

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

Bylaws

Procedures and Regulations

May 31, 2007

Revised May 26, 2011

Revised June 5, 2013

Revised 2015

(changes to be approved at AGM in June, 2015)

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 Board of Directors.
- 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 Board of Directors” occur in these bylaws, they shall be understood to mean the “the Board of Directors” 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 a profit or non profit enterprise, association, corporation, society, partnership or estate; 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 12 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 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 Board of Directors.
- Section 16 Any member of the Chamber, who intends to retire 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 Board of Directors 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 Board of Directors, 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 Board of Directors.

Article IV – Dues and Assessments

- Section 20 The annual membership fee shall be such amount as shall from time to time be fixed and determined by the Board of Directors by resolution.
- Section 21 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 a general meeting shall state the nature of the proposed assessment.

Article V – Executive Committee and Board of Directors

- Section 22 The Executive committee shall be: a president, vice-president, treasurer and secretary.
- Section 23 Directors shall be elected from among the members annually at the Annual General Meeting, by a show of hands, and who together with a minimum of 8 and a maximum of 12 other members, shall form the Board of Directors for a term of not more than two years at a time or appointed as per Section 27 of this Article and shall have assumed the duties of the office, except that a Director who ceases to be eligible to serve as a Director shall thereupon cease to be a Director. The retiring president shall be, ex officio, a member of the Board of Directors.
- Section 24 A Director who shall have served on the Executive for four consecutive years (excluding any period of service as a Executive appointed by the Board to fill a vacancy under Section 27 of this Article) shall not be eligible to serve on the Executive for the next four consecutive terms.
- Section 25 Any individual member or Designated Representative of a corporation, partnership, proprietorship or unincorporated association that is an Active member shall be eligible to serve as a Director.
- Section 26 The Chamber shall always endeavor to have representation on the Board of Directors from all areas across the region as defined in section 2 of these bylaws.
- Section 27 Vacancies - In the event of a vacancy on the Board of Directors, a majority of the Board then in office shall have the power to appoint a successor to serve for the remainder of the term of such vacancy. Only a person eligible to serve as a Director shall be eligible for such an appointment. Where a member of the Board of Directors is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, appoint a member of the Chamber, in the place of the member who is absent.
- Section 28 Meetings - Meetings of the Board of Directors may be held at such times and places as the Board of Directors may decide or at the call of the President or on the written request of three or more Directors addressed to the President or Secretary.
- Section 29 In the event of lack of a quorum at any Meeting of the Board of Directors, such meeting may be adjourned to such time and place as a majority of the Directors present may decide.
- Section 30 Where the majority of Directors present at or participating in the meeting have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed for all purposes to be present at the meeting. If a majority of the Directors participating in such a meeting are then in Canada the meeting shall be deemed to have been held in Canada.
- Section 31 Every Director or Executive of the Chamber who is a party to a material contract or proposed material contract with the Chamber, or is a Director or Executive who has a material interest in any corporation which is a party to a material contract or proposed material contract with the Chamber shall disclose in writing to the Chamber or request to have entered in the minutes of the meeting of the Board of Directors the nature and extent of his interest.

- Section 32 Any resolutions must be passed at a duly constituted Board of Directors meeting. In the event a Board vote is required prior to the next meeting of the Board, the said vote may be conducted by means of facsimile or electronic mail and shall be deemed official as long as the vote is conducted by the same procedure as Board meeting votes and a record of the returned votes are filed accordingly.
- Section 33 Any Executive committee or Board of Director member 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 or Board of Directors member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the membership at the next general meeting.
- Section 34 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 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 35 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 bylaw of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- Section 36 Any five (5) or more members of the Board of Directors shall be a quorum and a majority of such may do all things within the powers of the Board of Directors.
- Section 37 The Board of Directors 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 38 The Board of Directors, or at his/her request, the president, may appoint committees or designate members of the Board of Directors, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board of Directors may request.
- Section 39 No contract staff of the Chamber shall be a member of the Board of Directors or Executive committee.
- Section 40 As a membership organization, the Chamber strives to be active in the democratic process in order to raise public awareness and education regarding their members' interests. As a non-partisan organization, these activities will be conducted without endorsing any party or individual running for political office.
- Section 41 Board of Director or committee members must avoid situations where personal representations could conflict, or be perceived to conflict, with duties and responsibilities of a Board or committee member, or the interest of the Chamber as a whole.
- Section 42 Board of Director or committee members holding public office or working as a campaign manager of a candidate must not utilize the Chamber to support their political interests.
- Section 43 The Board of Directors, before taking office, shall endorse, by signature, to follow the Code of Professional Conduct and the Conflict of Interest Guidelines for the Pontiac Chamber of Commerce.
- Section 44 No Board of Director or contract staff are eligible to be nominated for a Pontiac Chamber of Commerce Business Achievement Award, as stated in the Code of Professional Conduct.

Section 45 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 responsibility.

Section 46 a) The president shall preside at all meetings of the Chamber and Board of Directors. They shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what they 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 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.

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 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 of Directors. Out of such funds the treasurer shall pay amounts approved by the Board of Directors 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 Board of Directors. They shall make such investment of the funds of the Chamber as the Board of Directors may direct. They shall, with the president, sign all notes, drafts and cheques.

d) The secretary shall be responsible to the Board of Directors for the general control and management of the Chamber's business affairs. They 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. They shall, with the president, sign and when necessary, seal with the seal of the Chamber, of which they shall have custody, all papers and documents requiring signature or execution on its behalf. They shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. 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 47 The annual general meeting of the Chamber shall be held within three months following the Chamber's fiscal year-end, at the time and place determined by the Board of Directors. At least one weeks' notice of the annual meeting shall be given.

Section 48 At least two regular general meetings of the Chamber shall be held at the time and place designated by the Board of Directors. At least one week's notice of such meetings shall be given.

Section 49 Special general meetings of the Chamber may be held at any time when called 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 one day's notice of such meetings shall be given.

Section 50 The Board of Directors shall meet from time to time (a minimum of 10 times per year) as may be necessary to carry on the business of the Chamber.

- Section 51 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 52 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 53 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, or designate, in both official languages.
- Section 54 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 55 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 56 Voting at Board of Directors or general meetings shall normally be by a show of hands.
- Section 57 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 58 Motions or amendments shall be carried at any Board of Directors or general meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII – Bylaws

- Section 59 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 60 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 61 The Chamber, at the discretion of the Board of Directors, 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 Board of Directors or membership may determine to be in the interests of the Chamber.

Article X – Fiscal year

Section 62 The fiscal year of the Chamber shall commence on the first (1st) day of April in each year.

Article XI – Auditors

Section 63 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 64 Morin code for organizational meetings shall be followed at all general and Board of Directors meetings.

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

Section 65 Membership benefits may be provided in accordance with benefit packages established and approved by the Board from time to time.

Section 66 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 67 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 68 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 website, 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.