

**Chambre de Commerce du Pontiac
Pontiac Chamber of Commerce**

By Laws

Procedures and Regulations

May 31, 2007

Revised May 26, 2011

Revised June 5, 2013

The bylaws of this chamber of commerce are most important. They serve to channel this chamber's projects along proper lines and establish a framework for all of this chamber's activities.

Each year, this chamber should review its bylaws. They have been submitted to Industry Canada and conform to the provisions of the Boards of Trade Act (R.S., c. B8, s. 1.)

Anyone studying or revising these bylaws should obtain a copy of this act available through the Canadian Chamber of Commerce or on line at <http://laws.justice.gc.ca/en/B-6/7358.html>. Any revisions should not contravene the act. This is compulsory under the Boards of Trade Act.

Article I – Name and Objectives

- Section 1 The name of this organization shall be the ‘Pontiac Chamber of Commerce’ or le ‘Chambre de Commerce du Pontiac’.
- Section 2 The objectives of the Pontiac Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district, to include the MRC Pontiac and the Municipality of Pontiac.
- Section 3 The usual place of meeting shall be on a rotational basis around the region as defined in section 2 as determined by the council.
- Section 4 The Pontiac Chamber of Commerce shall be non-sectional and nonsectarian 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 the Pontiac 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 Pontiac Chamber of Commerce.
- Section 7 Wherever the word “district” occurs in these bylaws, 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. B-8, s. 1.).
- Section 8 Any interpretation of law shall be made against the English version of these bylaws.
- Section 9 This charter and all minutes resulting from any meetings shall be made available in both official languages.
- Section 10 All Meetings of the Pontiac Chamber of Commerce shall be conducted respecting both official languages

Article III - Membership

- Section 11 Any registered reputable person who is directly or indirectly engaged or interested for either profit or non profit enterprise; for example, but not limited to trade, commerce, tourism, agriculture, arts or the economic and social welfare of the district, shall be eligible for membership in the chamber.

Accordingly, the Chamber board will ensure that: *(added June 5, 2013)*

Members who are seeking membership for a second business which has the same owner, must:

- Apply for a separate membership under the second business’s name, or
- Abandon the membership from the first business and transfer the membership to the second business name; or
- Incorporate a holding company which holds as its assets both the existing business

and the second business that desires benefits of membership. The holding company will thus be treated as the member.

Section 12 Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested for either profit or non profit enterprise; for example, but not limited to trade, commerce, tourism, agriculture, arts or the economic and social welfare of the district, shall be eligible for membership in the chamber.

Section 13 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 bylaws of the chamber.

Section 14 If such proposal is carried by a majority of two thirds (2/3rds) of the members of the chamber then present, such person or organization shall thenceforth be a member of the chamber and shall have all the rights and the subject to all the obligations of the other members.

Section 15 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the council.

Section 16 Any member of the chamber, who intends to retire therefrom or to resign their membership may do so, at any time, upon giving 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 17 The council may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the council, all privileges of membership shall be forfeited.

Section 18 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 19 Any member of the chamber may be expelled by a two thirds (2/3rds) vote of the council.

Article IV – Dues and Assessments

Section 20 The tier leveled 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.

1st Tier – \$100 (*effective April 1, 2014 \$125 – revised June 5, 2013*)

2nd Tier – \$250: small size advertisement on chamber web site; logo at the bottom of the monthly newsletter; logo on Sponsor board displayed at all General Meetings of the Chamber.

3rd Tier – \$500: larger size advertisement on chamber web site; logo at the bottom of the monthly newsletter; prominent logo on Sponsor board displayed at all General Meetings of the Chamber; chance of have a display/booth at all General Meetings of the Chamber. (*revised May 26, 2011*)

Section 21 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 a general meeting shall state the nature of the proposed assessment.

Article V – Officers and Council

Section 22 The officers shall be: a president, vice-president and secretary-treasurer, who together with a minimum of 8 and a maximum of 16 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. The retiring president shall be, ex officio, a member of the council.

Section 23 There shall always endeavor to have representation from all areas across the region as defined in section 2 of these bylaws on council.

Section 24 Where a member of the senior council dies or resigns their office or is absent from three consecutive meetings of the council, the council may, at any meeting thereof, elect a member of the council, in the place of the member who had died or resigned, or is absent.

Section 25 Any officer or council member may be suspended from their office or have their tenure of office terminated if, in the opinion of the council, they are grossly negligent in the performance of their 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 26 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 territory, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 27 The council 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 28 Any five (5) or more members of the council, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the council.

Section 29 The council shall frame such bylaws, 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 30 The council, or at his/her request, the president, may appoint committees or designate members of the council, the chamber or others, to examine, consider and report upon any matter or take such action as the council may request.

Section 31 The council may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the council.

Section 32 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 33 The president and vice-president, before taking office, shall take and subscribe before the mayor or before any justice of the peace, and oath in the following form: "I swear that I will faithfully and truly perform my duty as of the Pontiac 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 of was constituted according to the true intent and meaning of the same. So help me God."

Section 34 The meetings of the council shall be open to all members of the chamber, who may attend, but may not vote in any of the proceedings.

Section 35 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 responsibility.

- Section 36 a) The president shall preside at all meetings of the chamber and council. He/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 the chamber. 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 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 of these officers, the meeting shall appoint a chair to act temporarily.
- c) The secretary-treasurer, as 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 the treasurer shall pay amounts approved by the council and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the council. He/She shall make such investment of the funds of the chamber as the council may direct. He/She shall, with the president, sign all notes, drafts and cheques.
- d) As secretary, he/she shall be the executive officer of the chamber and shall be responsible to the council for the general control and management of the chamber's business affairs. He/She shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/She shall, with the president, sign and when necessary, seal with the seal of the chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/She shall maintain an accurate record of the proceedings of the chamber and of the council. 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.

Article VI – Meetings

- Section 37 The annual meeting of the chamber shall be held in the month of May in each year at the time and place determined by the council. At least one weeks' notice of the annual meeting shall be given.
- Section 38 Regular general meetings of the chamber shall be held quarterly, **in the months of August, November and February**, at the time and place designated by the council. At least one week's notice of such meetings shall be given. (*revised May 26, 2011*)
- Section 39 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 40 The council shall meet from time to time (at least once per month, a minimum of 10 times per year) as may be necessary to carry on the business of the chamber.
- Section 41 Notice of all general meetings, naming the time and place of assembly, shall be given by the secretary or president. A notice will be published within the district, as defined by Section 2, within at least one week signed by either the secretary or the president and shall constitute sufficient notice.
- Section 42 At any annual or general meeting, thirteen (13) 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 43 Minutes of the proceedings of all general and council meetings shall be entered in books to be kept for that purpose, by the secretary, or designate, in both official languages.
- Section 44 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 45 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 46 Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals. Associations, corporations, societies, partnerships, or estate members belonging to higher tier level memberships may have more than one vote as determined by the membership through the dues levels approved at the annual general meetings.
- Section 47 Voting at council or general meetings shall normally be by a 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 provided such request received approval of two thirds (2/3rds) of the members assembled.
- Section 48 The presiding officer shall vote only in case if a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- Section 49 Motions or amendments shall be carried at any council or general meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII – Bylaws

Section 50 Bylaws may be made, replaced 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 51 Such bylaws 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 Industry Canada.

Article IX – Affiliation

Section 52 The chamber, at the discretion of the council, shall have power to affiliate with the Canadian Chamber of Commerce, the Federation of Chambers of Commerce of Quebec (FCCQ) or any other organizations in which council or membership may determine to be in the interests of the chamber.

Article X – Fiscal year

Section 53 The fiscal year of the chamber shall commence on the first (1st) day of April in each year.

Article XI – Auditors

Section 54 Auditors shall be appointed by the members present at the annual meeting. They shall audit the books and the 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 55 Parliamentary procedure shall be followed at all general and council meetings in accordance with “Rules of Order” by Bourinot.

Article XIII – Membership Benefits *(added June 5, 2013)*

Section 1 Membership benefits may be provided in accordance with benefit packages established and approved by the board from time to time.

Section 2 Accordingly, the Chamber board will ensure that:

Members who are seeking membership benefits for a second business that is not listed as a member must either:

- Apply for a separate membership under the second business's name, or
- Abandon the membership and benefits from the first business and transfer the membership and benefits to the second business name; or
- Incorporate a holding company which holds as its assets both the existing business and the second business that desires benefits of membership. The holding company will thus be treated as the member.

Section 3 Any Chamber member benefit provided to other Chamber members (excluding provincial and national Chamber benefits) will comply with the following:

- Benefit provider must be a member of the Pontiac Chamber of Commerce.
- Any Chamber member benefit offered through the Business to Business Program must be provided to all Chamber members for the full current membership year (April 1st to March 31st).
- In addition to benefit packages provided to members, the Chamber may also provide members with services as approved by the board. Until such services are included in the benefits package they are not a benefit of membership in the Chamber and, as such, no legal right accrues to members for the use of such service.

Section 4 The following will apply to the Chamber's advertising service:

As a service provided solely to its members the Chamber may, but is not required to, provide advertising through the Chamber's communication network.

If the Chamber elects to provide this service to its members, the service will only be provided on the following conditions:

- Only the member's business may be advertised;
- All Chamber members have the choice of advertising their Chamber member business through a banner ad on the Pontiac Business Directory, ads must be produced by the Chamber business in the required format only;
- To advertise in the Chamber newsletter or on the Chamber web site, Chamber members must have a paid 2nd tier or 3rd tier membership;
- The member must supply the Chamber office with their own advertisement, sent electronically in order to facilitate email;
- Advertisements will be booked on a first come, first served basis;
- As the Chamber is a non-partisan organization, no political advertising will be allowed.
- Chamber members have the choice to host and/or sponsor a Chamber event, and the Chamber member business will cover the costs of the specific event. The Chamber will include the Chamber business ad in the advertising for the specific event.