Constitution and Bylaws
Greater Kingston Chamber of Commerce
As Approved at the March 20, 2012 AGM

CONSTITUTION

Article 1 – Name

A1.1 The name of the corporation shall be the "Greater Kingston Chamber of Commerce", hereinafter referred to as "the Chamber".

Article 2 – Objects

A2.1 The objects of the Chamber shall be to maintain and improve trade and commerce, conservation and good management of community resources and to promote the economic, commercial, industrial, agricultural and environmental welfare of the metropolitan area of the City of Kingston and the surrounding district.

A2.2 The Chamber shall promote good government and sound legislation at all levels of government.

A2.3 The Chamber shall believe in and support free enterprise and Canadian Unity.

Article 3 – Membership

A3.1 All persons, sole proprietors, agents, business associations, corporations, partnerships or estates which agree to the objects of the Chamber, shall be permitted to join the Chamber, subject to the approval by the Chamber's Membership Committee.

Article 4 – Government

A4.1 Government of the Chamber shall be vested in a Board of Directors which shall consist of sixteen (16) members elected, inclusive of the Executive Committee and Past President, plus such appointments as authorized by the Bylaws.

A4.2 The Board of Directors shall have the power to make regulations, direct the affairs and control any property of the Chamber.

A4.3 The Board of Directors shall have the power to buy, sell or lease real estate affairs and control any property of the Chamber.

A4.4 The Board of Directors shall meet at least ten (10) times per year and at such other times as they may deem advisable.

A4.5 The Board of Directors shall not have more than one (1) representative from a member firm on the Board at any one time.

Article 5 – Meetings

A5.1 There shall be an annual meeting of the Chamber, 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. The Annual Meeting shall be held within one hundred and twenty (120) days of the end of the fiscal year.

A5.2 Meetings of the Members may be held at such other times as the President and the Board of Directors may determine or on request of five (5) percent of members in good standing. A notice specifying the purpose of the meeting shall be mailed or e-mailed to the last known address of the member as recorded on the books of the Chamber at least five (5) days in advance of such a meeting.

Article 6 – Amendments

A6.1 The Constitution may be amended at any time by a majority of the Members in good standing in attendance at any membership meeting or special meeting called for that purpose. Such meetings shall be called as prescribed in Article 5.2 of the

Constitution, except that notice of the meeting shall be mailed or e-mailed to the last known address of the member as recorded on the books of the Chamber at least ten(10) days prior to the meeting, and that notices of the meeting shall contain the proposed amendments.

Article 7 – Enactment

A7.1 The Constitution shall be effective immediately following its adoption by a majority vote of the members at a meeting duly called for that purpose and when so adopted, shall supersede all previous Constitutions and amendments thereto, which are hereby annulled.

BYLAWS

Bylaw B1 – Membership

B1.1 Any sole proprietor, agent, business association, corporation, partnership or estate engaged or interested in trade, commerce or the economic and social welfare of the district, may apply for full membership in the Chamber by undertaking to pay the annual membership fee.

B1.2 Any sole proprietor, agent, business association, corporation, partnership or estate which lies outside the jurisdiction of the Chamber's Charter, may apply for full membership in the Chamber by undertaking to pay the annual membership fee. The applicant's enterprise should be a member in good standing of his/her home Chamber, should such a Chamber exist. Home Chamber shall be defined by the registered address of the applicant's business.

B1.3 . Any applicant who has not operated within the Chamber's jurisdiction for at least one (1) year prior to the date of application shall endeavor to submit to the Membership Committee, a letter of support for their application from a current Member in good standing of the Greater Kingston Chamber of Commerce or from another Chamber of Commerce of which they are a member in good standing.

B1.4 Any person who agrees with the Objects of the Chamber, but who does not qualify for full membership in the Chamber, may apply for associate membership by undertaking to pay the annual membership fee for such a membership. No sole proprietor, agent, business association, institution or corporate partnership which is eligible for full membership with the Chamber, shall be permitted to join as an Associate Member.

B1.5 Members shall be approved by two-thirds (2/3) vote at a meeting of the Chamber's Membership Committee.

B1.6 The fee for annual membership shall be such amount as shall from time to time be fixed and prescribed by the Board of Directors. The annual membership fee of each Member shall become due and payable on the membership-anniversary date of each Member.

B1.7 Associate Members shall not be eligible to vote in the elections of the Chamber and shall not hold office unless appointed by the Board of Directors.

B1.8 Any member may be expelled for non-payment of membership fee, or after notice and opportunity for hearing, for conduct unbecoming a member, by two thirds (2/3) vote of the Board of Directors. No portion of membership fees paid by the expelled member shall be refundable.

B1.9 Any Member who fails to pay the membership dues within thirty (30) 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 payments or expressly continue the rights and privileges, not withstanding such default of payment.

B1.10 Any Member upon written request to the Board of Directors, may resign from the Chamber in advance of the expiration of their current membership. No portion of their membership fees will be refundable upon voluntary resignation.

B1.11 It is the responsibility of the member to inform the Chamber of any changes to their contact information, including the designated voting representative, as soon as they are to take effect.

Bylaw 2 – Directors

B2.1 Elected positions on the Board of Directors shall carry a term of two (2) years.

B2.2 A director shall not be eligible to serve more than four (4) consecutive terms, except as provided in article 3.1. A Director who has completed their fourth consecutive term will not be permitted to become a candidate for the Board of Directors again until at least four (4) years after the completion of their fourth consecutive term. This provision may be waived by the Board of Directors when a term as President falls during the last year of a fourth consecutive term, to allow for the individual to complete their term as Immediate Past President.

B2.3 Directors must sign a document each year of their term stating that they agree to abide by the Chamber's Code of Ethics. This form shall be countersigned by the President, or in the case of the President's own form, the Immediate Past President.

B2.4 If a Director is deemed by other members of the Board of Directors to have breached the Code of Ethics, or undertaken in 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 Bylaws, where quorum is present. The Director in question 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 (2/3) vote of the Directors present.

Bylaw 3 - Election of Directors

B3.1 Prior to the first day of October in each year, the Executive Committee shall appoint a Nominating Committee comprised offfour (4) Past-Presidents, the Immediate Past President who shall act as Chair of the Committee, and the CEO who shall be ex-officio.

B3.2 The Nominating Committee shall meet and identify and recruit potential candidates for the Board of Directors.

B3.3 No later than the **1st day of October** in each year, the CEO shall notify in writing by mail or email the general membership that nominations will be received for election to the Board of Directors. Such notice shall specify the status of all current Directors as to their existing term of office.

B3.4 All nominations from the general membership shall be in writing and have the signatures of four (4) members in good standing, together with the consent of the candidate. Such nominations by the general membership shall be submitted to the CEO no later than the **15th day of October**.

B3.5 Within sixteen (16) days of the **15th day of October**, the Nominating Committee shall prepare an official ballot with the names of all candidates listed in alphabetical order. One (1) ballot shall be mailed or emailed by the CEO not later than the **31st day of October**, to each full member in good standing as of that date and shall specify the number of Directors to be elected.

B3.6 Ballots shall be marked and returned to the CEO in the prescribed manners not later than the **14th day of November**. If a ballot is spoiled in advance of it being returned, it may be returned in person to the CEO for replacement and shall be delivered to the Nominating Committee on the date set for the official counting of the ballots. Voting shall be by Members only and no Member shall mark more than one (1) ballot.

B3.7 No later than seven (7) days from the closing date of voting, the Nominating Committee shall meet and count the ballots submitted by the general membership. In counting the ballots, the Nominating Committee shall adhere to the following rules:

a) A ballot marked for more candidates than Directors to be elected shall be rejected.

b) A ballot marked for the number of Directors to be elected or fewer than the number of Directors to be elected shall be counted.
c) Any mark which clearly indicates the intention of the elector shall be counted.
d) A ballot with any mark which may identify the elector shall be rejected.
e) In the event of a tie, the Nominating Committee shall make a selection by lot.

B3.8 The required number of candidates receiving the highest number of votes shall be declared by the Nominating Committee.

Bylaw 4 - Officers

B4.1 Officers shall be current members in good standing of the Board of Directors.

B4.2 When a President completes their term of office, they automatically assume the role of Immediate Past President for the following year, and serve as a member of the Executive Committee. If their term as President is the second of a two-year elected term, they may be appointed by the Board of Directors to a one-year voting term on the Board to fulfill their term as Immediate Past President, in which case their Board position shall not come up for election until the election for the year following their term as Immediate Past President.

Bylaw 5 – Election of Officers

B5.1 On or before the first meeting of the Board of Directors following the General Election, the Nominating Committee shall recommend to the incoming Board of Directors, a slate of Officers (the Executive Committee) comprised of a President, a First Vice-

President, a Second Vice-President (and Treasurer) and a Third Vice-President.

B5.2 Nominations will also be accepted by the Nominating Committee for Officers' positions (the Executive Committee), when submitted to the Nominating Committee in writing one (1) week after the first meeting of the Board of Directors following the General Election in each year. Any such nomination will include the signature of three (3) Directors on the incoming Board and the consent of the nominee.

B5.3 The election for Officers shall occur at the first meeting of the Board of Directors following the expiration of the deadline for additional nominations as per Bylaw B6.2, and elected Officers will be those who receive the most votes for any contested Executive position.

B5.4 The duties of the Officers shall be such as their title by general usage would indicate and such as required by law and such as may be assigned to them respectively by the Board of Directors from time to time.

Bylaw 6 – Vacancies

B6.1 Vacancies within the elected positions on the Board of Directors, through resignation or otherwise, shall be filled by a duly passed resolution of the Board, but any person so appointed to fill such vacancy shall serve only until the next election, at which time the Membership shall elect a Director or Directors to serve the remainder of the unexpired term(s).

Bylaw 7 – Appointments

B7.1 The Board of Directors may by two-thirds (2/3) vote, appoint additional members to the Board to serve in an ex-officio capacity. Members so appointed shall be known as Appointed Directors, shall not exceed four (4) in any one (1) year and shall serve until

the end of the fiscal year in which they were appointed. Appointed Directors may not serve any more than two consecutive appointed terms, and may not hold an Officer's position.

Bylaw 8 - Indemnification

B8.1 Every Director, Officer, and Committee member and his/her heirs, estate trustee or administrator, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding as a result of any act or failure to act, or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own wilful act, default or dishonesty outside the actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.

B8.2 The Chamber is authorized to and shall purchase and maintain insurance for the benefit of all Directors, Officers and Committee members referred to in this By-law against such liabilities and in such amounts as the Board may determine in order to give effect to By-Law B5.3. Each year at the renewal of such policy the Board will review the policy to assure that adequate coverage is maintained.

Bylaw 9 – Committees

B9.1 The Board of Directors shall authorize and define the powers and duties of such Committees as they from time to time deem advisable and necessary.
B9.2 The Board of Directors shall appoint all Committees.

B9.3 All Committees shall be directly responsible to the Board of Directors and shall submit reports of their actions, findings and recommendations to the Board.
B9.4 All Committees may adopt such rules and regulations and may appoint such members as are required for proper government, but no resolution or action by a Committee shall be binding as or expressive of Chamber Policy, without the approval of the Board of Directors.

Bylaw 10 – Staff

B10.1 The Board of Directors shall employ a CEO who will be the senior staff member and report directly to the Board, acting as Secretary to the Board with responsibility for day to day operation of the Chamber and hiring of other Chamber staff. 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.

Bylaw 11 – Meetings

B11.1 At all membership meetings, Twenty-five (25) full members in good standing, present and in person, shall constitute a quorum.

B11.2 The Board of Directors shall meet at such regular periods as they decide. Absence of a Director from three (3) consecutive regular meetings of the Board, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation from the Board.

B11.3 At all meetings of the Board of Directors, nine (9) Directors shall constitute a quorum.

B11.4 A special meeting of the Board of Directors may be called at any time by the President or by three (3) Directors, provided that a notice stating the purpose of the meeting shall be

issued to each Director, not less than one (1) day preceding the meeting.

B11.5 Directors who will be absent from a meeting of the Board of Directors may choose to proxy their vote to another Director in good standing who will be present. Such proxy must be delivered in writing by fax or email to the President at least twenty-four (24) hours in advance of the meeting being called to order, and shall be declared by the President at the beginning of the meeting. Proxies shall empower the recipient to cast votes on behalf of the absent Director in all votes considered in that meeting, and the proxy shall be null and void upon recess or adjournment of that meeting.

B11.6 The Board of Directors may choose to conduct a vote between Board meetings by email. A properly moved and seconded motion must be presented to the Board by email, along with a deadline by which replies are to be sent to the President, with Directors replying in favour, against, or abstaining. The President shall compile the results of the votes after the deadline and announce the results by email, and the decision shall be acknowledged in the minutes of the next meeting of the Board of Directors.

B11.7 At Committee meetings, a majority shall constitute a quorum, except that when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

B11.8 All questions of parliamentary procedure shall be settled according to Roberts Rules of Order.

Bylaw 12 – Corporate Seal

B12.1 There shall be a corporate seal of the Greater Kingston Chamber of Commerce and the CEO shall have custody of it.

Bylaw 13 – Neutrality

B13.1 The Greater Kingston Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Bylaw 14 – Fiscal Year

B14.1 The fiscal year of the Chamber shall be the calendar year.

Bylaw 15 – Banking

B15.1 The bank accounts of the Chamber shall be maintained with one (1) of its member banks or trust companies.

B15.2 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.

Bylaw 16 – Amendments

B16.1 These By-laws may be amended by a majority vote of the Board of Directors in attendance at any regular or special meeting called for that purpose, provided that such amendments shall be plainly stated in the notice for the meeting at which they are to be considered. Any amendments to the By-laws approved by the Board of Directors must be approved by the Membership at the next scheduled Membership meeting in accordance with Article A5.2. Any amendments approved by the membership will not be considered final until approval by the Minister of Industry is received.

Bylaw 17 – Notice

B17.1 Notice delivered by the Chamber to either the mailing address or email address of record for the member or the Director

in the Chamber's database shall be equally deemed to have satisfied the Chamber's responsibilities for notice as outlined in these Articles and Bylaws.

Bylaw 18 – Dissolution of the Chamber of Commerce and Distribution of Assets

B18.1 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.