

THE GREATER BARRIE CHAMBER OF COMMERCE

WHEREAS the Greater Barrie Chamber of Commerce, hereinafter called the Chamber, was incorporated under the Boards of Trade Act, R.S., c. B-8 on June 10, 1926;

AND WHEREAS the object of the Chamber is to maintain and improve trade and commerce, and to promote and develop ethical business practices and the economic, civic and social welfare of the Greater Barrie area including the City of Barrie, and the original municipal Townships of Essa, Tosorontio and Vespra, and that portion of Oro Township lying west of the Third Concession Road.

BY-LAWS

ARTICLE 1 MEMBERSHIP

- 1.1 All persons currently or previously actively engaged in business, partnerships or corporations who agree with the object of the Chamber shall be eligible for membership.
- 1.2 All members which are partnerships or corporations shall be represented by a person designated by such partnership or corporation. If such partnership or corporation is a voting member, then the person designated shall be the member's voting representative for all purposes.
- 1.3 Membership in the Chamber shall be in one of three classifications:
 - 1.3.1 ACTIVE - Shall include persons, partnerships and corporations which shall pay a membership fee as set from time-to-time by the Board of Directors, and their voting representative shall be entitled to vote at all meetings of members.
 - 1.3.2 ACTIVE NON-VOTING - Shall include all other persons and business entities accepted for membership in the Chamber. Active non-voting members shall pay a membership fee as set from time-to-time by the Board of Directors. Active non-voting members shall not be entitled to vote at any meetings of members.
 - 1.3.3 HONORARY - The Board shall have the power to elect to honorary membership, persons who, for meritorious service, deserve the Chamber's highest recognition. Election of an honorary member shall require a two thirds majority vote at a regular meeting of the Board. The election of an honorary member shall be announced to the membership and all such honorary memberships shall be for the life of the member so elected. Honorary members shall be exempt from payment of dues, shall have no vote and shall not be eligible to hold office.
- 1.4 Application for membership shall be in writing on a form approved by the Board. Such application shall first be reviewed by the Executive Director, for suitability then submitted to the Board for their approval. At this point they will become a full member of the Chamber, subject to the ratification of acceptance by the membership at the next

membership meeting, which acceptance shall require a majority vote of the members in attendance. If a membership application is declined, . any appeals should be conducted according to policies that have been established by the Board, and which may be changed from time to time.

- 1.5 Membership fees shall accompany the initial application for membership, and thereafter shall be payable in advance for such period as determined by the Board.
- 1.6 Any member of the Chamber which is a corporation or partnership shall have the right to change its voting nominee upon fifteen days written notice to the Chamber.
- 1.7 The membership of any member will be automatically terminated if a member fails to pay annual membership dues or any fee or other charge owed to the Chamber, within 90 days after the date upon which it is due.
- 1.8 Any member of the Chamber may resign as a member of the Chamber by letter addressed to the secretary of the Chamber at the head office of the Chamber. The said notice of resignation shall be accompanied by a full remittance of any outstanding liability owed by the member to the Chamber.
- 1.9 Expulsion from Membership

Should any member be found guilty by the Board of Directors of wilful violation of the By-laws or of any Rules and Regulations made thereunder, or of dishonourable conduct in business dealings, or of acting in such a manner as to bring discredit on the Chamber and/or the Board of Directors, the Board of Directors may, by resolution, suspend or expel such member, provided however that the member shall be given a reasonable opportunity to be heard by the Board of Directors or by such officer(s) or committee as the Board of Directors may delegate its authority, in whole or in part. In the event of suspension or expulsion of a member, all fees due from the member, with arrears if any, shall be recoverable by the Chamber.

Should any member leave Canada under dishonourable circumstances, or be convicted of a crime, the Board of Directors may by resolution expel such member.

An expelled member shall forfeit all rights and privileges of or incidental to membership in the Chamber.

ARTICLE 2 GOVERNMENT

- 2.1 The government of the Chamber, the direction of its affairs, and the control of its property shall be vested in a Board of Directors (the Board), which shall consist of 13 Directors, nominated and elected or appointed as hereinafter prescribed in these By-laws, together with the Immediate Past President (ex officio). He or she will serve in an ex officio capacity as an advisor to the Board and shall not have voting privileges.

- 2.2 The Board shall be at liberty to appoint up to 11 Advisory Directors. Advisory Directors shall be appointed to represent the City of Barrie and Base Borden. Advisory Directors may be appointed to represent other community business organizations, at the discretion of the Board. Advisory Directors shall have no vote upon matters involving the governance, policy or procedures of the Chamber, but may vote with respect to issues of general business significance. The decision of the President concerning the right of the Advisory Directors to vote on any matter shall be final, subject only to review by the Board in accordance with the Rules of Order.
- 2.3 The Board shall meet at regular intervals, but not fewer than 10 meetings in each consecutive year.
- 2.4 A special meeting of the Board may be called at any time by the President or by six Directors, provided that when called otherwise than by the President, each Director shall be apprised of the purpose of this meeting not less than 24 hours preceding the time of the meeting.
- 2.5 At all meetings of the Board, a majority of the elected Directors shall constitute a quorum.
- 2.6 Directors shall serve for a two year term. Six Directors shall be elected or appointed in even numbered years. Seven Directors shall be elected or appointed in odd numbered years. Vacancies by resignation or otherwise, on the Board shall be filled by the Board for the balance of the year to the annual election, unless said vacancy occurs within one month of the end of the fiscal year. See Article 6.7
- 2.7 No person shall be qualified to stand for election as a director, nor continue to hold the office of a director, if:
- he or she is not a member of the Chamber; or
 - he or she is not a designated voting representative of a Chamber member which is a partnership or corporation; or
 - he or she is less than 18 years of age; or
 - he or she is of unsound mind and has been so found by a court in Canada or elsewhere; or
 - he or she has the status of a bankrupt, or
 - he or she is holding the office of Past President on the Board of Directors in the current fiscal year, or
 - he or she owns a business that is in direct competition of the goals and purposes of the Greater Barrie Chamber of Commerce, as determined by the Nominating Committee.

- 2.8 A Director's absence from three consecutive meetings without a satisfactory explanation, delivered in writing to the Board through the President and First Vice President, prior to the third consecutive meeting, shall be deemed to be a resignation.
- 2.9 The Board may, by a resolution passed by at least two thirds 2/3 of the votes cast at a special meeting of which notice, specifying the intention to pass such resolution, has been given, remove any Director before the expiration of his or her term of office. The appeals process will be outlined in the Chamber's policies and procedures, which may be updated from time to time.

ARTICLE 3 MEETINGS OF THE MEMBERS

- 3.1 The Annual Meeting of the Chamber shall be held not later than 90 days from the end of the fiscal year.
- 3.2 Notice of the annual and other meetings shall be given to all members, at least 30 days prior to the date and time of the meeting, in accordance with Article 12.
- 3.3 Meetings of the members may be held at such other times as the President or the Board may determine, or upon written request of not less than 5% of the members in good standing. Due notice of any such meeting shall be given to all members, at least five days prior to the date and time of the meeting.
- 3.4 At all membership meetings, 40 members in good standing, present in person or by voting representative or by proxy, shall constitute a quorum.
- 3.5 Voting shall be by individual voting members and no individual shall cast more than one vote except when carrying a proxy vote.
- 3.6 Proxies - Every member entitled to vote at a meeting of members may by means of a proxy appoint another member or voting representative as a proxy holder or one or more alternate proxy holders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the member or its designated representative or by his attorney authorized in writing. The instrument may be in such form as the directors from time to time prescribe or in such other form as the chairman of the meeting may accept as sufficient. It shall be deposited with the Chamber before any vote is taken under its authority, or at such earlier time and in such manner as the board by resolution prescribes.
- 3.7 No member or voting representative shall be entitled to hold and vote for more than one proxy.

ARTICLE 4 REFERENDA

- 4.1 Upon the request, in writing, of 5% of the members in good standing, the Board shall submit a question to the members for a referendum vote; the ballot for such vote shall

be accompanied by briefs outlining the issues in question and setting out the positions both for and against.

- 4.2 Upon its own initiative, the Board may submit a question to the members for a referendum vote; the ballot for such vote shall be accompanied by briefs outlining the issues in question and setting out the positions both for and against.

ARTICLE 5 FUNDS

- 5.1 The funds for the operation of the Chamber may be obtained from annual dues, special assessments, voluntary contributions, and such other means as deemed appropriate by the Board.
- 5.2 All such funds shall be deposited as required in a bank governed by the Canadian Bank Act (1991, c. 46) (Canada) and described in Schedule I or Schedule II therein as amended from time to time, or the Canadian Trust and Loan Companies Act (1991, c. 45) as amended from time to time, or a Credit Union insured by the Deposit Insurance Corporation of Ontario, having a branch in the City of Barrie, as may from time to time be designated by the Board.
- 5.3 The Board shall have power to hold or sell investments, and hold, sell or lease real estate, or mortgage the same, incur debts or enter into contracts of any kind furthering the purpose of the Chamber. Provided, however, that no purchase, sale or mortgage of real estate shall be made until approved by a majority vote of the members either by referendum or in a general or special meeting.

ARTICLE 6 NOMINATIONS & ELECTIONS TO THE BOARD OF DIRECTORS

- 6.1 A Nominating Committee with a Past President as Chair, and at least two other Past Presidents with two current continuing Directors, two non-continuing Directors (neither of whom are standing for election), and the Secretary (or designate) shall be formed at least 90 days prior to the annual meeting in each year. Such Committee shall cause a nomination form to be sent to all voting members of the Chamber 50 days prior to the annual meeting. Nominations will be closed 30 days prior to the annual meeting.
- 6.1.2 In each annual election, up to 3 Board members will be appointed to the Board by the Nominations Committee, to fill necessary skill sets required by the Chamber. These choices will be ratified by the membership at the Annual General Meeting. The nominations and elections process (Article 6) will apply to the election of the remaining Board positions (3 Directors in even numbered years, and 4 Directors in odd numbered years).
- 6.2 Any person so nominated must confirm in writing to the Chamber office, their agreement to stand for election before their name is placed on the ballot.

- 6.3 Upon having served three consecutive two-year terms (to a maximum of 6 years) as a Director, a Director shall not be eligible for re-election as a Director, until two years has elapsed. Neither the immediate Past President nor a Past President appointed to the Board in substitution to act as such, is eligible to stand for election as a Director until two years has elapsed from the end of their term on the Board as Past President.
- 6.4 The Nominating Committee will meet to review the nominations and can then make any additional nominations to fill the Board.
- 6.5 The Nominating Committee shall then cause to have prepared a ballot listing all nominees to each Office and to the Board and shall cause it to be sent out to all voting members of the Chamber allowing a minimum of 21 days prior to election day.
- 6.6 Voting shall be by way of ballot returned to the Chamber Office. Voting shall close at 5:00 p.m. on the day prior to the annual general meeting.
- 6.7 The Nominating Committee will count ballots and record the results of the election. The nominees to the Board receiving the highest number of votes shall be elected to a full two-year term, with the next succeeding nominees being elected to fill the balance of the term of any vacancies upon the Board. In the event of a tie for the last remaining position, the election for such position shall be decided by lot.

ARTICLE 7 EXECUTIVE OFFICERS

- 7.1 At the first meeting of the Board following the Annual Election, there shall be elected from the Board, a President, 1st Vice-President, 2nd Vice-President, Secretary and a Treasurer.
- 7.2 The executive officers shall consist of the President, the two Vice Presidents, the Treasurer, the Secretary and the immediate Past President. The Past President shall be non-voting.
- 7.3 The executive officers may transact business of the nature not requiring the attention and consideration of the Board and may be given such other powers as the Board may determine.
- 7.4 The President shall be the chief executive officer of the Chamber. He or she shall, if present, preside at all meetings of the members and of the Directors and shall be charged with the general supervision of the business and affairs of the Chamber. He or she shall be a member ex-officio of all standing and special Committees.
- 7.5 The Immediate Past President of the Chamber shall continue to serve on the Board in the role of Past President for a period of one (1) year immediately following their term as President.

The Immediate Past President shall act in an advisory capacity to the President and other members of the Executive and shall carry out any additional duties assigned by the President.

The absence of the Immediate Past President from three consecutive meetings of either the Board of Directors or of the Executive or combination thereof, without a satisfactory explanation delivered in writing to the Board through the President and First Vice President, prior to the third consecutive meeting, shall be deemed to be a resignation. In the event of the resignation of the Immediate Past President, the Board shall be at liberty but not be required to appoint a Past President of the Chamber to act in their stead.

- 7.6 The Vice-Presidents, in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her or the Board may prescribe.
- 7.7 The Treasurer shall keep, or cause to be kept proper accounting records; he or she shall deposit or cause to be deposited all monies received by the Chamber in the Chamber's bank account; he or she shall, under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Chamber; he or she shall render to the Board, whenever required, an account of all their transactions as treasurer and of the financial position of the Chamber; and he or she shall perform such other duties as may from time to time be prescribed by the Board. He or she shall, when required, furnish surety bonds in such amounts as may be deemed necessary by the Board, the cost of providing same to be borne by the Chamber.
- 7.8 The Secretary shall attend all meetings of the Directors and members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he or she shall give, or cause to be given, when instructed, notices required to be given to members, Directors, and auditors; he or she shall designate or be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Chamber and of all books, papers, records, documents and other instruments belonging to the Chamber and he or she shall perform such other duties as may from time to time be prescribed by the Board.
- 7.9 The Board may appoint an Executive Director reporting to the President, who shall oversee the general administration of the Chamber. The Executive Director shall also report to the Treasurer with respect to matters for which the Treasurer is responsible and to the Secretary with respect to matters for which the Secretary is responsible. The role of the Executive Director will be defined by the Board.

ARTICLE 8 COMMITTEES

- 8.1 The Board shall authorize and define the powers, terms of reference and duties of all Committees, Task Forces and subsidiary Boards (herein Committees).
- 8.2 The President, following consultation with the Executive Officers, shall recommend to the Directors the appointment of all Committee Chairpersons and where appropriate Vice-Chairpersons.
- 8.3 All Committees shall be directly responsible to the Board and shall submit reports of their findings and recommendations to the Board. Committee reports shall not be made public until approved by the Board except when this authority is specifically authorized by the Board.
- 8.4 No Committee shall commit or authorize the expenditure of Chamber funds until after its budget has been approved by the Board. All such expenditures shall however be submitted to the Board for ratification following budgetary approval.
- 8.5 Committees may adopt such rules and regulations as are deemed appropriate, and may elect or appoint such officers as are required for proper government, but no resolution or action by a Committee shall be binding upon or expressive of the Chamber without the approval of the Board.
- 8.6 At Committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than nine members, five shall constitute a quorum.
- 8.7 The Past Presidents' Committee shall consist of all Past Presidents of the Chamber, willing and able to serve on the Committee.
- 8.8 The Constitution Committee shall consist of the President, all Past Presidents of the Chamber and those elected members of the Board, willing and able to serve on the Committee. Where the Board considers it advisable to review or revise the Constitution, the matters under contemplation shall be referred by the Board to the Constitution Committee for consideration and report, prior to adoption by the Board of any proposal for amendment of the Constitution for submission to the membership.
- 8.9 The Finance Committee shall be a standing Committee reporting to the Board.

ARTICLE 9 FISCAL YEAR END & FINANCIAL STATEMENTS

- 9.1 The fiscal year of the Chamber shall end on the last day of March, in each year.
- 9.2 An audit of the books and the accounts of the Chamber shall be made each year by an accounting firm duly appointed by the Board.
- 9.3 A statement of the Chamber's financial position shall be presented at the annual meeting.

- 9.4 Upon approval of the annual financial statements by the Board, and in any event no less than two weeks prior to the annual meeting, the Treasurer shall deliver or cause to be delivered a Notice to all members of the Chamber advising that a copy of the annual statements may be obtained from the Chamber offices. Any member of the Chamber requesting same, shall be entitled to pick up a copy of the financial statements from the Chamber offices or to receive a copy by mail, fax or email.

ARTICLE 10 INDEMNITY

- 10.1 Every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

He or she acted honestly and in good faith with a view to the best interests of the Corporation; and

In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

- 10.2 Insurance - The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board of Directors may from time to time determine.

ARTICLE 11 GENERAL

- 11.1 All questions of Parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are not inconsistent with the Articles and By-laws of this organization.

ARTICLE 12 NOTICES

- 12.1 Method of Giving Notice - Any notice, communication or other document to be given by the Chamber to a member, Director, officer, or auditor of the Chamber under any provision of the Act, the articles or by-laws shall be sufficiently given if delivered by any of the following methods, which notices will be deemed to be delivered as follows:

- personally to the person to whom it is to be given, with delivery deemed to be when given, or

- if delivered to their recorded address, with delivery deemed to be when given, or
- if mailed to them at their recorded address by prepaid ordinary mail, which will be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fourth day after so depositing, or
- if sent to them by their email address, which will be deemed to be given that day and shall be deemed to have been received on the first day after so transmitting, or
- If sent to them at their recorded address by any other means of any prepaid transmitted or recorded communication. A notice so sent by any other means of transmitted or recorded communication shall be deemed to have been received on the fifth day after so depositing with an appropriate communication company or agency or its representative for dispatch. All such communications shall be deemed to be a letter or circular letter, as the case may be.

The Secretary (or designate) may change or cause to be changed the recorded address of any member, Director, officer or auditor of the Chamber in accordance with any information believed by he or she to be reliable. The recorded address of a Director shall be their latest address as shown in the records of the Chamber.

- 12.2 Computation of Time - In computing the date when notice must be given under any provision of the articles or by-laws requiring a specific number of days' notice of any meeting or other event, the date of giving notice shall, unless otherwise provided, be included.
- 12.3 Omission and Errors - The accidental omission to give any notice to any member, Director, officer, or auditor, or the non-receipt of any notice by any member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 12.4 Waiver of Notice - Any member, Director, officer or auditor may waive any notice required to be given under the articles or the Constitution or the By-laws of the Chamber and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.
- 12.5 Signatures to Notices - The signatures to any notice to be given by the Chamber may be written, stamped, typewritten, scanned or printed or partly written, stamped, typewritten or printed.

ARTICLE 13 ENACTMENT & AMENDMENTS

- 13.1 These By-laws shall supersede all previous Constitutions and By-laws and amendments thereto.
- 13.2 These By-laws, and any amendments thereto, shall come into force on the date that they are approved by the members of the Chamber.
- 13.3 These By-laws may be amended by a majority vote of the membership at any general or special meeting of the membership, provided that notice in writing of the proposed amendments shall have been delivered to the members at least thirty days in advance of the meeting date at which the amendments are to be considered.

Proposed amendments - to be voted on at the 2017 AGM