



Napanee & District Chamber of Commerce

BY-LAWS

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Napanee & District Chamber of Commerce BY-LAWS

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Napanee & District Chamber of Commerce

BY-LAWS

Article 1 - NAME & OBJECTIVES

Section 1

The name of the organization shall be **The Napanee & District Chamber of Commerce.**

Section 2

The objectives of The Napanee & District Chamber of Commerce shall be but not limited too:

- Promote industry, commerce, trade and tourism within the community;
- Serve as a voice of the Napanee and District business community;
- Provide a forum for the business community to develop opinions and programs that contribute to the social, economic and environmental quality of life;
- Encourage a society and economy base on private enterprise and concern for the individual;
- Communicate information on topical subjects of interest to the members;
- Facilitate business and social contact among members;
- Affiliate with other similar organizations

Section 3

The usual place of meeting shall be in the Town of Greater Napanee.

Section 4

The Napanee & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE II - INTERPRETATION

Section 5

Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Napanee & District Chamber of Commerce" as a body.

Section 6

Wherever the words "The Board" occur in these by-laws, they shall be understood to mean "The Board of the Napanee & District Chamber of Commerce."

Section 7

Wherever the word "District" occurs in the 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 (R.S., c.18, s.1).

ARTICLE III - MEMBERSHIP

Section 8

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 and their employees be allowed to participate in some Chamber programs, benefits and services

Section 9

Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

Section 10

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 11

Such a proposal is carried by a majority of two-thirds of the members of the Chamber then present, such person or organizations shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of other members.

Section 12

Membership shall continue from the time of admittance until a member has resigned in accordance with the provision of these by-laws or has been removed from the roll of members by action of the Council.

Section 13

Any member of the Chamber, who intends to retire therefrom or to resign their membership may do so at any time, upon giving to the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice.

Section 14

The Council may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within 30 days of their admission, or of any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Council, all privileges of membership shall be forfeited.

Section 15

Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 16

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

ARTICLE IV – DUES AND ASSESSMENTS

Section 17

The annual dues payable by members of the Chamber shall be determined annually by the Council, subject to the approval of the general meetings whenever a change in the original amount is involved.

Article 18

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

ARTICLE V – OFFICERS AND COUNCIL

Section 19

The Officers shall be: a president, vice-president, secretary and treasurer, who together with seven or nine other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the Council. They shall remain in office for one year or until their successors shall be appointed but no such officer or member of the Council, with the exception of the secretary and treasurer shall hold the same office for more than two years in succession. The retiring president shall be, ex-officio, a member of the Council.

Section 20

Where a member of the Council dies or resigns their office or is absent from three consecutive meetings of the Council, the Council may, at any general meeting, elect a member to the Council, in the place of the member who had died or resigned, or is absent.

Section 21

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

Section 22

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

Section 23

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 24

Any seven or more members of Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Council.

Section 25

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 26

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

Section 27

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

Section 28

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 29

The President and Vice-President, before taking office, shall take and subscribe before the mayor or before any justice of the peace, an oath in the following form: "I swear that I will faithfully and truly perform my duty as ----- of the Napanee & District Chamber of Commerce, and I will, in all matters connected with the discharge of such duty, do all things, and such things only as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God."

Section 30

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

Section 31

No public pronouncement in the name of the Chamber may be made unless authorized by the Council or by some person whom the Council has delegated this authority.

Section 32

- a) The President shall preside at all meetings of the Chamber and Council. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what they 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 Council. 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 chairperson to act temporarily.
- c) The Treasurer shall 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 the Treasurer shall pay amounts approved by the Council and shall keep a regular account of the income and expenditures of the Chamber and shall submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Council. The Treasurer shall make such investment of the funds of the Chamber as the Council may direct. The Treasurer shall, with the President or Secretary, sign all notes, drafts and cheques.

- d) The Secretary shall be the executive officer of the Chamber and shall be responsible to the Council for the general control and management of the Chamber's business affairs. The Secretary shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. The Secretary shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which the Secretary shall have in custody, all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Chamber and of the Council. At the expiration of the Secretary's term of office, they shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE VI - MEETINGS

Section 33

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

Section 34

Regular General Meetings of the Chamber shall be held at least six times per year at a time and place designated by the Council. At least one weeks' notice of such meeting shall be given.

Section 35

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 36

The Council shall meet from time to time (at least once monthly) as may be necessary to carry on the business of the Chamber.

Section 37

Notice of all general meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the Secretary and mailed to the last known address of each member shall constitute sufficient notice.

Section 38

At any Annual or General Meeting, the greater of ten per cent of membership or 20

members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

Section 39

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

Section 40

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

Section 41

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

ARTICLE VII - VOTING RIGHTS

Section 42

Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall in each such case be assigned to individuals.

Section 43

Voting at Council or General meetings shall normally be by a show of hands, or, if requested by the Chairperson, by standing vote. A roll call vote shall be taken, if requested by five members provided such request received approval of two-thirds of the members assembled.

Section 44

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 45

Motions or 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 46

By-laws may be made, replaced 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 47

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 Minister of Consumer and Corporate Affairs.

ARTICLE IX – AFFILIATION

Section 48

The Chamber, at the discretion of the Council, shall have power to affiliated with The Canadian Chamber of Commerce, the provincial and regional Chambers, or any other organizations in which membership may be in the interests of the Chamber.

ARTICLE X – FISCAL YEAR

Section 49

The fiscal year of the Chamber shall commence on the first of January in each year.

ARTICLE XI – AUDITORS

Section 50

Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Council.

ARTICLE XII – PROCEDURE

Section 51

Parliamentary procedure shall be followed at all General and Council meetings in accordance with Rules of Order by Bourinot.

Napanee & District Chamber of Commerce
Annual General Meeting
January 23, 1996

Notice of Motion:

1) The following motion is submitted to change the By-Laws of the Napanee & District Chamber of Commerce to increase number of Directors on the Board:

i. Motion for the Directors o the Board of the Napanee & District Chamber of Commerce to increase from a maximum of nine to a maximum of eleven.

Moved by Diane Bailey.
Seconded by Cliff Trott.
Carried.

2) The following motion is submitted for an amendment to the By-Laws of the Napanee & District Chamber of Commerce:

i. Whereas Article XI; Section 50 of the By laws of the Chamber that an auditor be appointed and that audited Financial Statements be presented at the Chamber's Annual Meeting, And

Whereas the Chamber's Council has determined that the cost such an audit would be prohibitive in relation to our current level of income,

1. Be it resolved that the appointment of auditor be waived and tat, instead, an accountant be appointed to perform a simple examination of the books and accounts of the Chamber.

Moved by Gower Bradshaw.
Seconded by Duncan Burke.
Carried.

Napanee & District Chamber of Commerce
Annual General Meeting
February 24, 2010

Notice of Motion:

1) The following motion is submitted for addition to the By-Laws of the Napanee & District Chamber of Commerce:

- i. Motion for the Chamber of Commerce to establish a minimum reserve fund of \$10,000 to ensure the organization has funds available to meet its mandate.

Moved by Janet Flynn.
Seconded by Brad Way.
Carried.

2) The following motion is submitted for addition to the By-Laws of the Napanee & District Chamber of Commerce:

- i. Whereas the Chamber of Commerce is a not-for-profit Board of Trade that has been in operation since 1995 and plans to continue providing services for its members and the community, it is incumbent upon the organization to establish a "dissolution clause: should the organization ever cease to operate.

1. Be it resolved should the Napanee & District Chamber of Commerce cease operations that upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be held in trust for 10 years by the Municipality after which time the funds would be used for economic development initiatives.

Moved by Brad Way.
Seconded by Janet Flynn.
Carried.

3) The following motion is submitted as an amendment to Article V – Section 24 of the By-Laws of the Napanee & District Chamber of Commerce:

- i. Whereas the current By Law requires a minimum of (7) and a maximum of (9) and there is concern about the ability to maintain a minimum board commitment, the Chamber needs to revise the board requirement.

1. Be it resolved the number of required minimum directors be reduced from seven (7) to (5) and the maximum remain at nine (9) with quorum being represented by a majority comprised of 50% +1.

Moved by Dave Lyman.
Seconded by Brad Way.
Carried.

Napanee & District Chamber of Commerce
Annual General Meeting
February 27, 2013

Notice of Motion:

The following motion is submitted for addition to the By-Laws of the Napanee & District Chamber of Commerce:

Whereas members of the Chamber of Commerce have the ability to offer our members and their employees benefits through the Chamber's member to member program it is moved:

That the Napanee & District Chamber of Commerce amend Article 3 Section 8 of our Bylaws defining membership as "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" be appended with "*and their employees be allowed to participate in some Chamber programs, benefits and services.*" for the purpose of formalizing the opportunity of our members to extend member benefits to our members and their employees.

Moved by Janet Flynn.
Seconded by Peter Veltheer.
Carried.

Moved by Leanne Boomhour,
Seconded by Jessica Heath,
Carried

Napaneé & District Chamber of Commerce
Annual General Meeting
January 25, 2018

Notice of Motion #1:

Amend bylaws (by Julie Sullivan) –

The following motion is submitted as an amendment to Article V- Officers and Council, Section 19 of the by-laws of the Napaneé & District Chamber of Commerce :

- i. The officers shall be: a president, vice-president, secretary and treasurer, who together with seven or nine other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the Council. They shall remain in office for one year or until their successors shall be appointed but no such office or member of the Council, with the exception of the secretary and treasurer shall hold the same office for more than two years in succession. The retiring president shall be, ex-officio, a member of the Council.
1. Be it resolved for continuity and productivity of the Board of Directors, with the exception of board members who held office in year 2017, that any members of the board that were elected in 2018 shall hold the same office for a two year term.

Moved by: Julie Sullivan

Seconded by: Brad Way.

Carried

Napanee & District Chamber of Commerce
Annual General Meeting
January 24, 2019

Notice of Motion:

The following motion is submitted as per the requirements associated with Dues and Assessments outlined under Article IV Section 17 of the By-Laws of the Napanee & District Chamber of Commerce:

Whereas the Chamber of Commerce has not increased its fees since 2014. Altogether, the Chamber is working to maintain competitiveness with other Chambers and to make sure we are covering operating costs due to inflation. For the Chamber of Commerce to continue to increase every second year basis it is moved:

That the Napanee & District Chamber of Commerce establish a policy whereby fees for all current membership categories will increase by 8%, effective February 1, 2019, since there has been no increase in 5 years with a 2% increase every second year that is reviewed by the Board of Directors. This means:

- Category A fees increase from \$182 to \$196 (1 to 10 employees)
- Category B fees increase from \$245 to \$264 (11 to 21 employees)
- Category C fees increase from \$375 to \$405 (21 to 100 employees)
- Category D fees increase from \$670 to \$723 (100+ employees)
- Category E fees increase from \$78 to \$84 (Non-business)
- Category F fees increase from \$99 to \$106 (Not-for-profit)

Moved by Leanne Boomhour,
Seconded by Jessica Hosick.
Carried