

The Haliburton Highlands Chamber of Commerce

CONSTITUTION

As amended September 5th, 2017

ARTICLE I - NAME AND OBJECT

- Section 1** The name of the organization shall be the Haliburton Highlands Chamber of Commerce, having been incorporated without share capital under a private members bill as a Board of Trade.
- Section 2** The object of the Haliburton Highlands Chamber of Commerce shall be to strengthen the business community through advocacy, networking, education, member services, and leadership.

ARTICLE II - INTERPRETATION

- Section 1** Wherever the words "The Chamber" occur in these bylaws, they shall be understood to mean "The Haliburton Highlands Chamber of Commerce" as a body.
- Section 2** Wherever the words "The Directors", "The Board", or "Members of the Board" occur in these bylaws, they shall be understood to mean "The Board of Directors of the Haliburton Highlands Chamber of Commerce", and includes the Officers of the Board.
- Section 3** Wherever the word "County" occurs in these bylaws, it shall mean that area within and for which this Chamber was established (the County of Haliburton), as defined in the certificate of Registration under the Boards of Trade Act.
- Section 4** Communications to the members of the Chamber, including all notices shall be delivered by any of: regular mail, electronic mail, or facsimile, all of which will be accepted by the members as valid and legal means of communication.

ARTICLE III - MEMBERSHIP

- Section 1** Any business or individual, engaged or interested in trade, commerce or the economic and social welfare of the County shall be eligible for membership in the Chamber. Membership shall be voluntary and applications are subject to approval by a majority of two-thirds of the membership present at a members meeting.
- Section 2** Associations, Corporations, Societies, Partnerships or Estates, directly engaged or interested in trade, commerce or the economic and social welfare of the County, may become members of the Chamber, but the voting power of such membership shall be limited to one individual only, who shall be designated in writing.
- Section 3** All members agree to be governed by the bylaws and policies of the Chamber and shall be subject to all the obligations of the Chamber. All members in good standing shall have the right to vote and hold office.

- Section 4** Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board of Directors. Any application which is refused by the membership may be appealed by the applicant in writing, and submitted to the Secretary/Treasurer of the Chamber 30 days prior to the Annual Meeting in order to have the appeal heard. The applicant's appeal must be approved by a two-thirds vote of the members in attendance at the Annual Meeting in order to overturn the decision.
- Section 5** Any Member of the Chamber who intends to retire or to resign his or her membership may do so at any time upon giving to the Secretary/Treasurer ten days notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of the Chamber against him or her at the time of such notice.
- Section 6** The Board of Directors shall remove from the roll of members the name of any new member failing to pay his or her annual dues within thirty days of his or her admission, or of any other member who fails to pay such dues within 45 days of the date they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.
- Section 7** Persons who have distinguished themselves by some meritorious public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership. The Honorary member shall be exempt from paying annual dues.
- Section 8** Members who have distinguished themselves by some meritorious public service may be granted a Lifetime Membership by a majority vote of the Chamber. Such recognition shall be for the life of the individual and may be repealed only with a written request of any member in good standing along with a majority vote of the Chamber. Lifetime membership shall include all the privileges of active membership, including the privilege of holding office and voting. Lifetime members shall be exempt from paying annual dues.

ARTICLE IV - DUES AND ASSESSMENTS

- Section 1** The annual dues payable by Members of the Chamber shall be determined annually by the Board of Directors.
- Section 2** Other assessments may be levied against all members provided they are recommended by the Board of Directors and approved by a two-thirds majority of the members present at a general business meeting. The notice calling such a meeting shall state the nature of the proposed assessment.
- Section 3** New members shall have the option of choosing their annual membership renewal date to be the first day of either January, April, July, or October.

ARTICLE V - THE BOARD OF DIRECTORS

- Section 1** The corporation shall be managed by the Board of Directors. The Board of Directors shall be comprised of no fewer than eleven (11), and no greater than thirteen (13) voting members, elected by a majority of the membership present at the Annual General Meeting. All Directors have the right to vote and votes are equal amongst them. The Board may also appoint in addition non-voting representatives from trade associations and groups in the County as the Board of Directors deems suitable.
- Section 2** Board members must be individuals and members of the Chamber. Unless otherwise specified, Directors are elected for a term of one (1) year. No Board member shall be allowed to serve continuously for more than 8 years, with the exception of the immediate Past President.
- Section 3** Quorum shall be five (5) of the total members of the Board of Directors and such quorum may do all things within the powers of the Board of Directors.
- Section 4** Within thirty (30) days after the Annual Meeting, a meeting of the new Board of Directors shall be held, and at that meeting the Officers of the Board (also referred to as the Executive Committee) shall be elected from among the newly elected Board of Directors.
- Section 5** All Board Members, upon taking office, shall agree to and sign the following:
"I will faithfully and truly perform my duty as a member of the Board of Directors of the Haliburton Highlands 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 necessary to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same. "
In addition, Board Members will be required to sign an Agreement of Confidentiality.
- Section 6** Where a member of the Board of Directors dies or resigns his or her office, or is absent from three (3) consecutive meetings of the Board, the Directors may, at any Board Meeting where quorum is present, remove the member from the Board, and elect a member of the Chamber to be a member of the Board of Directors in the place of the member who has been removed.
- Section 7** Any officer, Chairperson or member of the Board of Directors may be suspended from his or her office or have his or her tenure of office terminated, if in the majority opinion of the Board of Directors he or she is grossly negligent in the performance of his or her duties, provided however, that any officer or member of the Board of Directors so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next Chamber meeting.
- Section 8** 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 bylaw of the Chamber provided however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

- Section 9** The Board of Directors shall frame such bylaws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption at a meeting of the Chamber, called for that purpose.
- Section 10** The Board of Directors shall appoint and dissolve all the Standing and Special Committees of the Board. Such Standing and Special Committees may be comprised of members of the Board, members of the Chamber or others who may be called upon to serve on such Committees. Duties and remuneration of any such committees shall be set by the Board of Directors. All Standing and Special Committees shall report to the Board of Directors on a regular basis.
- Section 11** The President, 1st Vice President, 2nd Vice President, and Secretary/Treasurer shall form the Executive Committee.
- Section 12** No paid employee of the Chamber shall be a voting member of the Board of Directors or Executive committee.
- Section 13** 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, except as otherwise decided by the Board of Directors, and provided that such attendees accept that the Board has the right to discuss certain confidential matters privately (“in camera”). Members wishing to make a presentation to the Board must arrange in advance to have their concern added to the agenda.
- Section 14** No public announcement 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.
- Section 15** No remuneration will be provided to members of the board or Officers of the Board. Reasonable expenses for Chamber business will be reimbursed at the government prescribed rate at the discretion of the board and with approval of the Finance Committee.

ARTICLE VI - OFFICERS OF THE BOARD

- Section 1** The following Officers of the Board will be elected by the Membership at the Annual General Meeting: 1) President; 2) 1st Vice President; 3) 2nd Vice President, 4) Secretary/Treasurer. The same people can be elected to the same positions in subsequent years.
- Section 2** Duties of the officers are as follows in Acticle VI, Section 3, Section 4, Section 5, Section 6, and Section 7. Any officers of the board may be removed at any time by the Board of Directors at any meeting where quorum is present.
- Section 3** The President shall preside at all meetings of the Chamber and the Board of Directors. He or she shall regulate the order of business at such meetings, receive and put forward lawful motions and communicate to the meeting what he or she thinks may concern the Chamber. He or she 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. The President shall, with the Secretary/Treasurer, or other designated officer, sign all papers and documents requiring signature on behalf of the Chamber. It shall be the duty of the President to present a general report of the activities of the year to the Annual Meeting.

- Section 4** The 1st Vice President shall act in the absence of the President. The 2nd Vice president shall act in the absence of the President and 1st Vice President and, in the absence of all three of these officers, the meeting shall appoint a chairperson to act temporarily.
- Section 5** The President, or designate as stipulated in Article VI, Section 4, shall have custody of the Corporate Seal and be responsible for ensuring: appropriate delivery of meeting notifications; accurate recording and maintenance of all board and Chamber meeting minutes; and signing of official Chamber Minutes.
- Section 6** The Board or their appointed representatives shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, trust company or credit union selected by the Board of Directors. Surplus funds may be invested by the Board or their appointed representatives with the primary consideration being the safety of the capital and the secondary consideration being the rate of return earned on such investments. The Board is also authorized to obtain loans or lines of credit as may be required.
- Section 7** The Secretary/Treasurer, 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 an audited statement thereof for presentation to the Annual Meeting and at any other time required by the Board of Directors. He or she shall make such investment of the funds of the Chamber, or obtain loans or lines of credit, as the Board of Directors may direct.
- Section 8** Cheques, drafts, and notes issued on behalf of the Chamber require two authorized signatures, being any two of the Officers, or one Officer and either one appointed Director, or the Chamber Manager, as authorized by the Board.

ARTICLE VII - EMPLOYEES

- Section 1** The Board of Directors may, at its discretion, hire an employee or contractor to act as manager of the Chamber. In the absence of a manager, the Board, through delegation to its officers and employees, will have responsibility for the duties that a manager would normally perform.
- Section 2** The Manager shall be a paid or contract employee of the Chamber and shall be accountable to the Board of Directors for the general control and management of business and affairs. He or she 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 pertain to his or her office. He or she shall, with the President, and when necessary, seal with the seal of the Chamber, of which he or she shall have custody, all papers and documents requiring signature or execution on its behalf. He or she shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the

termination of his or her appointment, the Manager shall deliver to the Chamber all books, papers and other property of the Chamber.

Section 3 The Board may hire other employees as required to conduct the day to day business of the Chamber or to assist with specific projects and events.

Section 4 All employees of the Chamber will be required to sign a Confidentiality Agreement and Letter of Employment, and will be subject to regular performance reviews.

ARTICLE VIII - MEETINGS

Section 1 The Directors shall meet from time to time, but no less than quarterly, as may be necessary to carry on the business of the Chamber. The usual place of the Board of Directors' meetings shall be decided by the Board of Directors. Notice of meetings shall be provided at least one (1) week in advance and must include date, time and place of meeting. Regular meetings of the Board of Directors shall be open to the public.

Section 2 The Annual Meeting of the Chamber shall be held each year at a time and place determined by the Board of Directors. At least a minimum of thirty (30) days notice of the Annual Meeting shall be given.

Section 3 Regular meetings of the members will be held at least quarterly. Special meetings of the Chamber may be held at any time when requested in writing by a majority of the membership in good standing of the Chamber, or as determined by the Board of Directors.

Section 4 Notice of all Annual, Regular or Special meetings, naming the time and place of assembly, shall be given by the Chamber. A notice inserted in one or more of the newspapers published within the County or a letter mailed, faxed or electronically mailed to the last known address of each member at least thirty (30) days in advance shall constitute sufficient notice. Notice of meetings must specify the time, date and location of meetings.

Section 5 At any Annual or Special Meeting, a majority of members present at a meeting are competent to do and perform all acts, under the Act or By-Laws.

Section 6 Chamber Proxy Vote forms will be made available to the membership prior to the Annual or Special Meeting and must be submitted to the Chamber Office by the date specified on the form. Any member in good standing attending the Annual or Special Meeting can be a proxy holder.

Section 7 Minutes of the proceedings of all Chamber and Board of Directors meetings shall be entered in books to be kept for that purpose, by or under the direction of the Secretary/Treasurer.

Section 8 The entry of such minutes shall be signed by the person who presides at the meetings at which they are adopted.

Section 9 All books of the Chamber shall be opened at all reasonable hours to any members of the Chamber who have a reasonable request for information, free of charge. It is the intent that all requests for information would be answered as quickly as possible, although staff time constraints could impact timing. Any disputes concerning access to Chamber information can be appealed at any meeting of the Chamber, with the exception of in-camera minutes.

ARTICLE IX - VOTING RIGHTS

Section 1 Every member in good standing, represented at any Chamber meeting shall be entitled to one (1) vote provided that the vote of an Association, Corporation, Society, Partnership or an Estate member shall be assigned to one individual of said organization.

Section 2 Voting at all meetings shall normally be by show of hands, or if requested by the Chairperson, by a standing vote. A roll call vote shall be taken if requested by five (5) members, providing such request receives the approval of two-thirds of the assembled members.

Section 3 Any member may designate another individual to hold their vote in proxy, provided that they provide written notification of this proxy in advance of the meeting to the Secretary/Treasurer.

Section 4 The presiding officer shall vote only in case of a tie. Upon appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 5 A majority of Members present is required when approving a matter in a meeting.

ARTICLE X - BYLAWS

Section 1 Constitutional changes may be made, repealed or amended by a majority of the members of the Chamber present at any Chamber meeting. Notice of such a proposal having been given in writing at least three (3) weeks prior to the meeting. Approval of changes can also be made via electronic vote by the majority of members present at the previous Annual General Meeting. After member approval, by-law amendments must be sent to the Minister for approval and shall not be in force or acted upon until after Ministerial approval has been provided.

Section 2 Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

ARTICLE XI - AFFILIATION

Section 1 The Chamber, at the discretion of the Board of Directors, shall have power to Affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce and any other organization in which membership may be in the interest of the Chamber.

ARTICLE XII - FISCAL YEAR

Section 1 The Fiscal Year of the Chamber shall commence on the first day of April of each year.

ARTICLE XIII - AUDITORS

Section 1 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 fiscal year. The Board of Directors may at their discretion from time to time call for tenders for auditors and report such findings at the next annual meeting. An audited financial statement shall be presented by the Secretary/Treasurer or their representative at each Annual Meeting and at any other time required by the Board of Directors.

ARTICLE XIV - PROCEDURE

Section 1 Parliamentary procedure shall be followed at all Chamber and Board of Directors Meetings, in accordance with Roberts Rules of Order.

ARTICLE XV - GOVERNING LAW

Section 1 The Haliburton Highlands Chamber of Commerce shall be governed under the Boards of Trade Act, and the laws of Canada and Ontario.