

Est. 1980

The BY-LAWS OF THE NORTH GRENVILLE CHAMBER OF COMMERCE. as amended March 24, 2017

Formerly referred to as Kemptville & District Chamber of Commerce, as originally adopted February 4, 1981
Article IV Chamber Clause 7; Revision 12/08/82

ARTICLE I - NAME AND OBJECT

- Section 1.1 The name of this organization shall be the North Grenville Chamber of Commerce, hereinafter referred to as "The Chamber.
- Section 1.2 The Object of The Chamber shall be to promote and improve trade, commerce, agriculture, tourism and the economic, civic and social welfare and the uniqueness of the community served by The Chamber.
- Section 1.3 The usual place of meeting shall be within the Municipality of North Grenville.
- Section 1.4 The North Grenville Chamber of Commerce and its Board of Directors, including its staff and in its activities is and shall continue to be non-sectional and non-sectarian and shall not act, take part in, support or lend its influence to the nomination, election or appointment of or to a candidate for Federal, Provincial or Municipal public office, or to any such on a party political basis. Further, no Director or Officer nor member of the staff of the North Grenville Chamber of Commerce shall run for political office while serving as a Director or Officer of the Board or performing their duties as a paid staff member.
- Section 1.5 **Objectives:**
- a. Shall be the spokesperson for the business community, hereinafter referred to as the 'voice of business'.
 - b. To encourage fellowship and a spirit of cooperation within the business community.
 - c. To inform and educate business people and the community at large.
 - d. To promote the members' interest to local, provincial and national political bodies.
- Section 1.6 **Mission Statement:**
To continue to lead North Grenville through focused partnerships and memberships with community clubs; organizations and Municipal Government and to continue to create an exceptional environment to sustain employment and attract future employers to provide greater opportunities for all our Citizens of North Grenville.
- Section 1.7 **Mandate:**
To actively work towards maintaining and retaining existing business while promoting and attracting new business and to promote the economic development and the social well being of the entire community of North Grenville.

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ARTICLE II – INTERPRETATION

- Section 2.1 Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean 'the North Grenville Chamber of Commerce' as a body.
- Section 2.2 Wherever the word "Municipality" occurs in these by-laws, it shall be understood to mean the "Municipality of North Grenville".
- Section 2.3 Wherever the word "Board" occurs in these by-laws, it shall be understood to mean the 'Board of Directors' making up all the Directors and Officers of the North Grenville Chamber of Commerce.
- Section 2.4 Wherever the word "Director" occurs in these by-laws, it shall be understood to mean and refer to a "Director on the Board of Directors" of the North Grenville Chamber of Commerce.
- Section 2.5 Wherever the word "North Grenville" occurs in these by-laws, it shall be understood to mean the boundary area of the Municipality of North Grenville, wherein and for which this Chamber was established and defined in the Certificate of Registration under the Boards of Trade Act. (R.s., c.124. s1.)
- Section 2.6 Wherever the word "Chair" occurs in these by-laws, it shall be understood to mean the "Chair" of the Board of Directors, being the Chief Elected Officer of the North Grenville Chamber of Commerce".

ARTICLE III – MEMBERSHIP

- Section 3.1 General - Membership is open to any reputable person, Associations, Corporations, Societies, Partnerships, Clubs, Organizations or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Municipality of North Grenville as defined in Section 3.9. Any such person, individual and representative named thereof, may become a member of The Chamber and the voting power of such memberships shall, in each case, be solely and duly assigned to an individual and a single representative of each; in accordance with and as prescribed in the schedule of membership fees. Each member shall acknowledge these by-laws upon signing and agreeing to abide by the said by-laws of The Chamber when submitting their application for membership and when renewing their membership
- Section 3.2 Any member in 'good standing', (good standing hereinafter shall mean: any member who has discharged any lawful liability upon the books of The Chamber') may also propose any eligible person or organization as a candidate for becoming a member of The Chamber, providing such candidate shall undertake, if admitted and approved by the Board, to be governed by the by-laws of The Chamber.

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- Section 3.3 If such proposal of membership is carried by a simple majority of the members of the Board of Directors then present; such person or organization, shall henceforth become a member of The Chamber and shall have all the rights and privileges and shall be subject to all the obligations of and shall be provided with and shall agree to be governed by the by-laws of The Chamber along with all other Section 3.8(a) members of The Chamber, as they have agreed to do upon written submission for application of membership therein.
- Section 3.4 Resignation or Retirement of a member is to be in writing to the Corporate Secretary giving ten (10) days notice and upon discharging any lawful liability which is standing upon the books of the Chamber, against the member at the time of the notice.
- Section 3.5 Removal from the roll of members of any new member may be by the Board, for failing to pay the dues as levied within (30) thirty days of that person being admitted as a member or any other member who fails to pay such dues within (2) two months of the date they fall due.
- Section 3.6 Expulsion of a member of the General Membership of The Chamber shall only be by two-thirds (2/3rds) vote of the Board of Directors, unless such member has been grossly and wilfully negligent and/or committed an unlawful act and/or is knowingly in contravention of the by-laws as set out by The Chamber and such acts have been brought to the attention of the Board of Directors, then at which time a simple majority vote of the Board may expel said member.
- Section 3.7 A member of the Board may be replaced by the Board due to: Death; Resignation of such member and/or absence of the Member from (3) consecutive Board meetings and if said member of the Board has not notified the Board of their intentions to be absent with a reason agreeable to the Board, in advance of said meeting(s).
- Section 3.8 A member of the Board may be suspended from office if, in the opinion of the Board that member has been grossly and/or willfully negligent in their performance of his/her duties and is in contravention of the bylaws of The Chamber, providing, however, that any such member of the Board who has been suspended in this fashion shall be at liberty to appeal the decision of the Board directly to the membership at any general meeting of the membership
- Section 38(a) A general Meeting of the Membership is defined as any event or occasion wherein the Membership has gathered to be involved in a Chamber function.

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Section 3.9 **Levels of Chamber Membership**

(a) **Honorary** - Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Board. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues. Honorary members may be nominated by and elected by the Board for a term of one (1) year - renewable. Every election to honorary membership shall be announced to the Chamber at its first meeting thereafter. An honorary membership may be revoked by the Board at any time.

(b) **Active**- Active membership in the Chamber shall be one of three (3) main levels:

(1) **Associate**

An Associate has all privileges and obligations of full membership. Any business minded and/or any person, who is also a member in good standing with another Chamber of Commerce in Ontario, with interest in supporting business may apply for an Associate membership in accordance with Article III, Section 3.1.

(2) **Full** (a minimum of 2/3rds of total membership must be 'Full' members).

A Full membership may be applied for by any person in business or corporation, or other as in accordance with Article III, Section 3.1

(3) **Not for Profit Clubs and Organizations** shall have all privileges and obligations of full membership as in accordance with Article III, -Section 3.1.

Section 3.10 **Membership Fees**

The Board shall set the annual membership fees which shall be payable by the members as set out and approved by the Board and said fees shall be reviewed annually. Any fee increase shall be based upon and shall reflect the need for an increase to ensure the necessary funds are available for the Chamber to carry on its day-to-day operations, ensure future operations of the Chamber are not placed in jeopardy and to ensure that the Chamber will continue to provide the services and programs necessary to aid and assist its membership and fulfil its mission and mandate. The notice of such fee increase to be sent to the General Membership along with an explanation of such fee increase prior to the Annual General Meeting or any general meeting of the Membership as defined in Section 3.8(a) or through communications with the members, from time to time.

Section 3.11 **Other Assessments**

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 any general meeting of the Chamber. The notice of such assessment along with an explanation to be sent to the General Membership prior to the Annual General Meeting or any general meeting.

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Section 3.12 **Donations**

According to the guidelines of the Ontario Chamber of Commerce, no Chamber is permitted to 'donate' any of the funds of the Chamber, whatsoever. The sole purpose of the funds of The Chamber is to be used in and strictly for the purpose to fulfil the Object, Mission Statement and Mandate of this Chamber.

Section 3.12(a) if the Chamber sees the need to partner with, for the mutual benefit both for the Chamber and another or other not for profit organizations, it shall not be seen as a donation, as defined under Section 3.12.

Section 3.13 **Qualifications of Voters**

- (1) Voting shall be by individuals only and no person shall cast more than one vote, unless in the event of a tie the Chair may cast a second vote.
- (2) New members must pay membership dues in advance and must have been approved for membership with the Chamber, through the normal approval process, before being permitted to vote or exercise their privileges of membership.
- (3) Only members who are in good standing as per Article III, Section 5; shall be entitled to voting privileges and other membership rights.
- (4) As defined by Article III, Section 3.9 A Corporation, Association, Society, Club, Organization or Estate member shall have one vote only, duly assigned to an individual or representative thereof.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

Section 4.1 The Government of the Chamber shall be composed of not less than (3) three Board Members between AGMs with the effort to maintain, but shall be restricted to a maximum of ten (10) elected Directors including the Chair. In addition, the Board may invite one Representative from Municipal Government along with Liaisons from other organizations, if and when the Board of Directors deems it shall be helpful to the object, mission and mandate of the Chamber in the Municipality it serves, to sit at the table. Any non-elected Representative would be of non-voting status. The direction of its affairs and policies and the control of its property shall be vested in a Board consisting of Officers and Directors, and shall be elected annually as hereinafter provided. The Chair, vice Chair, Treasurer, and Secretary (optional), and the remaining Directors that make up the Board, before taking office, shall state and swear solemnly an oath before the Mayor of the Municipality of North Grenville or in the Mayor's absence before any justice of the peace or authority so assigned, in the prescribed form and/or if an oath is not taken as above in the presence of the general Membership assembled at the Annual General Meeting. Their active duties shall commence upon the day the Annual General Meeting is held.

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Section 4.2 In accordance with 'Best Practices', all members of the Board of Directors shall be deemed the governing body of the Chamber whereby all motions and resolutions shall be presented and acted upon. The Officers of the Board of Directors shall be composed of the Chair, vice Chair, Treasurer, and Secretary (optional) The Board of Directors shall also be composed of up to 6 additional (7 if no Secretary assigned from the Board members) Members of the Chamber who shall sit as a Chair on a Committee and a Director shall sit on each Committee as a liaison the Committee between the Board. Any and all Committees established by the Board Chair shall appoint a Member to sit as Chair of said Committee and appoint a Director to be the liaison of said Committee; the Board Chair shall be an ex-officio member of all committees of The Chamber.

Section 4.3 **Election of Board of Directors**

The Directors of the Board are to be elected by ballot, in the event there are more than the required number of candidates submitted by the Nominating Committee, at the Annual General Meeting, and are to remain in office for one year or until their successor is appointed. No Director is to hold the same office for more than 4 year(s) in succession. An extension of one year may be granted on a majority vote of the Board. No member of the Board shall remain as a Director for more than (6) six years. A Director may leave the Board and wherein that member is absent for (1) one year may then re-submit their name to the Nominating Committee as a candidate to be included on the official ticket for election at an Annual General Meeting.

Section 4.4 The Board shall, however, have the power to fill all vacancies occurring between Annual General Meetings and shall hold and attend meetings as a Board of Directors once a month, or as required, and any Committees established shall hold and attend meetings at least (6) times a year, or as required.

Section 4.5 At the Annual General Meeting, any Directors who hold a position as a Liaison to a Committee, shall individually submit, in writing and Report to the Members present, a full review of their year of office. Such written submissions shall then become part of the minutes of the Annual General Meeting and will be kept with the permanent records of The Chamber.

Section 4.6 Where a member of the Board of Directors dies or resigns his/her office or is absent from three (3) consecutive meetings of the Board, subject to Article III, Section 3.7, the Board may, at any meeting thereof, appoint a member to be a Director, in place of the member who died or resigned, or is absent, subject to Article III, Section 3.7. When a Director's occupational status changes, and they cease to be employed by a member company, that Director shall submit a resignation to the Board of Directors in writing. The Board, keeping in mind the effort to ensure broad representation from the Membership at the table, shall have the option of accepting or rejecting that resignation for the balance of the year.

Section 4.7 Any voting Officer or Board member may be suspended from his/her 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, providing, however, that any voting officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the general

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Membership at the next general meeting. The results of two-thirds (2/3rds) vote of the general Membership assembled at the next general meeting shall be binding on the appeal.

Section 4.8 The Board shall have the general power of administration. It may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of the Province, or the Municipal Government or others, as it may determine or as may be required by vote of the majority of members present at any general meeting of the Membership.

Section 4.9 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, that such powers are not inconsistent with the provisions of the most recent version of the Boards of Trade Act.

Section 4.10 Inclusive of and with the presence of the Chair and/or vice Chair plus at least 50% or more of the remaining members of the Board who lawfully met shall be a quorum and a majority of such quorum may do all things within the powers of the Board,

ARTICLE V- ELECTIONS

Section 5.1 The annual election of members to the Board shall be by vote at the Annual General Meeting. However, where the number of candidates submitted by the Nominating Committee totals the number of seats available on the Board and no further candidates having been called upon or having been submitted for any seat on the Board in advance of the Annual General Meeting, such initial candidates shall be acclaimed to their office and the Chair shall call upon the approval of the majority of the members assembled at the Annual General Meeting and no election shall be deemed necessary. No Nominations shall be put forward from the floor the day of the Annual General Meeting.

Section 5.2 The Chair shall appoint a Nominating Committee composed of not less than three (3) members of The Chamber not restricted to members of the Board, along with the Executive Director & CEO. All names and biographies of potential candidates to be elected to fill positions on the Board shall be received by the Board no than 15 days prior to when the Annual General Meeting is to be held. The candidates selected by the Nominating Committee shall be known as the official ticket. The focus of the Nominating Committee will be to ensure that the Board has broad representation from the membership for the business community and community at large. The candidates shall be members in good standing with The Chamber, shall demonstrate the appropriate skills to offer advice, shall be fair in judgement, effective in developing Board policy and clearly demonstrate a strong self-interest, but not self-serving interest, in promoting business and the general well-being of the entire community. The Chair shall instruct a member of the Nominating Committee to announce the list of Nominees to the General Membership, through any convenient means that will result in all of the General Membership having had an equal opportunity to be informed of the proposed elections at the Annual General Meeting,

Section 5.3 A ballot sheet comprised from the Nominating Committee's report outlining the selected candidates including a brief biography of each, shall be distributed, through any convenient means that will result in all of the General Membership having had an equal opportunity to be informed, to each member in good standing of The Chamber: at least ten (10) days prior to the annual election.

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- Section 5.4 In reference to Article V, Section 5.2, Where a ballot is necessary, each representing member attending the Annual General Meeting shall be provided a ballot for the purpose of voting and said ballots shall include the names and biographies of each of the candidates as selected by the Nominating Committee and each ballot is to be brought to the Annual General Meeting to be received and collected by the appointed scrutineers and counted. No Nominations shall be put forward from the floor the day of the Annual General Meeting.
- Section 5.5 Members shall vote for up to the exact number of candidates to comprise the Board and shall be limited to one vote each for any one candidate. No proxy votes shall be allowed. A plurality of the votes cast shall constitute an election.
- Section 5.6 In the event that an election is necessary, the Chair shall appoint and announce at the meeting, prior to the election portion set aside at the meeting, three (3) scrutineers of election who are not candidates for election and shall serve from opening of the polls until the result has been ascertained and certified. Should a tie vote occur the scrutineers shall cast a ballot each under the supervision of the Chair and certify as elected the person or persons on whom the selection falls.
- Section 5.7 The scrutineers shall cause to be issued to the Chair a certificate showing those elected, which certificate shall bear the signature of all scrutineers.

ARTICLE VI - OFFICERS AND DIRECTORS DUTIES

- Section 6.1 As outlined in the Ontario Chamber of Commerce's Officers and Directors Guidelines; The Chair or his/her delegate, as the Manager of the Board of Directors shall work with administrative staff to provide an agenda and shall preside over and conduct the business of the agenda of all meetings of The Chamber's Board of Directors. He/she shall regulate the order of business at such meetings according to the most recent edition of Robert's Rules of Order, receive and put forward lawful motions and communicate to the meeting what he/she may feel concerns The Chamber. The Chair and one additional Director shall sign all papers and documents requiring signature on behalf of The Chamber. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting.
- Section 6.2 In the absence of the Chair, the Chair shall appoint either the vice Chair, or another Director of the Board, to preside over said meeting.
- Section 6.3 Treasurer shall, directly or by deputy, receive and disburse the funds of The Chamber. The Treasurer shall ensure deposits or cause to be deposited, the same in a chartered bank. Out of such funds the Treasurer shall pay or cause to pay amounts approved by the Board and shall keep, or cause to have kept a regular account of the income and expenditures of The Chamber and submit an audited statement, thereof, for presentation to the Annual General Meeting and at any other time as required by the Board. The Treasurer shall make such, or cause to make such investment of funds of The Chamber as the Board may direct. The Treasurer shall, with the Chair, shall sign all notes, drafts and cheques save and except where other persons have been authorized to do so, by the Board.

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Section 6.4 Removed

Section 6.5 Removed

ARTICLE VII - THE BOARD AND COMMITTEES

Section 7.1 In accordance with 'Best Practices' the Board of Directors shall be made up of the Chair, vice Chair, Treasurer and Secretary (optional), and all other Directors that make up the whole Board of Directors of The Chamber.

The responsibilities shall include:

(1) In consultation with the Board, the Chair shall conduct an annual performance appraisal of the administrative staff, within approved guidelines and based on the performance and goals established by and demonstrated by the Board of Directors.

Section 7.2 The Chair shall appoint all standing and special committees, subject to consultation with the Board determining individual interest thereof, and always subject to the by-laws of The Chamber. No Chairperson of a Committee shall hold that position for more than one year unless a longer term is approved by the Board. Standing Committees to be established but not limited to be as follows:

- | | | | |
|---------------------------------|-----------------------------|-------------------------|--------------------|
| 1. Budget & Finance | 2. Civic Government Affairs | 3. Commercial or Retail | |
| 4. Industry, Trade and Commerce | 5. Program | 6. Publicity PR | |
| 7. Education | 8. Agriculture | 9. Transportation | 10. Public Affairs |
| 11. Tourism | 12. Membership | | |

Section 7.3 It shall be the function of all committees to investigate and make recommendations to the Board. These recommendations shall enable the Board to make informed decisions and all motions shall be brought forward from Committees, submitted to the Board directly, or to the Board's administrative staff, to be communicated in writing and circulated prior to any meeting, read by the Chair, debated and voted upon. No standing or special committee shall represent The Chamber in the advocacy of or opposition to any opinion or project without the specific approval of the Board, or under such authority as maybe clearly granted under general powers delegated by the Board to that Committee.

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Section 7.4 It is deemed appropriate that the Chair of the Chamber, be the official chief spokesperson for The Chamber. The Chief Elected Officer, being the Chair and Manager of the Board shall be the designated spokesperson for the Board of Directors but shall not make any statements which are contrary to approved Chamber policy. The Chair, along with all other Directors including the vice Chair, Treasurer of the Board shall make public pronouncements in the name of The Chamber of Commerce only through the authority of the Board, or by someone whom the Board has delegated this authority to do. All Officers and Directors of the Board of The Chamber shall, at all times, support The Chamber and defend The Chamber against criticism, or, where they find criticism may be justified and to prevent any misunderstanding and to promote positive communication of The Chamber are to take immediate and appropriate steps to remedy the conditions causing any such criticism, by bringing it to the attention of the Board for action.

Section 7.5 Meetings of committee may be called at anytime by the Chair or by the Chairperson of such committee, by notifying the members of such meeting of said committee. All committees shall have a 'terms of reference' developed in writing, based on the guidelines of the Ontario Chamber of Commerce, at the beginning of their term and shall hold meetings wherein minutes are taken and all documentation is kept for the sole purpose of the said committee. All documentation shall be returned to The Chamber upon the completion of the committee or at the end of the committees' term.

Section 8.1 **CONFLICT OF INTEREST**

1. Officers and Directors shall not enter into any business arrangement with The Chamber in which they are interested, directly or indirectly, except:
 - a. on a written and competitive sealed quotation basis;
 - b. having declared any interest therein and having refrained from voting and/or advising, thereon. The event shall be recorded in the minutes.

2. Officers and Directors shall absent themselves from decision making and/or advice giving if any officer or director has a personal or private interest in any matter brought to the Board and/or representative of the Board and/or if in conflict with any other Article or Section, thereof, of these By-laws.

3. The Chairperson of any meeting of The Chamber or any sub-committee of The Chamber shall request any member who has declared an interest in any business or other financial arrangement with The Chamber which is being discussed, to absent him/herself during the discussion of and vote upon the matter. The event shall be recorded in the minutes.

Section 8.2 (a) **Advance Poll**

Prior to a vote being taken on any motion, which has been circulated prior to a regular or special Board meeting, any Director who knowingly will not be in attendance at a Board meeting and after having provided such notice to the Board or Board administrative staff in writing, in advance of said meeting, may submit a ballot in writing via email to the Chair or Board, said ballot will be submitted for inclusion in the voting process, at said meeting, after the motion has been read by the Chair and debated.

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(b) Email Proxy

In case of no quorum and an important motion is deemed not to be delayed, the board, at the board's discretion, may send out the motion to all absent board members and request their email proxy vote. The final outcome of the motion voting, including any proxy votes received, shall be immediately conveyed to all directors by means of email and included in the next board meeting minutes.

(c) Proxy Vote

Any Director, who knowingly will not be in attendance at a regular or special Board meeting and after having provided such notice to the Board or board administrative staff in writing in advance of said meeting, may proxy their vote to a Director of their choice for that meeting Only. Such proxy shall be granted in writing signed by the member granting such proxy. No Director may carry more than one (1) proxy vote. Such vote shall be applied as set out in section 8.2 (a).

(d) Straw Vote

In the event that an emergency vote must be called on an item requiring immediate action, the Chair or their designate may conduct a telephone/fax/email vote of the Board membership. This manner of voting shall be recorded. Even in this case, every attempt must be made to allow members twenty-four (24) hours to respond.

Section 8.3 Board 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 General Membership and any amendments, thereof shall be voted upon by two thirds (2/3rds) vote of the General Membership assembled.

Section 8.4 The Board may suspend any Chairperson of any Committee for just cause, gross misconduct and/or dereliction of duty, being subject to the appeal process. Any Committee may be terminated by the Chair in consultation with the Board, subject to the by-laws of The Chamber.

Section 8.5 No voting Officers or Directors shall receive remuneration for services rendered, however, the Board may grant any of these said officers, a reasonable expense allowance that has been verbally acknowledged to the Board, where possible and that is in the best interest of The Chamber, in advance and shall be subject to an expense report complete with original receipts attached therein.

Section 8.6 The meetings of the Board shall be held monthly, or as when required, and shall be opened to all members of The Chamber. No member of the general Membership shall have the opportunity to cast any vote at any of said regular Board meetings. If a member of the general Membership chooses to 'be heard at one of the regular Board meetings, he/she shall contact the Board or board administrative staff two (2) weeks in advance to be placed on the Agenda under the heading 'deputation'. Otherwise, if time permits, the floor will be open to any member of the General membership present, near the close of said meeting.

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Section 8.7 The Chamber shall hold an Annual General Meeting within the first quarter in each year at the time and place determined by the Board. At least two weeks notice of the Annual General Meeting shall be given, Any gathering of the Membership through any function or event of The Chamber shall constitute a 'general Meeting' of the Membership where business may be conducted, from time to time,

*as amended at a General Meeting of the Membership on November 30, 2007.

Section 8.8 The regular meetings of The Chamber Board shall be held bi-monthly or from time to time as may be necessary to carry on the business of The Chamber, to be held at a location determined at the call of the Chair. At least one week (7 days) notice of such meetings, through means of communications that will ensure the General Membership is informed and/or electronic mail, fax and/or phone for the Board of Directors, shall be given.

Section 8.9 Special meetings of The Chamber Board may be held at any time when summoned by the Chair. In the case of The Chamber General Membership, at least one weeks (7 days) notice shall be given by means of electronic mail and/or social media posting.

Section 8.10 Notice of all meetings, naming the time and place of assembly, shall be given by the Board or board administrative staff.

Section 8. At any Annual or general meeting, unless otherwise specifically provided, a majority of members present shall be competent to and may perform all acts which are or shall be directed to be done at any such meeting

Section 8.12 All approved Minutes of the proceedings of all Annual, General, regular Board and Committee meeting shall be entered in the books by the Board or whomever the Board assigns and be kept for that purpose and shall be made available to only the membership. Such minutes may be made available on an official website of The Chamber, under the provisions of a login/password in a specific page set aside for this purpose. As convenient and when time allows, all minutes shall be reported to the appropriate next Annual, General} Regular Board and Committee meeting.

Section 8.13 The entry of such written Minutes shall be duly signed by the Chair of the Board and/or Chair of a Chamber Committee and the Corporate Secretary at the meeting at which they were adopted.

Section 8.14 All books of The Chamber opened at all reasonable hours to any member of The Chamber.

ARTICLE IX - VOTING RIGHTS

Section 9.1 Every member in good standing represented at any Annual or general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, Club, Organization and/or an Estate member shall, in each such case be assigned to individuals and one representative of said Association, Corporation, Society, Partnership, Club} Organization and/or an Estate.

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Article IV Chamber Clause 7; Revision 12/08/82

Section 9.2 Voting on normal Chamber business at any Board, Annual or general meeting shall normally be by show of hands or vote card, or if required by the Chair, by standing vote.

Section 9.3 The Presiding Officer (the Chair) shall normally have one vote, only in case of a tie the Chair shall have a second vote.

Section 9.4 Motions or amendments to motions shall be carried at any Annual, general or regular Board meeting by a majority vote, unless otherwise provided in these by-laws.

Section 9.5 Removed

ARTICLE X- AFFILIATION

Section 10.1 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 organizations in which membership may be in the best interest of The Chamber.

ARTICLE XI FISCAL YEAR

Section 11.1 The fiscal year of The Chamber shall end on the 31 st day of December and commence on the 1 st day of January in each year.

ARTICLE XII - BY-LAWS and AMENDMENTS

Section 12.1 These by-laws may be amended or altered by a two-thirds (2/3rd) vote of those assembled at a general Meeting, provided notice of the proposed change shall provide a copy, by email or social media posting, of the said by-laws noting both the items to be struck from and the amendments to be added to and shall send such notice to each member in good standing of The Chamber, for their perusal, in advance of such meeting,

Section 12.2 All proposed amendments shall first receive the approval of the Board.

Section 12.2 Such by-laws shall be binding on all members of The Chamber, its Officers, Directors and all other persons lawfully under its control. They shall come into force and be acted upon, after the general Meeting in which they were passed and sealed with the seal of The Chamber, These By-laws shall be included with the Incorporation documents and a true and accurate replica of said By-laws,

sealed with the seal of The Chamber, shall be submitted to the office of the Minister of Consumer and Business Services of the Province of Ontario.

Est. 1980

The BY-LAWS OF THE NORTH GRENVILLE CHAMBER OF COMMERCE. as amended March 24, 2017

Formerly referred to as Kemptville & District Chamber of Commerce, as originally adopted February 4, 1981

Article IV Chamber Clause 7; Revision 12/08/82

ARTICLE - AUDIT AND LIABILITIES

Section 13.1 An external auditor or accountant may, at the discretion of the Board or the members in attendance at the Annual General Meeting, be appointed by the members present at the Annual General Meeting, to audit or review the books and accounts of The Chamber at least once a year. An audited or reviewed financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

Section 13.2 **Indemnity**

Each member of the Board and every member of a Committee and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time be indemnified and saved harmless out of the funds of The Chamber; from and against:

- a. all costs, charges and expenses whatsoever which such Trustee or Committee member sustains or incurs in or about an action, suit or proceeding for damages or otherwise is brought, commenced or prosecuted against him or her, for in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith or the duties of his or her office; and
- b. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- c. such Indemnity shall remain when each member of the Board have ensured that ***appropriate coverage for Officers and Directors Insurance*** has been applied for and approved by an appropriate carrier of such Insurance and put in force and such Indemnity named above shall not contravene any clause or agreement entered into with any appropriate carrier of such Insurance.

ARTICLE XIV - PROCEDURE

Section 14.1 All meetings shall be conducted in accordance with and adhered to under the procedures set out in the latest edition of "Robert's Rules of Order".

Signed this _____, 2017

_____, Board Chair

_____, Vice Chair