



Bylaws

December 12, 2008

Uxbridge Chamber of Commerce

Bylaws

Article I – Name and Object

- Section 1 The name of this organization shall be the Uxbridge Chamber of Commerce.
- Section 2 The object of the Uxbridge Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare and tourism of the district served by this organization.
- Section 3 The mission of the Uxbridge Chamber of Commerce is to be a strong and active voice for all Uxbridge Township businesses and to provide services, benefits, and networking opportunities which help promote the growth and development of our Uxbridge Business Community.
- Section 4 The usual place of meeting shall be in the town of Uxbridge.
- Section 5 The Uxbridge 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 6 Wherever the words “the chamber” occur in these bylaws, they shall be understood to mean the Uxbridge Chamber of Commerce as a body.
- Section 7 Wherever the words “the council” occur in these bylaws, they shall be understood to mean the council of the Uxbridge Chamber of Commerce.
- Section 8 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 9 Wherever the singular occurs it shall include the plural, wherever the plural occurs it shall include the singular, and wherever the masculine occurs it shall include the feminine.

Article III – Membership

- Section 10 Any person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, except a municipally elected official unless they are a business owner within the district, shall be eligible for membership in the chamber.
- Section 11 Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, except The Corporation of the Township of Uxbridge as a whole, or as a municipal council, may become members of the chamber.
- Section 12 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 13 At any general meeting of the chamber, if such proposal is carried by a majority of two-thirds 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 be subject to all the obligations of the other members.
- Section 14 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 15 Any member of the chamber who intends to retire therefrom or to resign his membership may do so, at any time, on giving to the secretary ten days notice in writing of his intention, and on discharging any lawful liability that is standing on the books of the chamber against him at the time of the notice.
- Section 16 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 they fall due. Upon such action by the council, all privileges of membership shall be forfeited.
- Section 17 Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the chamber. Such recognition shall be for a term of one year and may be repeated. Honourary Members so elected shall

not exceed three members in one year. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

- Section 18 Any member of the chamber may be expelled by a two-thirds vote of the council, providing however, that the member so expelled shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting, subject to Section 43.

Article IV – Dues and Assessments

- Section 19 The 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.
- Section 20 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 21 The officers shall be: a president, 1st vice-president, 2nd vice-president, secretary and treasurer, who together with a minimum of four (4) other members, shall be elected from among the members every two years at the annual general meeting by ballot and shall form the council. They shall remain in office for two years or until their successors shall be appointed but no such officer or member of council, with the exception of the secretary, shall hold the same office for more than two terms in succession. The retiring president shall be, ex officio, a member of the council.
- Section 22 Where a member of the 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 chamber to the council, in the place of the member who had died or resigned, or is absent.
- Section 23 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, subject to Section 43.

- Section 24 A newly elected officer shall be on probation as an officer for a period of 12 meetings of the council, which he has attended, after which the remaining officers shall vote to retain his services as permanent, subject to the provisions in this Article.
- Section 25 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 regional or municipal governments, as it may determine or as may be required by vote of a majority of members present at any general meeting.
- Section 26 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 27 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 28 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 29 The council, or at his request, the president, may appoint committees or designate members of the council or of the chamber or others, to examine, consider and report upon any matter or take such action as the council may request.
- Section 30 At committee meetings, a majority shall constitute a quorum, except that when a committee consists of nine (9) or more members, five (5) shall constitute a quorum.
- Section 31 The council may suspend any committee chairman from office or have his 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-presidents, before taking office, shall take and subscribe before any justice of the peace, notary public or commissioner for taking affidavits, an oath in the following form: "I swear that I will faithfully and truly perform my duty as name of office of the Uxbridge Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and such things only, as I truly and conscientiously believe to be adapted to promote the objects for which the chamber was constituted according to the true intent and meaning of the same. So help me God (*or affirmation*)".

Section 34 The meetings of the council shall be open to all members of the chamber, who may attend, but may not take part in, any of the proceedings. The council, at their sole discretion, may designate all or part of any meeting as *in camera*, in which case this Section does not apply to members of the chamber.

Section 35 No public pronouncement in the name of the chamber will 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 shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he 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 1st vice-president shall act in the absence of the president, the 2nd vice-president shall act in the absence of the president and 1st vice-president and, in the absence of these three 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 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 a financial statement thereof for presentation at

the annual general meeting and at any other time required by the council. He shall make such investment of the funds of the chamber as the council may direct. He shall, with one other officer, sign all notes, drafts and cheques.

- d) The secretary 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 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 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 council. At the expiration of his term of office, the secretary shall deliver to the chamber, all books, papers and other property of the chamber.
- e) The Manager shall be in control of the chamber office, store all books, papers, documents and records pertaining to the chamber, in said office. He shall report no less than monthly, items of information and action pertaining to the chamber. The Manager, in all aspects, will act according to the direction of the council.

Article VI – Meetings

- Section 37 The annual meeting of the chamber shall be held at the first quarterly meeting following the fiscal year end at the time and place determined by the council. At least two weeks' notice of the annual meeting shall be given.
- Section 38 Regular general meetings of the chamber shall be held quarterly at the time and place designated by the council. At least one week's notice of such meetings shall be given.
- 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 at least once per month, with the exception of the months of July and August, which will be considered discretionary, to carry on the business of the chamber.

- Section 41 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 a district or a circular letter signed by the secretary and mailed to the last known address of each member or a notice published on the home page of the chamber web site shall constitute sufficient notice.
- Section 42 At any annual or general meeting, 15 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 Executive Administrator.
- 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 such case be assigned to individuals.
- 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 motioned by one member, seconded by another member and carried.
- Section 48 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 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, repealed, 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 Bylaws shall be binding on all members of the chamber, its officers and all other persons lawfully under its control.

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 Ontario Chamber of Commerce, or any other organizations in which membership may be in the interests of the chamber. The delegate or representative to the annual meeting of the Canadian Chamber of Commerce and the Ontario Chamber of Commerce shall be the president of the chamber or his assign.

Article X – Fiscal year

- Section 53 The fiscal year of the chamber shall commence on the 1st day of January in each year.

Article XI – Procedure

- Section 54 Parliamentary procedure shall be followed at all general and council meetings in accordance with “Roberts Rules of Order”.