

PINEY REGIONAL CHAMBER OF COMMERCE

GENERAL BY-LAWS

Revised September 15th, 2016

BEING A BY-LAW TO GOVERN THE AFFAIRS OF THE PINEY REGIONAL CHAMBER OF COMMERCE

1. NAME

1.1. The organization shall be known as the "Piney Regional Chamber of Commerce" and hereinafter called "The Chamber".

1.2. Use of The Chamber name: Each chamber member, as described in Section 4.1.1 shall be supplied with a certificate suitable for display in a prominent place, indicating membership in The Chamber. Members in good standing may show on their letterhead and in their advertising that they are "Members of the Piney Regional Chamber of Commerce".

2. MISSION/OBJECTIVE

2.1. The mission/objective of the Chamber shall be to promote an environment which fosters economic development, works in partnership with our civic agencies, and provides value to our members through education, networking and cultural interests thereby enhancing our region for work, play, raising families and doing business.

3. DEFINITIONS

3.1. In these By-Laws, any reference to

1. "Board" shall mean the Directors elected and appointed pursuant to this by-law;
2. "Chamber" shall mean Piney Regional Chamber of Commerce, and shall include any committee thereof;
3. "Region" shall mean the RM of Piney and the area surrounding same which is served by commercial, medical, educational, fraternal, religious, recreational, agricultural, and cultural institutions located and functioning within and surrounding the region;

4. MEMBERSHIP

4.1. There shall be two (2) categories of membership in the Piney Regional Chamber of Commerce

1. Category 1 Chamber Member (Voting Member)
Any reputable person, partnership, non-profit organization, firm or corporation directly or indirectly engaged or interested in industry, trade, commerce, agriculture, or the economic, cultural, social welfare and civic progress of the region, shall be eligible for membership in the Chamber, but the voting power of such partnership, non-profit organization firm or corporate memberships shall in each case be assigned to individuals.

4.1.2 Category 2 Friends of the Chamber (Non-Voting Member)
Any individual shall be eligible for non-voting membership in the Chamber.

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- 4.2 Application for membership in all categories shall normally be brought before the Membership Committee for approval by the Board. The Board will appoint, replace or remove members of the Membership Committee as required. The Membership Committee will consist of five (5) Chamber members. The duties of the Membership Committee include, but not limited to, reviewing new membership applications, obtaining additional information on new members and making recommendation for approval of the new member. No remuneration shall be paid to the Membership Committee. Membership shall not be unduly withheld and if not approved, shall be based solely upon a conflict with the Chamber's stated objectives. In the event that the Board rejects an application for membership, any member in good standing, may at any general meeting, appeal the Board's decision. Such membership shall be approved by a majority of the members at the general meeting vote in favour of admitting the applicant.
- 4.3 Membership shall lapse if membership fees are not paid prior to March 31, but only after ten (10) days written notice of delinquency has been mailed to the member. Membership shall be on a calendar basis – January to December.
- 4.4 Any member may be expelled for just cause by means of a resolution passed by two-thirds of the entire Board of Directors, or by two thirds of the entire General membership. Such member shall be notified by registered mail of the intention of the Board or membership, to do so and shall be allowed a hearing before so doing. Passing of such resolutions automatically annuls membership with no refund of membership fees.
- 4.5 Any member of the Chamber, may retire or resign his/her membership at any time, upon giving to the Secretary ten (10) days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against the person at the time of such notice, with no refund of membership fees.
- 4.6 Membership shall continue from the time of admittance, subject to Section 4.3, until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members as referenced in Section 4.4.
- 4.7 Each individual member or designated representative of a member, firm, corporation or association, except as hereinafter described in Section 9, shall be entitled to one (1) vote for the election of members to the Board and on all matters coming before the members of the Chamber.

5. DUES, FEES AND ASSESSMENTS

- 5.1. It shall be the duty of the Board, subject to the approval of the general membership, to apportion and assess as equitably as possible, the annual dues to be paid by all classes of members to ensure the success of the Chamber. The frequency of such assessments will be at the discretion of the Board.
- 5.2. Membership dues shall be due and payable on January 1st of each year. Annual dues for new membership shall be pro-rated as described on the fee schedule.
- 5.3. Payment for the full amount of applicable dues shall accompany all new applications for membership.

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- 5.4. It shall be the duty of the Secretary or Treasurer to send out written notices for dues payable at least thirty (30) days prior to January 1st.
- 5.5. Should a member of the Chamber consider the dues assessment inequitable, the person shall have the right to appeal to the Board, whose decision shall be final.
- 5.6. Other assessments may from time to time be levied against all members, provided they are recommended by the Board and approved by the majority of the members present at the general meeting. The Board shall state the nature of the proposed assessment.

6. BOARD OF DIRECTORS

- 6.1. The Board shall consist of SIX Directors, one of whom may be appointed by the RM of Piney from its elected Council, and the remainder of whom shall be elected by the members of the Chamber who are in good standing.
- 6.2. The term of office shall be TWO years or until a successor is appointed. No such Director of the Board shall hold the same office for more than two years in succession unless approved by a majority vote of the general Chamber membership.
- 6.3. Of the elected board members three (3) will be elected on odd numbered years and the remaining Directors elected on even numbered years.
- 6.4. The Board may establish such committees as are in its opinion necessary for special functions or projects, on an ongoing basis or otherwise. The committee members shall be chosen from the general Chamber membership.
 1. The chairperson of any committee shall report to the Board on its work, with recommendations and suggestions.
 2. No committee shall undertake implementation of any program involving the expenditure of Chamber funds without prior approval of the Board.
- 6.5. In the event of a death, retirement or resignation of a Director, the remainder of the Board shall appoint a member of the Chamber to fill the place of that Director, to hold office until the next general meeting of the Chamber.
- 6.6. Any Director who misses two consecutive meetings of the Board, without requesting to be excused, or without good reason, may be replaced by a two-thirds majority vote of the remaining Directors.
- 6.7. The duties of the Directors shall be to guide the affairs of the Chamber so that it may achieve its aims and objectives as set out in Section 2.1
- 6.8. The number of Directors may be increased or decreased as approved by the general chamber membership at an annual meeting of the Chamber.
- 6.9. No Director shall be paid for acting as a Director. However, nothing herein contained shall prohibit payment to a Director for his/her pre-approved expenses incurred on behalf of the Chamber, by the board.

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6.10. The Chamber shall indemnify and save harmless any Director from any claims of any nature or kind whatsoever arising out of his/her position as a Director or in carrying out a special duty or function on behalf of the Chamber, but the indemnification herein shall not extend to gross negligence of or fraud committed by a Director or by a member acting without authority or outside of his/her authority.

7. DIRECTORS

7.1. The Board shall select from its number, in such a manner as it shall determine, a President, Vice- President, Secretary, Treasurer and such other Directors as it shall from time to time determine.

7.2. The Board may engage a professional or specialist, such as lawyer, accountant, architect, artist, realtor, purchasing agent, or any other person with special qualifications, at a fee to be arranged and approved beforehand to carry out a special function or special functions on behalf of the Chamber, but the professional or specialist so engaged shall at all times be deemed to be an independent contractor, and not an employee, notwithstanding that he/she is under the direction of the Board and directly accountable to the Board for the due performance of that function or those functions.

7.3. The Board may engage an administrative assistant to work on behalf of the Chamber at a fee as set out by the board. The administrative assistant shall at all times be deemed to be an independent contractor, and not an employee, notwithstanding that he/she is under the direction of the Board and directly accountable to the Board.

7.4. The duties of each Director shall be such as are normally carried on by the Director, including, without limiting the generality of the foregoing:

1. In the case of the President, presiding at all the regular and general meetings, casting a deciding vote in the event of a tie vote on any motion, signing contracts, documents, correspondence, etc. on behalf of the Chamber, and generally providing leadership for the Chamber.
2. In the case of the Vice President, to act as President in his/her absence, and generally to carry out those duties delegated to him/her by the President.
3. In the case of the Secretary, signing contracts, documents, etc., along with the President, or other authorized Director, and generally keeping written records of the Chamber's affairs.
4. In the case of the Treasurer, obtaining and depositing fees, dues and assessments from members or grants from municipal, provincial or federal governments or any department thereof, issuing receipts for funds received, preparing cheques for payment of Chamber obligations, keeping accurate records of funds received and disbursed, preparing statements for regular or general meetings, and generally handling the financial affairs of the Chamber in accordance with sound accounting practices.
5. The signing officers of the Chamber shall be any two of the following: The

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President, or Vice-President, or Treasurer, or Secretary and shall be authorized to sign all notes, drafts and cheques.

7.5. In the event of the death or prolonged absence of any Director, the Board may appoint from among the remaining Directors a person to take the place of the deceased or absent Director, who shall carry out the duties of that Director, and shall be referred to as "Acting (name of Director)", until a permanent replacement of that Director is made.

8. MEETINGS, QUORUMS, NOTICE

8.1. Regular meetings shall be held once a month at a location within the geographical region of the Chamber, determined and announced as the final order of business of the immediately preceding regular meeting.

8.2. Special meetings may be held at any time at the call of the President or at the request of not less than THREE members of the Board or FIVE members of the Chamber. Location and time to be determined by the Board of Directors.

8.3. The Annual meeting of the Chamber shall be held at a time and place to be determined by the Board.

8.4. The quorum for:

(1) A regular or special meeting shall be FOUR Directors, personally present

(2) An annual meeting shall be FOUR Directors and FIVE members, personally present

8.5. At least two days' notice must be given for any special meeting, said notice to be given to members personally, in writing or by telephone, or by website posted notices.

8.6. Any member may attend a regular meeting.

8.7. Any non-members may attend up to two (2) regular meetings before a chamber membership is required.

9. VOTING RIGHTS

9.1. Voting at all meetings shall normally be by a show of hands, or if requested by the Presiding officer, by a standing vote. A roll call vote shall be taken if requested by TWO (2) members, provided such request receives approval of two-thirds of the members assembled.

9.2. In the case of a tie vote, the Presiding officer shall cast the deciding vote, but shall not otherwise vote on any issue without leaving the chair.

9.3. Motions or amendments shall be carried at any meeting by a majority vote of those present.

9.4. Every member in good standing represented at any General Meeting shall be entitled to one (1) voting representative. Every member of the Board of Directors

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in good standing represented at the Board Meetings shall be entitled to one (1) vote.

10. AMENDMENT OF BY-LAWS

- 10.1. By-laws may be made, replaced or amended by a majority of the members of the Chamber present at any Regular Meeting, providing notice of such proposal has been given in writing by one (1) member and seconded by another at a previous Regular Meeting and duly entered in the minutes of the Chamber.
- 10.2. Such by-laws shall be binding on all members of the Chamber, its officers and all other persons law-fully under its control.

11. AFFILIATION

- 11.1. The Chamber, by resolution of the Board of Directors, may become a member of the Canadian Chamber of Commerce and/or the Manitoba Chamber of Commerce, and any other non-profit organization or association, membership in which is or may be of assistance to the Chamber in carrying out its aims and objectives.

12. GENERAL

- 12.1. In this By-Law, the masculine shall include the feminine and neuter, and the singular shall include the plural, where the context so requires.
- 12.2. Procedure at any meeting shall be such as the Presiding officer shall determine, and shall be in accordance with the Robert's Rules of Order, unless otherwise stated in these bylaws.
- 12.3. Each member of the Chamber shall accept it as his/her duty to contribute his/her time and talent to the Chamber and his/her community, when called upon to do so, and to conduct himself/herself in his/her relationship with his/her fellow citizens honestly, fairly and compassionately so as to uphold the good reputation of the Chamber.

13. AUDITORS

- 13.1. The members shall appoint an independent third party to:
 - (1) Conduct an audited financial review of the books and accounts of the Chamber a minimum of every two years,
 - (2) Present a written report to the Chamber.

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ENACTED at a meeting of the Chamber held in the Town of Vassar, Manitoba,
this 15th day of September, 2016

PINEY REGIONAL CHAMBER OF COMMERCE

PER: _____

Temporary
Chairperson

PER: _____

Temporary
Secretary