

BY- LAWS OF STONEY CREEK` CHAMBER OF COMMERCE

ARTICLE I - Name and Object

Section 1: The Name of this organization shall be The Stoney Creek Chamber of Commerce.

Section 2: The object of the Stoney Creek Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the community.

Section 3: The usual place of meeting shall be in the community of Stoney Creek.

Section 4: The Stoney Creek 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 Stoney Creek Chamber of Commerce as a body.

Section 6: Wherever the words "the Board of Directors" occurs in these By-laws, they shall be understood to mean "the Board of Directors of the Stoney Creek 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 and their employees be allowed to participate in Chamber programs, benefits and services.

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 but the voting power of such membership shall, in each such case, be assigned to individuals.

Section 10: At any general meeting of The Chamber any member in good standing may propose an 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 Board of Directors then present, such person or organization shall thenceforth be a member of The Chamber and shall have all the rights and be subject to all obligations of the other members after paying dues.

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 Board of Directors.

Section 13: 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 him at the time of such notice.

Section 14: The Board of Directors 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 Board of Directors 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 excepted that of holding office, with exemption from the payment of annual dues.

Section 16: Any member of The Chamber may be expelled by a two-thirds vote of the Board of Directors.

ARTICLE IV - Dues and Assessments

Section 17: The annual dues payable by a member of The Chamber shall be determined annually by the Board of Directors, subject to the approval of the general meetings whenever a change in the amount is involved.

Section 18: Other assessments may be levied against all members, provided they are recommended by the Board of Directors 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 Board of Directors

Section 19: At the annual meeting, in each year, members who are entitled to vote shall elect the following:

- (A) A Director who shall be President of the Chamber.
- (B) A Director who shall be the First Vice-President of the Chamber. Such Director shall be the Senior Vice-President.
- (C) A Director who shall be Second Vice-President of the Chamber and honorary Secretary.
- (D) A Director who shall be the Treasurer of the Chamber.
- (E) Up to 10 other directors

These Directors so elected, together with the Immediate Past President, shall constitute the Board of Directors. The retiring President shall be ex officio a member of the Board of Directors for another two years and can be extended with Board approval.

Each Director shall be elected to hold office for a two year period until the Annual Meeting after their election, or until his successor shall have been elected of qualified, or until his office shall otherwise become vacant in accordance with these By-Laws. The entire Board of Directors shall be retired at two year intervals minimum, but shall be eligible for re-election if otherwise qualified.

The following rules of eligibility apply to the Officers and Board of Directors:

- (I) A person seeking election as a Director or as a Director and Officer must be a paid up member of the Chamber at the time of his election.
- (II) No person shall be eligible to seek election to the Board of Directors as a Director only for more than four consecutive terms. A person shall be eligible to seek election to the Board of Directors, subject to the rules hereinafter applying to Officers, for more than four consecutive terms if he seeks a position as an officer of the Chamber provided however that no person shall, under any circumstances seek election to the Board of Directors for more than five consecutive terms. **A Term is two years. These terms can be extended by the Board of Directors.**
- (III) No person seeking election as an Officer of the Chamber shall be eligible for election to the same office for more than two consecutive terms. Moreover, no person, once elected as an Officer of the Chamber, shall seek in subsequent election an office lower in rank than that to which he has previously been elected. For purposes of clarity the seniority of the Officers of the Chamber shall be defined as following (beginning with the least senior office): Treasurer; Second Vice-President; First Vice-President; President.

- (IV) In order to be eligible for election to the offices of First Vice-President, Second Vice-President or Treasurer, a person must first have served at least one full term on the Board of Directors of the Chamber. However, such term of service need not be Treasurer, a person must first have served or at least been in the term immediately prior to that person's seeking of election to an office. In order to be eligible for election to the office of President, a person must first have served a minimum of two full terms on the Board of Directors. Again, such term of service need not have been in the term immediately prior to that person's seeking of election as President nor need the two full terms of service to have been consecutive.
- (V) With respect to the office of Treasurer only the following rules of eligibility apply: a person seeking election as Treasurer must be a paid-up member of the Chamber at the time of his election; a person seeking election to the office of Treasurer shall first have served a minimum of one full term on the Board of Directors; a person shall be eligible for election to the office of Treasurer for a maximum of seven consecutive terms.

Section 19A: Nominations & Elections. Nominations of Officers and Directors shall be made by a Nominating Committee of three which shall consist of the Immediate Past President; the President and one member appointed by the Board of Directors. In the event the Past President or the President shall be unable to act, the Directors shall have the power of appointing additional members to make up a committee of three and to designate the chairman. The Nomination Committee shall nominate one or more members for the office of President, one or more members for the office of First VP, one or more members for the office of Second VP, one or more members of the office of Treasurer, and not less than ten members for Directors.

Each member shall be notified of the nominations made by the Nominating Committee at least fifteen days prior to the annual meeting.

Other nominations may be made before the annual meeting, provided that each such nomination is made in writing, signed by the proposer and the seconder who shall be members of the Chamber, and also provided that each such nomination shall be signed by the party nominated indicating by his signature, his willingness to stand for election to the office specified. Such nominations must be presented to the Secretary at least twenty-four hours prior to the annual meeting. Nominations will not be accepted from the floor.

Where a member fails for any reason to be elected to any office or withdraws, at the annual meeting, he shall be deemed to be nominated for the next office for which there is an election, at such annual meeting, providing he is present and accepts.

The President shall appoint judges to supervise the elections. Elections shall be by ballot.

Any ballot shall be deemed to be a spoiled ballot if it contains less than six names marked of individuals nominated and standing for the office of Director. Such spoiled ballot shall not be counted.

Section 20: Any vacancy on the Board of Directors which may occur during the year, may be filled by the Board of Directors. Any Board member missing three consecutive meetings without just cause shall be deemed in default of obligations and replaced by appointment of the Board.

Section 21: 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.

Section 22: The Board of Directors 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 23A: 50% or more members of the Board of Directors, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board of Directors, provided that at least one Officer of the Chamber is present.

Section 23B: Directors and Committee members are required to confirm attendance at meetings by contacting the Chamber Office. If necessary, Chamber staff will call as a reminder of a meeting.

All Directors are responsible for paying for their own expenses related to Chamber Committee and the Board meetings.

Any Director failing to attend 60% of the scheduled meetings or three consecutive meetings of the Board of Directors shall, at the next meeting thereof present to the Board the reason or reasons for such absence. Upon his/her failure to do so or upon the failure of the Board to accept such reason by resolution, such Director shall be deemed to have resigned as a Director.

Any Director who anticipates that he/she will be unable to attend a scheduled meeting of the Board of Directors shall so advise the Executive Director of the Chamber prior to the meeting.

Section 24: The Board of Directors 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 25: The Board of Directors, or, at its request, the President may appoint committees or designate members of the Board of Directors or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board of Directors may request.

Section 26: The President, Vice-Presidents and Treasurer before taking office, shall take and subscribe before the Mayor or before any commissioner an oath in the following form:

"I swear that I will faithfully and truly perform my duty as of The Stoney Creek 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 27: The meetings of the Board of Directors shall be opened to all members of The Chamber, who attend but may attend but not take part in any of the proceedings.

Section 28: No public pronouncement in the name of The Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.

Section 29A: The President shall preside at all meetings of The Chamber and Board of Directors. He shall regulate the order of business to such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns the Chamber. He 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. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

Section 29B: The First or Second Vice-President 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 of Directors. Out of such funds he shall pay amounts approved by the Board of Directors 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 Board of Directors. He shall make such investment of the funds of The Chamber as the Board of Directors may direct. He shall, with the president, sign all notes, drafts and cheques.

Section 29C: The Secretary and Executive Director shall be responsible to the Board of Directors 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, 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 its behalf. He shall maintain an accurate record of the proceedings of The Chamber and of the Board of Directors. At the expiration of his office, the Secretary shall deliver to The Chamber all books, papers and other property of The Chamber.

ARTICLE VI – MEETINGS

Section 30: The Annual Meeting of The Chamber shall be held in the month of Sept in each year at the time and place determined by the Board of Directors. At least two weeks' notice of the Annual Meeting shall be given.

Section 31: regular general meetings of The Chamber shall be held quarterly (at least quarterly) at the time and place designated by the Board of Directors. At least one weeks' notice of such meetings shall be given.

Section 32: 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 of Directors, or any ten members of The Chamber. At least three days' notice of such meeting shall be given.

Section 33: The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of The Chamber.

Section 34: Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the community or a circular letter signed by the Secretary and mailed to the last known address of each member shall constitute sufficient notice.

Section 35: An any Annual or general Meeting seven 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 36: Minutes of the proceedings of all general and Board of directors meetings shall be entered in books to be kept for that purpose, by the Secretary.

Section 37: The entry of such minutes shall be signed by the secretary who presides at the meeting at which they are adopted.

Section 38: 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 & Amendments

Section 39A: These By-laws may be added to, altered, amended or repealed at any meeting of the Directors present, provided that five days' notice of the proposed change shall have been given to all the Directors and Members and provided such additions, alterations, amendments or cancellations are approved by the membership, in accordance with Section 39(b) hereof.

Section 39B: Except as otherwise required by these By-laws, such additions, alterations, amendments or repeals shall not be in force until confirmed by a majority of the Members present, at a general meeting of the Board, provided five days' previous notice has been given to all Members of such proposed additions, alterations, amendments or repeals.

Section 40: 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 41: The Chamber, at the discretion of the Council, shall have power to affiliate with The 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 Period

Section 42: The fiscal year of The Chamber shall commence on the 1st day of JUNE in each year.

ARTICLE X – Auditors

Section 43: 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 Treasurer at each annual meeting and at any other time required by the Board of Directors.

ARTICLE XI – Procedure

Section 44: Parliamentary procedure shall be followed at all general and Board of Directors meetings, in accordance with Rules of Order by Roberts Parliamentary Procedures Rules of Order.

The Stoney Creek Chamber of Commerce was formed in 1950 under the name of the Stoney Creek and District Chamber of Commerce. Because of the growing number of members from Saltfleet Township, the name was changed to include Saltfleet in 1962. On May 6th, 1963 The Chamber was incorporated with the by-laws in this book being adopted. With the introduction of regional Government the Stoney Creek and Saltfleet Chamber of Commerce became known as the Stoney Creek Chamber of Commerce.

Clause 23B inserted December 2001

August 2002 – friendly changes re: City to Community

August 2007 – friendly change, Article 1, #2 – district to community

Article 111, Section 8 – Amended September 13th, 2012