

BY-LAWS

Bylaw - 1 effective December 6, 2005

BY-LAW 1

ARTICLE I -NAME AND OBJECT

Section 1:

The name of this organization shall be Southeast Georgian Bay Chamber of Commerce.

Section 2:

The Object of Southeast Georgian Bay Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district while preserving the environment.

Section 3:

The usual place of meeting shall be in the towns of Honey Harbour and Port Severn.

Section 4:

The Southeast Georgian Bay 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 bylaws they shall be understood to mean "Southeast Georgian Bay Chamber of Commerce" as a body.

Section 6:

Wherever the words "The Council" occur in these bylaws, they shall be understood to mean "The Council of the Southeast Georgian Bay 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 Certificate 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 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 or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

Section 10:

At any general meeting of The Chamber any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of The Chamber.

Section 11:

If such proposal is carried by a majority of two thirds of the Council present, such person or organization shall thenceforth be a member of The Chamber and shall have all the rights and be subject to all the obligations of the other members of the same category.

Section 12:

Membership shall continue from the 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 Council.

Section 13:

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-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 at the time of such notice.

Section 14:

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

Section 15:

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 and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 16:

Any member of The Chamber may be expelled by a two-thirds vote of The Council.

ARTICLE IV - DUES AND ASSESSMENTS

Section 17:

The annual dues, payable by members of The Chamber, shall be determined annually by the Council, subject to the approval of the general meetings, whenever a change in the original amount is involved. i) The annual dues of a sole proprietor with no employees are \$99.00; ii) The annual dues of a sole proprietor or other business entity with up to three employees are \$199.00 iii) The annual dues of a sole proprietor or other business entity with more than three employees are \$299.00; iv) The annual dues of a non-voting associate member (i.e. one who does not have a place of business within the geographical district of the Chamber) are \$99.00; v) The annual dues of a non-voting social member who is not in business are \$49.00.

Section 18:

Other assessments may be levied against all members, provided they are recommended by the Council and approved by a majority of the members present at a general meeting of The Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE V -OFFICERS AND COUNCIL

Section 19:

A president, vice-president, secretary-treasurer and eight other members shall be elected from among the members each year at the annual general meeting by ballot and shall form the Council. They shall remain in office for one year or until their successors shall be appointed but no such officer or member of Council, with the exception of the 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.

Section 20:

Where a member of the Council dies or resigns his office or is absent from three consecutive meetings of the Council, the Council may, at any meeting thereof, elect a member of the corporation to be a member of the Council, in the place of the member who had died or resigned, or is absent.

Section 21:

Any officer or Council member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Council he is grossly negligent in the performance of his duties, providing however, that any officer or Council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Council directly to the Membership at the next general meeting.

Section 22:

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 a majority of members present at any general meeting.

Section 23:

The Council 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 Boards of Trade Act.

Section 24:

Any five (5) or more members of the Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Council.

Section 25:

The Council 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 26:

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

Section 27:

The Council may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by the Council.

Section 28:

No paid employee of the Chamber shall be a member of the Council or executive committee. Officers of The Chamber shall receive no remuneration for services rendered, but the Council may grant any of these said officers reasonable expense monies.

Section 29:

The president and vice-president, before taking office, 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 Southeast Georgian Bay 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 Council shall be opened 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 Council or by some person to whom the Council has delegated this authority.

Section 32:

a) The President shall preside at all meetings of The Chamber and Council. He 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. The president shall, with the secretary-treasurer, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Council. It shall be the duty of the president to present a general report of the activities of the year at the Annual Meeting.

b) The vice-president shall act in the absence of the president and, in the absence of both these officers, the meeting shall appoint a chairman to act temporarily.

c) The 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 Council. Out of such funds he shall pay amounts approved by the Council 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 general meeting and at any other time required by the Council. He shall make such investment of the funds of The Chamber as the Council may direct. He shall, with the president, sign all notes, drafts and cheques. He shall, with the President, sign and when necessary seal with the seal of the Chamber, of which he shall have custody, all papers and documents requiring signature or execution on behalf of the Chamber.

d) The manager shall be the executive officer of The Chamber and shall be responsible to the Council for the general control and management of business and affairs. He 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 office. He shall

maintain an accurate record of the proceedings of The Chamber and of the Council. At the expiration of his term of office, the manager shall deliver to The Chamber all books, papers and other property of The Chamber.

ARTICLE VI - MEETINGS

Section 33:

The Annual Meeting of The Chamber shall be held in the month of December in each year at the time and place determined by the Council. At least two weeks notice of the Annual Meeting shall be given.

Section 34:

Regular general meetings of The Chamber shall be held monthly, except for July and August, at the time and place designated by the Council. At least one week's notice of such meetings shall be given.

Section 35:

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

Section 36:

The Council shall meet from time to time (at least once a month) as may be necessary to carry on the business of The Chamber.

Section 37:

Notice of all meetings, naming the time and place of assembly, shall be given by the secretary-treasurer. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the secretary-treasurer and mailed to the last known address of each member shall constitute sufficient notice.

Section 38:

At any annual or general meeting twelve members 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 39:

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

Section 40:

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

Section 41:

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

ARTICLE VII - VOTING RIGHTS

Section 42:

Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each such case, be assigned to individuals.

Section 43:

Voting at Council or general meetings shall normally be by show of hand, or if requested by the Chairman, by 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 members assembled.

Section 44:

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

Section 45:

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

ARTICLE VIII - BY-LAWS

Section 46:

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 at a previous general meeting and duly entered as a minute of The Chamber.

Section 47:

Such by-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Secretary of State for Canada.

ARTICLE IX – AFFILIATION

Section 48:

The Chamber, at the discretion of the Council, 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 49:

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

ARTICLE XI – AUDITORS

Section 50:

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 year. An audited financial statement shall be presented by the secretary-treasurer at each Annual Meeting and at any other time required by the Council.

ARTICLE XII - PROCEDURE

Section 51:

Parliamentary procedure shall be followed at all general and Council meetings, in accordance with bylaw-2 of The Chamber.

BYLAW-2

**Rules of Procedure for the
Chamber of Commerce Council**

The Business of the Chamber of Commerce, to be dealt with at their monthly meetings, shall be stated, when applicable, in the agenda in the following order.

1. Approve agenda

2. Accept previous minutes
3. Delegations
4. Chamber of Commerce Business
5. New business
6. Secretary-Treasurer's Report
7. Adjournment Date and Time of next meeting

Order of Proceedings

- 1.) The Chair shall preserve order, decide all questions of order subject to an appeal to the Council/Committee and, without argument or comment, shall state the rule applicable to any point of practice or order if called upon to do so. Any member may appeal the decision of the Chair to the Council/Committee and all appeals shall be decided by a majority vote without debate.
- 2.) Every member previous to speaking to any question or motion shall raise his/her hand and address the Chair. When two or more members wish to speak, the Chair shall determine the priority of the speakers and which member has the floor.
- 3.) After the Chair puts a question, no member shall speak to the question nor shall any other motion be made until after a vote is taken and the result has been declared.
- 4.) A question may be divided and a separate vote taken upon each proposal contained thereon with the leave of the Council members.
- 5.) The manner of determining the decision of the Council on a motion shall be at the discretion of the Chair and shall be by voice, or show of hands.
- 6.) Any member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.

Conduct of Proceedings

- 1.) When the Chair is putting a question, no member shall walk across or out of the room, or shall make any noise or disturbance.
- 2.) When a member is speaking, no other member shall pass between him/her and the Chair, or interrupt him/her, except to raise a point of order.
- 3.) No member shall:
 - a) speak disrespectfully of the Reigning Sovereign, or any of the Royal Family
 - b) use offensive words in or against the Council or against any member.
 - c) speak on any subject other than the subject on debate.

- d) criticize any decision of the Council.
 - e) disobey the rules of the Council or a decision of the Chair or of the Council, on questions of order or practice upon the interpretation of the rules of the Council, and in case a member persists in any such disobedience after having been called to order by the Chair, the chair may forthwith put the question, no amendment, adjournment or debate being allowed, “that such member be expelled from the Council Chambers for the duration of the meeting”.
- 4.) The Chair can expel any person from the meeting for improper conduct.

Rules of Debate

- 1.) Debates are to be fair and fruitful.
- 2.) Every member is entitled to speak once to a debatable motion.
- 3.) Every member may speak a second time on the same question, unless other members who have not already spoken wish to do so.
- 4.) Each member who wishes to speak must first address the Chair.
- 5.) The Chair may allow the matter to be debated informally.
- 6.) The Chair may restrict the time each member is given to speak.
- 7.) The Chair of the Chamber Council is allowed to participate in the debate without leaving the Chair position.
- 8.) The debate must be confined to the merits of the pending question.
- 9.) Members will not drag personalities into the debate.
- 10.) All members must obey the Chair. All members will stop talking immediately if the Chair asserts privilege.
- 11.) When the debate runs past its course and the Chair or any one of the Council feels that a decision could possibly be made, he/she may call for a vote on the issue.
- 12.) The debate may be referred to a committee to deal with and report to the Council at a future Chamber meeting.

- 13.) “Robert’s Rules of Order” dictate Parliamentary procedure and these rules should be consulted for further clarification if the above rules do not cover a particular situation.

Format and Presentation of Motions and Voting Procedures

Every motion shall be in writing and shall be duly moved and seconded and read, unless the reading thereof is waived by a majority of the Council members present, prior to any discussion.

Every motion when duly moved and seconded shall be received by the Chair, stated or read, and shall then be opened for discussion, prior to calling for a vote.

1. **Withdrawal of a Motion:** After a motion has been stated or read by the Chair, it shall be deemed to be in the possession of the Council, but it may be, with the approval of the majority of the Council members present, withdrawn.

2. **Deferral of a Motion:** After a motion has been stated or read by the Chair, it shall be deemed to be in the possession of the Council, but it may be, with the approval of the majority of the Council members present, deferred.

3. **Motions under Debate:**
 - i) When any matter is under consideration, no motion shall be received unless it is a motion
 - a) to adjourn
 - b) to table
 - c) with a previous question
 - d) to defer
 - e) to refer
 - f) to amend

 - ii) A motion to refer a matter under discussion to a Committee of the Council shall preclude all amendments of the main questions until the motion to refer is decided.

 - iii) After any question, except one of indefinite postponement, has been decided, any member who voted in the majority may, at a subsequent meeting, move for the reconsideration thereof, provided due notice of such intention is given by the agenda deadline, but no discussion of the main question by any person shall be allowed unless motion to reconsider has been adopted.

4. **Speaking to a Motion:** No member shall speak more than once without leave from the Chair, except in explanation of the material part of his/her remarks which may have been misunderstood, but then he/she shall not be permitted to introduce any new matter. A reply shall be allowed to a member who has made a substantive motion, to any member who has moved an amendment to the previous question or to an instruction to a Committee. Each member shall confine his/her remarks to a limit of five minutes.
5. **Motion to Amend:** A motion to amend a motion, by-law or question:
 - i) shall be presented in writing or by amendment of the original motion,
 - ii) shall receive disposition of the Council before a previous amendment or the question,
 - iii) shall not be further amended more than once provided that further amendment may be made to the main questions,
 - iv) shall be relevant to the question to be received,
 - v) shall not be received proposing a direct negative to the question,
 - vi) may propose a separate and distinct disposition of a question,
 - vii) shall be put in the reverse order to that in which it is moved.
6. **Motion to Adjourn:** A motion to adjourn shall always be in order except,
 - i) when a member is speaking,
 - ii) during the verification of a vote,
 - iii) immediately following the affirmative motion for the previous question.

Such notice shall not be debated and a second motion to the same effect shall not be made until after the Council has completed some intermediate proceedings.
7. **Motions Carried:** A motion shall be deemed to be carried when it has received the majority of votes of those present and in the case of a tie vote, the question shall be deemed to have been decided in the negative.
8. **Voting of the Chair:** The Chair shall be required to vote on all matters.
9. **Members not Voting:** Except in the case of a recorded vote, any member of the Council not voting on a motion shall be deemed to be voting against the motion.
10. **Recorded Votes:** When a member of the Board requests a recorded vote, each member starting alphabetically (last name) followed by the Chair shall announce his/her vote unless otherwise prohibited by statute and the said vote. In the case of a tie vote the question will have been deemed to be defeated.
11. **Reading of By-laws:**

- i) A motion specifying the title of the by-law shall introduce every by-law. Every by-law shall be in typewritten form and shall be complete with the exception of the date thereof.
- ii) Every by-law enacted by the Council shall be numbered and dated and shall be sealed with the seal of the Corporation and signed by the Secretary and the Presiding Chair, and shall be kept in a safe place

Committees of t he Council

- 1.) A committee may be appointed by the Chair, named by the Chair, and members appointed by the Chair.
- 2.) A motion, duly moved, seconded and voted upon, may also appoint committees.
- 3.) The purpose of the committee shall be stated in the motion or recorded in the official minutes.
- 4.) The Council Chair is automatically an ex-officio member on all committees and shall have all the privileges, but not the obligations of the committee members.
- 5.) The Manager may or may not be a part of the appointed committee, as decided by the Chair, or by the committee members.
- 6.) Minutes should be taken or a report presented to the Council at the next regular meeting, once the committee has completed its task.
- 7.) One member of the committee shall become the Chair of that committee. The Council Chair may appoint the committee Chair or the committee members appoint their own Chair at their first regular meeting.
- 8.) A Vice Chair is optional.
- 9.) The committee may appoint one or more sub-committees.
- 10.) All members will vote and in the event of a tie, the motion is lost.
- 11.) The conduct of the committee members shall be governed by the same By-laws that govern the Council. Of particular note are the Protection of Privacy Act.

Waiving Rules of Procedure

1. Except as hereafter provided, any one or more of the rules as set in the Council's By-Laws may be waived by a vote of the majority of the Members.

If any section of the Council's By-Laws is in conflict with any other Acts, the Acts will take precedence.