to it by any by-law of the Chamber, provided that such powers are not inconsistent with the provisions of the Board of Trade Act.

- Section 23 For the purposes of conducting a Board meeting, 50% plus one of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 24 The Board shall frame such by-laws, rules and regulations, as appear to best promote the welfare of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- Section 25 The directors shall each be responsible for a specific portfolio as outlined in the Roles and Responsibilities of Directors of the Board. (Appendix I)
- Section 26 The meetings of the Board shall be open to all members of the Chamber. However, members who are not directors shall not be entitled to vote at said meetings with the exception of general meetings of the membership.
- Section 27 No public pronouncements in the name of the Chamber may be made unless authorized by the Board or by some person or persons to whom the Board has delegated this authority.
- Section 28
- (a) The President shall be entitled to preside at all meetings of the Chamber, Board and Executive. 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. Two of: the president, vice-president, treasurer/secretary shall sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the executive. It shall be the duty of the President to present a written 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 these officers, the meeting shall appoint a chairperson to act temporarily.
  - (c) The Treasurer/secretary shall have charge of all funds of the Chamber and shall deposit or cause to be deposited the same in a financial institution selected by the Executive. Out of such funds he shall pay any amount up to \$750. under his/her authority. Expenditures over this amount may be paid provided they conform to a specific budget item and must be approved post-payment, by the Board. He/she shall keep a regular account of the income and expenditures of the Chamber and shall submit a statement thereof to the annual meeting and at any other time that the Executive or Board shall request. All notes, drafts and

cheques must be signed by two of the following: president, treasurer/secretary, vice-president, designated staff.

(d) The President, Vice-president and all directors shall be responsible for reporting on the activities of their portfolios at the regular Board meetings. Written reports will be acceptable in the absence of a director at said meeting.

(e) Staff shall present a written monthly report to the Board.

## **Article 6 Meetings**

- Section 29 The annual meeting of the Chamber shall be held early in the New Year at the time and place determined by the Executive. At least thirty (30) days notice of the annual meeting shall be given all members. The purpose of this meeting shall be to present a record of the annual activities of the Board to the general membership, and to elect members to the Board.
- Section 30 Monthly Board meetings will be held at a time and place designated by the Executive. At least one (1) week notice will be given.
- a) Emergency meetings of the Board may be called by the President (or designate) as required.
- Section 31 Special general meetings of the Chamber may be held at any time when called by the Executive, a majority of the directors, or in writing by ten (10) % of the members of the Chamber. At least fourteen (14) days notice of such meeting shall be given.
- Section 32 Each member of the Chamber shall be entitled to one vote at general meetings. Proxy votes will be allowed if submitted in writing prior to the meeting.
- Section 33 The Executive shall meet at least once per month as may be necessary to carry out the business of the Chamber. At least three (3) days notice of the meeting shall be given. A quorum of the Executive shall be 50% + 1.
- Section 34 At any annual or general meeting, those in attendance shall be a quorum, and, unless otherwise provided, a majority of members present shall be responsible to perform all acts, which are or shall be directed to be done at such meeting.
- Section 35 Minutes of the proceedings of all general, Board and Executive meetings shall be entered in books to be kept for that purpose by the Treasurer/Secretary.

- Section 36 The entry of such minutes shall be signed by the President or the designate who presides at the meeting at which they are adopted.
- Section 37 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

**Article 7** **By-laws**

- Section 38 By-laws may be made, repealed or amended by a majority of the members of the Chamber present at any general membership meeting, notice of such proposal having been given in writing to all the members at least thirty (30) days prior to such meeting.
- Section 39 Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.
- Section 40 Such by-laws shall be reviewed at the first meeting of the new board

**Article 8** **Committees/Portfolios of the Board**

- Section 41 (a) To achieve the objectives of the Board, specific portfolios will be established with identified tasks and terms of reference.  
(b) It is required that each director of the Chamber sit as chairperson or member of at least one committee/portfolio of the Board. These directors shall hold office until the next annual meeting or until their successors have been appointed.  
(c) Special committees may be appointed from time to time by the Executive and these committees shall be discharged at the end of the term unless previously discharged by the Executive.  
(d) The Chair of each portfolio shall maintain records, minutes or reports of the activities so as to inform the Board and to provide a record for the next Chair of that committee/portfolio.  
(e) Designated committees of the Chamber shall hold meetings as needed and/or at the call of the chair.

**Article 9** **Affiliation**

- Section 42 The Chamber, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and any other organization in which membership may be of interest to the Chamber. These affiliated organizations may be represented at all Board or Executive meetings and make regular reports to the Board/Executive. They will not be counted as part of the quorum and will not hold voting power.

**Article 10 Fiscal Year**

Section 43 The fiscal year of the Chamber shall be the calendar year.

**Article 11 Auditors**

Section 44 The financial records of the Chamber shall be reviewed annually by a board appointed independent source in conjunction with the annual general meeting.

**Article 12 Procedures**

Section 44 Parliamentary procedures shall be followed at all general and executive meetings in accordance with Roberts’ Rules of Order.

**Article 13 Indemnification**

Section 45 Every director of the Meaford & District Chamber of Commerce, their heirs, executors and administrators and estate and effects, respectively, are indemnified and saved harmless out of the funds of the corporation, from and against:

1. all costs, charges and expenses whatsoever, which the director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of such person’s office.
2. all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by such person’s own willful neglect or default.

Approved by the Board of Directors

\_\_\_\_\_ Date

\_\_\_\_\_ President

\_\_\_\_\_ Secretary-Treasurer

Revised Barb Cooper-Clumpus February 9, 2005  
Revised by Peter Bantock/Mary Solomon –February 24, 2011.

## Appendix 1

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### Roles and Responsibilities of the Board of Directors

The function of the Board of Directors is to represent the interest of Chamber members as well as the community in a positive program of community improvement and development by:

- determining basic policies,
- promoting and accessing any assets in the community, and
- constantly evaluating and assessing the Chamber programs and goals

The Board of Directors is responsible for mobilizing the resources of the community to achieve Chamber objectives. It is the responsibility of the Board to see that the talents and energies of members are enlisted and that the responsibilities and authorities of committees are clearly defined. The Directors develop the program of work, approve the budget, receive and pass on committee reports and direct the general activities of the organization- [\(see Appendix A\), The Directors recognize the responsibilities of the members of the Chamber of Commerce which may include participating on committees and special projects, responding to calls for assistance, contributing ideas and to support other chamber members.](#)

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### Board Structure

- I. The Executive Committee** is responsible for the day to day direction and management of the affairs of the Chamber and for making recommendations to the Board of Directors regarding policy, programs and strategic planning. Meetings will be held monthly (or at the call of the Chair) at least one week prior to the general Board meeting. Membership in this committee consists of:

**1. President** whose responsibilities include

- Chair of the Executive, Board of Directors and General Membership meetings
- Co-ordinates all board functions
- Acts as a new business ambassador
- Setting the agenda for meetings together with the administrator and appropriate committee heads
- Ex-officio position on all Board committees
- Be a signing officer of the organization

Tenure: two years

**2. Past President** whose responsibilities include:

- Chair of the nominating committee
- Back up to the President



Tenure: two years

**3. Vice Presidents (2)** whose responsibilities include:

- Liaison role with community groups and organizations, ie. schools, service clubs
- Chairs and monitors the strategic planning function
- Leads, and responsible with the Executive Committee for, board development, recruitment and succession planning
- With appropriate Directors, recruits volunteers for committees of the Board
- Back-up Act for the President as required

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Tenure: ~~one-two~~ years

**4. Treasurer/Secretary** whose responsibilities include:

- In conjunction with the president and appropriate staff, the preparation of an annual budget
- Supervises the regular accounting of income and expenditures
- Presents financial statements to the Board as requested and required
- Oversees all financial transactions
- Reviews committee expenditures and brings to the attention of the Board any variance from approved budgets
- Be a signing officer of the organization

Tenure: two years

**~~5. Director – Volunteer and Board Development:~~**

- ~~Responsible with the Executive Committee for board development, recruitment and succession planning~~
- ~~With appropriate Directors, recruits volunteers for committees of the Board~~
- ~~Sits on the nominating committee~~
- ~~Develops and manages a database of potential volunteers~~
- ~~Assists Tourism Manager in recruiting office volunteers~~
- ~~Sits on the executive committee~~

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~~Tenure: two years~~

**II.** The **Directors** are responsible for specific functions and programs of the Board. The specific responsibilities of the directors may change from time-to-time depending upon the needs of the organization. They are expected to keep the Executive Committee and the Board of Directors informed of progress in these activities and to make recommendations for new initiatives or changes to existing programs. Meetings will be held monthly with a verbal or written report required at that time. The suggested programs and their directors include:

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**1. Director, Economic-Business Development Committee** whose role it is to:

- Implement the Community Economic Development Strategic Plan
- Develop programs to encourage business retention and expansion

- Liaise with regional economic development committees e.g Meaford, Grey County, The Blue Mountains, Owen Sound.
- Act as a resource for new business;
- Keep current the economic prospectus to encourage new business

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Tenure: two years

**2. Director – Communications**, whose role it is to:

- Develop positive media relations establishing regular media contact
- Assist with the designing and production of promotional brochures, ads etc.
- Supervise and assist with the production of a newsletter
- Design and contribute to an annual report to members
- Develop and oversee a plan to promote the Chamber and its activities

Tenure: two years

**3. Director – Membership:** Chairs a committee to

- Review information for new members
- Establish membership categories
- Review and recommend a membership rate structure to the Board
- Develop programs to encourage membership retention and growth
- Identify potential members
- Review membership benefits
- Act as a new business ambassador

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Tenure: two years

**4. Director – B.I.A.** whose role it is to:

- Report to the Chamber on B.I.A. activities
- Report to the B.I.A. on Chamber activities
- Initiate joint meetings around issues of mutual concern

Tenure: ~~three~~ four years (term of council)

**5. Director – Municipal Representative**, whose role on our Board is to:

- Act as liaison between the Chamber of Commerce Board of Directors and the municipal council
- ~~Work with appropriate committees in the design and implementation of the contract to deliver tourism services.~~
- Monitor Municipal Council activities and report to the Chamber on issues of particular interest to our members.
- Promote and support the Chamber of Commerce to Council and their committees on specific issues when required.

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Tenure: ~~three~~ four years (term of council)

**6 – 9 Directors – At Large** whose responsibility it is to assist with committees and projects as directed by the Board.

On-going activities of the Board such as special events and short term projects will be identified through an annual strategic plan, and responsibility for organizing those events/projects assigned at that time.

Vacancies will be filled on an alternating basis; ie not all positions will be vacated within the same year. Elections/appointments to these positions will be held/ratified at the next annual general meeting of the membership.

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**Approved by the Board of Directors September 11, 2002  
Revised, February 10, 2005 and February 24, 2011.**

**Appendix A**

**Ten Basic Responsibilities of Directors**

1. Representing the Members, determine the Organization’s Mission, Vision and Purpose
2. Reviewing the Strategic Plan
3. Support the Staff and Assess Performance
4. Ensure Effective Organizational Planning
5. Ensure Adequate Resources
6. Manage Resources Effectively
7. Determine, Monitor and Strengthen the Organization’s Programs and Services
8. Enhance the Organizations Public Standing
9. Ensure Legal and Ethical Integrity and Maintain Accountability
10. Recruit and Orient New Board Members and Assess Board Performance

Ref: John Dolbec, CEO Hamilton Chamber of Commerce, March 30, 2010

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