

PORT COLBORNE - WAINFLEET CHAMBER of COMMERCE

BY-LAWS

PASSED PURSUANT TO SECTION 45  
OF THE BOARDS OF TRADE ACT,  
R.S.C. (1970) - CHAPTER B-8

BE IT ENACTED as a By-Law of the Port Colborne-Wainfleet Chamber of Commerce as follows:

1. INTERPRETATION:

- a) "The Board" shall refer to the Board of Directors of the Port Colborne-Wainfleet Chamber of Commerce.
- b) "The Chamber" shall mean the Port Colborne-Wainfleet Chamber of Commerce.
- c) "Director" shall refer to a member of the Board of Directors of the Port Colborne - Wainfleet Chamber of Commerce.
- d) "Executive Committee" shall refer to the Executive Committee of the Chamber.
- e) "Member" shall mean a member of the Port Colborne-Wainfleet Chamber of Commerce in good standing.
- f) "President" shall mean the duly elected President of the Chamber.
- g) "Standing Committee" shall mean a continuing committee of the Chamber which has been approved by the Board to function for a period of not less than one Chamber year.
- h) "Secretary-Treasurer" shall mean the duly appointed Secretary-Treasurer of the Chamber.
- i) "Office Manager" shall mean the duly appointed Office Manager of the Chamber.
- j) "Municipalities" shall mean the City of Port Colborne and the Township of Wainfleet.

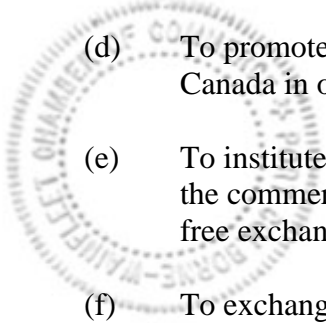
2. NAME:

The name of this corporation shall be the Port Colborne-Wainfleet Chamber of Commerce herein called the "Chamber."

3. OBJECTIVES:

The Chamber shall have for its principal objectives the promotion, development and encouragement of trade, commerce and agriculture and economic, civic and social welfare within the Corporation of the City of Port Colborne and the Township of Wainfleet, the Province of Ontario and the Dominion of Canada and more particularly, but without restricting the generality of the foregoing, shall have the following objectives:

- (a) To promote, encourage and develop trade and commerce between Canada and other countries and between one part of Canada and another part of Canada;
- (b) To encourage the development of natural resources, of agriculture, of new industries or businesses in Port Colborne and Wainfleet;
- (c) To provide advice and information to its members and others regarding business methods and procedures, trade statistics, customs, tariffs and regulations affecting the conduct of trade, markets and business opportunities in Ontario;



- (d) To promote and publicize the products and tourist attractions of this part of Canada in other parts of Canada and elsewhere;
- (e) To institute and conduct programs, campaigns or courses for the development of the commercial community, the stimulation of interest in public affairs and the free exchange of opinion and thought;
- (f) To exchange trade information with other Chambers of Commerce, including the Ontario Chamber of Commerce, the Canadian Chamber of Commerce and other organizations with similar aims and objectives;
- g) To maintain a high standard of commercial integrity among its members;
- h) To support the Canadian Chamber of Commerce and the Ontario Chamber in the fulfillment of their objectives;
- i) To promote policies and programmes which will recognize individual initiative, the competitive enterprise system and the ability of the private sector to make a significant contribution to the economic, social and cultural life of Port Colborne and Wainfleet.

4. SEAL:

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Chamber.

5. HEAD OFFICE:

The Head Office of the Chamber of Commerce shall be in the City of Port Colborne, in the Regional Municipality of Niagara, in the Province of Ontario, and at such a place therein as the Board of Directors shall from time to time determine.

6. MEMBERSHIP:

a) Conditions of Membership

Membership shall be applied for by written application stating agreement to abide by the provisions of these By-laws. If approved by the Board of Directors, the Applicant shall become a member and shall have all rights of, and be subject to all the obligations of membership;

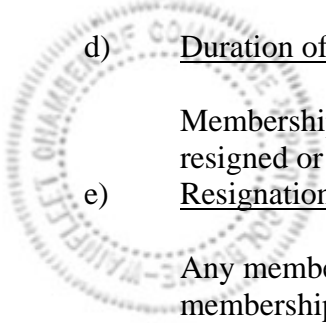
b) General Membership

Associations, Corporations, Partnerships or firms associated with the business or professional life of and operating within the Municipalities may hold membership provided the voting privilege of such membership is assigned to an individual or individuals;

c) Associate Membership

There shall be a separate class of membership to be known as "Associate Members". Members admitted to this category shall be individual persons, and not companies or firms. They shall not be entitled to vote at any general or special meeting of the Chamber and not be eligible to hold elected office in the Chamber.

Persons admitted to this category must first be approved by a majority vote of the Board of Directors and shall pay an annual membership fee to be determined from time to time by the Board of Directors. They shall otherwise be entitled to all the privileges of membership in the Chamber.



d) Duration of Membership

Membership shall continue from the time of admittance until a member has resigned or has been removed from the roll of members by the Board.

e) Resignation

Any member of the Chamber who intends to retire therefrom or to resign his/her membership, may do so at any time upon giving to the Office Manager 10 days notice in writing of intention and upon discharging any lawful liabilities which are standing on the books of the Chamber against him/her at the time such notice is given;

f) Removal from Membership

The Board may order a member's name removed from the rolls without further notice, when in the opinion of the Board, as expressed by a two-thirds (2/3) majority vote at a regular or special meeting of the Board, the member is guilty of:

- i) Failure to pay annual dues within 90 days of the due date;
- ii) Willful violation of the by-laws;
- iii) Dishonorable conduct and acting in a manner as to bring discredit on the Chamber.

Provided that 10 days notice of motion of removal at such meeting shall be given to the member by registered mail at his/her last address filed with the Chamber and requesting the member to show cause at such meeting why membership should not be terminated.

g) Dues following admittance

- i) Dues of applicant for membership shall accompany the application and shall be payable annually thereafter on the first day of January each successive year;
- ii) Such annual dues shall be at rates approved by the Board.

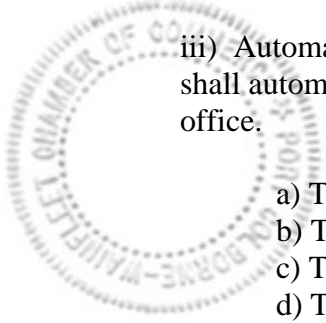
7. BOARD OF DIRECTORS:

The affairs of the Chamber shall be managed by a Board of Directors, each of whom at the time of his/her election or within 10 days thereafter and throughout his/her term of office shall be a member in good standing of the Chamber, or the appointed representative of a member in good standing of the Chamber.

a) Classes of Directors

There shall be three classes of Directors: Elected Directors, Appointed Directors and Automatic Directors.

- i) Elected Directors - there shall be twelve elected Directors, who shall hold office for a period of three years, but who on the expiry of their term, are eligible to be elected for a maximum of two further consecutive terms of three years.
- ii) Appointed Director - a maximum of five additional Directors may be appointed by the Board as soon as practical after the annual elections from the members in good standing. Such appointed Directors to hold office for a term of one year only from January 1<sup>st</sup> of the year in which they are appointed;



iii) Automatic Directors - The holder from time to time of the following offices shall automatically be Directors of the Chamber during the time they hold such office.

- a) The President of the Port Colborne Jaycees;
- b) The immediate past President of the Chamber;
- c) The Mayor of Port Colborne or his/her designated representative;
- d) The elected representative of the City of Port Colborne to the Council of the Regional Municipality of Niagara;
- e) The Mayor of the Township of Wainfleet or his/her designated representative;

b) Duties of the Board

- i) The Board of Directors is the governing body of the Chamber, and is accountable to the membership of the Chamber.
- ii) The Board directs and supervises the Executive Committee.
- iii) The Board shall supervise and conduct the business of the Chamber and may adopt such rules and regulations consistent with the By-laws as it may deem advisable.
- iv) The Board shall commit the Chamber to any general policy in the name of the Chamber, other than as is decided upon by the membership.
- v) The Board has the authority to appoint committees as it deems necessary and shall enact rules and regulations to govern them.
- vi) The Board shall hire an Office Manager and other employees required from time to time, regulate their salaries, and may at its discretion, remove or suspend such persons.
- vii) The Board shall have the power to authorize the expenditure of the funds of the Chamber in the ordinary course of business for the purpose of carrying out its objectives, but shall not have the authority to incur any extraordinary expenditures without the approval of the membership.

c) Meetings of the Board

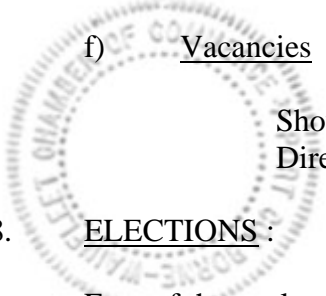
- i) The Board shall meet monthly as required, but shall not convene less than ten (10) times per year.
- ii) A special meeting of the Board may be called at any time by the President or by five Directors, provided that when called each Director shall be apprized of the purpose of the meeting not less than 24 hours preceding the time of the meeting.
- iii) A Director's absence from three consecutive meetings without satisfactory reason shall be construed as his/her resignation from the Board.

d) Quorum

At all meetings of the Board, seven elected Directors shall constitute a quorum.

e) Meetings Open to Membership

Meetings of the Board shall be open to any member of the Chamber. Board members only, however, shall be entitled to vote on, introduce or second motions.



f) Vacancies

Should a Directorship become vacant during the year, the remaining Directors shall appoint a member to fill the position until the next election.

8. ELECTIONS :

Four of the twelve Directors shall be elected by the entire membership each year for a period of three years, but will on the expiry of their term, be eligible to be elected for a maximum of two further consecutive terms of three years, as follows:

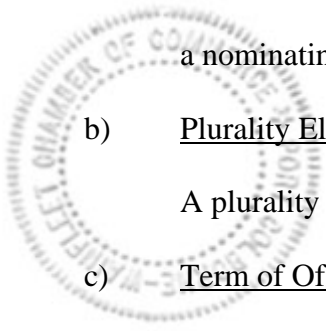
- a) A nominating committee shall be appointed by the Board of Directors on or before the 15<sup>th</sup> day of October in each year, such nominating committee to consist of not less than four members, and the nominating committee should include past Presidents of the Chamber, as well as members of the Chamber not on the Board of Directors or not standing for re-election.
- b) The nominating committee shall, on or before the 30<sup>th</sup> of October in each year, elect a Chairman and send by prepaid mail to all members in good standing of the chamber, a list of the four vacant positions on the Board of Directors, and any additional post on the Board of Directors which may have become vacant during the year. A list of all members in good standing and their representatives, shall be enclosed.
- c) The notice shall ask the membership to submit to the nominating committee the names of any members or representatives of members whom they wish to nominate.
- d) The nominating committee shall at least 10 days after the mailing of the notice, cause to be sent by prepaid post, to all members in good standing a ballot showing the names of the nominees. Any member nominated by at least two other members, will be included on this ballot.
- e) All ballots returned to the nominating committee within 10 days after the mailing shall be counted and the winners of the election declared elected.
- f) In the event of a tie, the President of the Chamber shall have as many additional or deciding votes as are necessary to break the tie.
- g) Directors will be elected to a term of office of three years commencing January 1<sup>st</sup> of the year following the year they are elected;
- h) Where, in an election, there are vacant posts to be filled in addition to the four positions automatically vacant, the four candidates receiving the greatest number of votes shall be elected to the positions that were automatically vacant, and the candidate receiving the fifth highest number of votes shall be elected to the vacant position, if any, having the next longest term, and so on until all vacant positions are filled.
- i) With the exception of Automatic Directors, no Director shall be eligible for re-election or appointment after serving three consecutive terms, until at least one term has lapsed.

9. EXECUTIVE COMMITTEE :

As soon as practical after the election, the Board of Directors shall meet and elect from their members a President, First Vice-President, Second Vice-President, Third Vice-President, and Secretary-Treasurer. The immediate Past President is an automatic member of the committee.

a) Nomination

The Officers shall be elected from a list of nominees from the Board submitted by



a nominating committee.

b) Plurality Elects

A plurality of votes among the Board shall constitute a choice in each case.

c) Term of Office

The Officers shall serve for one year, or until their successors are elected.

d) Maximum Service

No Officer shall hold the same office for more than two years in succession.

e) Interim Vacancies

Interim vacancies among the Officers may be filled by appointment of the Board.

f) Meetings of the Executive Committee

The Executive Committee shall meet monthly, as required, and as designated by the President or by any three officers of the Executive Committee, such meetings to be held at least three days prior to the Board meetings.

g) Quorum

At all meetings of the Executive Committee three Officers shall constitute a quorum.

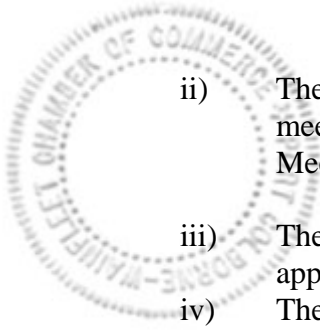
h) Duties of the Executive Committee

- i) The Executive Committee shall have the power to carry on the ordinary business of the Chamber between meetings of the Board consistent with the by-laws.
- ii) The Executive Committee shall transact business of a nature not requiring the attention and consideration of the Board of Directors.
- iii) The Executive Committee shall have the power to appoint by resolution such committees as it may deem advisable to study matters submitted to it.
- iv) The Executive Committee shall make recommendations to the Board concerning programs and policies of the Chamber.
- v) The Executive Committee may direct that a poll be taken of individual members of the Board concerning any matter of apparent importance to the Chamber.
- vi) The Executive Committee is responsible for the direct supervision of finances.
- vii) The Executive Committee shall exercise such authority and perform such duties as the Board, from time to time may prescribe.
- viii) Decisions of the Executive Committee shall be final only in matters where such authority is specifically delegated by the Board.

i) Status and Duties of Officers

President

- i) The President is accountable to the Board of Directors and the Chamber Membership as the Chief Executive Officer.



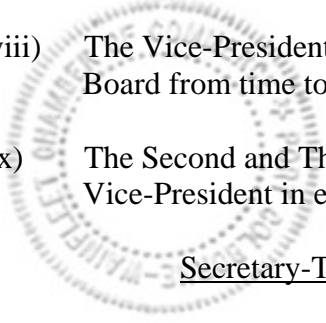
- ii) The President presides at all Chamber General Membership Meetings, meetings of the Executive Committee and the Board of Directors' Meetings.
- iii) The President shall, subject to confirmation by the Board of Directors, appoint all committees and shall name the chairperson in each case.
- iv) The President is an ex-officio member of all Chamber committees.
- v) The Presidents directs and supervises the Office Manager in carrying out the wishes of the Board.
- vi) The role of the President is to lead, to participate, to give direction and to ensure performance.
- vii) The President is responsible for:
  - the quality, delivery and maintenance of all Chamber services.
  - the calling of monthly meetings of the Board of Directors (with executive meetings to be held prior to the day of the Board meeting).
  - establishing, or causing to be established, an agenda for each meeting, executive and board meetings.
  - liaison with groups, organizations and government bodies relating to the Chamber.
- viii) The President has the authority to call special meetings of the Board of Directors, provided that 24 hours notice precedes the time of the meeting and the Directors are informed of its purpose.
- ix) The President shall exercise such authority and perform such duties as the Board from time to time may prescribe.

#### Past President

- i) The Past President shall serve as an advisor to the President and the Executive Committee.

#### Vice-Presidents

- i) The Vice-Presidents are accountable to the President and the Board of Directors.
- ii) The Vice-Presidents, in the absence or at the discretion of the President, shall preside at all meetings of the General Membership, Executive Committee and the Board of Directors (following the respective order of Vice-Presidents).
- iii) The Vice-Presidents, in the case of absence or inability of the President to act, shall exercise such authority as is vested in the office of the President (following the respective order of Vice-Presidents).
- iv) The Vice-Presidents direct and supervise designated Committee Chairpersons.
- v) Each Vice-President is an ex-officio member of all designated Committees under his/her jurisdiction.
- vi) Each Vice-President shall be responsible for reporting the status of each designated committee at meetings of the Executive Committee.
- vii) The First Vice-President shall be responsible for clarification of Chamber By-laws and Rules of Order at all meetings.

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- viii) The Vice-Presidents shall have such authority and carry out such other duties as the Board from time to time may prescribe.
- ix) The Second and Third Vice-Presidents shall in their respective order follow the First Vice-President in exercising the authority of the President when circumstances arise.

Secretary-Treasurer

In the Capacity of Secretary -

- i) be responsible for giving proper notice to members of all meetings of the Chamber and of Committees.
- ii) Be responsible for the taking of minutes, and for the making of an accurate record of actions and business of the Chamber, the Board and the Executive Committee, including any “in camera” meetings of the Board.

In the Capacity of Treasurer -

- i) The Treasurer is accountable to the President and the Board of Directors.
- ii) The Treasurer directs and supervises the Office Manager in matters relating to finance.
- iii) The Treasurer’s responsibilities are:
- to present to the Board, an annual budget for approval.
  - to keep, or cause to be kept, full and accurate books of accounts in which shall be recorded all approved receipts and disbursements of the Chamber, and all disbursements over \$1000 to be approved by the Board.
  - under direction of the Board, to control the investment of monies, the safekeeping of securities and the deposit of funds of the Chamber in a financial institution.
  - to render to the Board at monthly meetings an account of all transactions as Treasurer, and of the financial position of the Chamber.
  - to render on an annual basis, at the discretion of the Board, an audited statement of the financial position of the Chamber.
  - to perform such other duties as pertain to the office of the Treasurer, or as may be directed by the Board.

10. COMMITTEES

i) Appointment by the Board

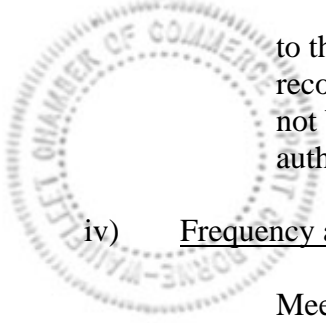
The Board may as they deem advisable authorize the appointments of committees, for the promotion and interest of the Chamber, provided that at least one Director of the Board shall be a member of any committee. The President shall be an ex officio member of all committees.

ii) Chairperson

The Chairperson of all Standing and Special Committees shall be approved by the Board.

iii) Duties

The duties of Standing and Special Committees shall be such as assigned them by the Board and the Board may enact rules and regulations governing such committees. All committees shall be directly responsible



to the Board and shall submit monthly reports of their findings and recommendations at the monthly Board meeting. Committee reports shall not be made public until approved by the Board, except when this authority is specifically authorized by the Board.

iv) Frequency and Quorum

Meeting of Committees shall be at the call of the Committee Chairperson and a majority of the members shall constitute a quorum.

v) Open to Members

Meetings of Committees shall be open to any member of the Chamber.

11. FUNDS

- a) Funds for the operation of the Chamber may be obtained from annual dues, special voluntary assessment and contributions, and from other sources from which they may legally be accepted.
- b) The Board of Directors shall have the power to acquire, sell or lease real estate or mortgage same, or incur debts or enter into contracts of any kind furthering the purpose of the Chamber, provided, however, that no such purchase, sale or mortgage of real estate shall be made until approved by a majority vote of the members either by mail referendum or in general meeting.
- c) The funds and property of the Chamber shall be used for such purposes only as may be calculated to promote objectives as outlined in Article 3.
- d) The financial year of the Chamber shall be for the 12 months, January 1<sup>st</sup> to December 31<sup>st</sup>.
- e) An audit of the books and accounts of the Chamber shall be made each year at the discretion of the Board by a properly qualified accountant.
- f) A statement of the Chamber's financial position as at December 31<sup>st</sup> shall be presented at the annual meeting and printed copies thereof shall be made available to each member prior to the meeting.

12. ENACTMENT AND AMENDMENTS:

- a) These By-laws shall be effective upon being adopted by a majority vote of members of the Chamber, either by mail referendum or at a regularly called meeting of the membership.
- b) These By-laws may be altered, amended or rescinded by a majority vote of the members either by mailed referendum or at a regularly constituted meeting of the membership, provided always fifteen days notice of proposed change or changes shall be given.
- c) All previously published By-laws governing the Chamber are hereby repealed.

This 29<sup>th</sup> day of January, 1997

Published and declared

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