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# BY LAWS

Carleton Place Chamber of Commerce



## Table of Contents

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<b>ARTICLE 1- NAME AND OBJECT</b> .....	2
<b>ARTICLE II- INTERPRETATION</b> .....	2
<b>ARTICLE III- MEMBERSHIP</b> .....	3
<b>ARTICLE IV – DUES AND ASSESS</b> .....	4
<b>ARTICLE V – OFFICERS AND COUNCIL</b> .....	4
<b>ARTICLE VII – BY-LAWS</b> .....	11
<b>ARTICLE VIII – AFFILIATION</b> .....	11
<b>ARTICLE IX – FISCAL YEAR</b> .....	11
<b>ARTICLE X – AUDITORS</b> .....	11
<b>ARTICLE XI – PROCEDURE</b> .....	11
<b>ARTICLE XII – LOTTERIES</b> .....	12
<b>ARTICLE XIII – PROCUREMENT POLICY</b> .....	12

## BY LAWS

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### ARTICLE 1- NAME AND OBJECT

#### Section 1

The name of the organization shall be The Carleton Place and District Chamber of Commerce.

#### Section 2

The object of the Carleton Place & District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic, and social welfare of the district.

#### Section 3

The usual place of meeting shall be in the Town of Carleton Place.

#### Section 4

The Carleton Place & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to politics on partisan basis.

### ARTICLE II- INTERPRETATION

#### Section 5

Wherever the words “The Chamber” occur in these By-laws, they shall be understood to mean “The Carleton Place & 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 Carleton Place & District Chamber of Commerce”.

#### Section 7

Wherever the word “District” occurs in these By-laws, it shall mean that area, within and for which this Chamber was established, as defined in the certification of Registration under the Boards of Trade Act (R.S., c. 124, s.1).

## ARTICLE III- MEMBERSHIP

### Section 8

Any reputable person, directly or indirectly engaged in or interested in trade, commerce, or the economic and social welfare of the District shall be eligible for membership in the Chamber.

### Section 9

#### 9.1

Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged in or interested in trade, commerce or the economic social welfare of the District may become members of the Chamber. Each representative organization is entitled to one vote in Chamber matters, the benefits of Membership shall be extended to their membership therein.

#### 9.2

In recognition of the exceptional service and support provided by Carleton Place Town Council, the Chamber extends an invitation to them, to appoint a representative to serve on the Board without having voting authority.

### Section 10

Any eligible person or organization may become a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the By-law of the Chamber.

### Section 11

Membership shall continue from 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.

### Section 12

Any member of the Chamber, who intends to retire there from or to resign his 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 him/her at the time of such notice.

### Section 13

The Board may remove from the roll of members the name of any member failing to pay his/her annual dues within thirty days of his admission, or within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

### Section 14

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

## ARTICLE IV – DUES AND ASSESS

### Section 15

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

### Section 16

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 a general meeting of the Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

## ARTICLE V – OFFICERS AND COUNCIL

### Section 17

#### 17.1

The Carleton Place & District Chamber of Commerce shall be governed by a board of directors consisting of up to twelve (12) but no less than eight (8) members in addition to the Past President who serves in an ex officio capacity. The term of office will be three (3) years with 1/3 of the board coming up for election each year. In recognition of the contributors made to the Chamber of Commerce by both the Town of Carleton Place and the Township of Beckwith, the Chamber extends an invitation to them, to appoint a representative to the board of directors. This representative shall not have voting rights.

## 17.2

A director will be eligible for re-election at the end of their term providing that they are otherwise qualified. Board members shall have the option to remain in office for twelve years. After a one year hiatus from the Board any director will then be eligible to return to the board.

## 17.3

A candidate for election to the Board of Directors shall not be elected representation to the Federal Parliament, the Provincial Legislature, of the Municipal Council or School Boards. A director shall be required to take a leave of absence from the board to seek elected public office, and if elected shall resign from the board upon taking office.

## Section 18

### 18.1

Any vacancy on the Board which may occur during the year shall be filled by the Board. The term of office will be dictated by the remaining term for the board member that is being replaced. (They will complete the term for the officer that they are replacing)

### 18.2

When a member of the board dies, resigns their office or is absent from three consecutive meetings without due cause, the council may elect a member of council in the place of the member who has died or resigned, or is absent.

### 18.3

Nominations:

1. A nominating committee consisting of one member of the Chamber executive and two members of the Chamber board shall be created each year to prepare and present a slate of members as candidates for election to the board. After approval from the Board, the slate nominees will be presented to the member of the Chamber at the Annual Grand Meeting. The nominating committee will act as sponsors for these candidates.

2. Any member shall be eligible for the position of Director, provided the member has delivered to the Chamber office, a notice of his/her intention to stand for nomination supported by the signature of two voting member sponsors.

Nominations for the position of director shall be submitted to the existing board at least 10 days prior to the meeting at which the Directors are to be elected.

3. In the event that insufficient nominations are received for the position of Director, nominations may come from the floor at the meeting to which the Directors are to be elected.

4. Where there are more nominations for the position of Director than are available positions, the positions available shall be filled by the member(s) receiving the greatest number of votes cast at the said meeting. Any vote shall be held by secret ballot.

### Section 19

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 or Legislature of the Province, or others, as it may determine or as may be required by vote of by a majority of members present at any general meeting.

### Section 20

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, however, that such powers are not inconsistent with the provisions of the Board of Trade act.

### Section 21

#### 21.1

There shall be four (4) officers of the board which shall include:

1. *Board Chair*
2. *Board Vice Chair*
3. *2<sup>nd</sup> Board Vice Chair*
4. *Board Treasurer*

## 21.2

These officers shall form the Executive Committee. Officers of the Carleton Place & District Chamber of Commerce will consist of a Board Chair, Board Vice Chair, 2<sup>nd</sup> Board Vice Chair and Board Treasurer. These officers shall be elected by the board from among their number at the first meeting of the board following the annual election of the board. (The current board remains in office until after the board meeting following the AGM at which point the new board and executive will begin their positions). Election of these officers shall be by ballot. The elected officers shall remain in office for one year or until their successors shall be appointed. The retiring Board Chair shall be, ex officio, a member of the board and shall be a voting member.

## 21.3

The Executive shall have the authority to act for the Board on such matters as may be necessary to conduct the business of the Chamber.

## Section 22

### 22.1

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

### 22.2

The position of Past Board Chair is deemed an Ex officio position and this person shall not count towards a quorum for meeting and voting purposes.

### 22.3

A quorum of the board will be six voting members of the Board with at least one of those six being a member of the Executive

## Section 23

The 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 a general meeting of the Chamber, called for that purpose.

## Section 24

### 24.1

The Board, or, at its request, the chair may appoint committees or designate members of the Board or of the Chamber, to examine, consider and report upon any matter or take such actions as the board may request.



## 24.2

All committees shall prepare a report each month to be presented to the Board at their monthly meetings. If attendance is not possible, a report shall be delivered to the Chamber office prior to the monthly meetings to be presented by the manager or another member of the Executive on behalf of the committee.

## Section 25

The Board Chair, Board Vice Chair and 2<sup>nd</sup> Board Vice Chair, 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 Carleton Place 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 objects for which the said Chamber was constituted, according to the true intent and meaning of the same. So help me God.”*

## Section 26

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

## Section 27

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

## Section 28

### 28.1

The Board Chair shall preside at all meetings of the Chamber and Board. He or She 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. 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 Board Chair shall, with the Board Treasurer or Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated to the Board. It shall be the duty of the Board Chair to present a general report of the activities of the year at the Annual Meeting.

## 28.2

The Board Vice Chair, then the 2<sup>nd</sup> Board Vice Chair 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.

## 28.3

The Board 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 Board. Out of such funds He or She shall pay amounts approved by the Board and shall submit and audited statement thereof for presentation to the annual general meeting and at any other time required by the Board. He or She shall make such investment of the funds of the Chamber as the Board may direct. He or She shall, with one other signing officer sign all notes, drafts and cheques.

## 28.4

The Secretary shall be the Executive Officer of the Chamber and shall be responsible to the Board for the general control and management of business 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 properly appertain to his/her office. He or She shall, with the Board Chair, sign and, when necessary, seal with the seal of the Chamber, of which He or She shall have custody all papers documents requiring signature of execution on its behalf. He or She shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his/her term of office, the Secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

## 28.5

The Board may by motion delegate the duties of the Secretary and the Board Treasurer to a General Manager employed by the Board for such purposes. The Executive Director shall be responsible for the day to day operations of the Chamber and shall perform such other duties as may be assigned by the Board of Directors.

### Section 29

The Annual Meeting of the Chamber shall be held in the month following our year end each year at the time and place determined by the Board. At least two weeks' notice of the Annual Meeting shall be given. The Officers elected shall take office in April.

### Section 30

Regular general meetings of the Chamber may be held quarterly at the time and place designated by the Board. At least one week's notice of such meetings shall be given.

### Section 31

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, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.

### Section 32

The Board shall meet at least once a month to carry on the business of the Chamber.

### Section 33

Notice of meetings, will be in accordance with the Chamber's policy.

### Section 34

At any Annual or general meeting, one-third of the membership of the Chamber 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 35

Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the secretary.

### Section 36

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

### Section 37

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

## ARTICLE VII – BY-LAWS

### Section 38

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.

### Section 39

Such By-Laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

## ARTICLE VIII – AFFILIATION

### Section 40

The Chamber, at the discretion of the Board, shall have 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 interests of the Chamber.

## ARTICLE IX – FISCAL YEAR

### Section 41

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

## ARTICLE X – AUDITORS

### Section 42

Public Accountants shall be appointed by the members present at the Annual Meeting and they shall complete a compilation engagement in accordance with generally accepted accounting principles annually. These financial statements shall be presented by the treasurer at each Annual Meeting and at any other time required by the Board.

## ARTICLE XI – PROCEDURE

### Section 43

Roberts Rules of Order will govern all meetings.

## ARTICLE XII – LOTTERIES

### Section 44

The Carleton Place & District Chamber of Commerce reserves the right to obtain a lottery license to raise funds. The money raised from the use of the lottery license will be allocated by the board on a case by case basis.

## ARTICLE XIII – PROCUREMENT POLICY

### Section 45

#### 45.1

The procurement policy of the Chamber should be fair, open and transparent. The Chamber will engage qualified vendors who are Chamber members in good standing wherever possible. Chamber member providers may be preferred over non Chamber member providers but the Chamber will not be obligated to purchase goods and services from Chamber Members.

#### 45.2

Procurement decisions are to be based on quality and fit, price and total return value to the Chamber. Contracts will be awarded to the vendor that provides the greatest value to the Chamber both in terms of price and total return value and offers an acceptable level of quality and/or fit at a price lower or comparable to other vendors.

#### 45.3

##### Authorization Levels:

- a) Purchases Under \$500 may be approved by the office manager without obtaining a quote, based on knowledge of market prices.
- b) Purchases between \$500 - \$2000 shall be supported by two written quotes (where possible) unless otherwise determined by the Board. The quotes will be approved by the office manager and the Executive. Those tendering will be advised that the lowest or any bid may not necessarily be accepted.

- c) Goods or services valued at \$2,001 or more, both budgeted and unexpected, are to be acquired using an RFP (Request for Proposal) process with letters, emails, or some notification. Purchases over \$2000 require a minimum of three written quotes (where possible). Those tendering will be advised that the lowest or any bid may not necessarily be accepted. Quotes will be reviewed by the office manager and the Chamber Executive and presented to the Board for approval.
- d) The Board has the option to waive the above noted provisions if 3 quotes are not received.