



Caledon Chamber of Commerce
Bylaws

ARTICLE I - NAME AND OBJECT

SECTION 1 - The name of this organization shall be **THE CALEDON CHAMBER OF COMMERCE**.

SECTION 2 - The Object of THE CALEDON CHAMBER OF COMMERCE shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district served by this organization.

SECTION 3 - The usual place of meeting shall be in the TOWN OF CALEDON.

SECTION 4 - THE CALEDON CHAMBER OF COMMERCE shall be non-sectional and non-sectarian and shall not lend its support to a candidate for public office on a party/political basis.

ARTICLE II - INTERPRETATION

SECTION 5 - Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "THE CALEDON CHAMBER OF COMMERCE" as a body.

SECTION 6 - Wherever the words "the Board of Directors" occur in these by-laws they shall be understood to mean "the Board of Directors of THE CALEDON CHAMBER OF COMMERCE".

ARTICLE III - MEMBERSHIP

SECTION 7 - Any reputable person, directly or indirectly engaged or interested in trade, commerce of the economic and social welfare of the District, shall be eligible for membership in the Chamber. Associate members of full-fledged members are eligible for membership as non-voters at a reduced assessment.

SECTION 8 - Associations, Corporation, 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 9 - 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 10 - If such proposal is carried by a majority of the members of the Membership Committee such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.

SECTION 11 - Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Board of Directors.

SECTION 12 - Any member of the Chamber, who intends to retire therefrom or to resign his membership, may do so, at any time, upon giving to the Secretary 10 days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of The Chamber against him at the time of such notice.

SECTION 13 - 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 days of his admission, or of any other member who fails to pay such dues within three months of the they fall due. Upon such action by The Board of Directors, all privileges of membership shall be forfeited.

SECTION 14 - 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 voting and that of holding office, with the exemption from the payment of annual dues.

SECTION 15 - Any member of The Chamber may be expelled by a two-thirds vote of the Members present at a general meeting.

ARTICLES IV - DUES AND ASSESSMENTS

SECTION 16 - The annual dues payable by members of The Chamber shall be determined annually by the Board of Directors.

SECTION 17 - Other assessments may be levied against all members, providing they are recommended by the Board of Directors 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 V - OFFICERS AND BOARD OF DIRECTORS

SECTION 18 - A President, Vice-President, Secretary, Treasurer and at least 3 other members shall be elected from among the members each year at the annual general meeting by ballot and shall form the Board of Directors. They shall remain in office for one year or until their successors shall be appointed but no such officer or member of the Board of Directors with the exception of a Secretary or Treasurer, shall hold the same office for more than two years in succession. The retiring President shall be ex-officio, a member of the Board of Directors.

SECTION 19 - Where a member of the Board of Directors dies, resigns his office, or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, elect a member of the corporation to be a member of the Board of Directors, in the place of the member who had died, resigned, or is absent.

SECTION 20 - Any officer or Board member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Board of Directors he/she is grossly negligent in the performance of his/her duties, providing however, than any officer or Board member so suspended or whose tenure of office has been terminated, shall be a liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.

SECTION 21 - The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of Ontario, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

SECTION 22 - The Board of Directors 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.

SECTION 23 - Any five (5) or more members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things with the powers of the Board.

SECTION 24 - The Board of Directors 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 25 - The Board of Directors, or, at its request, the President, may appoint committees or designate members of the Board of Directors or of The Chamber or others, to examine, consider and report upon any matter or take such action as the Board of Directors may request.

SECTION 26 - The Board of Directors may suspend any Chairman from office or have his office terminated for just cause. Any committee may be terminated by the Board of Directors.

SECTION 27 - 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, by the Board of Directors may grant any of these said officers reasonable expense monies.

SECTION 28 - 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/affirm that I will faithfully and truly perform my duty as of THE CALEDON CHAMBER OF COMMERCE, and that 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 objectives for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God."

SECTION 29 - The meetings of the Board of Directors shall be open to all members of the Chamber, who may attend but may not take part in any of the proceedings.

SECTION 30 - No public pronouncement in the name of The Chamber may be made unless authorized by the Board of Directors.

SECTION 31 - a) The President shall preside at all meetings of the Chamber and Board of Directors. He shall regulate the order of Business at such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns The Chamber.

The President shall, with the Secretary sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

(b) The Vice-President shall act in the absence of the President and in the absence of both these officers; the meeting shall appoint a Chairman to act temporarily.

(c) The treasurer as Treasurer shall have charge of all funds of The Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution, selected by the Board of Directors. Out of such funds he shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditure of The Chamber, and submit a Financial Statement thereof for presentation to the Annual General Meeting and at any other time required by the Board of Directors. He shall make such investment of the funds of The Chamber as the Board of Directors may direct. Signing of all notes, drafts and cheques shall be made by any 2 of the following - President, Vice-President, Treasurer, and Secretary.

(d) The Secretary shall be the executive officer of The Chamber and shall be responsible to the Board of Directors for the general control and management of business and affairs. He shall be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform; all such other duties as properly appertain to his office. He shall, with the President, sign and when necessary, seal with the seal of The Chamber, of which he shall have custody, all papers and documents requiring signature of execution on its behalf. He shall maintain an accurate record of the proceedings of The Chamber and of the Board of Directors. At the expiration of his term of office, the Secretary shall deliver to The Chamber all books, papers and other property of The Chamber.

ARTICLE VI - MEETINGS

SECTION 32 - The Annual Meeting of The Chamber shall be held in the month of June in each year at the time and place determined by the Board of Directors. At least two weeks' notice of the Annual Meeting shall be given.

SECTION 33 - Regular general meetings of The Chamber shall be held monthly except July and August at the time and place designated by the Board of Directors. At least one weeks' notice of such meetings shall be given.

SECTION 34 - 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 Board of Directors, or any ten members of The Chamber. At least one days' notice of such meetings shall be given.

SECTION 35 - The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of The Chamber.

SECTION 36 - Notice of all 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 37 - At any Annual or General Meeting 25% of 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 38 - Minutes of the proceedings of all general and Board of Director meetings shall be entered in books to be kept for that purpose, by the Secretary.

SECTION 39 - The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

SECTION 40 - All books of The Chamber shall be open at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE VII - VOTING RIGHTS

SECTION 41 - 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 such case be assigned to individuals.

SECTION 42 - Voting at Board or general meetings shall normally be by show of hand, or if requested by the Chairman, by standing vote. A roll call vote or ballot shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

SECTION 43 - The presiding officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

SECTION 44 - Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE VII - BY-LAWS

SECTION 45 - By-laws may be made, repealed or amended by a majority of the members of The Chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as a minute of The Chamber.

SECTION 46 - Such by-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control.

ARTICLE IX - AFFILIATION

SECTION 47 - The Chamber, at the discretion of the Board of Directors, shall have power to affiliate with The Ontario Chamber of Commerce, The Canadian Chamber of Commerce, and any other organizations in which membership may be in the interests of the Chamber, to be reviewed annually.

ARTICLE X - FISCAL YEAR

SECTION 48 - The fiscal year of the Chamber shall commence on the 1st day of July in each year.

ARTICLE XI - AUDITORS

SECTION 49 - A financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board of Directors.

ARTICLE XII - PROCEDURE

SECTION 50 - Parliamentary procedure shall be followed at all general and Board meetings in accordance with "Roberts Rules of Order".