

SIMCOE AND DISTRICT CHAMBER OF COMMERCE

BY-LAWS

A by-law relating generally to the conduct of the affairs of the Simcoe and District Chamber of Commerce.

BE IT ENACTED as a by-law of the Simcoe and District Chamber of Commerce (hereinafter called the "Chamber") as follows:

INTERPRETATION

- 1.01 In this by-law and all other by-laws and resolutions of the Simcoe and District Chamber of Commerce, unless the context requires otherwise:
- a) the singular includes the plural;
 - b) the masculine gender includes the feminine;
 - c) "Board" means the Board of Directors of the Simcoe and District Chamber of Commerce;
 - d) "Chamber" means the Simcoe and District Chamber of Commerce;
 - e) references to persons shall include firms and corporations.

HEAD OFFICE

- 2.01 The head office of the Chamber shall be in the geographic Town of Simcoe, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

SEAL

- 3.01 The seal impressed on the right margin of the by-law shall be the corporate seal of the Chamber.

GEOGRAPHICAL AREA SERVED

- 4.01 The Chamber shall operate within the geographic town of Simcoe and area.

BOARD OF DIRECTORS

- 5.01 The affairs of the Chamber shall be managed by a Board of not less than ten (10) and not more than fifteen (15) directors, each of whom at the time of their election and throughout their term of office shall be a member of the Chamber.

- 5.02 Each director shall be elected to hold office for a period of one (1) year after they have been elected or until their successor shall have been duly elected and qualified.
- 5.03 **Method of Election** - The election shall be by a secret ballot, if not unanimous in nature.
- 5.04 **Removal of Directors** - The Board membership of any Board member may be terminated by the Board at any properly constituted meeting of the Board by a simple majority vote of the Board members present. The continued membership of any Board member who has missed three (3) consecutive meetings will automatically be re-considered at the next meeting of the Board.
- 5.05 **Vacancies** - Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the Board of Directors by a majority vote at any regular meeting of the Board from nominations presented by Board members, all such nominees to be members in good standing of the Chamber.
- 5.06 **Quorum and Meetings** - A quorum for the transaction of business at any meeting of the Board shall be two/fifths (2/5) of the Board, only those directors present in person shall be counted in determining whether or not a quorum is present.
- 5.07 For any authorized business expenditure over \$2,000.00, the quorum of the Board must be present. The Executive of the Board shall form a quorum for the transaction of any business expenditure less than \$1,000.00 and the action to be ratified at the next regular board meeting.
- 5.08 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent shall have signified their consent to the meeting being held in their absence.

Directors' meetings may be called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of three (3) directors. Notice of such meetings shall be delivered, e-mailed telephoned or faxed to each director not less than four (4) days before the meeting is to take place or shall be mailed to each director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of giving such notice.

The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Chamber.

- 5.09 **Errors in Notice** - No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

- 5.10 **Voting** - Questions arising at any meeting of the Directors shall be decided by a simple majority of votes. There shall be no proxy voting. The Chair shall not vote unless there is an equality of votes in which case he shall be required to cast the deciding vote. All votes at any such meeting shall normally be taken by a show of hands.
Pecuniary Conflict of Interest must be declared.

A roll call vote may be taken if requested by five (5) members providing such request receives the approval of two-thirds (2/3) of those assembled.

- 5.11 **Powers** - The Directors of the Chamber may administer the affairs of the Chamber in all things and make or cause to be made for the Chamber, in its name, any kind of contract which the Chamber may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other things as the Chamber by its charter or otherwise, is authorized to exercise and do.

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

- 5.12 **Remuneration** - No paid employee of the Chamber shall be a member of the Board or Executive Committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these officers reasonable expense monies.

OFFICERS

- 6.01 The officers of the Chamber shall be a Past-President, a President, a Secretary, a Treasurer and the Vice-President(s). All officers shall be elected by a ballot held at the annual meeting and voted on by the membership, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. These officers then form the Executive Committee with the President as the Chair.

- 6.02 **Duties of President and Vice-President(s)** - The President shall, when present, preside at all meetings of the Board of Directors, the Executive Committee of the Board, and the members. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership approvals. The President shall at all times be named one of the signing officers on all contracts, documents, cheques and other instruments authorized by the Chamber.

During the absence or invalidity of the President, his duties and powers may be exercised by one of the Vice-President(s), or such other Director as the Board may from time to time appoint for the purpose.

- 6.03 **Duties of the Secretary** - The Secretary shall be the clerk of the Board of Directors. That person shall record all facts and minutes of all proceedings of all meetings of the Board in the books kept for that purpose. That person shall give all notices required to be given to members and to Directors and shall keep an up-to-date list of all members of the Chamber.

The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Chamber which he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as shall be named in the resolution, and he shall perform such other duties as may be from time to time determined by the Board.

The **General Manager** of the Chamber may act as the recording Secretary without being an officer of the Board.

- 6.04 **Duties of the Treasurer** - The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Chamber in proper books of account and shall deposit all monies or other valuable effects in the name of the Chamber and to the credit of the Chamber, in such bank or banks as may from time to time be designated by the Board. That person shall disburse the funds of the Chamber under the direction of the Board taking proper vouchers therefore and shall render to the Board at the regular meeting thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Chamber. That person shall also perform such other duties as may be from time to time determined by the Board of Directors.

EXECUTION OF DOCUMENTS

- 7.01 Deeds, transfers, licences, contracts and engagements on behalf of the Chamber shall be signed by the President and one of the Vice-Presidents, the Secretary or the Treasurer, and the President shall affix the seal of the Chamber to such instruments as shall require the same.
- 7.02 Contracts in the ordinary course of the Chamber's operation may be entered into on behalf of the Chamber by the President, and one of the Vice-Presidents, or Treasurer or any person authorized by the Board of Directors.
- 7.03 The President, Vice-Presidents, Secretary, Treasurer or any one of them, or any person from time to time designated by the Board may transfer any or all shares, bonds or other securities from time to time standing in the name of the Chamber in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Chamber transfer of shares, bonds, or other securities from time to time transferred to the Chamber, and may affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- 7.04 Notwithstanding any provisions to the contrary contained in the by-laws of the Chamber, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Chamber may or shall be executed.

BOOKS AND RECORDS

- 8.01 The Directors shall see that all necessary books and records of the Chamber required by the by-laws of the Chamber or by any applicable statute of law are regularly and properly kept.

COMMITTEES

- 9.01 The Board of Directors may appoint committees, both standing and ad hoc, as from time to time it deems necessary. The membership of such committees may include chamber members who are not members of the Board, but the Chair of each committee shall be a member of the Board. The Board of Directors shall define the areas of responsibilities of each committee.

The Board of Directors may suspend any Chair from office or have their office terminated for just cause. Any committee may be terminated by the Board of Directors.

MEMBERSHIP

- 10.01 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.
- 10.02 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.
- 10.03 **REPEALED OCTOBER 27, 1999.**
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- 10.05 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 Board of Directors.
- 10.06 Any member of the Chamber who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the Secretary ten (10) 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.
- 10.07 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 (30) days of his admission, or any other member who fails to pay such dues within three months of the day they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.
- 10.08 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 (1) year and may be repeated. Honourary memberships shall include all the privileges of active membership, except that of holding office, with the exemption from the payment of annual dues.

- 10.09 Any member of the Chamber may be expelled by a two-thirds (2/3) vote of the Board of Directors.
- 10.10 **Dues** - The annual dues payable by members of the Chamber shall be determined annually by the Board of Directors.
- 10.11 **Assessments** - Other assessments may be levied against all members providing they are recommended by the Board of Directors, and approved by a majority vote 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.

ANNUAL AND OTHER MEMBERSHIP MEETINGS

- 11.01 The **Annual Meeting** of the Chamber shall be held at the head office of the Chamber within ninety (90) days after the end of the fiscal year or at such other place in Ontario and at such other time as the Board of Directors shall appoint. For the purpose of an annual meeting, a member shall not be allowed to vote unless being a member in good standing ten (10) days prior to the meeting.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the next ensuing year. A slate of officers shall be presented by a Nominating Committee and elections held to fill the positions of officers of the Board, if not unanimous.

- 11.02 **Errors or Omissions in Notice** - No errors or omissions in giving notice of any annual or general meeting of the members of the Chamber shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, director or officer for any meeting or otherwise, the address of such member, director or officer shall be his last address recorded on the books of the Chamber.
- 11.03 **Quorum of Members** - A quorum of members for the transaction of business at any meeting of the members shall consist of not less than ten (10) members present.
- 11.04 **Voting of Members** - Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an association, corporation, society, partnership or an estate member shall, in each case be assigned to individuals.
- 11.05 Voting at general meetings shall normally be by show of hands, or if requested by the Chair, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of the majority of the members assembled.

- 11.06 The presiding officer shall vote only in the case of a tie. Upon the appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- 11.07 Motions or amendments shall be carried at a general meeting by a majority vote unless otherwise provided in these by-laws.

FINANCIAL YEAR

- 12.01 **Financial Year** - The fiscal year shall terminate on the 31st day of August in each year.
- 13.01 **Cheques** - All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by the President and any one of the Vice-Presidents, the Secretary or the Treasurer and any two of such officers or agents may alone endorse notes and drafts and notes for collection on account for the Chamber through its bankers and endorse notes or cheques for deposit with the Chamber's bankers for credit of the Chamber or the same may endorse "for collection" or "for deposit" with the banker of the Chamber by using the Chamber's rubber stamp for the purpose. Any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Chamber and the Chamber's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release and verification slips.
- 14.01 **Borrowing** - The Board of Directors may from time to time, for the operation of the Chamber:
- a) borrow money on the credit of the Chamber; or
 - b) issue, sell, or pledge securities of the Chamber; or
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Chamber, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Chamber.
- 14.02 From time to time the Board may authorize any director, officer or employee of the Chamber or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Chamber as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Chamber.

PUBLIC STATEMENTS

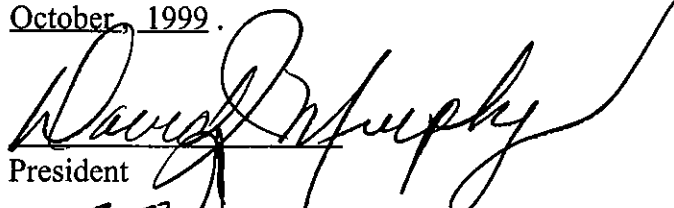
- 15.01 No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.

AMENDMENTS TO THE BY-LAWS

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16.01 Proposed amendments to the by-laws of the Chamber shall be approved by the Board of Directors and confirmed by a majority of the members present and voting at a meeting of the general membership. Notice in writing of such proposed amendments shall be mailed to all members ten (10) days prior to the meeting at which such amendment is considered for confirmation.

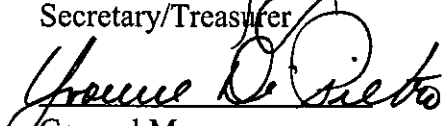
Passed by the Board of Directors of the Chamber on the 27th day of October, 1999.



President

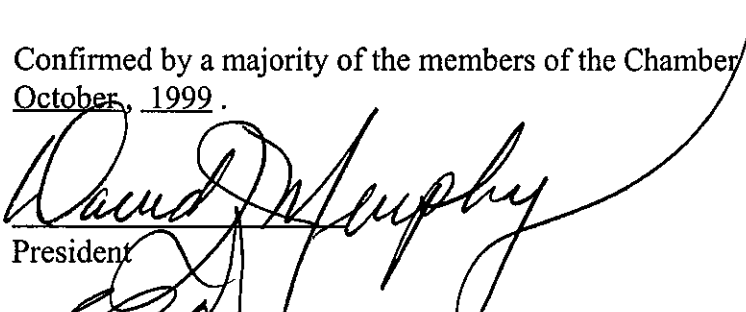


Secretary/Treasurer

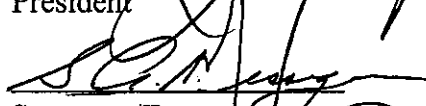


General Manager

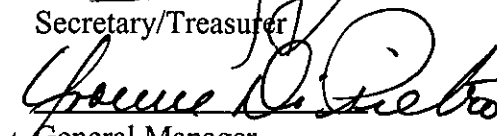
Confirmed by a majority of the members of the Chamber on the 27th day of October, 1999.



President



Secretary/Treasurer



General Manager