

By-Law

of the

Elliot Lake & District Chamber of Commerce



Revision #5
February 2005

Table of Contents

Article 1 -	Organization
Article 2 -	Objective
Article 3 -	Interpretation
Article 4 -	Membership
Article 5 -	Dues and Assessments
Article 6 -	Election of Directors (The Council)
Article 7 -	The Council
Article 8 -	Administration
Article 9 -	Meetings
Article 10 -	By-laws
Article 11 -	Affiliation
Article 12 -	Committees
Article 13 -	Fiscal Year
Article 14 -	Financial Statement
Article 15 -	Procedures
Article 16 -	Dissolution Clause

ARTICLE 1 - ORGANIZATION

- 1-1 The name of this organization will be the Elliot Lake and District Chamber of Commerce
- 1-2 The usual place of meeting will be in the City of Elliot Lake, Ontario
- 1-3 The Elliot Lake and District Chamber of Commerce will be non-partisan, non-sectional and will not lend its support to any candidate for public office.

ARTICLE 2 - OBJECTIVE

- 2-1 The objective of the Elliot Lake and District Chamber of Commerce is to promote and improve trade and the economic, civic, and social welfare of the Elliot Lake District.

ARTICLE 3 - INTERPRETATION

- 3-1 Wherever the words "The Chamber" occur in the By-law, it will be understood to mean all members in good standing of the Elliot Lake and District Chamber of Commerce.
- 3-2 Where the words "The Council" occur in the By-law, it will be understood to mean the Board of Directors of the Elliot Lake and District Chamber of Commerce.
- 3-3 Wherever the word "District" occurs in the By-law, it will mean that area, within and for which this Chamber was established, as defined in the certificate of Registration in the Boards of Trade Act (RSC. 1952 Chapter 18), namely the area presently encompassed within the territorial limits of Elliot Lake and the Townships of Spragge and Lewis.

ARTICLE 4 - MEMBERSHIP

- 4-1 Any reputable person directly or indirectly interested or engaged in trade and commerce or in the economic and social welfare of the District will be eligible for membership in The Chamber.

By-law of the Elliot Lake and District Chamber of Commerce

- 4-2** Associations, Corporations, Societies or Partnerships directly or indirectly engaged or interested in trade and commerce or the economic and social welfare of the District may become members of The Chamber, but voting power of such membership will in each case be assigned to a designated individual.
- 4-3** Any eligible person or organization may present themselves as a candidate for membership by completing the membership application form.
- If admitted, the member agrees, in his/her relationship with The Chamber, to abide by the By-Laws of The Chamber.
- Employees of The Chamber are not eligible for membership in The Chamber.
- 4-4** The application for membership is approved if carried by a majority of the members of The Council present, such person or organization will henceforth be a member of The Chamber and will have all rights and be subject to all obligations of the members.
- 4-5** Membership will continue from the time of admittance until a member has resigned in accordance with the provisions of the By-Laws or has been removed from the roll of members by action of The Council.
- 4-6** Any member of The Chamber, who intends to retire from or to resign their membership of The Chamber, may do so at any time upon giving to the Secretary/Treasurer 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.
- 4-7** The Council may remove from the roll of the members the name of any member failing to pay the annual membership dues within 30 (thirty) days of the due date. Upon such action by The Council
- 4-8** Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of The Chamber. Honorary membership shall include all the privileges of active membership, except that of holding office, with the exemption from payment of annual dues.

Honorary membership must be approved annually.

By-law of the Elliot Lake and District Chamber of Commerce

- 4-9** Any member or honorary member of The Chamber may be expelled by a majority of The Council.

ARTICLE 5 - DUES AND ASSESSMENTS

- 5-1** The annual dues payable by members of The Chamber will be determined annually by The Council.
- 5-2** Other assessments may be levied against all members provided The Council recommends them and that they are approved by a majority of the members present at a General Meeting of The Chamber.

The notice calling for such General Meeting shall state the nature of the proposed assessments.

ARTICLE 6 – ELECTION OF DIRECTORS (THE COUNCIL)

- 6-1** At the regular Council Meeting prior to the Annual General Membership Meeting (AGM), the President shall appoint a nominating committee of three members of The Chamber who are not running for a position on The Council.

At the Annual General Membership Meeting the nominating committee will present a list of the members who have submitted their names to stand for the election of positions on The Council.

The nominating Chair will call for additional nominations from the floor. The list of nominees will then be closed.

In the event that the list of nominees is equal to or less than the number of vacant positions on the board, the list will be acclaimed and the nominees will be presented to the members of The Chamber.

If the number is greater than the number of available positions, an election, using secret ballot and under the direction of the Nominating Chair, will be held to fill the positions on The Council.

Proxy votes will not be accepted.

- 6-2** The members of The Council will remain in office for a two-year term, unless their positions have been otherwise designated prior to election, by the The Council.

Some positions may be filled for a one year term to coordinate an election process where approximately 50%, ideally 5 or 6, of the

By-law of the Elliot Lake and District Chamber of Commerce

positions on The Council will be eligible for election on an annual basis. The Council must inform the nominating committee of the positions designated for this purpose.

6-2
continued

Positions, on The Council, declared vacant will be filled by The Council and those members will remain in those positions, subject to the conditions of the by-laws, for the remaining duration (the remainder of the one or two year term) designated for those positions.

6-3 A position on the Board of Directors may be made available for a member of City Council as a non-voting liaison representative.

6-4 The members of The Council will elect a President, Vice-president and a Secretary/Treasurer who will constitute The Executive Council.

The Executive Council will remain in office for one year or until their successors have been elected or unless they have been removed from their position by a majority of the Council. The President will remain in office until the new President is sworn in.

Members of the Executive Council, who have a second year remaining in their term as a Director, may stand for re-election to a position on the Executive Council.

Members of the Executive Council who have completed their terms as Directors, but who have been re-elected to the Board of Directors, may stand for re-election to a position on the Executive Council.

6-5 The outgoing President, if not re-elected as a Director, may assume a position on The Council as past-President until there is a new past-President.

If the past-President is a Director whose second year has ended, he/she will have all the privileges of a Director, including voting rights, but, because of his/her ex-officio status, will not qualify to constitute a quorum.

If the outgoing President is entering the second year of his/her term of office as a Director, he/she will continue to hold all privileges of a Director, including that of constituting a quorum, and he/she will not hold the title of past-President.

6-6 The Council will take and subscribe before the Mayor or before any Justice of the Peace an oath in the following form:

6-6
continued

“I swear that I will faithfully and truly perform my duty as a Director of the Elliot Lake and District Chamber of Commerce and I will, in all matters connected with the discharge of such duty, do all things, and such things only, as I truly and conscientiously believe to be adopted to promote the objects for which The Chamber was constituted, according to the true intent and meaning of the same. “

ARTICLE 7 – THE COUNCIL

- 7-1** The Council will be comprised of eleven (11) duly elected members of The Chamber plus the past-President, when applicable, for a total of twelve (12) Directors.
- 7-2** Any vacancy on The Council that may occur during the year will be filled by The Council.
- 7-3** The Council will have the general power of administration. It may make or authorize petitions or representation to the Government or Parliament of Canada, including its agencies, departments, or representatives, Government or Legislature of the Province, including its agencies, departments, or representatives, and Municipal Government, including its agencies, departments, or representatives, or others as it may determine or as may be required by vote of a majority of members present at any General Meeting of The Chamber.
- 7-4** The Council will, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-Law of the Chamber, provided that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- 7-5** A quorum of The Council will be 50% + 1 (fifty percent plus one) of the current Directors.
- A majority of such quorum may do all things within the powers of The Council.
- 7-6** The Council will develop such By-Laws, rules and regulations that it determines will promote the welfare of The Chamber and will submit them for adoption at a General Meeting of The Chamber called for that purpose.

By-law of the Elliot Lake and District Chamber of Commerce

- 7-7** The President may appoint committees or designate members of The Council or The Chamber on matters to examine, consider and report upon any matter or take such action as The Council may request.
- 7-8** The meetings of The Council will be open to all members of The Chamber, who may attend, but not take part in the proceedings unless approved by The Council.
- 7-9** No public pronouncement in the name of The Chamber may be made unless authorized by The Council or by some person to whom The Council has delegated this authority.

ARTICLE 8 - ADMINISTRATION

- 8-1** The President will preside at all meetings of The Chamber and The Council.
- The President will regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concern The Chamber.
- The president will vote only in the case of a tie.
- Upon an appeal being made from a decision of the presiding officer, the vote of the majority will decide.
- 8-2** The Council will designate Directors or Executive employees as signing officers where, but in all cases, at least one of the signatures must be that of the a Director.
- All documents that bind The Chamber into an agreement must go to the Board of Directors for approval.
- 8-3** It is the duty of the President to present a general report of the activities of the year at the Annual Meeting of The Chamber.
- 8-4** The Vice-President is designated the responsibility of Administrator. He/she will ensure that the Chamber of Commerce office is appropriately staffed with competent employees.
- Council may decide to appoint a Steering Committee to oversee the operation of the Chamber office and staff. Unless otherwise determined by the Council, the Vice-President will Chair this committee.

By-law of the Elliot Lake and District Chamber of Commerce

8-4
continued

He/she will report to the Executive Council.

The Vice-President will act in place of the President in the event that the President is absent or unable to perform his/her duties.

8-5

The Secretary-Treasurer will have charge of all funds of The Chamber and will deposit, or cause to be deposited, those funds in a financial institution recognized by the CIDC and selected by The Council.

Out of such funds, he/she will pay, or cause to be paid, amounts approved by The Council and will keep a regular account of the income and expenditure for The Chamber.

He/she will ensure that a financial statement is prepared, according to accepted accounting principles, and to The Council prior to the Annual General Meeting.

He/she will make, or cause to be made, such investments of funds of The Chamber as The Council may direct.

He/she will, with the President or Vice-President, sign all notes, drafts and cheques.

8-6

The Secretary-Treasurer will ensure that correspondence, copies of all official letters and all official documents are retained, preserved and shall perform, or cause to be performed, all such duties as properly pertain to that office.

He/she, along with the assistance of designated individuals working under his/her supervision, will maintain an accurate record of the proceedings of The Chamber and The Council.

At the expiration of his/her office, the Secretary-Treasurer will deliver all such records to The Council.

8-7

All books of The Chamber will remain in a designated space and be open, in accordance with the Federal Privacy Act, at normal business hours to any member of The Chamber, free of charge.

ARTICLE 9 – MEETINGS

9-1

The Annual General Meeting (AGM) will be held within each fiscal year at a time and place determined by The Council.

By-law of the Elliot Lake and District Chamber of Commerce

9-1
continued

At least thirty (30) days notice of the Annual General Meeting will be given to all members of The Chamber.

9-2

Regular General Meetings of The Chamber will be held not less than two (2) per year at a time and place designated by The Council.

At least thirty (30) days notice of each meeting will be given to all members of The Chamber.

9-3

At any Annual or General Meeting of The Chamber a majority of the members present will constitute a quorum.

Unless otherwise specified, a majority of members present will be competent to conduct business as the The Chamber.

9-4

Voting will be by individuals only and no person will cast more than one vote.

Proxy votes will not be accepted.

9-5

Only members whose membership dues are paid in full will be permitted to vote or exercise other privileges of membership.

9-6

The Council may submit a question to the members in writing for referendum vote.

The ballot for such a vote will be accompanied by briefs stating both sides of the question.

The ballot will also contain a statement that the decision of the majority of the members will be final.

9-7

The Secretary-Treasurer will enter, or cause to be entered, in books to be kept for that purpose, minutes of the proceedings of all General and Council meetings.

The entry of such minutes will be signed by the President, or Vice-President, or the person who presides at the meeting at which they were adopted.

9-8

Special meetings of The Chamber may be held at any time when summoned by The Council or 25% of the members of The Chamber.

By-law of the Elliot Lake and District Chamber of Commerce

- 9-8**
continued At least 5 days notice of such meetings will be given to all members of The Chamber.
- 9-9** The Council will meet at least once a month, or as necessary, to carry on the business of The Chamber.
- 9-10** The absence of a member of The Council for two consecutive regular meetings, without approval by The Council, will cause a written notice to be given to that member, immediately after the second meeting, to inform him/her that one more absence may remove him/her from The Council.
- The absence of a member of The Council for three consecutive regular meetings, without approval by The Council, will be construed as his/her resignation from The Council.
- Once the resignation is accepted by The Council and read into the minutes, a letter citing acknowledgement of the resignation will be sent , prior to the next Council meeting, to the departing member
- 9-11** The Secretary-Treasurer will ensure that notice of all general membership meetings, naming the time and place of assembly, to all members of The Chamber.
- 9-12** Committee meetings may be called by the chair of that committee, or the President, or by order of The Council.
- Those who have called the meeting will ensure that notices of the meeting will be issued to all committee members.

ARTICLE 10 - BY-LAWS

- 10-1** By-Laws will be effective immediately following their adoption by a majority vote of members of The Chamber present at the meeting duly called for that purpose and, when adopted, will supersede all previous By-Laws and amendments.
- 10-2** By-Laws may be made, repealed or amended by a majority of the member 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 in the minutes.

By-law of the Elliot Lake and District Chamber of Commerce

- 10-3** By-Laws will be binding on all members of The Chamber, its officers, and all other persons lawfully under its control.

ARTICLE 11 - AFFILIATION

- 11-1** The Chamber, at the discretion of The Council, will affiliate with any other organization in which membership may be in the best interests of The Chamber.

ARTICLE 12 - COMMITTEES

- 12-1** Standing committees will be appointed each year by The Council and members will hold office until the next Annual Meeting or until their successors have been appointed.

- 12-2** Ad hoc committees may be appointed by The Council from time to time.

All committees will automatically be discharged at the end of the year, unless previously discharged by The Council.

- 12-3** At Committee meetings a majority of committee members will constitute a quorum.

A majority of members present will be sufficient to conduct business as a committee.

ARTICLE 13 - FISCAL YEAR

- 13-1** The fiscal year of The Chamber will commence on the first day of March and conclude twelve months from that date on the final day of February.

ARTICLE 14 - FINANCIAL STATEMENT

- 14-1** Financial statements will be reviewed by The Council and presented by the Treasurer at each Annual Meeting and at any other time required by The Council.

ARTICLE 15 - PROCEDURES

- 15-1** Parliamentary procedure will be followed at all General and Council meetings in accordance with "Robert's Rules of Order".

ARTICLE 16 - DISSOLUTION CLAUSE

- 16-1** In the event that the Elliot Lake & District Chamber of Commerce Dissolves or becomes insolvent, the proceeds remaining from the Lottery Licencing Trust Account shall be distributed evenly to the listed currently approved annual community events in place at the time of dissolution.