



CONSTITUTION AND BY-LAWS

ARTICLE ONE – NAME

1.1 The name of the Corporation shall be "BELLEVILLE CHAMBER OF COMMERCE" hereinafter referred to as the "Chamber".

ARTICLE TWO – OBJECTS

2.1 The objects of the Chamber shall be to represent business and its concerns and suggestions relative to the promotion and development of trade and commerce in Belleville.

ARTICLE THREE – MEMBERSHIP

3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the chamber. Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the chamber.

3.2 The Board may establish a Committee of the Board for purposes of membership recruitment and recommendation to the Board of any person referred to in Paragraph 3.1 herein as a candidate for becoming a member of the Corporation.

3.3 If the proposal is carried by two thirds of the members of the Board present at a meeting duly constituted, or if approved by two thirds of the board through e-mail communication, such person, is from that time onward, a member of the Corporation and has all the rights and is subject to all the obligations of the other members.

3.4 Every member of the Chamber shall subscribe to the Membership Fee Schedule as shall be determined and prescribed by the Board of Directors from time to time. The annual membership fee of each member shall become due and be payable in advance on the 1st day of the month following the anniversary of their election as a member, except that the membership fee for newly elected members shall become due and be payable immediately following the member's election.

3.5 No member shall be entitled to vote at any election or enjoy any privileges unless their fees have been fully paid.

3.6 Each member is entitled to one vote, which can be transferred via proxy to another member for voting purposes. No one member can carry more than two proxies. Memberships may not be assigned.

3.7 Any member of the Chamber who intends to retire therefrom or to resign their membership may do so at any time upon giving to the Chief Executive Officer ten (10) days notice in writing of their intention and upon discharging any lawful liability that is outstanding upon the books of the Chamber against them at the time of such notice.

3.8 The Executive Committee may terminate the membership of any member of the Chamber for non-payment of dues, or for conduct which is in the opinion of the Executive Committee unbecoming to a member, provided that in the latter instance, the member is given due notice of the Committee's intention to consider the termination of their membership, and allowed an opportunity to appear before the Committee to defend their self. Where the Executive Committee has terminated a member's membership on the grounds of conduct unbecoming to a member, the member shall have the right to appeal the Committee's decision to the Board of Directors at a regular meeting of the Board. The end result of such an appeal shall be decided by a majority vote of Directors in attendance who are not members of the Executive Committee.

3.9 Any member who fails to pay their membership fees within ninety (90) days after they become due shall thereupon cease to be a member and shall have no further rights or privileges in the Chamber unless the Board of Directors shall extend the time for such payment or expressly continue such rights and privileges notwithstanding such as default of payment.

3.10 The Board of Directors may from time to time elect an honorary member of the Chamber who shall be a person who has distinguished their self by service to the Chamber or the public. Honorary members shall have all the rights and privileges of active members other than voting or holding office and shall be exempt from payment of dues.

ARTICLE FOUR – GOVERNMENT

4.1 Government of the Chamber shall be vested in a Board of Directors, which shall consist of a minimum of eleven (11) and a maximum of sixteen (16) members: ten (10) in number are to be elected by the general membership;

one (1) is to be the President of Loyalist College or designate; one (1) is to be a representative of the manufacturing sector appointed by the Directors; one (1) is to be a representative with economic development responsibilities at the City of Belleville appointed by the Directors; one (1) is to be the immediate Past-President as an ex officio member; and two (2) may be appointed by the Directors from the membership at large. All members of the Board of Directors shall have a vote, with the exception of the City of Belleville representative. The President, or his/her delegate as noted in article 7.12, shall vote only in the case of a tied vote.

4.2 At each annual election Directors shall be elected and appointed in the manner aforesaid for a three (3) year term beginning on the first day of the next fiscal year, except for the two (2) Directors who may be appointed from the membership at large whose terms shall be for one year. Such terms shall commence on January 1st in the year immediately following election and shall expire on December 31st of the same year.

4.3 Notwithstanding Article 4.2, where the term of the First Vice Chair as a Director expires at the end of the year, that individual's term as a Director shall be automatically extended for a further one-year term and that individual shall be deemed to have been elected as a Director for such further one-year term.

4.4 The Executive Committee shall select a slate of candidates for election sufficient to fill all vacancies on the Board of Directors on or before the last Friday in October. Any member in good standing provided another member endorses such nomination and nominee has consented in writing to stand for election, may submit additional nominations. If the number of nominees exceeds the vacancies to be filled, there shall be an election held on or before the last Friday in November.

4.5 All nominees shall be listed on the official ballot in alphabetical order and the requisite number of nominees who receive the highest number of votes shall serve for a term of three (3) years.

4.6 Members shall vote by secret ballot in conformity with the rules and regulations as the Board of Directors may from time to time determine. Ballots shall be submitted to a single, neutral individual or agency as the Board may assign from time to time. Counting of ballots shall be done in a confidential manner as determined by the Board. Results of the voting process shall be reviewed with the Board, which will certify the results. Successful candidates will be informed of the elections results and will confirm their desire to accept the position. Should a successful candidate not accept their election to the board, the position will be offered to the candidate who received the next highest number of votes. Following the certification and notification of nominees, the Secretary to the Board will request a motion to destroy the ballots.

4.7 No Director other than Directors holding the offices of immediate Past-President, President, First Vice-President, Second Vice-President and Third Vice-President, shall hold office for more than two (2) terms, but the foregoing shall not prohibit any former Director seeking office after one (1) year's absence.

4.8 In addition to the immediate Past-President, no more than two (2) Past-Presidents may serve as Directors of the Board in any one (1) year. In an election, if it is necessary to determine which prior Past-President shall serve as a Director, the prior past President receiving the greatest number of votes shall be elected.

4.9 Where a Director is deemed by other members of the Board of Directors to have breached the Code of Ethics and Business Conduct, and Directors' Agreement, or undertaken other conduct unbecoming a Director, the Board shall consider the removal of this Director at their next meeting, whether regular or special as per the provisions in the by-laws, where quorum is present. The Director in question shall be given at least two (2) days' notice of the Board meeting at which removal may be considered, and shall be provided 10 minutes to address the meeting, and respond to any questions. The Director will then leave the room while a motion to terminate their term may be considered by the Board. The Director may be removed from their position by two-thirds vote of the Directors present.

4.10 Where a Director of the Board dies or resigns her/his office, or is absent for three months continuously from Board meetings, the Board may, at its discretion at any meeting thereof, elect a member of the corporation to be a Board member in place of the member who has died, resigned or is absent.

ARTICLE FIVE - ELECTED PUBLIC OFFICIALS

5.1 A candidate for election to the Board of Directors shall not be an elected representative to the Federal Parliament, the Provincial Legislature, or the Municipal Councils and School Boards.

5.2 A Director shall be required to resign from the Board once they publicly declare their intent to seek elected public office. The determination of whether a Director "publicly declares" such an intention shall be made by the Board in the Board's sole and absolute discretion. Public declarations shall include, but not be limited to, a Director/candidate informing the Board, formally or informally, or making a public statement to the press or public at large confirming their intention to seek public office. The Chamber shall remain neutral in all elections and not lend its support to any candidate for public office.

ARTICLE SIX - BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

6.1 On or before January 30th of each year, the Board of Directors shall meet and elect a President, First Vice-President, Second Vice-President, Third Vice-President and Secretary/Treasurer to be the Executive of the Chamber. All Officers must be elected members of the Board and have completed, or will be completing, at least one year on the Board. The Secretary may delegate the duties of the Secretary as s/he sees fit.

6.2 On or before the third Friday in December, the Board of Directors shall meet and appoint a Treasurer of the Corporation whose duties and responsibilities shall be determined by the Board of Directors. Other officers may be appointed as the Board of Directors may deem advisable. The Treasurer and such other officers as may be appointed herein may or may not be members of the Board of Directors.

6.3 The Board of Directors shall employ a Chief Executive Officer (CEO) who will be the senior staff member, with responsibility for the day to day operations of the Chamber. The CEO, being a paid employee is not a voting member of the Board of Directors, but acts as an advisor to the Board on all matters. Compensation of the CEO and other employees will be considered as part of the yearly budget process.

6.4 The duties of the Executive shall be such as indicated by their titles and as required by law and as may be assigned to them respectively by the Board of Directors from time to time.

6.5 The Directors shall, before entering upon the duties of their office, take and subscribe before the Mayor of the City or before any Justice of the Peace an oath in the form prescribed by the Boards of Trade Act.

6.6 The President shall be sworn in at the annual general meeting.

6.7 The President, First Vice-President, Second Vice-President and Third Vice-President so elected, together with the Treasurer, Past-President, and Chief Executive Officer, shall form the Executive Committee of the Chamber. The Chief Executive officer shall be ex officio and a non-voting member of the Committee and serve as Secretary to the Committee. Other officers may be appointed annually to the Executive Committee as the Board of Directors may deem advisable and shall be voting members of the Committee.

ARTICLE SEVEN – **MEETINGS**

7.1 The members of the Chamber shall hold an annual general meeting in each year and quarterly General Meetings. General meetings may be called by a majority of the Board of Directors for any purpose permitted by the Boards of Trade Act.

7.2 The Annual General Meeting shall be held within 90 days following the end of the fiscal year and at such time and place as the Board of Directors may determine, the purpose of which shall be to report to the members on its financial status and activity, and seek approval for the audited financial statements and actions of the Board, and to appoint the auditors for the following fiscal year.

7.3 Notice of general meetings, naming the time and place, shall be given by the Secretary for the time being, at least three days prior to the meetings, through one newspaper or otherwise, as deemed necessary by the Board.

7.4 At any annual or general meeting of the Chamber for any purpose, a majority of members present at such meeting are competent to do and perform all acts that shall be directed to be done at any such meeting under the by-laws of the Chamber.

7.5 The meetings of the Board of Directors shall be open to all members of the Chamber, but such members shall not take any part in any proceeding

thereat. However, meetings relating to human resources issues or to other sensitive Chamber matters, as solely determined by the Board of Directors, are not open to members.

7.6 The Board of Directors shall meet at regular periods. The absence of a Director from three (3) consecutive meetings without valid excuse may be construed by a majority of the Directors as a resignation under section 4.9.

7.7 The Board of Directors may hold meetings from time to time and adjourn them when necessary and may at such meetings transact such business as is by the by-laws of the Chamber assigned to it.

7.8 The Board of Directors shall frame such by-laws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber and the purposes of the Chamber and shall submit them for adoption at a general meeting of the Corporation called for that purpose in the manner prescribed.

7.9 The meetings of the Board of Directors shall be convened by the President, or upon the request of any three Directors, provided that, in the latter instance each Director shall be advised by telephone the purpose of the meeting not later than three (3) hours preceding the meeting.

7.10 At all meetings of the Board of Directors, a majority of Directors shall constitute a quorum.

7.11 A majority of the members of a committee shall constitute a quorum.

7.12 At all meetings of the Board of Directors and at all general meetings of the Chamber, the President, or in his absence the First Vice-President, or if both are absent a member of the Board of Directors then present who is chosen for the occasion shall preside.

7.13 Minutes of the proceedings at all meetings, whether of the Board of Directors or of the Chamber, shall be entered in books to be kept for the purpose by the Secretary to the Board. The President or Vice-President or the person who presides at the meeting shall sign the entry of such minutes.

7.14 All meetings shall be conducted under Robert's Rules of Order.

7.15 If the Directors or Members of the Board of Trade call a Meeting of Members pursuant to the Act or the By-Laws, those Directors or Members, as the case may be,

may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE EIGHT - FISCAL YEAR

8.1 The fiscal year of the Chamber shall end on the 31st day of December.

ARTICLE NINE - BY-LAWS

9.1 These by-laws may be amended by a majority vote of the members present at any Annual or General meeting provided that the proposed amendments, alterations or appeals shall be plainly stated in the Notice for the meeting.

ARTICLE TEN - COMMITTEES OF THE BOARD

10.1 The Board may appoint from their number and from the Chamber membership one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board.

ARTICLE ELEVEN - BANKING ARRANGEMENTS

11.1 The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designate by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

11.2 The bank accounts of the Chamber shall be maintained with one (1) of its member banks or trust companies.

11.3 The signing authorities for Chamber bank accounts shall be the CEO and the Officers, and all payments shall require the signature of at least two (2) signing authorities.

ARTICLE TWELVE - EXECUTION OF CONTRACTS

12.1 Subject to determination of the Board, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom is the President or Treasurer. In addition, the said two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

ARTICLE THIRTEEN – INDEMNIFICATION

13.1 No Director or Chamber employee shall be liable for the act or omission of any other Director or employee. The Chamber shall indemnify and save harmless the Board of Directors, the Directors individually and Chamber employees from and against any loss, expense, claim, demand, action or thing of any nature whatsoever, including any amount paid to settle an action or to satisfy a judgement, arising out of the performance or purported performance of their duties or responsibilities herein except that this indemnity shall not, in any way, extend so as to protect any Director or Chamber employee with respect to any matter or thing arising out of his or her own dishonesty, bad faith, wilful misconduct or negligence.

ARTICLE FOURTEEN – DISSOLUTION

Dissolution of the Chamber of Commerce and Distribution of Assets

14.1 In the event of amalgamation with another Chamber(s), or Board(s) of Trade, or other organization, the Chamber's assets shall be transferred to the successor organization. Upon the dissolution of the Chamber, as approved by the members representing not less than two thirds of the votes cast at a general meeting of members called to consider the matter of dissolution, and after payment of all debts and liabilities of the Chamber, the remaining property of the Chamber shall be distributed or disposed of to one or more registered charities or other educational, scientific or philanthropic organizations as determined by the Board.

14.2 In the event of dissolution of the Chamber, a portion of paid membership fees may be refunded at the Board's and members discretion.

CONTINUITY:

Constitution and by-laws approved by the membership of the Belleville and District Chamber of Commerce, January 28, 1989.

Next amended and approved by the membership January 29, 2010.

Next amended and approved by the membership January 28, 2011.

Next amended and approved by the membership January 27, 2012.

Next amended and approved by the membership February 1, 2013.

Next amended and approved by the membership January 28, 2015.

Next amended and approved by the membership February 1, 2017.

Last amended and approved by the membership May 27, 2020.