

Fort Frances Chamber of Commerce

BY-LAWS

1.0 NAME AND OBJECTIVES

- 1.1 The name of this organization shall be the Fort Frances Chamber of Commerce.
- 1.2 The objectives of the Fort Frances Chamber of Commerce shall be to improve trade and commerce and the economic, civic and social well-being of the District.
- 1.3 The usual place of meeting shall be in the Town of Fort Frances.
- 1.4 The Fort Frances Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

2.0 INTERPRETATION

- 2.1 Wherever the words "the Chamber" occur in these by-laws, they shall be understood to mean the "Fort Frances Chamber of Commerce" as a body.
- 2.2 Wherever the words "the Board" occur in these by-laws, they shall be understood to mean the Board of Directors of the Chamber.
- 2.3 Wherever the word "District" occurs in these by-laws, 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.124, S.1).

3.0 MEMBERSHIP

- 3.1 Any reputable person, association, corporation, society, partnership or estate directly or indirectly engaged or interested in tourism, trade, commerce, agriculture, labour or the economic and social well-being of the District may become members of the Chamber.
- 3.2 Classifications of membership shall be outlined in the attached Membership Fee Schedule (Appendix 1).
- 3.3 A member shall be deemed in good standing provided their dues are paid for the year.
- 3.4 No person, association, corporation, society, partnership or estate or other body shall participate in or be a party to any agreement or contract entered into by the Chamber unless such person, association, corporation, society, partnership, estate or body is a member in good standing in the Chamber, or no such member exists.
- 3.5 The Board may remove from the roll of members the name of any new member failing to make payment towards their annual dues within thirty (30) days of their admission, or any other member who fails to pay such dues within three (3) months of the date they shall fall due. Upon such action by the Board, all privileges of membership shall be forfeited, provided however, that

the foregoing shall not apply to those members participating in the official group insurance plan as designated by the Chamber, whose dues must be paid or arranged for in writing on or before the 31st day of January of each year, or they shall be removed from the plan.

- 3.6 Any member of the Chamber may be expelled by a two-third vote of the Board. The expelled member shall be given the opportunity to address the Board at a regular Board meeting prior to being expelled.

4.0 DUES & ASSESSMENTS

- 4.1 The annual dues payable by members of the Chamber shall be determined by the Board, subject to approval at a general meeting whenever a change in the original amount is involved.
- 4.2 Other assessments may be levied against all members, provided they are recommended by the Board 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.
- 4.3 Annual dues payable and other assessments shall be outlined in the attached Membership Fee Schedule (Appendix 1).

5.0 OFFICERS AND DIRECTORS

- 5.1 The operation of the Chamber, the direction of its affairs and the control of its property and finances shall be vested in the Board.
- 5.2 The Board shall consist of not more than twenty (20) Directors, fourteen (14) elected from the membership, five (5) appointed members, and the Past President.
- 5.3 Should the Secretary be a paid position, the position would be selected and appointed by the Board and hereinafter referred to as the Secretary/Manager. The Secretary/Manager shall be a non-voting member of the Board.
- 5.4 Appointed members shall be the Mayor of Fort Frances or designate, the Fort Frances Economic Development Officer or designate, the Business Improvement Area Chair or designate, the General Manager of AbitibiBowater or designate, and an appointee of Couchiching First Nation.
- 5.5 The Officers of the Board shall consist of a President, two (2) Vice Presidents, a Treasurer, a Secretary (unless such position is held by a paid employee of the Chamber), who are elected from the Board and the Past President.
- 5.6 Directors must represent a member in good standing and be active and dedicated to the Chamber.
- 5.7 Where a member of the Board acts in a manner that contravenes the Chamber Oath, the Board may, at its opinion and after consultation, at any meeting thereof, request the Director resign their office in the best interest of the Chamber. If said Director is an appointed member, the Board shall ask for an alternate appointee.
- 5.8 The Board shall have the general power of administration. They may make or authorize petitions or representations to all levels of Government subject to a vote of a majority of members present at any general meeting.

- 5.9 The Board shall, 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 however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- 5.10 The Board shall frame such By-laws, rules and regulations, as appear to it best adapted to promote the well-being of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- 5.11 The Board, or at its request, the President, may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.
- 5.12 The President shall be the official spokesperson/liaison on behalf of the Chamber with government, media, and external interest groups. The President may delegate any of their duties.
- 5.13 The President shall preside at all meetings of the Chamber. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what they may think concerns the Chamber. The President shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding Officers, the vote of the majority shall decide. The President shall, with the Secretary/Manager, sign all papers and documents requiring signatures on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the general meetings.
- 5.14 Either Vice President shall act in the absence of the President and in the absence of these Officers, the meeting shall appoint a Chair to act temporarily.
- 5.15 Together the Treasurer and Secretary/Manager shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited the same in a financial institution in the Town of Fort Frances selected by the Board. Out of such funds they shall pay amounts approved by the Board and shall keep a regular set of double entry books of account of the income and expenditures of the Chamber and submit a reviewed statement thereof for presentation to the general meeting and at any other time required by the Board. The financial statements will be presented on a monthly basis to the Board. The Treasurer and Secretary/Manager shall make such investment of the funds of the Chamber as the Board recommend and subject to the approval by a regular or special meeting called for this purpose. The Treasurer and/or Secretary/Manager, with the President, or in the absence of the President, either first or second Vice Presidents, in that respective order, sign all notes, drafts and cheques.
- 5.16 The Secretary/Manager shall be responsible to the Board for the general control and management of business and affairs. The Secretary/Manager shall be responsible to the Board for the recording of minutes of all meetings of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to their office. The Secretary/Manager shall, with the President, sign and when necessary, seal with the seal of the Chamber of which they shall have custody, all papers and documents requiring signature or execution on its behalf. At the expiration of their office, the Secretary/Manager shall deliver to the Chamber all books, papers and other property of the Chamber.
- 5.17 The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice-President, Treasurer Past President and the Secretary/Manager who will serve as Recording Secretary.
- 5.18 All Directors will be officially sworn in at the commencement of their term.

- 5.19 All Directors shall take and subscribe before the Mayor or designate or before any Justice of the Peace an oath in the following form:

"I _____, swear that I will faithfully and truly perform my duties as an Officer or Director of the Fort Frances Chamber of Commerce and that I will, in all matters connected with the discharge of such duty, do all things to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same."

6.0 ELECTIONS

- 6.1 Elections shall occur at the November General Meeting each year.
- 6.2 At least sixty (60) days prior to the November General Meeting, the President, shall appoint, a Nominating Committee to be headed by the Past President.
- 6.3 The Nominating Committee shall be comprised of one (1) member of the Board, the Secretary/Manager, and the Past President.
- 6.4 The Nominating Committee shall receive written nominations for each vacancy for which the election is to be held. In the event that insufficient nominations have been received to fill all vacancies, the Nominating Committee shall secure one or more nominees to ensure all vacancies are filled.
- 6.5 No member shall be nominated for election prior to holding membership in the Chamber for a period of one year.
- 6.6 No member shall be nominated unless they are a member in good standing.
- 6.7 No member shall be nominated unless consent to serve has been received and they are present at the time of election, or express consent is given by way of written proxy.
- 6.8 No more than one (1) officer or employee of any member group may hold office simultaneously.
- 6.9 At the October Board meeting, the Nominating Committee shall nominate no less than one candidate for each vacating Director. In selecting nominees, the Committee shall exercise its best efforts to assure the Board reflects and represents the various interests and business characteristics of the membership.
- 6.10 The Nominating Committee's report shall be published in the Chamber's newsletter or by special written report to the members of the Chamber. This report shall be conveyed to the general membership at least fifteen (15) days prior to the November General Meeting and advise that any member in good standing may make nominations from the floor during the November General Meeting.
- 6.11 Directors shall be elected by the membership by a majority vote of all votes cast. New Directors shall be elected to replace those whose term has expired, it being the practice for at least four (4) Directors to retire each year.
- 6.12 By November 30 of each year, or such later date as may be specified by the Board, the Secretary/Manager shall submit to the membership a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring.
- 6.13 Directors shall be voted on and selected by popular vote from the membership by return ballot.

- 6.14 Each voting member shall vote only for the number of vacancies to be filled on the Board.
- 6.15 Ballots must be returned to the Chamber Office by the second Friday in December or such later date as may be designated on the ballot.
- 6.16 The Secretary/Manager and Nominating Committee shall count the votes. Those names receiving the highest number of votes from all ballots cast, corresponding to the number of available vacancies, shall be the new Directors and sworn into office at the December Board meeting.
- 6.17 In the event of a tie vote for any two or more nominees, the Nominating Committee shall place the names of such persons on separate sheets of paper, folded so as to hide the names, and one member of the Committee shall draw one name. This person shall be the elected Director.
- 6.18 From the list of all incoming Directors, the Nominating Committee shall select those persons believed to be best qualified for each position of President, 1st Vice President, 2nd Vice President, Secretary (unless such position is held paid a paid employee of the Chamber) and Treasurer. The Nominating Committee shall present this list at the start of the December Board meeting.
- 6.19 The Directors shall review the selection of the Nominating Committee at the start of the December Board meeting and may place in nomination any persons believed to be best qualified for each position.
- 6.20 Election of Officers shall appear as the initial item at the December Board meeting. The Past President shall chair this election process.
- 6.21 A quorum of the Board shall, by a majority of those members present, elect one person to fill each position as referenced in Section 6.18.

7.0 TERMS OF OFFICE

- 7.1 Directors shall serve terms of three (3) years on a staggered-term basis such that at least four (4) Directors are elected/retired annually.
- 7.2 Elected Directors may serve two (2) consecutive three (3) year terms (in addition to any partial term to which they have been appointed). Consecutive terms are not automatic; re-election to such a term is subject to the same election process.
- 7.3 Directors may serve only two (2) consecutive terms and require a minimum of one (1) year absence from the Board prior to any re-election.
- 7.4 Whenever it is necessary to elect more than four (4) Directors, the nominees receiving the greatest number of votes shall be elected for a three (3) year term and the remainder for a one (1) year term.
- 7.5 Officers shall be elected annually to one (1) year terms, by a vote of the Board at the December Board meeting.
- 7.6 Upon election, all Officers shall automatically become vested with the power, authority and responsibility of the Chamber and their duties and obligations shall commence immediately.
- 7.7 No Officer, with the exception of the Treasurer or Secretary/Manager, shall hold the same office for more than two (2) years in succession unless approved by a majority vote of the Board.

7.8 Appointed Directors will be appointed for terms of one (1) year. These Directors may be re-appointed annually as desired by the Board. Appointed Directors have the same voting rights and privileges as the Board.

7.9 The President may appoint Directors with approval by a majority of the Board, to fill unexpected vacancies caused by the resignation, death, etc., of a Director. These appointed Directors may serve to fulfill the term of office of the vacated position, after which, they must stand for election as prescribed within these bylaws.

8.0 MEETINGS

8.1 The Board shall meet monthly or as may be necessary to carry on the business of the Chamber.

8.2 Any seven (7) or more Directors, lawfully met, shall be a quorum and a majority of such quorums may do all things within the powers of the Board of Directors.

8.3 The Executive Committee shall meet monthly or as may be necessary to carry on the business of the Chamber.

8.4 Regular general meetings of the Chamber shall be held at least two (2) times per year including before the end of April and one in November, time and place to be determined by the Board. Appropriate media publicity must be given before each meeting. The current financial statements of the Chamber will be presented at these meetings.

8.5 Fifteen (15) members in good standing shall represent a quorum at any general meeting of the Chamber.

8.6 Any meeting of the Chamber shall be open to all members who may attend and may take part in any of the discussions.

8.7 The manual of rules for conducting meetings of the Chamber shall be Roberts Rules of Order.

8.8 Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Secretary/Manager. The entries of such minutes shall be signed by the person who presides at the meeting of the Chamber at which they were adopted.

8.9 The following agenda will be the order of business of which all meetings of the Board shall follow:

- Call to Order & Confirmation of Quorum
- Agenda Additions
- Conflict of Interest
- Guest Speakers
- Approval of Minutes
- Treasurer's Report
- Unfinished Business
- New Business
- Committee Reports
- Correspondence
- Other Business

- Adjournment

- 8.10 The Secretary/Manager shall distribute an agenda and previous minutes at a reasonable time before each meeting.
- 8.11 At any regular Board meeting, the Board may decide to conduct an information poll to open the lines of communication with the membership. The information gathered from the poll will be used for informational purposes only.
- 8.12 Only members of the Executive Committee may initiate a poll outside of a regular Board meeting. Any member of the Board wishing to initiate a poll outside of a regular Board meeting must contact an Executive member. That Executive member will be considered the mover. Another Executive member must second the motion. Once the motion is on the table, each Director will be contacted and will have 48 hours to reply. If one Director has a negative vote, an emergency meeting shall be called of the Board to discuss the issue.

9.0 FINANCES

- 9.1 The fiscal year of the Chamber shall be January 1 to December 31.
- 9.2 The Executive Committee shall present the proposed operating budget for the next twelve month period on or before the last day of February of each year.
- 9.3 The Chamber will conduct an independent review of the books and financial statements before the annual general meeting in April each year.
- 9.4 The books and financial statements will be open to inspections by any member of the Chamber at no cost.