

**SCUGOG CHAMBER of COMMERCE
CHARTER and BY-LAWS**

ARTICLE I: NAME AND OBJECT

Section 1

The name of this organization shall be Scugog Chamber of Commerce.

Section 2

The Object of the Scugog Chamber of Commerce shall be to promote and improve the commercial, industrial, agricultural, entrepreneurial and civic interest of the Township of Scugog.

Section 3

The Scugog 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 4

Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean the "Scugog Chamber of Commerce" as a body.

Section 5

Wherever the words "The Board of Directors" occur in these by-laws, they shall be understood to mean "The Board of Directors of the Scugog Chamber of Commerce"

Section 6

Wherever the word "Member" occurs in these by-laws it shall be understood to mean the person or business whose application for membership has been received and approved by the Board of Directors, the business owner, or the designated employee of the member..

Amended in April 20, 2010

ARTICLE III: MEMBERSHIP

Section 7

Any reputable person, Association, Corporation, Society, or Partnership directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Township of Scugog and surrounding area, who agree to be governed by the by-laws of The Chamber, shall be eligible for membership in The Chamber.

Section 8

Membership shall continue from the time of admission 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.

Amended in April 20, 2010

Section 9

Subject to the approval of The Board of Directors any member shall have the right to change any or all its membership designations upon thirty days written notice to The Chamber.

Amended in April 20, 2010

Section 10

Any member of The Chamber, who intends to retire therefrom or to resign his/her 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/her at the time of such notice.

Section 11

The Board of Directors may remove from the roll of members, by a vote of two-thirds, 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 that they fall due; or after notice and opportunity for hearing, for conduct unbecoming a member. Upon such action by The Board of Directors, all privileges of membership shall be forfeited.

Section 12

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.

ARTICLE IV: DUES AND ASSESSMENTS

Section 13

The annual dues payable by the members of The Chamber shall be determined annually by The Board of Directors.

Section 14

Other assessments may be levied against all members, providing 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 15

The Directors of The Chamber shall be vested in a board of management which shall consist of a minimum of ten (10) Directors **who are** subject to the provisions herein and shall be elected from among the members each year at the annual general meeting.

Candidates will not be eligible to become a Director if found to be:

- (a) in a state of undischarged bankruptcy;
- (b) of unsound mind by a court of law;
- (c) commencing legal action against the Chamber;
- (d) a solicitor acting for the Chamber;

Each Director of the Board of Directors shall:

- (a) *be a person at least eighteen (18) years of age or over, with power under the law to contract;*

- (b) *reside or carry on business in the area served by Chamber;*
- (c) *support the objects, mission and values of the Chamber.*

Amended in April 20, 2010

Section 16

Where a member of The Board of Directors dies, resigns office, or is absent from three(3) consecutive meetings of The Board of Directors, The Board of Directors may, at any meeting thereof, appoint a member to replace him/her to serve on the Board until the next general meeting, at which time the membership shall elect a Director for the remainder of any unexpired one year term.

Section 17

Any officer or Board member may be suspended from office or have his/her tenure of office terminated, if in the opinion of The Board of Directors he/she is grossly negligent in the performance of his/her duties.

Amended in April 20, 2010

Section 18

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 of Ontario, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 19

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 20

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 21

The Board of Directors may suspend any Chairman from office or have his office terminated for just cause. Any committee may be terminated by The Board of Directors.

Section 22

No paid employee of The Chamber shall be a member of the Board or Executive committee. Officers of The Chamber shall receive no remuneration for services rendered, but The Board of Directors may grant any of these said officers reasonable expense monies.

Section 23

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. *The Board speaks to the public through its President. On all matters, after careful deliberation, the Board is to speak with one voice to non-Board members.*

Amended in April 20, 2010

Authorization of Expenditures

Section 24

The Directors shall have power to authorize expenditures on behalf of the Chamber from time to time and may delegate by resolution to an Officer or Officers of the Chamber the right to employ and pay salaries to employees.

Amended in April 20, 2010

Section 25

The Board of Directors is hereby authorized, from time to time to borrow money upon the credit of the Chamber from any bank, foundation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;

Amended in April 20, 2010

Execution Of Documents

Section 26

Contracts, documents or any instruments in writing requiring the signature of the Chamber shall be signed by any two Officers or duly authorized Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Chamber without any further authorization or formality.

Amended in April 20, 2010

Appointment of Agents/Employees

Section 27

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Amended in April 20, 2010

Remuneration

Section 28

Remuneration for all Officers, agents, employees and Committee members shall be fixed by the Board Directors by resolution.

Amended in April 20, 2010

Section 29

(a) The President shall preside at all meetings of The Chamber and Board of Directors. 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. He/she may appoint any committee deemed necessary, subject to confirmation by the Board, and shall be a member, ex-officio, of all standing and special committees. 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. He/she shall perform other duties as are usual for such an officer.

(b) The First Vice-president shall act in the absence of the President and in the absence of both these officers, the Second Vice-President shall act as Chairman, to act temporarily.

(c) The Treasurer, shall have charge of all funds of The Chamber and shall deposit, or cause to be deposited, at least once a week, the same, in a recognized financial institution selected by The Board of Directors. Out of such funds he/she 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 a statement thereof for presentation to the annual general meeting and at any other time required by The Board of Directors. He/she shall make such investment of the funds of The Chamber as The Board of Directors may direct. Any two (2) officers, as designated by the Board, of Directors shall sign all notes, drafts and cheques.

(d) The Secretary shall be responsible to The Board of Directors and shall maintain an accurate record of the proceedings of The Chamber and 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.

(e) The Board of Directors shall authorize and define the powers and duties of all committees. Committee Chairperson(s), appointed by the President with the approval of the Board, will report on committee business to the Board.

STANDING AND AD HOC COMMITTEES

The Board of Directors shall establish as many other Standing or Ad Hoc Committees as necessary to discharge its statutory obligations and the governance function of the Board of Directors. The powers and duties of these Committees are to be established in a Terms of Reference approved by the Board of Directors. The Board of Directors may from time to time revise the Terms of Reference.

Each Committee has no power to act independently of the Board of Directors; its sole purpose is to make recommendations to the Board of Directors. The Chair of each Committee must be a Director and shall have his appointment approved by the Board of Directors. The Committee can recommend to the Board of Directors that non-Chamber Members be members of a Committee. The Board of Directors must approve these appointments in advance. The President is an ex-officio member of these Committees.

A quorum is a simple majority of Committee members not having declared conflict of interest.

Each Committee shall keep records and shall report to the Board of Directors at regular intervals in a manner and format determined by the Board.

Each Committee shall have the power to appoint one or more sub-Committees.

Conflict of Interest

In addition to all requirements contained in applicable legislation, every Director who has a conflict of interest shall declare this interest fully at a meeting of the Directors, and shall refrain from discussion and voting in respect of the matter on which the conflict has been declared.

Every disclosure of a conflict of interest shall be recorded in the minutes of the meeting.

Amended in April 20, 2010

ARTICLE VI: ELECTIONS:

Section 30

Each Director shall be elected for a one year term or until their successor shall be appointed. The retiring President shall automatically be ex-officio, a member of The Board of Directors for the next one year.

Section 31

Prior to the date of the annual meeting, The Board of Directors shall appoint a Nominating Committee composed of not less than three (3) members whose duty shall be to receive nominations and review such names of persons who shall be considered qualified for the purpose of holding office for the ensuing one year term for submission to The Board of Directors and to obtain from each nominee his/her written consent to act, if elected, in the office

for which he/she was nominated. *The Nominating Committee shall be chaired by the Past President unless otherwise determined by the Board of Directors.*

Amended in April 20, 2010

Section 32

At least sixty (60) days prior to the year end, the Nominating Committee shall invite nominations from the general membership for the election of Directors to fill the vacancies on the Board.

Section 33

Retiring Directors shall be eligible for re-election.

Section 34

All members nominated to form The Board of Directors shall be submitted to the membership at the annual general meeting. All directors shall be elected by a simple majority vote of the members.

Section 35

The President, with the approval of the Board of Directors, shall appoint scrutineers to supervise and conduct the elections

.Section 36

In the event the number of nominations are equal to the number of vacant positions, no elections shall be necessary and the nominees shall be declared elected by the Officer presiding at the annual general meeting.

Section 37

Within thirty (30) days following the election, the Directors shall meet and elect for the ensuing one year term a President, First Vice President, Second Vice President, and Secretary & Treasurer, all of whom must be elected members of the Board of Directors.

Amended in April 20, 2010

ARTICLE VII: QUORUM

Section 38

At a Board meeting, a majority of the Board, lawfully met, shall constitute a quorum, except when the Board consists of more than ten(10) members, then six (6) shall constitute a quorum, and a majority of such quorum may do all things within the powers of the Board of Directors. At committee meetings, a majority present shall constitute a quorum, except when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

ARTICLE VIII: MEETINGS

Section 39

The Annual Meeting of The Chamber shall be held within ***One hundred twenty (120)*** days of the fiscal year end 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. By motion at the annual general meeting, actions of The Board of Directors or President undertaken on behalf of The Chamber may be ratified.

Section 40

The meetings of The Board of Directors shall be open to all members of The Chamber, who may attend but may not take part in any of the proceedings.

Section 41

A special meeting of the Board of Directors may be called at any time by the President or by three Directors provided that when called, a call shall be issued to each Director stating the purpose of the meeting, not less than one day preceding the meeting.

Section 42

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 one week's notice of such meetings shall be given.

Section 43

The Board of Directors shall meet from time to time as may be necessary to carry on the business of The Chamber.

Section 44

Notice of all general meetings, naming the time and place of assembly, shall be given by the Secretary or such other person designated by The Board of Directors. In the alternative, a notice inserted in one or more of the newspapers published within the district or a circular letter issued by The Chamber or such other person and mailed to the last known address of each member shall constitute sufficient notice.

Voting

Section 45

Each voting member, in good standing, present at a meeting shall have the right to exercise one (1) vote. A majority of the votes cast shall determine the motion. There shall be no proxy voting.

Amended in April 20, 2010

Section 46

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 47

The entry of such minutes shall be signed by the person who presides at the meeting, at which they are adopted.

Section 48

All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE IX: REFERENDA**Section 49**

Upon the request, in writing, of five per cent of the members in good standing, the Board of Directors shall, or upon its own initiative, submit a question to the members for a mail referendum vote; the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, the action taken therein by the membership shall be final.

ARTICLE X: VOTING RIGHTS**Section 50**

Every member in good standing, represented at any general meeting, shall be entitled to one vote providing that the vote of an Association, Corporation, Society, or Partnership member shall, in each such case be assigned to one individual.

Section 51

New members must pay membership dues, before being permitted to vote or exercise other privileges of membership. No member of more than one year shall be entitled to vote or exercise other privileges of membership until his/her dues for the preceding year(s) are paid in full.

Section 52

Voting at Board or general meetings shall normally be by show of hand, or if requested by the Chairperson, by secret ballot. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

Section 53

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 54

Motions or amendments shall be carried at any Board or general meeting by majority vote unless otherwise provided in these by-laws

ARTICLE XI: amendments and adoption**Section 55**

The Charter and By-laws may be made, repealed or amended by a majority vote of The Board of Directors of The Chamber present at any Directors' s meeting, notice of such proposal having been given in writing by one director and seconded by another and approved by majority vote of two thirds of the Members at a general meeting and duly entered into the minutes of The Chamber.

Section 56

Due notice to every member of general meetings at which such amendments are to be considered must be given at least ten days prior to the meeting.

Section 57

This Charter and By-laws shall be effective immediately following their adoption at a general meeting duly called for the purpose, and when so adopted shall supersede all previous Charters and By-laws and amendments thereto, which are hereby annulled.

Section 58

Such Charter and By-laws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control.

ARTICLE XII: AFFILIATION**Section 59**

The Chamber, at the discretion of The Board of Directors, shall have power to affiliate with The Ontario Chamber of Commerce, and The Canadian Chamber of Commerce, and any other organizations in which membership may be in the interests of The Chamber.

ARTICLE XIII: FISCAL YEAR**Section 60**

The Fiscal year of The Chamber shall end the last day in December in each year.

ARTICLE XIV: AUDITORS**Section 61**

A professionally qualified accountant shall be appointed by the Board of Directors and they shall review the books and accounts of The Chamber at least once in each year. The decision to prepare a notice to reader or review engagement financial statement will be determined by the Board of Directors each year.

Section 62

A notice to reader or review engagement financial statement shall be presented at each Annual Meeting and at any other time required by The Board of Directors.

ARTICLE XV: PROCEDURE

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

THE FOREGOING CHARTER AND BY-LAW is hereby consented to by all the Directors of the Scugog Chamber of Commerce

Dated this

Amended in April 20, 2010

THE FOREGOING CHARTER AND BY-LAW is hereby consented to by a majority of members of the

Scugog Chamber of Commerce

Dated this

Amended in April 20, 2010



**Charter
&
By Laws**

Amended January 7 1999

Scugog Chamber of Commerce Advertising Policy

- 1) The Scugog Chamber will keep an up-to -date listing of names, address, and contact person for all media outlets operating within Scugog Township or who are paid members of the Scugog Chamber of Commerce.
- 2) News releases and public announcements shall be released to all media on the above list unless they request otherwise.
- 3) All Chamber committees and officer portfolios that will require advertising shall include their projected advertising costs in their budget submissions at the beginning of the year.
- 4) Any overrun of an advertising budget must be approved by the Board of Directors.
- 5) Media will be solicited and encouraged to promote the Chamber's non profit activities without cost through news stories, free advertising, public service announcements, editorials and sponsorship pages.
- 6) The purchase of paid advertising shall be based upon maximum benefit and value to the Chamber.
- 7) Preference in advertisers will be given to Chamber members, but will not be restricted to these.
- 8) Where a chairman, director or officer of the Chamber has pecuniary interest in a media outlet, he/she shall declare a conflict of interest whenever his/her duties involve the purchase of advertising. The decision to purchase must then be made by the Board or the appropriate committee in the absence of the conflicted member.

Amended in April 20, 2010

Scugog Chamber of Commerce
Policies and Procedures

POLICY - CODE OF CONDUCT

1. A Director on the Board of the Chamber is expected to maintain the highest standards of honesty, integrity, and public decency in the performance of their duties. Directors are expected to support the Mission, Values and Strategic Directions and to abide by the policies.
2. Directors are expected to prepare adequately for Board and Committee meetings and to participate productively in the discussion.
3. Directors may direct their questions and concerns to the President or the Manager. Directors are not to direct the Manager except through the Board or Committee process.
4. Although Directors are expected to explore and debate the widest possible ranges of options during their meetings, Directors are expected to support the decision of the Board once it is made. If the Director cannot support the decision, the Director should resign from the Board.
5. The Chair of the Board or a committee can eject a member from a meeting for disruptive behavior. However, such a ruling can be overturned by a quorum of Board members present.
6. Every board member must ensure that they do not miss any more than three consecutive meetings or fifty percent of Board meetings during the annual Board term.
7. A Board member can be asked to resign if he/she:
 - a) does not adhere to the code of conduct;
 - b) does not comply with the conflict of interest policy;
 - c) does not support the Mission, Values and Strategic Directions;
 - d) does not comply with Board policies;
 - e) becomes an un-discharged bankrupt person;
 - f) becomes a mentally incompetent person;
8. The Board can grant a short leave of absence of no more than three months for personal reasons.
9. There is to be no remuneration for work performed on the Chamber's behalf save and except approved expenses.