



Minto

CHAMBER OF
COMMERCE

BY-LAW # 2024-11

As Adopted July 24, 2009
Amended February 1, 2021
Amended February 2, 2023
Amended February 21, 2024

Minto Chamber of Commerce By-Laws

Article I - Name and Object

- Section 1 The name of this organization shall be The Minto Chamber of Commerce.
- Section 2 The Minto Chamber of Commerce is a membership based organization that helps businesses in Minto connect, learn and develop.
Our goal is to strengthen, promote and celebrate Minto businesses so they can enhance the vitality of our community.
- Section 3 The usual place of meeting shall be in the Town of Minto.
- Section 4 The Minto Chamber of Commerce shall be non-sectional and non-sectarian, and shall not lend its support to a candidate for public office on a party political basis.

Article II - Interpretation

- Section 5 Wherever the words "the Chamber" occur in these by-laws, they shall be understood to mean "Minto Chamber of Commerce".
- Section 6 Wherever the words "Board of Directors" occur in these by-laws, they shall be understood to mean "The Board of Directors of the Minto Chamber of Commerce".

Article III - Membership

- Section 7 Any reputable person, directly or indirectly, engaged or interested in trade, commerce of the economic and social welfare of the District, shall be eligible for membership in the Chamber.
- Section 8 Associations, corporations, societies, partnerships, or estates directly interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.

- Section 9 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 10 If such a proposal is carried by a majority of the Board, such person or organization shall be thenceforth a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members. Any reputable person directly or indirectly engaged or interested in trade, commerce and social welfare of the district shall be eligible to apply for membership to the Minto Chamber of Commerce. Applications shall provide such information as the Board may require. Applications may be made in writing or electronically. Temporary membership shall be awarded to the applicant until the next Board Meeting where the Directors can vote to and if carried by the Majority of the Board shall have all the rights and be subject to all the obligations of membership.
- Section 11 The Board of Directors may remove from the roll of members the name of any new member failing to pay his annual dues within 30 days of admission and any other member who fails to pay within three months of the date they fall due. Upon such action by the Board of Directors, all privileges of membership are forfeited.
- Section 12 Persons who have distinguished themselves by some meritorious of public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for the 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 13 Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors.

Article IV - Dues and Assessments

- Section 14 The annual dues payable by members of the Chamber shall be determined by the Board of Directors.
- Section 15 Other assessments may be levied against all members providing they are recommended by the Board of Directors and approved by a two-thirds majority of the members present at a general meeting. The notice calling such a general meeting shall state the nature of the proposed assessment and all members shall be notified, in writing, two weeks prior to such a meeting.

Article V - Officers and Board of Directors

- Section 16 A Chair, Vice-Chair(s), Secretary, Treasurer, and at least 5 other members shall be elected from among the members each year at the annual meeting by ballot, and shall form the Board of Directors. They shall remain in office for two years or until their successors shall be appointed. The Board of Directors may choose to have the Minto Chamber of Commerce Business Development Coordinator act in place of the Secretary. As per Section 25, the Business Development Coordinator will not be considered a member of the Board of Directors. The retiring Chair shall be an ex-officio on the Board of Directors.
- Section 17 Where a member of the Board of Directors dies, resigns office or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may at any meeting thereof, elect a member to replace the member who has died, resigned or is absent.
- Section 18 Any officer or Board member may be suspended from office or have their tenure of office terminated if, in the opinion of the Board of Directors, such person is negligent in their duties, providing however, that the officer or Board Member suspended has the liberty to appeal the decision of the Board of Directors directly to the membership at the next general meeting.
- Section 19 The Board of Directors shall have the general power of administration. It may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of Ontario, Wellington County, the Town of Minto or others as it may determine, or as may be

required by vote of majority of members present at any general meeting.

Section 20 The Board of Directors shall, in addition to the power hereby expressly conferred on it, have such powers as are assigned to it by the By-laws of the Chamber.

Section 21 Any four (4) or more members of the Board lawfully met, shall be a quorum, and a majority of such quorum may do all things within the powers of the Board.

Section 22 The Board of Directors shall hold such by-laws, rules and regulations as appear to it. They may change these by-laws to promote the welfare of the Chamber. These adaptations must be unanimously approved by all members present at a general meeting of the Board of Directors.

Section 23 The Chair may appoint Committees or designate members of the Board of Directors or any Chamber member, to examine, consider, and report upon any matter or take such action as the Board of Directors may request.

Section 24 The Board of Directors may suspend or terminate any Committee for just cause.

Section 25 No paid employee of the Chamber shall be a member of the Board of Directors. Officers shall receive no remuneration for their services. The Chamber shall grant reasonable expenses paid to members while on Chamber business.

Section 26 The meetings of the Board of Directors shall be open to all members of the Chamber. Any member in attendance may speak on topics that concern them to the quorum. They may not make motions or vote.

Section 27 No public pronouncement shall be made in the name of the Chamber unless authorized by the Board of Directors.

Section 28 (a) The Chair shall preside at all meetings of the Chamber and the Board of Directors. The Chair shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what they think concern the Chamber. The Chair shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber or

Board of Directors. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual meeting.

Section 28 (b) The 1st Vice-Chair shall act in the absence of the Chair, and in the absence of both these members, the Board of Directors shall appoint a temporary Chairperson from among members of the Board of Directors.

Section 28 (c) The Treasurer shall have charge of all funds of the Chamber and shall deposit or cause to be deposited the funds in a recognized financial institution selected by the Board of Directors. Out of such funds the Treasurer shall pay amounts approved by the Board of Directors, shall keep a regular account of income and expenditures of the Chamber, and submit an audited statement to the general meeting and at any other time required by the Board of Directors. The Treasurer may make investment of the funds of the Chamber as the Board of Directors may request. Any two of the Chair, Vice-Chair, Secretary, Treasurer or Board approved staff person, shall sign all cheques.

Section 28 (d) The Secretary shall be responsible to the Board of Directors for the general control and management of the business affairs. The Secretary shall be responsible for the keeping of the records of the Chamber, conducting its correspondence, retaining copies of official letters, and shall perform such duties as pertain to the office. The Secretary shall sign with the President, when necessary, and seal with the seal of the Chamber which they have in their custody. The Secretary shall maintain an accurate record of the meeting of the Board of Directors and the Chamber. At the expiration of the term of office, the Secretary shall deliver to the Chamber all books, papers, and properties of the Chamber. The Board of Directors may direct the Minto Chamber of Commerce Business Development Coordinator to assume all the duties and responsibilities of the secretary. As per Section 25, the Business Development Coordinator will not be considered a member of the Board of Directors.

Article VI - Meeting

Section 29 The annual meeting of the Chamber shall be held in the month of February in each year at the time and place determined by the

Board of Directors. At least two weeks notice of the Annual meeting will be given.

Section 30 Regular general meetings of the Chamber shall be at least four times a year at the time and place designated by the Board of Directors. At least one week's notice will be given.

Section 31(a) Special general meetings of the Chamber may be held at any time when summoned by the Chair, requested by three members of the Board of Directors. At least one day's notice will be given.

Section 31 (b) Whereas from time to time decisions must be made before a scheduled meeting of the Board of Directors,
Be it resolved that the Chamber may make decisions after circulating e-mail or faxes which have received comments from a minimum of four (4) Directors.

Section 32 The Board of Directors will meet at least once a month to carry out the business of the Chamber.

Section 33 Notice of all annual meetings naming the time and place of assembly shall be given by the Secretary. A notice inserted in at least one local paper within the district and a circular, newsletter or electronic notice mailed to the last known address of the member shall constitute sufficient notice.

Section 34 At any annual or general meeting, 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 meeting.

Section 35 Minutes of the proceedings of all general and annual and Board of Directors meetings shall be entered into books to be kept by the Secretary.

Section 36 The entry of such minutes shall be signed by the person who resides at the meeting at which they are adopted.

Section 37 All books of the Chamber shall be open at all reasonable hours to any member of the Chamber free of charge.

Article VII - Voting Rights

- Section 38 Every member in good standing represented at a 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 one individual.
- Section 39 Voting at Board or general meeting shall be by show of hand, or if requested by the Chairperson by standing vote. A role call vote can be taken if requested by 5 members.
- Section 40 The presiding officer shall vote only in the case of a tie. Upon an appeal being made from the decision of the presiding officer, the vote of majority shall decide.
- Section 41 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these By-laws.

Article VIII - By-Laws

- Section 42 By-laws may be made, repealed, or amended by a majority of the members present at any general meeting. Notice of this meeting must be given in writing one week prior.
- Section 43 Such by-laws shall be binding on all members of the Chamber, its Officers and all other persons under its control.

Article IX - Affiliation

- Section 44 The Chamber, at the discretion of the Board of Directors, shall have the power to affiliate with The Ontario Chamber of Commerce, The Canadian Chamber or Commerce, and any other organizations in which membership may be in the best interest of Chamber members.

Article X - Fiscal Year

- Section 45 The fiscal year of the Chamber shall commence on the first day of March each year.

Article XI - Auditors

Section 46 One auditors shall be appointed from the members present at the Annual meeting, and they shall audit the books and accounts of the Chamber at least once in each year. The audited financial statement shall be presented by the Treasurer at each Annual meeting or at any other time requested by the Board of Directors.

Article XII - Procedure

Section 47 Parliamentary procedure shall be followed at all general and Board meetings in accordance with "Roberts Rules of Order"

Article XIII - Confirmation of Directors Actions

Section 48 Resolved that all purchases, contracts, membership approvals, contributions, compensations, acts, decisions and appointments by the Board of Directors and officers since the last meeting of the corporation to the present date, be and the same hereby are ratified and approved.

NOTES:

Revised at the Annual General Meeting February 21st, 2024

Section 10: proposals to be carried by a majority vs two-thirds of members present and new members will have temporary membership until the next Board Meeting

Sections 16/28: remove "assistant" from title of Business Development Coordinator

Section 19: Add the Town of Minto and Wellington County to groups the Chamber may petition

Section 46: From two to one auditors.

Section 48: Confirmation of Directors' Actions added

Revised at the Annual General Meeting February 2nd, 2023

Title changes have been made to the MCC By-Laws President and Vice-President will now be referred to as Chair and Vice-Chair and Section 28 c - Updated with "or Board approved staff person shall sign all cheques"