



**South
Grenville**
Chamber of
Commerce

SOUTH GRENVILLE CHAMBER OF COMMERCE

BY-LAWS

ARTICLE I – NAME, VISION AND OBJECTIVES

1. The name of this organization shall be the South Grenville Chamber of Commerce.
2. Meetings shall be held in South Grenville, i.e. Town of Prescott, Township of Augusta or Township of Edwardsburgh/Cardinal.
3. The South Grenville Chamber of Commerce shall be non-sectional and non-sectarian and politically non-partisan.
4. The Vision Statement of the Chamber:

The South Grenville Chamber of Commerce will be a respected support to engaged South Grenville businesses, partners and community members.

5. The Objectives of the South Grenville Chamber of Commerce shall be:
 1. To be the recognized voice of business committed to the enhancement of economic prosperity in South Grenville.
 2. To promote policies and programs 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 quality of South Grenville.
 3. To patronize & support other business members.
6. To meet the stated objectives, the Chamber shall:
 - (a) Provide a forum for the deliberation of the views and opinions of its organization members on matters of significance.
 - (b) Participate in the development of public policy which supports economic growth.
 - (c) Promote business excellence in and through private enterprise.
 - (d) Provide leadership to members through actions on their behalf and through seeking their feedback.
 - (e) Strengthen the organization through increasing its membership and resource base.
 - (f) Utilize where possible, the business resources domiciled within South Grenville.

ARTICLE II – DEFINITIONS

- 1) For the purposes of these By-Laws, unless context requires otherwise:
 - a) The term SOUTH GRENVILLE shall mean the geographical area of Grenville County which includes: The Town of Prescott and The Township of Augusta and the Township of Edwardsburgh/Cardinal.
 - b) The Board shall refer to the Board of Directors of the South Grenville Chamber of Commerce.
 - c) The Chair shall refer to the Chair of the Board of Directors of the South Grenville Chamber of Commerce.
 - d) The Executive shall mean The Chair; Vice Chair; Secretary; and Treasurer
 - e) The Chamber shall mean the South Grenville Chamber of Commerce.
 - f) Director shall refer to a member of the Board of Directors of the South Grenville Chamber of Commerce.
 - g) Government shall mean the Government of the Province of Ontario.
 - h) Organization Member shall mean a member of the South Grenville Chamber of Commerce in good standing.
 - i) Chair shall mean the duly elected Chair of the South Grenville Chamber of Commerce, who shall not be an employee of the Chamber.
 - j) Vice Chair shall mean the duly elected Vice Chair of the South Grenville Chamber of Commerce, who shall not be an employee of the Chamber.
 - k) The Treasurer shall mean the duly appointed Treasurer of the Chamber, who shall not be an employee of the Chamber.
 - l) The Secretary shall mean the duly appointed Secretary of the Chamber, who shall not be a member of the Board of Directors, who shall not be an employee of the Chamber.
 - m) Province shall refer to the Province of Ontario.
 - n) Standing Committee shall mean a continuing committee of the South Grenville Chamber of Commerce which has been approved by the Board to function for a period of not less than one Chamber year.
 - o) The Chamber shall be comprised of the members, the Board and all other committees.
 - p) The offices of the Chamber shall be situated in South Grenville.

ARTICLE III - MEMBERSHIP OF THE CHAMBER

- 1) Membership shall be applied for by written or electronic application, stating agreement to abide by the provisions of these By-Laws. Upon approval of the Board of Directors, the applicant shall become a member and shall have all of the rights of and be subject to all the obligations of membership.
- 2) Corporations, associations, society, partnerships or firms associated with the business or professional life of and operating within South Grenville shall be eligible for membership in the Chamber, along with individuals associated with the business or professional life of South Grenville and persons directly or indirectly engaged or interested in trade or commerce, or in the progress and welfare of South Grenville.
- 3) 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 Board of Directors of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
- 4) 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 Board.
- 5) Any member who intends to retire from or to resign their membership may do so at any time, upon giving to the Secretary thirty (30) 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. There shall be no refund of Membership Dues to Retiring or Resigning Members.
- 6) The Board may remove from the roll of members the name of any member failing to pay their annual dues within three (3) months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- 7) Persons who have distinguished themselves by some meritorious or public service may be elected Honorary LIFE MEMBER by a majority vote of the Board of Directors. Honorary LIFE MEMBERSHIP shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- 8) Any member of the Chamber may be expelled by a two-thirds vote of the Board.
- 9) Once an organization is no longer a member of the Chamber, all amenities and bonuses shall cease to be available.

ARTICLE IV - DUES AND ASSESSMENTS

- 1) Dues of an applicant for membership shall accompany the application and shall be payable annually thereafter on January 1st.
- 2) The dues of all members shall be determined by the Board, subject to the approval of the Annual General Meeting whenever a change in the original amount is involved.
- 3) 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.
- 4) Should the funds of the Chamber at any time be insufficient for the purpose of providing the Chamber with the total revenue necessary for effective fulfilment of its program, a levy may be imposed upon the members sufficient to cover the amount of the deficiency provided that:
 - a) Such course of action is approved by a majority vote of the Board and by:
 - A majority vote of the members present at an Annual or Special Meeting of the Chamber.
 - The notice calling such meeting shall state the nature and amount of the proposed assessment.
 - All assessments levied shall be due and payable within thirty (30) days of the date that the Notice of Assessment is rendered to the members.

ARTICLE V - BOARD OF DIRECTORS

1. The Board of Directors shall consist of no less than 10% and no more than 15% of the membership, rounded up to the next whole number from a minimum of 7 to a maximum of 14 Board Members. Directors shall be elected from among the members each year during the Annual General Meeting by ballot or otherwise and shall form the Board.
2. The outgoing retiring President (Chair after 2023 AGM) shall be an Ex-Officio member of the Board of Directors for the term of 12 months.
3. Interim vacancies among the Board of Directors may be filled by appointment of the Board.
4. Where a member of the Board of Directors is absent from three (3) consecutive meetings of the Board, without just cause, the Board may remove that Director and appoint a member of the Chamber in their place. For the purposes of this clause "Just Cause" shall be determined by the majority of the Board.
5. The Board of Directors 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.
6. 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.
7. Any 50% plus 1 members of Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

8. 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 or at the Annual General Meeting.
9. Policies may be adjusted and adopted throughout the year by the Board with a review of changes made annually at the AGM.
10. The Board, or, at its request the Chair, may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter and take such action as the Board may request.
11. The Board may suspend any Committee Chairperson from office or have their office terminated for just cause. Any committee may be terminated by the Board.
12. No paid employee of the Chamber shall be a member of the Board. Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.
13. Business meetings shall be held in camera, on a monthly basis. The minutes from those meetings will be provided on the Chambers website.
14. The Regular Monthly Meetings of the Board shall be integrated into Business After 5 meetings and open to all members of the Chamber, who may attend and take part in any of the proceedings, but do not have voting rights.
15. No public announcement 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.

ARTICLE VI - STATUS AND DUTIES OF OFFICERS

1. The Chair shall be the Chief Executive Officer of the Chamber.
2. The Chair shall preside at all meetings of the Chamber.
3. The Chair shall be ex-officio, a member of all Chamber Committees.
4. The Chair shall exercise such authority and perform such duties as the Board, from time to time, may prescribe.
5. The Board, at its first meeting following its election at the annual general meeting, shall elect from among the directors a Vice Chair. The Vice Chair shall become Chair of the Chamber immediately following the next annual general meeting.
6. The Board, at its first meeting following its election at the Annual General Meeting, shall appoint a TREASURER, from among the directors.
7. The Officers shall serve for two-year terms, for a maximum of 3 terms; or until their successors are elected.
8. The Chair and the Vice Chair shall not hold the same office for more than two (2) terms in succession.

9. The normal Term of Office for the Chair shall be two (2) terms however if the Board approves, and the Chair and the Vice Chair both agree, then their terms may each be extended by one term.
10. Directors unable to attend any meeting of the Board are expected to notify the Secretary by phone, text or email stating the reason for such absence.
11. Any Officer may be suspended from their office or have their tenure of office terminated if in the opinion of the Board of Directors they are grossly negligent in the performance of their duties, providing however, that any Officer so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next Annual General Meeting.
12. The Vice Chair shall in the absence of the Chair preside at all meetings of the Chamber and the Board. The Vice Chair of the Chamber shall, have such power and perform such duties as may be assigned by the Board of Directors or by the Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair and perform such other acts and duties as the Board of Directors may, from time to time, direct.
13. The Treasurer shall keep, or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Chamber. Under direction of the Board, the Treasurer shall control the investment of monies, the safekeeping of securities, and the deposit of funds of the Chamber in a Chartered Bank or Trust Company. The Treasurer shall render to the Board and to meetings of the Chamber, an account of all the transactions as Treasurer and of the financial position of the Chamber, render to the Annual General Meeting a Financial Statement of the financial position of the Chamber, perform such other duties as pertain to the office of Treasurer, or as may be directed by the Board.
14. Funds of the Chamber on deposit with a Chartered Bank or Trust Company shall only be withdrawn over the signatures of any two of the Treasurer, Secretary, Chair or Vice Chair. The Board may by resolution appoint additional signing officers.

ARTICLE VII - COMMITTEES

1. The Board, at its first meeting following the AGM election, shall appoint the following Standing Committees: Finance Committee, Membership Committee, Program and Planning Committee for the promotion and interests of the Chamber.
2. The Board may at any time appoint Special Committees it may deem advisable for the promotion and interests of the Chamber. The Chair of such Committees shall be appointed by the Board.
3. The duties of Standing and Special Committees shall be such as assigned them by the Board, and all Committees shall report their activities to the Board.
4. Meetings of Committees shall be at the call of the Committee Chairman, and a majority of members shall constitute a quorum.
5. Meetings of Committees shall be open to any member of the Chamber.

6. Committee members alone shall be entitled to vote, or introduce, or second motions of Committees of which they are members.
7. The minutes of all meetings shall be reviewed at the meeting following, and if approved, shall be signed by the Secretary, and the Chairman of the meeting for which the minutes were approved.
8. Each member of the Board of Directors shall be encouraged to serve on at least one Chamber Committee or Sub-Committee.

ARTICLE VIII - MEETINGS

1. The Annual General Meeting of the Chamber shall be held in each year at a time and place determined by the Board once the books have been closed. At least two (2) months or eight (8) weeks notice of the Annual General Meeting shall be given.
2. Regular meetings of the Board of Directors of the Chamber shall be held not less than 9 times per year. At least one week notice of such meetings shall be given.
3. Special (general) meetings of the Board of Directors of the Chamber may be held at any time when summoned by the Chair or requested in writing by any three (3) members of the Board. At least one day's notice of such meetings shall be given.
4. The Board shall meet from time to time, as may be necessary to carry on the business of the Chamber.
5. Notice of the Annual General Meeting and all Board meetings, naming the time and place of assembly, shall be given by the Secretary to the last known address of each member as per time provisions outlined above. Such notice shall constitute due and sufficient notice.
6. Special Meetings of the General Membership may be held at any time when summoned by the President (Chair) or by any ten (10) members of the Chamber. At least FIVE (5) days notice of such meetings shall be given.
7. At any annual or special meeting fifteen (15) % of membership 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.
8. Minutes of the proceedings of all meetings shall be entered in books to be kept for that purpose, by the Secretary. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
9. All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE IX - VOTING RIGHTS

1. Every member in good standing represented at any member 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 one individual.
2. Voting at Board or member meetings shall normally be by show of hand, or if requested by the President, by standing vote. A RECORDED VOTE shall be taken if requested by five (5) members present.
3. The presiding officer shall vote only in the case of a tie.
4. Motions or amendments shall be carried at any Board, or member meeting by a majority vote unless otherwise provided in these by-laws.
5. Changes to By-laws may be made, repealed or amended by a majority of the members of the Board, present at any Board meeting. Notice of the intent to repeal or amend by-laws must be given at the previous Board meeting and the changes provided to the Board of Directors for voting at the next Board Meeting. By-law changes must be ratified by the membership at the next Annual General or Special Meeting and shall come into effect the following day.
6. 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

1. 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 XI - FISCAL YEAR

1. The fiscal year of the Chamber shall end on the 31st day of December.

ARTICLE XII - AUDITORS

1. An Audit Committee, consisting of two (2) Directors, shall be appointed by the members present at the Annual General Meeting and they shall audit the books and the accounts of the Chamber at least once each year. The Report of the Audit Committee shall be attached to the Financial Statement presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

ARTICLE XIII - PROCEDURE

1. Parliamentary procedure shall be followed at all Member and Board meetings, in accordance by Roberts Rules of Order Newly Revised.

ARTICLE XIV - NOMINATIONS

1. At least sixty (60) days prior to the Annual General Meeting of the Chamber, the Nominating Committee shall invite nominations from the Chamber Membership for the election of Directors.
2. Nominations shall be made on forms provided by the Committee and shall be returned to them not later than forty (40) days prior to the Annual General Meeting.
3. Should the required number of nominees not be nominated by the Chamber, members of the Nominating Committee shall have the power to make further nominations necessary to provide a complete slate to meet Article 5 Part 1.
4. The Report of the Nominating Committee shall be circulated to the General Membership along with the Notice of the Date, Time and Place of the Annual General Meeting.