



BY LAWS

Carleton Place Chamber of Commerce

CARLETON PLACE & DISTRICT CHAMBER OF COMMERCE BYLAWS

Article I - Name and Objectives

Section 1 The name of the organization shall be The Carleton Place and District Chamber of Commerce.

Section 2 The objectives 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 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 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. B-8, 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** 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.
- 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 bylaws 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 therefrom 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 them 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.
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Section 15 Any member of the chamber may be expelled by a two-thirds vote of the council.

Article IV – Dues and Assessments

Section 16 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 17 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 Board of Directors

Section 18 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.

There shall be four (4) officers of the board which shall include: *board chair, Board 1st vice chair, board 2nd vice chair, board secretary/treasurer who will be elected together with 8 other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the board. They shall remain in office for one year or until their successors are appointed but no such office or member of council shall hold the same office (with the exception of secretary/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.*

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.

- 18.2 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.
- 18.3 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 a trustee to the local 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.
- 18.4 In recognition of the contributors made to the Chamber of Commerce by 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.
- 18.5 From time to time, the chamber may extend an invitation to a community group to nominate a representative to join the board of directors, as a community liaison. This representative shall not have voting rights.
- 18.6 Any vacancy on the Board which may occur during the year may be filled by the Board, at its discretion, with the replacement completing the term of the original member. The replacement may continue as a board member, after the completion of the interim term, as provided for all board members.
- Section 19** When a member of the board dies, resigns their office or is absent from three consecutive meetings without due cause, the board may elect a member of the board, in the place of the member who had died or resigned, or is absent.
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- Section 20** The board 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 territory, or others, as it may determine or may be required by vote of a majority of members present at any general meeting.
- Section 21** The board 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 22** 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. (repetitive to sec 22/23 and not in CCC bylaws)
- Section 23** A majority of the members of the board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of council.
- Section 24** 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. (repetitive and somewhat contradictory to sec 19)
- Section 25** 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 26** 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.
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Section 27 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.

Section 28 All committees shall prepare a report each month to be presented to the board at the monthly meetings. If attendance at the board meeting is not possible, a report shall be delivered to the chamber office prior to the monthly meeting to be presented by the general manager or a member of the committee.

Section 29 The Board Chair, Board Vice Chair and 2nd 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 and District 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 30 The meetings of the board 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 Board or by some person whom the Board has delegated this authority. In any event, the board, staff and membership shall be guided by the Chamber's Marketing and Communications Plan (September 2017)
- Section 32** 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/she may think concerns of 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 secretary/treasurer, 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.
- Section 33** The board 1st vice chair, then the board 2nd 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.
- Section 34** The board secretary/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.
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- Section 35** The secretary/treasurer 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/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/she shall, with the board chair, sign and, when necessary, seal with the seal of the chamber, of which he/she shall have custody all papers documents requiring signature of execution on its behalf. He/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.
- Section 36** 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 general manager 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.
- Section 37** A nominating committee consisting of one member of the Chamber executive and two members of the Chamber board shall be created each year to recommend a slate of candidates for approval by the board to the board of directors. The successful nominees will be presented to the membership of the chamber at the next annual general meeting. The nominating committee will act as sponsors for these candidates.
- Section 41** 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 to the board, 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.
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- 41.2 In the event that insufficient nominations are received for the position of director, a call for nominations the floor will be made at the meeting to which the directors are to be elected.
- 41.3 Where there are more nominations for the position of Director than are available positions, the positions shall be filled by the member(s) receiving the greatest number of votes in a secret ballot.
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Article VI - Meetings

Section 42 The annual meeting of the chamber shall be held within 60 days of the fiscal year end at the time and place determined by the board. At least two weeks' notice of the annual meeting shall be given. The officers elected at the general meeting shall take office **immediately**.

Section 43 General meetings of the chamber may be held at the time and place designated by the board. At least one week's notice of such meetings shall be given.

Section 44 Special general meetings of the chamber may be held at any time when summoned by the chair 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 45 The board shall meet at least once a month to carry on the business of the chamber.

Section 46 Notice of meetings will be in accordance with the chamber's policy.

Section 47 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 48 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 49 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 50 All books of the chamber shall be opened at all reasonable hours to any member of the chamber, free of charge.

ARTICLE VIII – BY-LAWS

Section 51 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 52 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 53 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 X – FISCAL YEAR

Section 54 The fiscal year of the chamber shall commence on the first day of January in each year.

ARTICLE X – ANNUAL FINANCIAL REVIEW

Section 55 Public accountants shall be appointed by the members at the annual meeting and they shall provide a statement of the financial position of the chamber at the close of the year, accompanied by a “notice to reader”. The statements shall be presented by the treasurer at each annual meeting and at any other time required by the board.

ARTICLE XI – PROCEDURE

Section 56 Roberts Rules of Order will govern all meetings.

ARTICLE XII – LOTTERIES

Section 57 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 58 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.

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.

Authorization Levels:

- a) Purchases under \$500 may be approved by the general 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.
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1. 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. Such purchases 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 general manager and the chamber executive committee 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.
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