



GRIMSBY & DISTRICT CHAMBER OF COMMERCE  
CONSTITUTION & BY-LAWS

ARTICLE I - NAME

The name of this organization shall be the Grimsby & District Chamber of Commerce, hereinafter referred to as the "Chamber".

ARTICLE II - OBJECTIVES

The object of the Chamber shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district served by this organization.

ARTICLE III - DISTRICT

"District" shall mean that area, within and for which, this Chamber was established as defined in the Certificate of Registration under the Boards of Trade Act or other appropriate Provincial Statute. (R.S., c. 124, s.1)

ARTICLE IV - MEMBERSHIP

(a) "Person"

In this article, "person" includes an individual over the age of eighteen years, a corporation, a partnership, an association and a society.

(b) Eligibility

Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for Membership in the Grimsby & District Chamber of Commerce, on agreement to be governed by the by-laws of the Chamber.

Associations, Partnerships, Corporations, Societies, or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Town may become Members of the Grimsby & District Chamber of Commerce, on agreement to be governed by the by-laws of the Chamber.

Membership is understood to mean that the benefits of Grimsby & District Chamber of Commerce Membership extend to all employees of the applicant business, association, or organization. (As amended on March 6, 2013)

(c) Admission

A person who submits an application for membership to the Chamber, together with the prescribed fee, may be admitted to membership by: (a) notice of application published in the next issue of the Chamber newsletter, and (b) subsequent vote at the next meeting of the Executive and Board of Directors. Accepted members will be announced in the next Chamber newsletter. (As amended - May 1994)

(d) Term of Membership

- (i) The term of membership shall be from January 1 through December 31, for all members who joined before 2012. Members who joined in 2012, and all future new memberships, the term of membership shall start on date of member's application approval by Grimsby Chamber of Commerce Board of Directors. Membership renewal invoicing will be the subsequent Anniversary date of Board of Directors' approval of Member's application. (As amended on March 6, 2013)
- (ii) A member who has not resigned or been expelled may renew their membership from year to year, by payment of the prescribed fee, within three months of its due date.

(e) Membership Fees

The board of directors may, from time to time, by resolution, prescribe membership fees and their due dates, for payment for the purposes of paragraphs (c) and (d) of this Article.

(f) Resignation

A member may resign at any time giving notice thereof, in writing, to the board of directors.

(g) Expulsion

A member who:

- (i) has failed to pay any prescribed membership fee within three months of its due date, or
- (ii) has engaged in conduct, whether by act or omission, which might reasonably be regarded to be contrary to the best interests of the Chamber, may be expelled from membership by resolution passed at a general meeting of the Chamber.

(h) Notice of Expulsion:

- (i) A member whose expulsion is contemplated under subparagraph g(ii) of the Article is entitled to at least seven days notice of the time and place of the general meeting at which the expulsion is to be put to a vote. The notice shall set out the grounds for the proposed expulsion.
- (ii) The member shall be entitled to attend the general meeting at which their expulsion is to be put to a vote, and to make submissions to the Chamber as to why they ought not to be expelled.
- (iii) As alternatives to expulsion of a member, the Chamber may make any of the following decisions at a meeting at which the expulsion of a member is considered:
  - 1. It may exonerate the member;
  - 2. It may suspend the member for such period as seems just;
  - 3. It may order the member to perform such remedial acts as may seem reasonable in the circumstances, failing which the member may be expelled or suspended.

(i) Honourary Members

Any person may be made an honorary member of the Chamber by resolution of the Board. Honourary members shall not be liable to pay any fees, and shall be ineligible to vote or to serve as officers or directors of the Chamber.

(j) Voting by Members

A member who is a corporation, partnership, association, society or any other organization that is made up of more than one individual, shall be entitled to cast only one vote at general or other meetings of the members of the Chamber. The secretary of any meeting at which a vote is to be taken shall be notified of the identity of the individual entitled to cast the vote on behalf of such member.

ARTICLE V - DUES AND ASSESSMENTS

The dues payable by members of the Chamber shall be determined by the Board prior to the Annual Meeting.

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 general meetings shall state the nature of the proposed assessment.

## ARTICLE VI - OFFICERS AND BOARD OF DIRECTORS

### (i) ELECTION OF OFFICERS

At least 60 days before the Annual General Meeting (AGM), the Board of Directors shall appoint a Nominating Committee consisting of the Past-President and at least 2 Directors. The Nominating Committee shall prepare a slate of Directors in accordance with these By-Laws to be presented to the Board at its regular meeting prior to the AGM. The proposed slate of Directors shall be mailed to each member of the Chamber at least 14 days prior to the AGM. Additional nominations from any member in good standing, must be received in writing by the Executive Director at least (7) days prior to the AGM. Nominations will not be accepted from the floor. Where necessary the Nominating Committee shall conduct a ballot of all members attending the AGM. (As amended – January 2009)

A President, Vice-President, 2<sup>nd</sup> Vice President and 3<sup>rd</sup> Vice President and Treasurer shall be elected from among the members at the annual general meeting by vote, and shall form the Executive Committee of the Board of Directors. They shall remain in office for a two year term, or until their successors shall be elected, but no such officer or member of the Board, with the exception of the Treasurer, shall hold the same office for more than two terms in succession. The retiring President, referred to as Past-President, shall remain a voting member of the Executive Committee of the Board of Directors. (As amended - January 22, 2003)

The Executive Committee shall have power to authorize the expenditure of the funds of the Chamber in the ordinary course of business for the purpose of carrying out its object, but shall not have authority to incur any extraordinary expenditure without the approval of the Board. An expenditure shall be deemed extraordinary if it exceeds the sum of five hundred (\$500.00). (As amended - January 2009)

Eight (8) Directors are elected to a term of two years.

The duties and responsibilities of the President, Executive and Directors are outlined in the Grimsby and District Chamber of Commerce Director's Reference Guide. Upon election all directors shall sign an acknowledgement of receipt of this document and agree to follow its guidelines. (As amended – January 2009)

The Board of Directors may, at its discretion, appoint additional directors from the community, to sit on the Board of Directors. Such appointees shall not have the duties and responsibilities of elected directors, nor shall they be counted in determining the number required for a quorum. Community organizations

including the Grimsby Secondary School, Blessed Trinity School, Grimsby Downtown Improvement Area, and the Town of Grimsby, may be invited to nominate a representative, and one alternate representative, to be appointed to the Board, subject to their approval by the elected members of the Board. (As amended – January 2009)

A Director or Officer ceases to be a member of the Board if such Director:

- a) Is absent from 3 consecutive Board meetings without prior notification to the Executive Director,
- b) Is the representative of a member who becomes a non-member,
- c) Declares personal bankruptcy,
- d) Is convicted of an indictable offence under the Criminal Code of Canada,
- e) Is declared of unsound mind,
- f) On death.

(As amended – January 2009)

A Director or Officer of the Board may be removed from the Board on any grounds which are inconsistent with the best interests of the Chamber, by a two-thirds vote of the Board. If requested by the Director or Officer a meeting of members shall be called by the Board within one month and a vote by a majority of members of the Chamber shall be required to confirm the removal. (As amended – January 2009)

The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government of 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.

The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-laws of the Chamber provided, however, that such powers are consistent with the provisions of The Boards of Trade Act.

Any five (5) or more members of The Board, lawfully met, shall be a quorum and a majority of such a quorum may do all things within the powers of The Board. (As amended November 1, 1989). Voting by proxy shall not be permitted. (As amended – January 2009)

It is the duty of all Directors of the Chamber to avoid real or perceived conflicts of interest in their dealings with the Chamber. Should such situations arise, a Director will declare his/her conflict of interest, which shall be noted in the minutes and shall take direction from the Board by a vote as to their further involvement in the discussion of the item in question. (As amended – January 2009)

The Board shall design such by-laws, rules and regulations as appear to it, to best promote the objectives of the Chamber and shall submit them for adoption at any general meeting of the Chamber. (As amended - July 1994)

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

The Board may suspend or terminate any committee chairman from office for just cause. Any committee may be terminated by The Board.

Members of The Board shall receive no remuneration for services rendered, but The Board may pay any Chamber-related expenses incurred by them.

All members of The Board, before taking office shall take and subscribe before the Mayor, or the Mayor's designate, an oath in the following form:

“Having been entrusted by the membership to hold office on The Board of Directors of the Grimsby & District Chamber of Commerce, I hereby swear that:  
I shall faithfully and truly perform my duty as an officer of The Board of Directors;  
And in the course of discharging that duty, I shall continually, and in good conscience, do all I can to promote and improve trade and commerce between and on behalf of our membership;  
And, within the mandate of the Chamber, I shall do all I can to promote the economic, civic and social welfare of Grimsby as a whole;  
So help me God.”

(As amended - January 22, 2003)

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

The President shall preside at all meetings of the Chamber and Board, and shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting that which may concern the Chamber.

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

The 1<sup>st</sup> Vice President shall act in the absence of the President and in the absence of both these officers, the 2<sup>nd</sup> or 3<sup>rd</sup> Vice President shall preside. In the absence of all four officers, the meeting shall appoint a chairman to act temporarily. (As amended - January 22, 2003)

The 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 shall be paid any amounts approved by The Board. The Treasurer shall keep a regular account of the revenue and expenditures of the Chamber, and submit an annual financial statement within three months of year-end, for circulation to the members, and at any other time required by The Board. The Treasurer shall make such investment of the funds of the Chamber as The Board may direct, and shall, with the President, sign all notes, drafts and cheques.

## ARTICLE VII - MEETINGS

The usual place of meetings shall be in the Town of Grimsby. The Annual Meeting of the Chamber shall be held in the first quarter of each year at a time and place determined by the Council. At least two weeks notice of the Annual Meeting shall be given to the general membership.

Regular general meetings of the Chamber shall be held at least every second month, at a time and place designated by The Board. At least one week notice of such meetings shall be given to the general membership.

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 days notice of such meetings shall be given to the general membership.

The Board shall meet as may be necessary to carry on the business of the Chamber. Meeting types include teleconferencing. (Amended on March 6, 2013)

Notice of all meetings, naming the time and place of assembly, shall be given by The board or it's designate. A notice inserted in one or more of the newspapers published within the district or circular letters and mailed to the last known address of each member shall constitute sufficient notice.

At any Annual or General meeting, 20 members in good standing 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.

Minutes of the proceedings of all general and board meetings shall be entered in books kept for that purpose.

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

All books of the Chamber shall be available to any member of the Chamber during normal Chamber office hours.

#### ARTICLE VIII - VOTING RIGHTS

Every member in good standing represented at any general meeting shall be entitled to one vote. The vote of an Association, Corporation, Society, Partnership or an Estate member shall be assigned to one individual.

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

The presiding officer shall vote only in case of a tie. If an appeal is made resulting from a decision of the presiding officer, the vote of the majority shall decide.

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

#### ARTICLE IX - BY-LAWS

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 proposals 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.

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

#### ARTICLE X - AFFILIATION

The Chamber, at the discretion of The Board, shall have power to affiliate with The Ontario Chamber of Commerce and The Canadian Chamber of Commerce, and any other organizations in which membership may be in the best interest of the Chamber.

ARTICLE XI - FISCAL YEAR

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

ARTICLE XII - PROCEDURE

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

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