

the Chamber ▪ *your business connection*

Portage la Prairie & District Chamber of Commerce

Bylaws

Revised Date: **2017**

1. NAME & OBJECT

- (a) The name of this organization shall be “The Portage la Prairie and District Chamber of Commerce”.
- (b) The object of the Portage la Prairie and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.
- (c) The Portage la Prairie and District Chamber of Commerce shall be non-sectional, non-sectarian, non-politically partisan and shall not lend its support to any candidate for public office.

2. MEMBERSHIP

- (a) Membership shall be open to all reputable persons, Associations, Corporations, Societies, Partnerships or Estates, non-profit organizations, agriculture enterprises, government bodies or other approved entities, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Portage la Prairie and District.

Applications for membership will be reviewed at a regular meeting of the Board of Directors and approved by a majority vote.

- (b) Membership shall continue from time of admittance until a member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of members by action of the Board of Directors.
- (c) Any member of the Chamber, who intends to retire there from or to resign his membership, may do so, at any time upon giving the Secretary ten days notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.
- (d) The Board of Directors may remove from the roll of members the name of any member failing to pay his annual dues within three months of the date they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.
- (e) Persons or entities who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a two-thirds vote of the members of the Chamber present. Such recognition shall be for a term of one year and may be repeated. Honourary Membership shall include all the privileges of active members, with the exemption from the payment of Annual Dues.

- (f) Persons who have distinguished themselves by a long and meritorious service to the Chamber Board may be elected for a lifetime membership by a two-thirds vote of the members of the Chamber present, which shall include all the privileges of active members with the exemption from payment of the Annual Dues.
- (g) The Annual Dues payable by members of the Chamber shall be determined annually by the Board of Directors subject to a majority vote of the meeting.

3. MEMBERSHIP MEETINGS

- (a) The annual meeting of the membership of the Chamber shall be held within 90 days after the fiscal year end at a time and place determined by the Board of Directors, provided that at least 2 weeks notice of same is given to the members via email, mail and/or fax.
- (b) The agenda at the annual meeting may be as follows:
 - i. Roll Call and verification of qualified members
 - ii. Reading minutes of last meeting
 - iii. Business arising out of minutes
 - iv. Reports
 - (1) President
 - (2) Treasurer
 - (3) Auditor, if any
 - (4) Committees
 - (5) Others, if any
 - v. Appointment of auditors, or resolution not to so appoint
 - vi. Induction of directors and officers
 - vii. New Business
 - viii. Adjournment
- (c) In addition to the general meeting, ~~the membership shall meet as determined by the Board of Directors at their first regular meeting following the annual meeting~~ special membership meetings can be called by the Board of Directors. Notice of the date, time and place of said ~~quarterly~~ special meetings shall be given to the members at least 2 weeks prior ~~to the first quarterly meeting~~. A tentative agenda for these ~~quarterly~~ meetings shall be circulated by the Executive Director to the members at least one week prior to each meeting.
- (d) Notice of all meetings shall be given by the Executive Director or Chamber office staff via email, mail, and/or fax.

~~(e) The quorum at all membership meetings shall be a majority of the serving Board of Directors.~~

- (f) Membership meetings are to be chaired by the President or the Vice-Presidents of the Board Directors.
- (g) Minutes of all membership meetings shall be taken and recorded in the books by the Executive Director or Chamber office staff.
- (h) The books of the Chamber shall be available to any member of the Chamber during office hours.
- (i) Every member in good standing is entitled to vote, regardless of the size and/or number of people employed by or associated with each member organization.
- (j) The Chairman of the meeting shall vote only in the case of a tie.
- (k) Voting shall be conducted by a show of hands unless a motion is made and passed by a 2/3 vote to conduct a poll.
- (l) Every question or motion to be voted on shall be decided by a majority vote of the members present unless otherwise provided by the By-laws.

4. BOARD OF DIRECTORS

- (a) The property and business of the Chamber shall be controlled and conducted by a Board of Directors consisting of not less than 9 members and not more than 11 members 8 members and not more than 14 members, including the past-president.
- (b) The Board of Directors may, from time to time, invite outside organizations to appoint liaisons, who may attend Board Meetings but will have no voting privileges.
- (c) All expenditures by the Chamber shall be approved by the Board of Directors according to the budget or a resolution of the Board.
- (d) The Board of Directors shall automatically include the past-president without the requirement of his/her election.

- (e) One-half of the Board of Directors shall be elected each year at the Annual General Meeting for a two year term commencing from the date of the next ensuing general membership meeting, according to these guidelines respecting nominations and elections:
- I. Nominations for directors shall be made each year according to the procedures adopted by the Board of Directors.
 - II. If the number of nominees does not exceed the number of vacancies on the Board, the nominees shall be declared elected by acclamation.
 - III. If the number of nominees exceeds the number of vacancies on the Board, an election shall be held according to the procedures adopted by the Board of Directors.
- (f) A vacancy among the directors may be filled by a quorum of directors and such appointee will be deemed to be a Board member-elect.
- ~~(g) The Board members elect shall sit on the Board of Directors as ex-officio members from the date of their appointment to the date of the next ensuing general membership meeting at which time they will be officially inducted into the Board of Directors.~~
- ~~(h) Board members elect are afforded the same rights as other board members.~~
- (i) A quorum for the transaction of business shall consist of a majority of the members of the Board of Directors.
- ~~(j) The Board of Directors shall meet a minimum of 10 times a year, and more often if necessary, to carry on the business of the Chamber. Liaisons shall as determined by the Board of Directors.~~
- (k) The Board may appoint a day or days in any month for regular meetings of the Board and no notice of these regularly scheduled meetings need be given to the members of the Board.
- (l) Non-regular meetings of the Board of Directors may be called by the President, Vice-President or any 6 members of the Board, provided that reasonable notice of same is given to all Board Members.
- (m) Minutes of the meetings shall be taken and recorded in the books by the Executive Director or Chamber staff.

(n) The Board meetings are to be chaired by the President (or the Vice-President, or Past President, in the President's absence).

(m) Every question or motion to be voted on shall be decided by a majority vote of the Directors present unless otherwise provided in the By-laws.

(n) Voting shall be conducted by a show of hands.

(o) Where a member of the Board of Directors dies or resigns his office or is absent (without giving advance notice to the Chamber office of the reason for the absence) from 3 consecutive meetings of the Board, the Board of Directors may declare the seat vacant and nominate and appoint any member of the Chamber to fill the vacated seat for the unexpired term thereof.

(p) All Board meetings shall be open to the members but the said members shall not be entitled to make motions or vote at the meetings; however the Board may declare such meetings as it deems appropriate to be closed to other members, the press or the public.

5. OFFICERS/COMMITTEES

(a) The Board of Directors shall appoint, elect, or hire the following officers or employees of the Board:

- I. Past-President (automatically)
- II. President (annually)
- III. Vice-President (annually)
- IV. Executive Director
- V. Treasurer
- VI. Committee chairpersons as it deems appropriate.
- VII. Such other office staff as it deems appropriate.

(b) The board may appoint such committees or individual Board members that it deems advisable to examine, consider and report upon any matter, or to take any action that it may request. Any committee may be terminated by the Board of Directors.

(c) The President and Vice-President shall not serve any more than two consecutive terms unless there are no nominations or willing applicants for said positions.

(d) The Vice-President shall normally become the President for the ensuing year of the term.

(e) The duties of the officer/employees of the Board shall be as follow:

- I. Past-President:
 - A. To assist the Board as necessary.
- II. President:
 - A. To be responsible for calling and presiding at all meetings of the Board and membership.
 - B. To be an ex-officio member of all committees except the nominating committee.
 - C. With the Executive Director, to sign all papers and documents requiring signatures on behalf of the Chamber.
 - D. To carry out such other duties as may be assigned to him/her by the Board.
 - E. To supervise the work of the Executive Director and the office staff.
 - F. To chair an ad-hoc personnel committee to review the remuneration paid to all employees of the Board at least annually, to recommend to the Board of Directors for changes to remuneration paid and to review other personnel issues.
- III. The Vice-President:
 - A. In the absence of the President, to carry out all the duties and assume all the responsibilities of the President.
 - B. To carry out such other duties as may be assigned to him/her by the Board.
 - C. To normally assume the role of President for the next ensuing year of the term.
- IV. The Executive Director:
 - A. To keep the minutes and records of all meetings of the membership and Board of Directors.
 - B. To present correspondence received to the Board and the membership and to correspond on behalf of the Chamber.
 - C. To supervise the operation of the office and office staff.
 - D. With the President, to sign all papers and documents requiring signatures on behalf of the Chamber.
 - E. To report to and take directions from the Chairman of the Executive Committee.
 - F. To carry out such other duties as may be assigned to him/her by the Board.

- G. To take charge of all the funds of the Chamber and to maintain an account at a local bank or credit union and to maintain a petty-cash fund at the Chamber Office.
- H. To record all receipts and expenditures.
- I. The Executive Director conducts the day-to-day operations of the Chamber office. The Executive Director shall be an ex-officio at all Board meetings without voting privileges.

V. Treasurer:

- A. To prepare and present monthly financial reports to the Board of Directors and to prepare and present an annual financial report at the annual membership meeting.
- B. To arrange for the annual audit of the Chamber, if required.
- C. To chair an ad-hoc finance committee to prepare a budget for the Chamber's operations each year.
- D. With the President and/or Executive Director, to sign all cheques payable for approved expenditures.
- ~~E.~~ The Budgeting process shall begin no later than October of the fiscal year then be prepared by the Treasurer and Executive Director and presented to the Board of Directors and approved no later than the end of the fiscal year. A budget for the next fiscal year shall be prepared by the Treasurer and Executive Director and presented to the Board of Directors with a target date of no later than November 30.
- F. The Treasurer shall have charge of the funds of the Chamber and shall keep a regular account of all financial matters 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 Board.

AUDIT

- (a) An auditor shall be appointed annually by the membership at the annual meeting **unless there is a resolution to not appoint one for** the coming year, and if so appointed, the auditor shall hold office until the next annual meeting.
- (b) The remuneration paid to the auditor shall be fixed by the Board of Directors.
- (c) The auditor shall be supplied with all relevant financial information of the Chamber and shall have access to the books and accounts of the Chamber.
- (d) The auditor shall present his report first to the Board of Directors and then to the annual meeting of the membership.

6. FISCAL YEAR END

- (a) The fiscal year end of the Chamber shall be December 31.

7. OATH/AFFIRMATION OF OFFICERS

- (a) The President and Vice-President shall, before taking office, take the following oath or affirmation before the Mayor or Justice of the Peace:
“I swear (affirm) that I will faithfully and truly perform my duty as President (Vice-President) of The Portage la Prairie and District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty, do all things, and such things only, as I shall truly and conscientiously believe to be adopted to promote the objects for which the Chamber was constituted according to the intent and meaning of the same (so help me God)”.

8. PERSONAL LIABILITY

- (a) The members, Directors, Officers or employees of the Chamber shall not be personally liable for any acts or omissions done honestly and in good faith on behalf of the Chamber and the Chamber shall indemnify and save harmless those persons so acting in its behalf.
- (b) The Chamber shall maintain adequate comprehensive general insurance to protect itself and its members, Directors, Officers and employees from and against all claims made against them for actions or omissions done in the course of their duty to the Chamber.

9. BY-LAW AMENDMENT

(a) By-laws may be made, replaced or amended by a majority of the members of the Chamber present at any Annual General Meeting or ~~Special~~ General Meeting and entered in minutes of the Chamber.

(b) Notice of such proposal having been given to membership in writing at least ~~two weeks~~ 15 (fifteen) days prior to meeting.

(c) Such by-laws shall be binding on all members of the Chamber, its officers and all other persons law-fully under its control.

(d) The bylaws of the Chamber shall be reviewed every three years and updated as required by the Governance Committee.

10. RULES OF ORDER

(a) Except as specifically provided herein, the procedures to be followed in any meetings of the Board and membership, shall be according to the latest edition of Robert's Rules of Order.

11. AWARDS CEREMONY

~~The Board of Directors may host an awards ceremony to honor such persons or organizations as they deem appropriate for efforts made in advancing the objectives of the Chamber. The nature and number of these awards shall be according to the discretion of the Board of Directors. The time and location of the awards ceremony shall be decided by the Board of Directors.~~