

BYLAWS, CENTRAL YORK CHAMBER OF COMMERCE

ARTICLE I: DEFINITIONS

Section 1 - Definitions

In this bylaw, unless context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time;
- b. "The Board" means The Board of Directors of the Central York Chamber of Commerce;
- c. "Bylaws" means this bylaw and all other bylaws of the Chamber as amended and which are, from time to time, in force;
- d. "Chair" means Chair of the Board of Directors
- e. "Chamber" means the Central York Chamber of Commerce;
- f. "Director" means an individual occupying the position of director of the Chamber by whatever name they are called;
- g. "Member" means member of the Chamber.

ARTICLE II: SEVERABILITY AND PRECEDENCE

Section 2 – Severability and Precedence

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw. If any of the provisions contained in the bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles, or the Act shall prevail.

ARTICLE III: MEMBERSHIP

Section 3 - Eligibility

Any business, association, corporation, society, partnership, estate, or individual, living in or conducting business in, or desiring to conduct business in, East Gwillimbury or Newmarket, shall be eligible for membership in the Central York Chamber of Commerce. In the case of an organization, one person shall be appointed the official contact/representative of that organization. Such official representative shall contract, on behalf of their organization, to be governed by the bylaws of the Chamber.

Section 4 – Approval of Membership

Application for membership is subject to the approval of the Board and must include payment of annual dues. The decision on the application shall be made by a majority vote of the Board and communicated to the proposed member.

If approved, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights, and be subject to all obligations, of the other members. If the application is denied, the dues submitted with the application will be refunded.

Any member of the Chamber may be expelled by a two-thirds vote of the Board.

Section 5 – Resignation of Membership

Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws, has failed to pay their annual fee when due, or has been removed from the roll of members by action of the Board.

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 Chamber office 10 days' notice in writing of such intention, and upon discharging any lawful liability against them which is standing upon the books of the Chamber.

Section 6 – Disciplinary Actions

Upon 15 days' written notice to a member, the Board may pass a resolution authorizing disciplinary action or removal from the roll of members the name of any member who fails to pay their annual dues within three months of the date they fall due, or for any other violation of any provision of the articles or bylaws. Upon such action by the Board, all privileges of membership shall be forfeited.

The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

Section 7 – Honorary Members

Persons or organizations that have distinguished themselves by some meritorious or public service or who have contributed their services and/or goods for the benefit of the Chamber may be elected by the Board as Honorary Members. Such recognition shall be a life-time recognition subject to being revoked by the Board if the Board so determines. Honorary Members shall include all the privileges of membership in the Chamber except that of being eligible for election to the Board and the right to vote at meetings of members. Honorary Members shall not be required to pay such annual fees or dues as may otherwise be required of members.

ARTICLE IV: DUES AND ASSESSMENTS

Section 8 - Term

The term of a member of the Chamber shall, unless renewed, be for a period of one year from their anniversary date.

Section 9 - Dues

Members shall be required to pay such dues or fees on an annual basis as may be determined from time to time by the Board.

ARTICLE V: OFFICERS AND BOARD OF DIRECTORS

Section 10 - Composition

The Board of Directors shall comprise the Chair, Vice-Chair, Past Chair, Treasurer, plus a minimum of five/maximum of eight other Directors.

The Directors shall serve a term of two years and may stand for re-election (Past Chair is not elected). At each election, Directors may serve up to a maximum of three consecutive terms.

Time served on the Boards of Directors for either the Newmarket Chamber of Commerce or East Gwillimbury Chamber of Commerce will be considered in the tenure calculation.

The newly elected Board of Directors will elect the persons to serve in the executive positions of Chair, Vice-Chair, Treasurer plus the chairs of the committees as assigned by the board at the board meeting immediately following the election.

The roles of Chair and Vice-Chair can be held for up to a maximum of 2 years.

Prior to the date of the Annual General Meeting, the Board shall appoint a Nominating Committee chaired by the Past Chair, or if they are unable or unwilling to act, a chairperson shall be appointed by the Board. The committee shall be composed of the Chair, Treasurer, and Vice Chair; its duty shall be to receive nominations, notify nominees, and ensure they are prepared to stand for election. The nominating committee will then prepare a slate of recommendations to be approved by the Board of Directors who will then approve a slate to be presented to the general membership.

Section 11 – Eligibility for Board of Directors

All persons elected to serve as directors of the Chamber, shall:

- (a) be at least 18 years of age;
- (b) not be an un-discharged bankrupt;
- (c) be a resident of Canada;
- (d) be the principal, or a shareholder of, or an employee of a business, service or community organization that serves the Town of Newmarket and/or Town of East Gwillimbury; and
- (e) be a member in good standing throughout the term of their office as director.

Section 12 - Ineligible Directors

Elected representatives to, or individuals employed by, the Federal Parliament, the Provincial Legislature, any Regional or Municipal Council, School Board Trustees, or other officials at any level of public service are not eligible for election to the Board. Board Members shall also not be actively part of a campaign team showing support for a candidate or candidates without first announcing that they are requesting a leave of absence from the Board of Directors until such time as the election process has been completed. Any member of the Board of Directors, who registers as a candidate or seeks a nomination to any political office representing Newmarket or East Gwillimbury, must resign in advance of registering for the election. Central York Chamber of Commerce board members may not hold board positions with other Chambers of Commerce or Boards of Trade. Any Central York Chamber of Commerce Board Member who accepts a board of director's position with another Chamber or Board of Trade board of directors must

immediately resign.

Section 13 - Vacancies

Where a director dies or resigns office, the Board may, at any meeting thereof, elect a member to join the Board, in place of the member who has died or resigned. If a Director is absent from three meetings per fiscal year (which shall be considered grounds for removal from the Board) or if for any other reason, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing a director before the expiration of the Director's term of office, the members may fill the vacancy by a majority vote.

Ex-officio Directors shall not be removed from the Board by the members.

Section 14 - Appeals

Any director so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision directly to the membership.

Section 15 - Petitions

The Board shall have general power of administration. It may make or authorize petitions or representations to the government or Parliament of Canada, the government or Legislature of the Province of Ontario, or others, as it may determine or as may be required by a vote of a majority of members present at any members' meeting.

Section 16 - Administration

The Board shall govern and manage the affairs and the property of the Chamber and shall have and may exercise all the powers of the Chamber except as are specifically reserved to the members or that are by statute expressly directed or required to be done in some other manner. Without limiting the generality of the foregoing, the Board shall:

- (a) appoint the President & Chief Executive Officer and approve their compensation and the board shall evaluate their performance annually.
- (b) approve an annual budget for the Chamber and establish, on an annual basis, the membership fees, dues, and other charges of the Chamber.
- (c) develop and review, on a regular basis, the mission, objectives, and strategic plan of the Chamber.
- (d) monitor the Chamber's financial management, approve capital expenditures in accordance with the financial policies adopted by the Board and undertake steps that may be necessary to protect the financial stability of the Chamber.
- (e) review the Chamber's programs to ensure that the Chamber is managed in accordance with the objects, mission, and purpose of the Chamber

Section 17 - Quorum

A majority of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board of Directors.

Section 18 - Committees

The Board or, at its request, the Chair, may appoint committees or designate Directors or members of the Chamber to examine, consider and report any matter or take such action as the Board of Directors may request excepting those power set out in the Act that are not permitted to be delegated.

The Board may suspend any committee Chair from the office or have their office terminated for just cause.

Section 19 – Standing Committees

Until changed by resolution of the Board, the Board may constitute the following standing committees (collectively the “Standing Committees”) of the Board:

- (a) Finance Committee.
- (b) Advocacy Committee.
- (c) Nominating Committee.
- (d) Risk and Governance Committee.

Section 20 – Finance Committee

The duties of the Finance Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) advising the Board on all matters relating to the Chamber’s financial affairs and resources.
- (b) assisting in the preparation and presentation of the Chamber’s annual and interim budgets and financial statements.
- (c) assisting the accountant in the completion of the annual audit of the Chamber’s financial statements; and
- (d) formulating an investment policy which is appropriate to the needs and characteristics of the Chamber, reviewing the policy annually, and submitting to the Board for approval any amendments considered appropriate.
- (e) The Treasurer of the Chamber shall be the chair of the Finance Committee.

Section 21 – Advocacy Committee

The duties of the Advocacy Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) reviewing on an ongoing basis such plans, policies, publications, legislation and directives as may from time to time be issued (collectively in this section referred to as “government policy”) by the Government of Canada, the Province of Ontario, the Regional Municipality of York, the Town of Newmarket or any department or agency of any of them, or by any other government agency or body (collectively in this section referred to as “government”) as may in the opinion of the Advocacy Committee impact upon or be of interest to the Chamber and its members;
- (b) liaison with government as is considered necessary regarding government policy, including making such representations as are considered necessary.
- (c) reporting to the Board and to the members as the Board may direct regarding government policy; and
- (d) developing a communications strategy for the Board regarding government policy and is the Chamber’s main lobbying voice using the resources of the Ontario and Canadian Chambers of Commerce.

Section 22 – Nominating Committee

The duties of the Nominating Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

- (a) recruiting, selecting, and recommending to the Board qualified candidates for Board, Officer, and

Committee chair positions, including the preparation of a slate of candidates for election at the annual general meeting.

(b) ensuring the development and implementation of an orientation process by the Chair that enables all new directors and Committee members to become fully informed and contributing participants as quickly as possible following their nomination and election.

(c) the Nominating Committee shall be Chaired by the Past-Chair. Should the position of Past-Chair be vacant, the board of directors shall appoint a Nominating Committee Chair

Section 23 – Risk and Governance Committee

The duties of the Finance Committee shall include the following duties, and such other duties as may be assigned thereto by the Board from time to time:

(a) advising the Board on all matters relating to the Chamber of commerce with respect to risk and governance.

(b) assist in the review of new or established bylaws on a semi-regular basis to ensure relevance and effectiveness.

(c) proactively identify issues for the board to consider that relate to risk or exposure of the Chamber of Commerce

Section 24 - Borrowing

In addition to the powers and duties of the Board, the Board may:

(a) borrow money on the credit of the Chamber;

(b) issue, sell or pledge securities of the Chamber;

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Chamber, to secure any securities or any money borrowed, or other obligation, debt, or liability of the Chamber

Section 25 - Confidentiality

Every director, officer, and employee of the Chamber shall respect the confidentiality of matters brought before the Board, or before any Committee, or any matter dealt with during any person's dealings with the Chamber.

Section 26 - Remuneration

Directors shall not, directly, or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the course of the performance of their duties on behalf of the Chamber in accordance with the then current policy approved by the Board.

Section 27 – Eligibility to bid

Directors are eligible to bid on contracts for the Chamber. Every director shall declare their interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Chamber in the manner and at the time required by the Act, and refrain from attending any part of a meeting of Directors or voting on any resolution to approve the contract or arrangement or proposed contract or arrangement.

All proposals from the Board submitted with supporting contracts will be reviewed by at least two other Directors prior to approval to proceed with this type of transaction.

Section 28 – Meeting Accessibility

The meetings of the Board shall be open to all members of the Chamber; they may attend but may not take part in any proceedings.

Section 29 – Appointment of President & Chief Executive Officer

The President & Chief Executive Officer shall be the president and chief executive officer of the Chamber and, for purposes of the Act, shall have the powers and duties of the president and chief operating officer of the Chamber. The President & Chief Executive Officer shall exercise the general supervision over all the affairs of the Chamber, represent the Chamber to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed of its responsibilities. The President & Chief Executive Officer shall have the powers, on behalf of the Board, to sign all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditures authorized and approved by the Board.

The President & Chief Executive Officer shall be delegated the general management responsibilities for the Chamber by the Board. The Board shall maintain general oversight over these activities.

In the event of a permanent vacancy in the office of the President & Chief Executive Officer, the Board shall select a replacement from among candidates submitted for consideration by a Special Search Committee appointed by the Board and an affirmative vote of at least two-thirds (2/3rds) of the directors is required for appointment. The employment contract for the President & Chief Executive Officer and all renewal of contracts shall be reviewed and approved by the Board.

Within the policy guidelines established by the Board, and subject to the requirements of any legislation with which the Chamber must comply, the President & Chief Executive Officer shall develop programs, provide administrative and educational leadership, employ and discharge personnel, prepare the Annual Business Plan including the budget and shall have the responsibility for the day-to-day operation of the Chamber.

The President & Chief Executive Officer shall work in close conjunction with the Board and guide it in preparation of agenda in its meetings and the long-range development of the Chamber.

An annual review of the performance of the President & Chief Executive Officer shall be conducted. The Board shall determine the procedure and process to be followed after consultation with the President & Chief Executive Officer. The process shall include input from each director and from the President & Chief Executive Officer, a self-evaluation by the President & Chief Executive Officer and an evaluation of the President & Chief Executive Officer's progress in accomplishing the annual strategic goals of the Chamber, to the extent applicable. The Board may appoint a committee to conduct the evaluation process which shall include the Chair and at least two other directors. The committee shall report its findings and actions to the Board shall make any recommendations that it may have with respect to the President & Chief Executive Officer's compensation and shall make a written report of such findings, actions, and recommendations. The committee's written report shall be made available to all Board members prior to the Board's vote on renewal of the President & Chief Executive Officer's contract unless the Board shall waive this requirement by a two thirds (2/3rds) vote.

A decision not to renew the President & Chief Executive Officer's contract or to terminate the services of the President & Chief Executive Officer can only be undertaken by the Board at a regular meeting or a special meeting if notice of the purpose of the meeting has been given with an affirmative vote of at least two thirds (2/3rds) of the directors.

Section 30 – Public Announcements

No public announcement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

Section 31 - Liability

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

Section 32 – Indemnification

The Chamber on behalf of the directors will maintain in full force and effect with full retroactive coverage Directors' & Officers' Liability & Corporate Reimbursement Insurance with an Insurer licensed to do business in the Province of Ontario and of a financial condition acceptable to the directors. Such Insurance shall be issued with a limit of liability considered satisfactory to the directors and any deductible applicable shall only apply to corporate reimbursement and not to the directors, officers or employees either jointly or severally. Such coverage at a minimum shall pay on behalf of (or if not commercially available indemnify) the Chamber or the directors, officers and employees of the Chamber or any class of them against liability costs, charges or expenses sustained or incurred by them or by the Chamber.

Section 33 - Meetings

a) The Chair shall preside over all meetings of the Chamber and Board. The Chair shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what they may consider concerns the Chamber. The Chair shall, with the Treasurer, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting.

b) The Vice-Chair shall act in the absence of the Chair.

Section 34 – Frequency of Board Meetings

The Board shall meet from time to time (generally monthly) as may be necessary to carry on the business of the Chamber. The board may elect to take a month off during the summer.

Section 35 – Remote Participation

If all the Directors consent, a director may participate in a meeting of the Board or of a committee of Directors by electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 36 – Procedure

Parliamentary procedure shall be followed at all meetings, in accordance with Robert's Rules of Order.

Section 37 – Role of Treasurer

The Treasurer shall have oversight of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized financial institution, selected by the Board. Out of such funds the

Treasurer shall pay or cause to be paid amounts approved by the Board. The Treasurer shall ensure a regular account of the financial operations of the chamber is maintained and will provide for submission of annual audited or reviewed financial statements, for the most recent fiscal year ended more than 120 days from the date of presentation to the membership at the Annual General Meeting and at any other time required by the Board of Directors. The Treasurer shall make or cause to be made such investment of the funds of the Chamber as the Board may direct. The Treasurer, as directed by the Board, will develop financial control policies for the safeguarding of Chamber assets, including policies for the approval of drafts, cheques, and electronic transfers.

Section 38 – Signatories/Financial Approvals

All cheques or negotiable instruments to be drawn on the accounts of the Chamber shall be executed by the President & Chief Executive Officer alone if the amount of such cheque or negotiable instrument is \$5,000.00 or less. If the amount of the cheque or negotiable instrument is greater than \$5,000.00 then the Chair (or Vice-Chair if unavailable) and Treasurer shall be authorized to sign it or approve in writing via electronic communication. The Board shall have power from time to time by resolution to appoint any other officer or officers or director or directors on behalf of the Chamber either to sign cheques or negotiable instruments.

ARTICLE VI: ANNUAL MEETINGS

Section 39 – Timing & Notice

The Annual General Meeting of the Chamber shall be held in the month of December in each year at the time and place determined by the Board. At least 30 days and not more than 50 days' notice of the Annual General Meeting shall be given.

By motion at the Annual General Meeting, actions of the Board or Chair undertaken on behalf of the Chamber may be ratified.

Section 40 – Special Meetings

Special meetings of the Chamber may be held at any time when summoned by the Chair or requested in writing by any three Directors or any 10 members of the Chamber. At least 30 days' and not more than 50 days' notice of such meetings shall be given.

Section 41 - Participation

Any person entitled to attend a meeting of the members must participate in-person.

Section 42 – Notice of Meetings

Notice of all meetings, naming the time and place of assembly, shall be given by the provided by the Chair with the support of the President & CEO, or such other person designated by the Board, by mail, e-mail, or other electronic means to any person entitled to receive notice by the Act at their latest address as shown in the records of the Chamber.

Section 43 - Quorum

At any annual or members' meeting, 30 members shall be a quorum whether present in person or by proxy, and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting.

Section 44 - Minutes

Minutes of the proceedings of all meetings shall be entered in books to be kept for that purpose. The entry of such minutes shall be signed by the Chair at the meeting at which they are adopted.

Section 45 – Access to Records

All books of the Chamber shall be open to any member of the Chamber, free of charge. Access shall be during normal Chamber office hours and by appointment.

ARTICLE VII: GENERAL VOTING RIGHTS

Section 46 – Voting Eligibility

Every member in good standing represented at any members' meeting shall be entitled to one vote, to be exercised by the official representative or their designate.

Section 47 – Process for voting

Voting at the Board or members' meetings shall normally be by show of hand, or, if requested by the Chair, by ballot. A roll call vote shall be taken if requested by five members, providing such request receives the approval of two-thirds of the members assembled.

General Meetings shall be either in-person OR virtual. The Board, if necessary can approve a 'hybrid' meeting if necessary.

Section 48 – Chairs Vote

The Chair shall only have a vote at either Board or members' meetings in the case of a tie.

Section 49 – Majority Vote

Motions or amendments shall be carried at any Board or members' meeting by majority vote unless otherwise provided in these bylaws.

ARTICLE VIII: BYLAWS

Section 50 – Process for establishment, amendment, or repealing of bylaws

Bylaws may be made, repealed, or amended by two-thirds majority vote of the Board present at any Board meeting, notice of such proposal having been given in writing by one Director and seconded by another. The amendment or repeal must be approved by a majority vote of the members present at a members' meeting after having been given 30 days notice of such amendment or repeal and duly entered into the minutes of the Chamber.

Bylaws shall be reviewed annually by the Administration or at the discretion of the Directors and/or members. Amended bylaws will be forwarded to appropriate government bodies if and as required by the Ontario Not-for-Profits Act. This is the shared responsibility of the Directors.

Section 51 - Binding

Such bylaws shall be binding on all members of the Chamber and its Directors and staff.

ARTICLE IX: Annual Audit

Section 52 – Fiscal Year

The fiscal year of the Chamber shall commence on the first day of July in each year.

Section 53 - Appointment of Auditor

The members of the Chamber shall at each Annual Meeting appoint an auditor to hold office until the next Annual Meeting and if an appointment is not made, the auditor in office shall continue in office until their successor is appointed. The directors may fill any casual vacancy in the office of the auditor but, while such vacancy continues, the surviving or continuing auditor, if any, may act. The auditor shall not be a member of the Board or an officer or employee of the Chamber or partner or employee of any such person and must duly be licensed under the Public Accountancy Act.

The auditor shall have all the rights and privileges as set out in the Act and shall perform an audit in accordance with Canadian generally accepted standards for audits.

In addition, the auditor shall, from time to time, as deemed necessary, report to the Board regarding work in progress and any necessary recommendations.

The board shall seek auditors every five (5) years via Request for Proposal to ensure value for money prior to recommending the appointment of the auditor.

Section 54 – Access to Records

The Board shall see that all necessary books and records of the Chamber required by the Bylaws or by any applicable statute or law are regularly and properly kept.

All books and records of the Chamber shall be open for inspection at all reasonable hours to any member of the Chamber in good standing free of charge and during normal business hours at the offices of the Chamber by appointment made at least twenty-four hours prior written notice with the Chief Executive Officer. All original Chamber documents, records, files, publications, or any other archival resource may not be removed from the offices of the Chamber without the authorization of the Board first obtained.

THE FOREGOING BYLAWS are hereby consented to by all Directors of the Central York Chamber of Commerce.

Dated this _____ day of _____, 20_____

Updated: _____

Presented for approval to membership: _____

Submitted to appropriate government bodies:

By: _____

Date: _____