

THE SELKIRK & DISTRICT CHAMBER OF COMMERCE

CONSTITUTION AND BY-LAWS

AMENDED – MAY 26, 2010

ARTICLE I – NAME AND OBJECTS

Section 1 – The name of this Organization shall be the Selkirk and District Chamber of Commerce, hereinafter called the Chamber.

Section 2 – The objectives/mission of the Chamber shall be to promote economic development, work in partnership with our civic agencies, provide value to our members, educational, networking and cultural interests making Selkirk and the surrounding district a more vibrant place to work, play, raise families and do business.

Section 3 – Membership in the Chamber shall not be restricted nor promoted on the basis of political affiliation, religion, ethnic origin, race, gender, nationality or any other non-sectional or non-sectarian consideration.

Section 4 – The activities of the Chamber shall be non-political, non-sectional and non-sectarian and the Chamber shall not campaign for or advocate support for any candidates for public office.

ARTICLE II – INTERPRETATION

Section 1 – Wherever the words, “The Chamber” occur in these by-laws they shall be understood to mean, “The Selkirk and District Chamber of Commerce” as a body.

Section 2 – Wherever the word “District” occurs in these by-laws they shall mean that area within and for which this Chamber was established and being the City of Selkirk, R.M. of St. Andrews, the R.M. of St. Clements and the R.M. of West St. Paul.

Section 3 – Wherever the words “The Board” occur in these By-Laws, they shall be understood to mean “The Board of Directors of the Selkirk & District Chamber of Commerce”.

Section 4 – Wherever the words “he” and “she” occur within these By-Laws, they shall be understood to include both males and females.

ARTICLE III – MEMBERSHIP

Section 1 – There shall be two (2) classes of membership namely; Active and Honorary:

(a) Active Membership

Any reputable person, partnership, firm or Corporation directly or indirectly engaged or interested in industry, in trade, in commerce, agriculture, or the economic, social welfare and civic progress of the district, shall be eligible for membership in the Chamber, but the voting power of such partnership, firm or corporate memberships shall in each case be assigned to individuals.

(b) Honorary Membership

May be conferred upon any person who has rendered service recognized by the Chamber as extraordinary. It may be conferred by the Chamber by means of a majority vote by those present at any properly constituted meeting of the Chamber, and such membership shall be for the period of time designated by the board. Honorary members shall have all privileges of members except the right to vote and hold offices. They shall be exempt from payment of annual dues. (Citizen of the Year)

Section 2 - Application for membership in all categories, except Honorary Membership, shall normally be brought before the Membership Committee for approval by the Board. 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 if two thirds or a majority of the members at the general meeting vote in favour of admitting the applicant. Such membership should not unduly be withheld.

Section 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.

Section 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.

Section 5 – Membership shall continue from the time of admittance, subject to Section 3, Article III, until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Board.

Section 6 – Any member of the Chamber, who intends to retire therefrom or to resign his membership may do so 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.

Section 7 – Each individual member or designated representative of a member, firm, corporation or association, except as hereinafter described in Article IX, Section 4, 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.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1 – It shall be the duty of the Board, subject to the approval of the general meeting, 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.

Section 2 – Membership dues shall be due and payable on January 1st of each year. The annual dues shall be in such an amount as may from time to time be determined by the Board of Directors. Annual dues for new membership may be pro-rated at the discretion of the Board of Directors.

Section 3 – Payment for the full amount of dues shall accompany all new applications for membership.

Section 4 – It shall be the duty of the Executive Director to send out written notices for dues payable at least thirty (30) days prior to January 1st.

Section 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.

Section 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 shall state the nature of the proposed assessment.

ARTICLE V – OFFICERS AND BOARD

Section 1 – The officers to be elected shall consist of a President, two (2) Vice-Presidents, a Secretary and a Treasurer, who shall constitute the Executive committee.

Section 2 – The Executive Committee, together with minimum of 8 and maximum of 16 other directors shall be elected by ballot from among the members each year at the annual general meeting and shall form the Board of Directors. The term of office will be for one (1) year or until their successors are appointed or elected. The immediate Past President shall be ex-officio, a member of the Board of Directors. Council Representatives appointed by their municipalities shall be Directors of the Board and shall have voting privileges at Board meetings.

Section 3 – Government of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors.

Section 4 – Where a member of the Board dies or resigns his or her office, or is absent from three (3) consecutive meetings of the Board without permission of the President, the Board may, at any meeting thereof appoint a new director to replace such board member.

Section 5 – Any Officer or Director may be suspended from office or have his or her tenure of office terminated if, in the opinion of the Board, the person is grossly negligent in the performance of his or her duties, providing however that any officer or Board Member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Section 6 – The Board shall have the general power of administration. It may make or authorize petitions or representations to governments, or others as it may determine or may be required by vote of a majority of members present at any general meeting.

Section 7 – The Board shall have the power to purchase, hold, sell or lease real estate and/or mortgage same, incur debts and enter into contracts of any kind furthering the purpose of the Chamber, provided however, that no such purchase, sale or mortgage shall be made until approved by a majority vote of members, voting on a referendum or at a meeting of the Chamber called for the purpose. Any purchases greater than \$200.00 must be approved at a Board meeting.

Section 8 – The Board may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.

Section 9 – The President shall preside at all meetings of the Chamber and of the Board of Directors. He shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting any information which he may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless the Board designates someone else.

Section 10 – The first Vice-President and the second Vice-President shall act in the order named in the absence of the President. In the absence of the two (2) officers named, a member of the Board shall be chosen by the Board to act temporarily.

Section 11 – The Treasurer shall have charge of the funds of the Chamber and shall deposit, or cause to be deposited, the same in a Financial Institution selected by the Board. Out of the funds he shall pay amounts approved by the Board and shall keep a regular account of all financial matters of the Chamber and shall submit a financial statement thereof for presentation at the annual general meeting and at any other time required by the Board.

Section 12 – The signing officers of the Chamber shall be any two of the following: The President or First Vice-President, the Treasurer or Secretary or the Executive Director shall be authorized to sign all notes, drafts and cheques.

Section 13 – The Secretary shall be the executive officer of the Chamber and shall be responsible to the Board for the general control and management under the direction of the Board of the Chambers business affairs. He shall be responsible for keeping the books of the Chamber, conducting its correspondence and retaining copies of all official documents, and shall perform all such other duties as properly pertain to his office. He shall, with the President, sign and when necessary, have custody, all papers and documents requiring signature or execution on its behalf. He shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his term of office, the Secretary shall deliver to the President all the books, papers and other property of the Chamber.

Section 14 – No paid employee of the Chamber shall be a member of the Board or Executive Committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Board may, at its discretion, grant any of these said officers reasonable expense moneys. The per diem rate for meals and mileage should be established by a policy set by the Executive Committee.

Section 15 – The Board may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by the Board.

Section 16 – No public pronouncement 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 17 – The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-laws of the Chamber, provided however that such powers are not inconsistent with the provisions of any applicable legislation.

Section 18 – The Board shall hire an Executive Director to conduct the day-to-day operations of the Chamber office. The Executive Director shall be an ex-officio at all Board meetings without voting privileges.

ARTICLE VI – ELECTION OF OFFICERS

Section 1 – At a meeting of the Board of Directors held at least 2 full months prior to the election of officers, the directors shall appoint a nominating committee of five (5) members of the Chamber of Commerce, whose duty shall be to present to the members at the Annual General Meeting (AGM), a proposed slate of officers. This committee shall be chaired by the immediate past President. Further nominations shall be allowed from the members at the annual meeting and an election shall take place forthwith.

Section 2 – Officers elected shall assume office the first day of January following their election at the AGM in December.

Section 3 – No person shall hold the office of President for more than two (2) consecutive terms, but shall become eligible to hold such office again after the lapse of one (1) term. The normal term of office will be one calendar year.

Section 4 – The Executive Committee elected at the Annual Meeting in December, shall take and subscribe before the Mayor, a designated member of the Manitoba Chamber of Commerce or before any justice of the peace, take an oath immediately after the election as follows: “I swear that I will faithfully and truly perform my duty as (office) of the Selkirk and District Chamber of Commerce, that I will in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God.” In the event that any officer prefers to affirm rather than take an oath, the officer may do so and the wording of the affirmation shall be amended accordingly for that officer. Only if a deponent swears include “So help me God.”

ARTICLE VII – MEETINGS

Types of Meetings_

- Executive Meeting
- Board Meeting
- Annual General Meeting (AGM)
- General Meeting

Section 1 – The regular meeting of the Chamber shall be held at such time and place as shall be determined by the Executive, and the Executive Director shall notify every member as to the time and place in writing at least four (4) days before the date of the meeting. There shall be at least ten (10) such meetings held in any year.

Section 2 – The AGM of the Chamber shall be held in December, at which time the annual reports will be presented and the newly nominated officers be voted upon to assume their offices upon taking the oath. At least two (2) weeks notice of the AGM shall be given to all members.

Section 3 – Special general meetings of the Chamber may be held at any time when summoned by the President, or on the written request of three (3) members of the Board or any ten (10) members of the Chamber. At least one (1) day’s notice of said meeting will be given each member and only the business set out in the notices shall be discussed.

Section 4a – 25 members shall constitute a quorum at any AGM and General meeting.

Section 4b – 50% plus one member shall constitute a quorum at any Board meeting.

Section 5 – The Board of Directors meetings shall be held at a time and place to be decided by the Executive. The Board shall be notified at least four (4) days prior to the date of the meeting. Special meetings of the Board may be convened at the discretion of the President and Executive.

Section 6 – Minutes of all General, Executive and Board meetings shall be entered in books to be kept for that purpose.

Section 7 – The person who presides at the meeting at which they are adopted shall sign such minutes, as well as the Executive Director

ARTICLE VIII – COMMITTEES

Section 1 – The Board of Directors may establish committees, define the powers of such and appoint members to committees to carry out the business of the Chamber.

Section 2 – The President and Treasurer shall be ex-officio member of all committees.

Section 3 – When the Board is not in session, the Executive committee shall exercise all the powers of the Board, provided the action of the Executive Committee shall be reported to the Board as speedily as possible.

ARTICLE IX – VOTING RIGHTS

Section 1 – Voting at meetings shall normally be by a show of hands, or if requested by the Chairman, by a standing vote. A roll call vote shall be taken if requested by five (5) members, provided such request receives approval of two-thirds of the members assembled.

Section 2 – The presiding officer in the case of a tie may cast the deciding vote. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 3 – Motions or amendments shall be carried at any meeting by a majority vote of those present unless otherwise provided in these by-laws.

Section 4 – Every member in good standing represented at any General Meeting shall be entitled to one (1) voting representative.

ARTICLE X – BY-LAWS

Section 1 – By-laws may be made, replaced or amended by a majority of the members of the Chamber present at any General Meeting, notice of such proposal having been given in writing by one (1) member and seconded by another at a previous General Meeting and duly entered as a minute of the Chamber.

Section 2 – Such by-laws shall be binding on all members of the Chamber, its officers and all other persons law-fully under its control.

ARTICLE XI – FISCAL YEAR

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

ARTICLE XII – AUDITORS

The members shall appoint, or dispense with the appointment, of an independent 3rd party to conduct a financial review of the books and accounts of the Chamber at least once in each year, and must present a written report

ARTICLE XIII – RESOLUTIONS

All resolutions must be presented to the Board of Directors in writing at their regular directors meeting before being presented to any meeting of the Chamber.

ARTICLE XIV – AFFILIATION

The Board of Directors shall have the power to affiliate the Chamber with the Canadian Chamber of Commerce, the Manitoba Chambers of Commerce or any other organization or association in which membership is deemed to be in the interest of the Chamber, subject to approval of the membership.

ARTICLE XV – PROCEDURE

Section 1 – Parliamentary procedure shall be followed at all General Meetings in accordance with “Rules of Order” by Roberts.

ARTICLE XVI – INDEMNIFICATION OF EXECUTIVE COMMITTEE

Section 1 – Every member of the Executive Committee 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 times 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 2 – The Executive Committee 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.

ORIGINAL Constitution enacted at a meeting of the Interim Board on the 6TH Day of December, 1901

AMENDED on the 11th day of May, 1982

AMENDED on the 26th day of June, 1995

AMENDED on the 11th day of January, 2006

AMENDED on the 21st day of October, 2009

ENACTED at a meeting of the General Membership on

Date: ___May 26th, 2010___ At: ___Selkirk, MB___

**President: _____
Kelly Cook**

**Secretary: _____
Reid Henderson**