

**Whitby Chamber of Commerce
By-Law No. 1**

ARTICLE 1 NAME AND OBJECT

1.1 *Name*

- a. The name of this organization shall be the Whitby Chamber of Commerce (referred to herein as the "**Chamber**").

1.2 *Objects*

- a. The Whitby Chamber of Commerce is an organization committed to the growth of business and the enhancement of the social, cultural and educational standards which contribute to the economic prosperity and quality of life of Whitby and area.

1.3 *Place of Meeting*

- a. The usual place of meeting shall be in the Municipality of the Town of Whitby.

1.4 *Role of the Chamber*

- a. The Whitby Chamber of Commerce shall be politically non-partisan, non-sectional, and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 2 INTERPRETATION

2.1 *Interpretation*

- a. In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

ARTICLE 3 MEMBERSHIP

3.1 *Membership Qualifications*

- a. Any person, business or organization who directly supports the objects of the Chamber may apply for membership.
- b. The definition of a member under Section 3.1(a) for the purpose of membership benefits includes employees/members of the Chamber member. Such employees are eligible to receive Chamber membership benefits, including, but not limited to, affinity programs and member to member programs.

3.2 *Admission of Members*

- a. New applicants for membership in the Chamber may be proposed as a candidate for membership by any Chamber member or the Board, provided such candidate shall undertake to be governed by these By-laws and any other the policies, procedures, and codes of the Chamber.

3.3 *Term of Membership*

- a. Membership shall continue from the time of admittance in accordance with a policy of the Board until a member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of members in accordance with Section 3.5.

3.4 *Resignation of Membership*

- a. Any member of the Chamber, who intends to resign his/her/its membership, may do so by giving ten (10) days' written notice of such intention to the Secretary and upon discharging any lawful liability on the books of the Chamber against such member at the time of such notice.

3.5 *Removal of Membership*

- a. Any new member failing to pay his/her/its annual dues within 30 days of admission or any other member who fails to pay such dues within 90 days of the date they fall due shall be removed from the roll of members. All privileges of membership shall be forfeited.

3.6 *Rights of Membership*

- a. Each member of the Chamber shall be entitled to receive all rights of membership, as determined by the Board, including the right to receive notice of, attend, and vote at each meeting of the members. Each member shall have one (1) vote. The chair of a meeting of the members shall not have a second vote in the event of a tie. If a vote ends in a tie, the vote will be deemed to have been defeated.

3.7 *Meetings of Members*

- a. The Annual General Meeting of the Chamber shall be held each year at the time and place determined by the Board within 15 months of the previous Annual General Meeting.
- b. At least ten (10) days' written notice of an Annual or Special Meeting shall be sent to all members by or on behalf of the Secretary. Notice of a meeting shall name the time and place of the meeting, clearly define the purpose of the meeting, and contain enough information to allow the members to make a reasoned decision. Each notice shall be

circulated by electronic means, mail, Chamber publication, and/or hand delivered to the last known address of each member.

- c. Special Meetings of the Chamber members shall be held at any time when summoned by the President or requested in writing by any three (3) Directors or any ten (10) members of the Chamber.
- d. At any Annual or Special Meeting, a minimum of 10% of the members or 40 members, whichever is less, present at the meeting, shall be a quorum.
- e. 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 meeting of the members.
- f. Voting at all member meetings will take place by a show of hands; provided that a recorded or written ballot can take place when requested by a member.

ARTICLE 4 DUES AND ASSESSMENTS

4.1 *Annual Dues Payable*

- a. The amount of any annual dues payable by any member of the Chamber shall be approved by the Board. The said dues shall be due and payable on the first day of the anniversary month of the membership of that member.

4.2 *Chamber Revenue*

- a. Funds for the operation of the Chamber may be raised by annual dues, contributions, and from other sources, as approved by the Board from time to time.

ARTICLE 5 BOARD AND OFFICERS

5.1 *Management of the Chamber*

- a. The Chamber shall be managed by a Board of Directors (the "**Board**") consisting of the President, the Vice-President, and the Secretary and at least eight (8) additional Directors.

5.2 *Election of Directors and Term of Office*

- a. Each Director shall be elected by the members at the Annual General Meeting for a one (1) year term. All Directors shall be eligible for re-election for a maximum of five (5) additional terms (a total of six (6) years), but must then retire from the Board for a minimum of one (1) year before becoming eligible for re-election to the Board.
- b. Elected representatives to the Federal Parliament, the Provincial Legislature, or any Regional or Municipal Council are not eligible to be elected to the Board.

- c. Individuals directly employed by the Federal, Provincial, Regional, or Municipal governments are not eligible to be elected to the Board.

5.3 *Vacancies on the Board*

- a. When a Director dies, or resigns by providing a resignation in writing to the President (which shall be effective as of the date of the resignation), or is removed from office in accordance with Section 5.3(b) below, during the course of his/her term, the Board may, by a majority vote, elect a Chamber member to fill the vacancy until the next Annual General Meeting.
- b. Any Director may be suspended or requested to take a leave of absence from his/her office or have his/her tenure of office terminated if, in the opinion of the Board, in its sole discretion, he/she:
 - i. has been negligent in the performance of his/her duties;
 - ii. has failed to comply with the By-laws, codes, policies, or procedures of the Board or the Chamber;
 - iii. has carried out any conduct, or is involved with any matter, that may be detrimental to the Chamber or its reputation; or
 - iv. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Chamber.
- c. Absence by a Director from two (2) consecutive Board meetings without a reasonable explanation deemed valid by the Board and so recorded by the Secretary shall be construed as a resignation.
- d. Any Director who is a candidate in any election (e.g. municipal, regional, provincial or federal) must take a leave of absence from the Board for the duration of that election campaign. If the Director is subsequently elected, he/she must resign from the Board upon such election.

5.4 *Authority of the Board*

- a. The Board may make, or may authorize petitions or representations to be made on behalf of the Board, to any level of government or to such others as the Board may determine or as may be required.
- b. The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-laws of the Chamber provided however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act (Canada)*.

- c. The Board shall review and recommend By-law amendments for adoption at a general or special meeting of the Chamber members.
- d. The Board, or at its request, the President and/or designate may appoint committees or designate Directors, members of the Chamber, or others, to examine, consider and report upon any matter or take such action as the Board may request.
- e. No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
- f. The Board shall authorize all appointments to external community committees where Chamber representation has been requested and approved by the Board. All appointees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. No resolution or action by an appointee to a community committee shall be binding or expressive of the Chamber without the approval of the Board.

5.5 *Remuneration*

- a. No Director, Officer, or committee member shall receive remuneration for acting as such. However, the Board may authorize the reimbursement of expenses to a Director, Officer, or Committee member incurred in the performance of his/her duties.

5.6 *Meetings of the Board*

- a. The Board shall meet regularly, as often as may be necessary, to carry on the business of the Chamber. Notice of a Board meeting shall name the time and place of the meeting, clearly define the purpose of the meeting, and contain enough information to allow the Directors to make a reasoned decision. Each notice shall be circulated by electronic means at least ten (10) days prior to the meeting date.
- b. A meeting of the Board shall be called by the Secretary at the request of the President or any two Directors.
- c. Each Director shall have one (1) vote at each meeting of the Board. The chair of a Board meeting shall not have a second vote in the event of a tie. If a vote ends in a tie, the vote will be deemed to have been defeated. Directors may not vote by proxy.
- d. A Director may participate in a Board meeting by telephone or another communication facility that permits all persons participating in the meeting to hear each other, provided that all Directors have consented either generally, or in respect of that particular meeting, to such type of participation. A Director participating by telephonic or electronic means shall be counted towards quorum.
- e. Quorum at a Board meeting shall consist of 50% plus one (1) members of the Board or a minimum of 5 members of the Board, whichever is greater. A majority of the quorum may do all things within the powers of the Board.

- f. A Chamber member may attend any meeting of the Board if he/she has provided the President of the Board with at least ten (10) days' written notice of his/her intent to attend the meeting. Any member who does not provide such notice may not attend the meeting. A Chamber member who attends a meeting of the Board may not take part in any of the proceedings unless invited to do so by the President.

5.7 *The Officers*

- a. The members shall elect the following Officers from among the Directors, at the Annual General Meeting, for a one (1) year term: President, Vice-President, and Secretary. An Officer shall hold such office until a successor is elected, or until such Officer is removed from office by a majority vote of the Board, or until such Officer provides a resignation in writing to the President. An individual may serve as an Officer for up to six (6) years. Every Officer must also be a Director. An individual must be a Director for at least one (1) year in order to be eligible to be elected as an Officer, unless determined otherwise by the Board. The Board shall have the authority to appoint other Officers, including a Treasurer, and to delegate such authority to such individuals as deemed necessary.
- b. The term of office for an Officer will be effective as of the date of the election.
- c. The Officers shall have the following roles and responsibilities:
- i. **The President** – The President shall:
 - preside over, receive and moderate discussion of all lawful motions of meetings of the Board and the Chamber members;
 - exercise such authority and perform such duties as prescribed by the Board;
 - be an “ex-officio” member of all Board committees; and
 - present a general report of the activities of the year at the Annual General Meeting.
 - ii. **The Vice-President** – The Vice-President shall:
 - preside at all Board and Chamber member meetings when the President is unable to do so. If the Vice-President is unable to preside at a meeting, another Director shall be chosen by the Board or the members, as appropriate, to do so; and
 - have such powers and such duties as the Board may prescribe.
 - iii. **The Treasurer** - The Treasurer, if any, shall:
 - have the custody of all monies and securities of the Chamber and shall place same in appropriate financial vehicles and repositories in accordance with guidelines established by the Board;
 - ensure that proper books of account are kept and give such surety bonds as the Board may require;

- submit annual financial statements and the report of the auditor thereon for approval to the Annual General Meeting; make reports on the financial position of the Chamber and present the most recent financial statements showing the financial results and financial position of the Chamber, whenever called upon to do so, at the other meetings of the members or the Board;
 - perform such other duties as may be delegated by the Board;
 - be subject to the supervision and direction of the Board;
 - ensure that all financial and other records in the custody of the Treasurer are open and available to the Directors at all times for inspection or audit;
 - on ceasing to hold office, surrender all records, files, books of account, monies, securities and other property of the Chamber to a successor or to such other person as shall be designated by the Board; and
 - make recommendations regarding investment of the funds of the Chamber as the Board may direct.
- iv. The **Secretary** – The Secretary shall keep or cause to be kept, minutes of the proceedings of the Board and of the members of the Chamber and have care and custody of all records, documents and the Corporate Seal.
- d. The President and Vice-President shall, before entering on the duties of their office, take and subscribe before the Mayor of the Town of Whitby, or before any justice of the peace, an oath in the following form:

I swear that I will faithfully and truly perform my duty as –insert title- of the Whitby Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, 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.

5.8 **Committees**

- a. The Board may at any time establish committees or task forces, and appoint the members thereof, as it may deem advisable for the promotion and interests of the Chamber. The Board may remove any committee member by a majority vote. Committees shall be open to any member of the Chamber.
- b. The Board shall authorize and define the powers and duties of all committees. No resolution or action by a committee shall be binding or expressive of the Chamber without the approval of the Board.

5.9 **Advisors to the Board and the Past-President of the Board**

- a. An advisor (s) may be appointed as such by the Board, for a one (1) year term. As an advisor to the Board, such individual will have an open invitation to attend and speak at any Board meetings; such invitation may be withdrawn or suspended at any time by a majority vote of the Board. Such individual will not be a Director or have any other privileges held by a Director.

- b. The immediately-preceding President of the Board (the “**Past President**”) will not be an Officer of the Board. If such individual’s term as a Director continues beyond his/her term as President, then he/she will continue to be a Director and to have all privileges held by a Director. If his/her term as a Director expires at the same time as the expiration of his/her term as President, then he/she will no longer be a Director or have any other privileges held by a Director but he/she will have an open invitation to attend and speak at any Board meetings as Past President; such invitation may be withdrawn or suspended at any time by the President or by a majority vote of the Board.

5.10 *Mayor’s Designate*

- a. The Mayor of the Town of Whitby, or the Mayor’s designate, will have an open invitation to attend and speak at any Board meetings; such invitation may be withdrawn or suspended at any time by a majority vote of the Board. Such individual will not be a Director or have any other privileges held by a Director.

5.11 *Protection of the Directors and Officers*

- a. A motion of ratification of the actions of the Board must be brought forward at each Annual General Meeting for presentation to the membership.
- b. The Chamber will indemnify a Director or Officer against any claim, action, or other loss arising from the performance of the Director or Officer’s duties except those arising from wilfully negligent actions.
- c. The Chamber shall maintain sufficient directors’ and officers’ liability insurance.

5.12 *Conflict of Interest Obligation of Directors*

- a. It is the duty of all Directors to avoid real or perceived conflicts of interest in their dealings with the Chamber. Should such situations arise, a Director shall declare his/her conflict of interest, which shall be noted in the minutes, and shall take direction from the Board by a vote as to his/her further involvement in the discussion of the item in question.

5.13 *The Chief Executive Officer (“CEO”)*

- a. The Board shall have the authority to hire a CEO, who shall be the senior staff person under the direction of the Board and shall be in charge of the administration and management of the Chamber. The CEO shall have supervision and authority over the affairs and personnel of the Chamber. The CEO will have an open invitation to attend and speak at any Board meetings; such invitation may be withdrawn or suspended at any time by a majority vote of the Board. Such individual will not be a Director or an Officer of the Board and will not have any other privileges held by a Director.

ARTICLE 6 – MINUTES OF MEETINGS

6.1 *Minutes*

- a. Minutes of the proceedings of the Annual General Meetings, special meetings of the members, and Board Meetings shall be entered in books kept for that purpose by the Secretary.
- b. Such minutes shall be signed by the Secretary and the person who presided at the relevant meeting.
- c. The minutes referred to in Section 6.1(a), above, shall be open at all reasonable hours to any member of the Chamber free of any charge.

ARTICLE 7 – EXECUTION OF DOCUMENTS

7.1 *Execution of Documents.*

- a. Any two (2) of the President, Vice President, Treasurer (if a Treasurer exists), Secretary, and CEO shall have the authority to sign documents on behalf of the Chamber, and to certify such documents, unless stated otherwise in a policy of the Board.

ARTICLE 8 - DISSOLUTION OF CHAMBER

8.1 *Members' Meeting*

- a. In the event of dissolution of the Chamber, notification must be presented to the membership of a special meeting of such intent at a time and place specified by the Board. At least ten (10) days' notice of such meeting shall be given to all members. Each notice shall be circulated by electronic means, mail, Chamber publication and/or hand delivered to the last known address of each member.
- b. A motion of intent to dissolve must be presented and must be approved by a majority of the members present in order to be enacted.
- c. A subsequent motion should deal with the divestment of the remaining assets (i.e. after payment of all liabilities). The options for divestments should be a) a successor organization, b) the Ontario Chamber of Commerce or c) any registered not for profit organization in the community.

ARTICLE 9 - BY-LAWS

9.1 *Making, Amendment, or Repealing By-Laws*

- a. By-laws may be made, repealed or amended by a majority vote of the members of the Chamber present at a meeting of the members.
- b. Notice of such meeting shall be provided in accordance with Section 3.7(b).
- c. By-laws of the Chamber are binding on all members of the Chamber, its Directors, employees, and all other persons lawfully under its control.
- d. Once approved by the members, the new, amended, or repealed By-law shall be sent to Industry Canada for approval. No enactment, amendment, or repeal of a By-law shall come into force or be acted upon until it has been approved by Industry Canada.
- e. When new or amended By-laws come into force, they replace all previous By-laws of the Chamber.

ARTICLE 10 - AFFILIATION

10.1 *Canadian Chamber of Commerce and Ontario Chamber of Commerce*

- a. The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce and the Ontario Chamber of Commerce and any other organization in which membership may be in the interest of the Chamber.

ARTICLE 11 - FISCAL YEAR

11.1 *Fiscal Year*

- a. The fiscal year of the Chamber shall commence on the first day of January.

ARTICLE 12 - AUDITOR

12.1 *Public Accountant*

- a. The auditor of the Chamber shall be a public accountant licensed under the appropriate act in Ontario and duly elected by a majority of members at the Annual General Meeting.
- b. The auditor shall report annually at the Annual General Meeting on the audited financial statements.

ARTICLE 13 – PARLIAMENTARY PROCEDURE

13.1 *Robert's Rules of Order*

- a. When a dispute as to meeting procedure arises at a meeting of the members or the Board, and is not covered by these By-laws or a policy of the Board, such dispute shall be

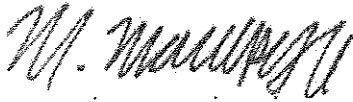
governed in accordance with the most current revised edition of “Robert’s Rules of Order”.

APPROVED by the Board of Directors on the 17 day of October, 2017.

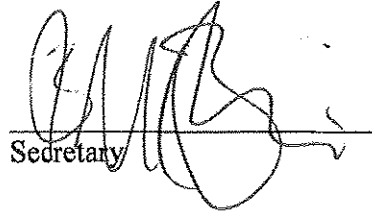
Matthew Mackenzie
President

Brandon McBride
Secretary

APPROVED by the members on the 27 day of MARCH, 2018.



Chair



Secretary

Record of revisions and amendments

Amendments approved by general members on January 27, 1994
Amendments received Ministerial approval February 7, 1994
Amendments approved by general members on May 27, 1996
Amendments received Ministerial approval on May 30, 1996
Amendments approved by general members on March 30, 2004
Amendments received Ministerial Approval on April 16, 2004
Amendments approved by general members on March 29, 2007
Amendments received Ministerial Approval on March 29, 2007
Amendments approved by general members on March 27, 2008
Amendments received Ministerial Approval on April 1, 2008
Amendments approved by the members on March 23, 2011
Amendments received Ministerial Approval on March 25, 2011
Amendments received by the general members on March 2012
Amendments received Ministerial Approval on April 2, 2012
Amendments approved by general members on March 27, 2018