

THE MORDEN AND DISTRICT CHAMBER OF COMMERCE BY LAWS

Article I. NAME AND INTERPRETATION

Section 1.01 This organization shall be known as “The Morden and District Chamber of Commerce” and shall hereinafter be referred to as “The Chamber”

Section 1.02 Wherever the words “The Executive Council” occur in these By Laws, they shall be understood to mean “The Executive Council of the Morden and District Chamber of Commerce”

Article II. OBJECTS

Section 2.01 The objects of the Chamber shall be:

- (a) To promote through its members, the progress and development of Morden and District in order to make it a better community in which to live and work.
- (b) To promote the commercial, industrial, agricultural and civic welfare of Morden and the surrounding district.
- (c) To develop within its membership informed views on provincial and national affairs, and to annually formulate the thinking of its members on such matters by resolutions presented to the provincial and/or national organizations.

Section 2.02 The Chamber shall be non-sectional, non-sectarian, and politically non-partisan, and shall not, as an organization, lend its support to any candidate for public office.

Article III. MEMBERSHIP AND DUES

Section 3.01 Membership shall be open to all corporations, businesses and residents, 18 years of age and over, of Morden and the surrounding district who wish to promote the economic, agricultural and social interests of Morden and District.

Section 3.02 The annual membership fees that are due and payable by all members by December 31st of each year shall be set at the General Meeting of the Chamber for the following year.

Article IV. EXECUTIVE COUNCIL

Section 4.01 The Executive Council of the Chamber shall be as follows:

- (a) Past President
- (b) President
- (c) Vice-President(s)
- (d) Treasurer

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(e) Executive Committee

Section 4.02 The Membership Committee, as referred to in Article 5, Section 1.01, shall put forward a nomination list to the Executive Council at least two meetings prior to the Annual General Meeting. Any member in good standing may be nominated for any office from the floor at the Annual Meeting.

Section 4.03 Each elected Executive Council position shall be determined by ballot at the Annual General Meeting by a majority of the members present.

Section 4.04 Officers shall enter upon their official duties as of the Annual Meeting, and shall serve for a term of one year, or until the following Annual Meeting.

Section 4.05 The President shall be elected for a one-year term.

Section 4.06 The Executive Council may fill any vacancy for the remainder of the term by appointment of any member in good standing.

Section 4.07 Any officer, who shall not be present for three (3) consecutive Executive Council meetings and not authorized by a resolution, may be removed from office by a resolution passed by the Executive Council.

Article V. EXECUTIVE COMMITTEE

Section 5.01 The Executive Committee shall be made up of all or part of the following:

- (a) Civic Affairs – elected
- (b) Commercial – elected
- (c) Industrial – elected
- (d) Tourism – elected
- (e) Education – elected
- (f) Agriculture – elected
- (g) Immigration – elected
- (h) Youth - elected
- (i) Budget and Finance – appointed
- (j) Membership – appointed
- (k) Program – appointed
- (l) Personnel – appointed
- (m) Economic Development – appointed
- (n) Municipal Affairs - appointed

The Executive Committee has the authority to add or delete Executive Committee positions, as needs dictate.”

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Section 5.02 The appointed Executive Officers shall be approved by the elected Executive Council by resolution at the earliest Executive Meeting and have the same privileges as elected officers.

Section 5.03 The Executive Council may convene other committees to examine, or report on any matter or take such action as directed by the Executive Council

Section 5.04 All Committees shall keep minutes or records of all meetings and such minutes or records shall be filed as part of the Committee's final annual report and shall be retained in the Chamber files.

Article VI. DUTIES OF THE EXECUTIVE COUNCIL

Section 6.01 Duties of the Executive Council shall be as outlined in the Chamber Policy Manual.

Section 6.02 The duties of the Executive Council shall be reviewed annually by the Membership Committee. Amendments shall be by resolution of the Executive Council at any meeting.

Article VII. INDEMNIFICATION OF EXECUTIVE COUNCIL

Section 7.01 Every member of the Executive Council or other person who has undertaken or is about to undertake any liability duly authorized on behalf of the Chamber, their heirs, executors and administrators shall at all time be indemnified and saved harmless out of the funds of the Chamber from and against all costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought or prosecuted against him in respect of any act done or permitted or omitted by them in or about the execution of their duties except such costs, charges or expenses as are occurred by their own willful neglect.

Section 7.02 The Executive Council shall serve without remuneration and no officer shall directly or indirectly receive any profit from their position, provided that they be paid reasonable expenses incurred by them in the performance of their duties.

Article VIII. PERSONNEL

Section 8.01 The Chamber shall employ a Manager.

Section 8.02 A Personnel Committee composed of the President and two other Executive Council members shall be responsible for recommendations to the Executive Council on all personnel matters relating to hiring, dismissals, evaluations, salary and other such matters as deemed necessary.

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Section 8.03 The Personnel Committee shall undertake an annual evaluation of all personnel.

Section 8.04 Duties of the Manager and any other personnel shall be as outlined in the Chamber Policy Manual. Amendments to these duties shall be by resolution of the Executive Council.

Article IX. MEETINGS

Section 9.01 The Annual Meeting of the Chamber shall be held in the month of January in each year or upon such other date as decided by the Executive Council.

Section 9.02 In addition to the Annual Meeting, there shall be at least one General Meeting of the Chamber to be held at such time and place as may be determined by the Executive Council.

Section 9.03 Executive Council Meetings shall be held monthly on such date and at such place as decided by the President of the Executive Council.

Section 9.04 Any four (4) or more Officers of the Executive Council shall constitute a quorum at Executive Meetings and at all General Meetings, ten (10) members in good standing shall constitute a quorum.

Section 9.05 At an Executive Council Meeting, each Officer shall be entitled to one vote with the exception of the President who shall vote only in the case of a tie. At all General Meetings each member of the Chamber in good standing, shall be entitled to one vote, with the exception of the President who shall vote only in the case of a tie. For the purpose of this Section, a general membership held by a corporation or by a business shall be entitled to one vote only regardless of the number of principals, partners, associates or employees of the corporation or business. This, however, does not exclude any such principal, partner, associate or employee from holding a personal membership and the voting rights attached thereto.

All votes shall be cast by a show of hands unless a majority of the members in attendance call for a secret ballot.

In order to vote, a member must be in attendance or represented by a proxy. No one individual attending an Executive or General Meeting shall be entitled to more than two votes at any meeting, that is as a principal, partner or associate of a corporation or business, as an individual or as a proxy. All questions put before a meeting shall be decided by a simple majority of the votes cast thereon.

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Article X. AUDITORS

Section 10.01 The Chamber's books of account shall undergo a Review Engagement at least once a year and be available for the Annual Meeting.

Section 10.02 The fiscal year shall terminate on the thirty-first (31st) day of December of each year.

Article XI. SIGNING OF MINUTES

Section 11.01 The Minutes of each meeting shall be signed by the President and by the Manager, immediately following their adoption at each meeting.

Article XII. REVISION OF BY LAWS

Section 12.01 By Laws may be made, repealed or amended by a majority of the members of the Chamber present at any General Meeting, by way of a Notice of Motion given at a previous Executive or General Meeting. All members must be notified by mail at least fourteen (14) days prior to the General Meeting.

Article XIII. RULES OF ORDER

Section 13.01 In all cases not herein provided for, the practice of the Parliament of Canada as laid down by Beaushe's shall be followed as to all matters of procedure.