

The By-laws of the Dunnville Chamber of Commerce

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AGM – \(First AGM under the new bylaws since they were adopted due to COVID\)](#)

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Article I – Name, Purpose, Head Office

1.01 Name

- a) The name of the organization is the Dunnville Chamber of Commerce (hereinafter called the DCC).

1.02 Purpose

- a) The object of the Dunnville Chamber of Commerce shall be to promote and improve trade, commerce and the economic, civic and social welfare of the town of Dunnville and the surrounding area.

1.03 Head Office

- a) The head office of the DCC shall be in the town of Dunnville, Haldimand County, or at such other location in Canada determined by resolution of the Board.

1.04 Neutrality

- a) Dunnville Chamber of Commerce shall remain neutral and shall not endorse or support any candidate running for public office.

Article II – Definitions

2.01 Definitions - The following words, when used in these by-laws, have the following meanings:

- a) "Act" means the Corporations Act (Ontario), RSO 1990, c. C.38 including the Regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended, from time to time;
- b) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation; or Article within these by-laws;
- d) "By-law" means this by-law and any other by-laws of the Dunnville Chamber of Commerce as amended and which are in force and effect;
- e) "Board" or "Board of Directors" or "Directors" means the Board of Directors of the Dunnville Chamber of Commerce, as defined in Article IV;
- f) "Chamber" or "DCC" means the Dunnville Chamber of Commerce;
- g) "Executive" or "Officers" means the Officers of the Dunnville Chamber of Commerce, as defined in Article V;
- h) "Member" means individuals, corporations, and other organizations that hold membership, including Honourary Members as defined in Article III. It does not refer to designated representatives;
- i) "Honourary Member" means a person who has distinguished his, her or itself by meritorious service may be elected as an Honourary Member of the Chamber, as defined in Article III;

- j) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- k) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- l) "Designated Representative", as defined in Article III, shall mean the person designated by a Member to be the representative of, and vote for that Member;
- m) "Member in Good Standing", as defined in Article 3.02, refers to Members of the DCC;
- n) "Chair", as defined in Article 5.02, refers to the President or Vice Presidents, or their designate, at any given meeting of the DCC.
- o) "Urgent or Emergency Situations" are two similar, yet different things. An emergency situation is when there is an immediate danger to life, health, property or environment. An urgent situation is when something needs prompt attention, or it may worsen and turn into an emergency situation;
- p) "Affinity programs" are business partnerships in which a company offers special rates or services to a Chamber's members in an effort to increase revenue for both organizations. E.g., a Chamber may sell discounted services to its membership and profit share with the service provider;
- q) "Member to member discount" is where Chamber Volunteers, Employees, and Members and their staff may be eligible for exclusive benefits by doing business with their fellow members. This program encourages local shopping, stimulating and encouraging networking by cutting down on costs.
- r) "Emergency meeting" means any meeting called for the purpose of dealing with issues that are urgent in nature and which require immediate official action by the Board including but not limited to:
 - i. Addressing an urgent need that cannot be met through a regular monthly Board meeting or by an advertised Special Meeting;
 - ii. Addressing an immediate threat regarding life and safety to volunteers and persons associated with DCC and/or the public;
 - iii. Responding to damage or threat of damage to public or personal property; or
 - iv. Immediate financial loss.

The Board may take final action on a topic during an Emergency Meeting.

Article III – Membership and Dues

3.01 Membership

- a) The membership of the Chamber shall consist of active Members and Honourary Members.
- b) Any individual, corporation, partnership, sole proprietorship or unincorporated association who supports the objectives of the Chamber may apply for active membership in the Chamber by submitting an application together with the membership fee. The application shall be filed in a form and manner approved from time to time by the Board of Directors.
- c) All applications for membership shall be submitted for approval to the Board. The Board shall provide a response within 30 days following receipt of an application and may by

Ordinary Resolution approve the admission of Members to the DCC.

- d) The Board, shall determine the suitability of an applicant for membership in the Chamber.
- e) Each Member must be in good standing and be current with membership dues and not under censure or expulsion from the DCC.
- f) Membership shall continue from the time of approval by the Board until a Member in good standing has resigned or has been expelled by the Board or the Chamber.
- g) A Member who is an individual, corporation, partnership, proprietorship or unincorporated association shall designate one representative (hereinafter referred to as designated representative) to act on behalf of the Member.
- h) Where applicable, Volunteers and Employees of DCC, and employees of DCC Members in good standing, are considered non-voting members and may be allowed to participate in, and take advantage of, chamber sponsored affinity programs and member-to-member discounts, in their capacity as volunteers employee of a Chamber Member.
- i) A person who has distinguished his, her or itself by meritorious service may be elected as an Honourary Member of the Chamber, for a term to be determined and approved by the Board. Honourary membership shall include all the privileges of membership except that of holding office and voting privileges, and shall be exempt from the payment of annual membership fees.
- j) Any Member who intends to resign as a Member may do so at any time upon giving ten (10) days' notice in writing of such intention and upon discharging any liability which is standing on the books of the Chamber against such Member at the time of such notice.
- k) Members' use of the Chamber's trade-name/trade-marks shall be subject to such terms and conditions as may be determined from time to time by the Board.
- l) Paid employees and contractors of the Chamber shall be employed at the discretion of the Board. Paid employees and contractors shall not be eligible for membership on the Board of Directors as a Director or Executive.

3.02 Dues

- a) The annual membership fee shall be such amount as shall from time to time be set and adjusted by the Board. Dues are determined each year by the Board as part of the annual budgeting process.
- b) Membership in good standing will be contingent upon payment of annual dues within 30 days of the beginning of each fiscal year, unless otherwise determined and communicated by the Board.
- c) Membership fees are non-refundable.

Article IV – Board of Directors, Elections

4.01 Eligibility and Powers

- a) The control and governance of the affairs of the DCC shall be vested in a Board consisting of up to 12 Members, each of whom shall have one vote. In addition, there may be two non-voting Board appointee's, the Past President,

and one Haldimand County Representative (to be appointed by the Haldimand County Mayor).

- b) If a Past President has time remaining in the director role they were elected to, they would have a vote for the balance of that term.
- c) Any individual Member in good standing or a designated representative of a Member in good standing, having been a member of the DCC for at least one year, and having been nominated by the Nominating Committee in accordance with Section 6.01, shall be eligible to serve as a Director.
- d) The Board of Directors shall be elected at the Annual General Meeting for a term of not more than three years. At the first election of Directors following the approval of this by-law, one-third of the Directors shall be elected for a three-year term, one-third of Directors shall be elected for a two-year term, and the balance of the Directors shall be elected for a one-year term.
- e) Each Director is eligible for election for three consecutive full terms, and afterwards is not eligible for re-election until a period of two years has elapsed from the date such person ceases to be a Director.
- f) A Director shall:
 - i. be eighteen or more years of age;
 - ii. not have been declared incapable by any Court;
 - iii. be an individual;
 - iv. shall not be an employee of the Chamber;
 - v. not have the status of a bankrupt; and
 - vi. be nominated by the Nominating Committee.
- g) Any Director, in good standing, having served on the current Board for a minimum of one year out of the last three (3) years, is eligible for election for a position as an executive officer.

4.02 Elections

- a) Elections shall be by ballot.
- b) All available positions will be elected by ballot, there will be no acclamations.
Each available position will be elected by ballot separately, there will be no acclamations, and the election for any position can be carried (won) or defeated.”
- c) All positions for which there are no nominations received, or which remain opening following the ballot vote, will require the Chair of the Elections to call for nominations from the floor.
- d) Every person newly elected or appointed to hold any office of the Board, a Standing Committee, or any other Committee formed by the Board under the authority of the Dunnville Chamber of Commerce shall, before entering upon the duties of their office, make a declaration of an oath of office before those present, preferably at the AGM in the following form:

“I, _____, do solemnly and sincerely swear that I will faithfully and truly, and to the best of my abilities, perform the duties that devolve upon me as a/the _____ of the Dunnville Chamber of Commerce, and I will in all

matters connected with the discharge of that duty, do all things and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the Chamber was constituted, according to the true intent and meaning of the same”, and that I will uphold the Chambers bylaws, including the duty not to disclose or make known, without due authority in that behalf, any matter that comes to my knowledge by reason of my holding that office.

- e) Those required to take this oath who are absent from the AGM must make the declaration of the oath of office at the next available Board meeting before assuming office.

4.03 Quorum and Meetings of the Board

- a) A quorum for the transaction of business at any meeting of the Board shall be a majority of the number of member-elected or Board-appointed Directors on the Board.

4.04 Meetings of the Board

- a) Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- b) Director’s meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two of the Directors.
- c) The Board may appoint a day or days in any month or months for regular Board meetings at an hour to be named, and of such regular meeting no notice need be sent.
- d) In urgent or emergency situations, as deemed necessary by the Officers, a meeting may be called at the first date and time where quorum may be obtained. Notice of such meetings shall be provided to each Director in person, by telephone, or electronic communications with confirmed receipt of notice (e.g. email receipt). Voicemail and/or texts are not an acceptable method of confirmed notice.
- e) In urgent or emergency situations, as deemed necessary by the Officers, a motion may be made and voted upon via electronic means. Once quorum has been obtained, the decision of the majority will be deemed as carried or defeated.
- f) No formal notice of a meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence, or immediately following the annual general meeting of the DCC. Otherwise, notice shall be provided not less than seven (7) days before the time when the meeting is to be held. Unless the by-law or Act otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.
- g) A minimum of six Board meetings shall be held in each business year.
- h) A Director may, in accordance with the Act and the Regulations, and if all the Directors present at a meeting consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of this by-law to be

present at that meeting.

- i) Meetings of the Board shall be open to any member of the Chamber who may attend but may not take part in any of the proceedings unless invited to participate by the Board. Only Board members shall be entitled to introduce, second, or vote on motions.
- j) Members who wish to speak at a meeting of the Board may request to do so in writing to the President, not less than 10 days before the scheduled meeting, stating the purpose and details of their request.
- k) Individuals, corporations, and other organizations who are not members of the DCC may be invited to attend a Board meeting by a majority vote of the Board.

4.05 Voting, Board of Directors

- a) Proposals or resolutions arising at any meeting of Directors shall be decided by a majority of the assembled quorum, unless otherwise provided by these by-laws.
- b) A declaration by the President that a resolution has been carried or defeated and an entry to that effect in the minutes, shall be admissible in evidence as “prima facie” proof of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.

4.06 Powers, Board of Directors

- a) The Board of Directors of the DCC shall ensure the administration of the affairs of the DCC. It shall execute or direct the execution on behalf of the DCC of any kind of contract which the DCC may lawfully enter into by any two Board-authorized signatories and exercise all such other powers as the DCC is by its charter authorized to do.
- b) Subject to the provisions of the Act, Directors with signing authority are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the DCC for such consideration and upon such terms and conditions as they may deem advisable subject to applicable law.
- c) The Board shall have the authority to spend up to \$4,999.00 for non-budgeted purchases or costs without approval of the Members. Any amount higher than \$4,999.00 shall be approved by the Membership at the AGM or a Special Meeting.

4.07 Remuneration, Board of Directors

- a) The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
- b) the Board shall establish a written policy pursuant to which Directors may be reimbursed for reasonable expenses they incur in the performance of their Director’s duties;
- c) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the DCC in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;

- ii. approved by the Board for payment by Ordinary Resolution passed before such payment is made;
- iii. and in compliance with the conflict of interest provisions of this by-law and the Act.

4.08 Vacancies on the Board

- a) Any vacancy on the DCC Board may be filled by the majority vote of the remaining Directors from among the qualified Members of the DCC, so long as a quorum of Directors remain in office. The Director filling the vacancy shall serve as Director for the unexpired term of the Director's predecessor, subject to Article 5.01 c).
- b) If there is not a remaining quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.

4.09 Liability of Directors

- a) Every Director when exercising his or her powers and discharging his or her duties must:
 - i. act honestly, in good faith and in the best interests of the Chamber;
 - ii. carry out his or her duties as a reasonable person would in the circumstances; and
 - iii. comply with the Act, its Regulations, any amendments to the Act or its Regulations, all other applicable laws, the Articles of incorporation and the by-laws of the Chamber.

Article V – Executive Officers of the DCC

5.01 Executive Officers

- a) There shall be a President, a Past President, a Vice President, a Secretary, and a Treasurer. One person may hold the offices of Secretary and Treasurer concurrently.
- b) Signing officers of the DCC shall be any two of the President, Vice-President, Treasurer or Secretary. Other signing officers can be appointed, by Board approval, as deemed necessary.
- c) The Officers of the Chamber shall hold office for one (1) year from the date of appointment or election or until their successors are appointed or elected. If a successor has been appointed as the result of a vacancy, the appointee shall remain in that position until the next AGM where the position shall be filled by election for the remainder of the original term.
- d) The acts of an Officer are valid even if a defect in his or her appointment or election is discovered afterwards.
- e) In the absence of a written agreement to the contrary, the Board may remove with cause, any Officer of the Chamber in accordance with Section 8.02. Unless so removed, an Officer shall hold office until the earlier of:
 - i. the Officer's successor being appointed;
 - ii. the Officer's resignation;
 - iii. such Officer ceasing to be Director (if a necessary qualification of appointment); or
 - iv. such Officer's death.
 - v. If the office of any Officer of the Chamber shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

5.02 Duties of Executive Officers

- a) **President:** The President shall, when present, preside at all meetings of the DCC and of the Board of Directors and ensure the preparation of an agenda. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all approved by-laws and by-law revisions, once ratified by the membership. The President shall have such other duties and powers as the Board may specify.
- b) **Vice-President:** During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, or by such other Director as the Board may from time to time appoint for the purpose. The Vice President shall have such other duties and powers as the Board may specify.
- c) **Past President:** The Past President, following the end of their term of office as President, provided they remain a Member of the DCC, shall act in an advisory capacity. The Past President shall have such other duties and powers as the Board may specify.
- d) **Secretary:** The Secretary (or their designate) shall attend all meetings of the Board and of the DCC and shall record the facts and minutes of all proceedings in the books kept for the purpose. The Secretary is responsible for the retention of membership lists, meeting minutes, election results, governance documents and submission of Board changes required by the federal and provincial governments. All duties performed by the Secretary shall be subject to the supervision and direction of the Board. Hard copies of all records in the custody of the Secretary shall be kept at the DCC head office and available to the Board at all times for inspection or audit. Backup copies of all records shall be held offsite in the custody of the Secretary. On ceasing to hold office, the Secretary shall surrender all records, files, and other property of the Chamber to a successor or to such other person as shall be designated by the Board within 7 days.
- e) **Treasurer:** The Treasurer (or their designate) shall keep or ensure to be kept full and accurate accounts of all receipts and disbursements of the DCC in a proper book of account; and shall deposit all moneys or other valuable effects in the name and to the credit of the DCC in such banking institution(s) as may from time to time be designated by the Board, taking proper vouchers therefore; and shall render to the Board at the regular meetings thereof and whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the DCC. The Treasurer shall also perform such other duties as may from time to time be determined by the Board. All duties performed by the Treasurer shall be subject to the supervision and direction of the Board. Hard copies of all financial and other records in the custody of the Treasurer shall be kept at the DCC head office under lock and key and available to the Board and active members at all times for inspection or audit. Backup copies of all records shall be held off-site in the custody of the treasurer. On ceasing to hold office, the Treasurer shall surrender all records, files, and other property of the Chamber to a successor or to such other person as shall be designated by the Board within 7 days.
- f) The duties of all other Board Members shall be such as the Board shall determine. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer or create any additional office with any powers and duties

deemed appropriate by the Board.

Article VI – Standing Committees and other Committees

6.01 Nominating Committee

- a) The Board shall elect a Nominating Committee comprising of representation of at least five Members in good standing, including at least one former Director and at least one current Director.
- b) The Board shall designate a Member of such committee as Chairperson.
- c) The Nominating Committee shall serve until the next Annual General Meeting of the Chamber or until their successors are elected by the Board.
- d) The Nominating Committee shall hold meetings from time to time whenever it shall deem necessary. A majority of its Members shall constitute a quorum for the purposes of any meeting.
- e) In the event of the death, resignation, inability, or removal, of any Member of the Nominating Committee to perform the duties of the office, the Board shall elect a successor to serve until the next Annual General Meeting of the Chamber.
- f) It shall be the function of the Nominating Committee to solicit nominations, qualify nominees, and present a slate of potential officers to stand for election to succeed those incumbent Directors or Officers whose terms of office have expired.
- g) Before a person is nominated for election as a Director or officer, the Nominating Committee shall secure the approval of such person.
- h) Nominations for the Board must be made by a Member in good standing and submitted in writing before 4 p.m. (local time) February 15th of each year to the Nominating Committee Chair at the Chamber's offices. In the event February 15th falls on a weekend or holiday the submission deadline shall be extended to 4 p.m. local time on the Chamber's next regular business day following February 15.
- i) The Secretary shall notify all Members in good standing at least ten days before the next Annual Meeting of the slate of nominees standing for election to the Board.

6.02 By-Law and Governance Committee

- a) The Board shall elect a By-law and Governance Committee comprising of representation of at least five Members in good standing, including at least one former Director and at least one current Director.
- b) The Board shall designate a Member of such committee as Chairperson.
- c) The By-law and Governance Committee is responsible for gathering all the information necessary to draft and/or amend the bylaws. The committee also gathers all existing organizational policies and procedures for inclusion or reference in the bylaws. Where policies don't exist, the committee drafts wording to address the issue ahead of approval by the board.
- d) The By-law and Governance Committee shall serve until the next Annual General Meeting of the Chamber or until their successors are elected by the Board.
- e) The By-law and Governance Committee shall hold meetings from time to time whenever it shall deem necessary. A majority of its Members shall constitute a

quorum for the purposes of any meeting.

- f) In the event of the death, resignation, inability, or removal, of any Member of the By-law and Governance Committee to perform the duties of the office, the Board shall elect a successor to serve until the next Annual General Meeting of the Chamber.
- g) Amendments to the by-laws by either the By-law and Governance Committee or the membership shall be presented and approved in accordance with Article X.

6.03 Committees

- a) The Board may create, continue or discontinue committees as the Board may from time to time deem desirable and shall establish policies and procedures for said committees.
- b) All Committees are responsible for coordinating and executing specific initiatives established by the Board and in accordance with the Chamber's Strategic Plan, goals and objectives.
- c) Any Member or designated representative of a Member in good standing, or appointed qualified community Member shall be eligible for appointment as a Member of a committee. Any committee Member may be removed in accordance with Section 8.02.
- d) The chair of each committee shall be appointed by the Board for a term of up to one year and shall be eligible for re-approval for successive one-year terms.
- e) The Members of each committee shall be appointed, in consultation with the current chair of such committee for a term of up to one year by the Board. The committee Members shall be eligible for re-appointment for successive terms of one year.
- f) All committees shall be responsible to and provide regular written reports and meeting minutes to the Board.
- g) A quorum for meetings for all committees shall be the majority of the Members of such committee.

Article VII – Meetings

7.01 Annual General Meeting

- a) The Annual General Meeting of the Chamber for the election of Directors and for the transaction of such other business as may have properly come before the Annual General Meeting shall be held at a time and place determined by the Board within ninety days of the close of the immediately preceding fiscal year.
- b) At the Annual General Meeting of the Chamber, fifteen (15) Members in good standing present in person, or designated representative of such Member, shall constitute a quorum. If a quorum is present at the opening of a meeting of members, the Members present may proceed with the business of the meeting but if a quorum is not present throughout the meeting then no voting business is to be done.
- c) Members may submit items for consideration as new business for discussion at the Annual General Meeting, provided such items have been submitted in writing to the attention of the President and received at the Chamber office by February 15 at the latest.

- d) At every annual general meeting, in addition to any other business that may be transacted, the agenda shall include the report of the Directors, the audited financial statements and the nomination of the auditors/reviewers to be appointed for the ensuing year, and the slate of Directors and Officers eligible for election.

7.02 Special Meetings

- a) Special Meetings of the Chamber shall be held at such times and places as the Board shall determine.
- b) Special Meetings of the Chamber shall also be held by the President within 21 days upon the request in writing of not less than five percent of current Members in good standing, who shall specify in their request the purpose of the proposed Special Meeting. Should the circumstance arrive where the members who had requested the meeting choose not to proceed with the Special Meeting, the request can be withdrawn, provided a majority of those requesting the meeting agree to withdraw the request in writing within five days of the submission date.
- c) Notice of a meeting of the Members at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business, and the text of any special resolution to be submitted to the special meeting.
- d) At special meetings of the Chamber fifteen (15) Members in good standing present in person, or designated representative of such Member, shall constitute a quorum.
- e) Any logistical costs incurred related to such meetings, e.g., hall rental, notice to other members, etc. will be borne by the requestors.

7.03 Chamber meetings

- a) All meetings of the Members, the Board and committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order unless such conduct would be in conflict with these by-laws or any applicable provision of law in which case these by-laws or such applicable provision of law shall govern.
- b) Written notice of each meeting of the Chamber shall be given to each Member in good standing, in person, by email, by mail, or by requested communication means not less than ten days before the date of each meeting and shall state the place, date, hour, and purpose of the meeting.
- c) For the purpose of sending sufficient notice, the address or email used by the DCC shall be the Member's last address or email address on record with the DCC.
- d) Members may submit items for consideration as new business for discussion at a Board Meeting, provided such items have been submitted in writing to the attention of the President and received at the Chamber office 15 days before the scheduled meeting.

7.04 Chamber meetings, voting

- a) Each Member of the DCC shall at all meetings of Members be entitled to one vote.
- b) At all meetings of the members every question shall be decided by a majority of the votes of Members present in person unless otherwise required by the by-laws of the

- DCC, or by the Act. The Chair of the meeting shall not have a second or casting vote.
- c) Every question shall be decided in the first instance by a show of hands unless a ~~poll~~ ballot be requested by any Member. Every Member in good standing shall have one vote and, unless a ballot vote be requested, a declaration by the President that a resolution has been carried or defeated and an entry to that effect in the minutes of the DCC shall be admissible in evidence as “prima facie” proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.
 - d) A ballot vote shall be taken if requested by five (5) Members providing such request receives the approval of two thirds of the Members assembled. The request for a ballot vote may be withdrawn, but if a ballot vote be requested and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person. Such ballot vote shall be taken in a manner as the President shall direct. The result of the ballot vote shall be deemed the decision of the DCC upon the matter in question.
 - e) In case of an equality of votes at any general meeting, whether upon a show of hands or by ballot vote, the President, if they declined to vote as part of the original vote, shall be entitled to cast a deciding vote. If the president did participate in the original vote and a tie occurs, the motion is defeated.

7.05 Proxy

- a) At least ten business days before each Annual General Meeting, a blank proxy application form shall be made available to each Member in good standing, upon request.
- b) Proxy applications must be received at the business offices of the Chamber a minimum of 48 hours (excluding Saturdays and Sundays) prior to the scheduled commencement of the Annual General Meeting or special meeting of the Chamber.
- c) Proxy applications will be subject to a validation process and proxies cannot be considered valid until notified of acceptance by the Chamber Secretary.
- d) Each Member in good standing is entitled to carry a maximum of one validated proxy vote from another Member in good standing.

Article VIII – Removal or suspension of Board Members, Officers, Committee Chairs, Committee Members, or Members

8.01 Removal of Directors by Members

- a) Any Director may be removed from the Board by a majority vote of Members present at a meeting of the Members. If the Director being removed from the Board is an Executive Officer, he/she is also removed from the Executive.
- b) Following the removal of a Director in 8.01 a), the nominating committee will initiate an election of an eligible Individual for the remainder of the removed Director's term.

8.02 Removal or suspension of Executive Officers, Directors of the Board, Committee Chairs, or Committee Members by the Board

- a) The Board may remove or suspend an Officer or Director by a two-thirds majority vote of the Board.
- b) The Board may remove a Committee Chair or Member from a committee by a two-thirds majority vote of the Board.
- c) The Board, by a two-thirds majority vote, may remove a Director, Officer, Committee Chair, or Committee Member, if he/she has failed to declare a conflict of interest or has violated any conflict-of-interest guidelines approved by the Board.

8.03 Disqualification of a Designated Representative

- a) A designated representative may be temporarily or permanently disqualified from serving as a designated representative of a Member for cause such as violation of any of the by-laws of the Chamber, failing to declare a conflict of interest, violation of any conflict of interest guidelines approved by the Board ~~from time to time~~, or violation of any code of conduct approved by the Board ~~from time to time~~, or for conduct prejudicial to the best interests of the Chamber, as determined by a two-thirds majority of the Board.

8.04 Removal or suspension of Members by the Board

- a) The Board may remove any Member for failing to pay the annual membership fee in accordance with Article 3.02 b).
- b) The Board may remove or suspend a Member from the Chamber by a vote of a two-thirds majority of the Board for cause, which may or may not include the following:
 - i. the Member has engaged in conduct prejudicial to the Chamber;
 - ii. the Member has violated any of the by-laws of the Chamber;
 - iii. the Member has failed to declare a conflict of interest or has violated any conflict-of-interest guidelines approved by the Board;
 - iv. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber; or
 - v. the individual has violated any code of conduct approved by the Board from time to time.

8.05 Termination of Membership by the Board

- a) A membership in the Chamber is terminated when:

- i. the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
 - ii. a Member fails to maintain any qualifications for membership described in these by-laws;
 - iii. the Member resigns by delivering a written resignation to the President of the Chamber in which case such resignation shall be effective on the date specified in the resignation;
 - iv. a Member Initiating legal action against DCC, or any individual member of DCC;
 - v. the Member is expelled in accordance with Section ~~8.05~~ 8.06, or is otherwise terminated in accordance with the by-laws; or
 - vi. the Chamber is liquidated or dissolved under the Act.
- b) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

8.06 Surrender of Files, Records, Keys and Proprietary Items of the DCC

- a) Unless otherwise required by these by-laws, or by the Act, any Executive Officer, Director, Committee Chair, Committee Member, Member or Member Designated Representative, Volunteer or Employee of the DCC, on ceasing to hold office/position/membership for any reason, shall surrender all files, records, keys and proprietary items of the DCC immediately to staff at the DCC office.

8.07 Due Process

- a) Suspension or removal of a Director, Officer, Committee Chair, Committee Member, Member or disqualification of a Designated Representative shall be approved by a two-thirds majority vote of the Board, provided that a statement of the charges shall have been sent via registered mail to the Director, Officer, Committee Chair, Committee Member, Member or Designated Representative at the last recorded address at least fifteen (15) days before final action is to be taken, accompanied by a notice of the time when, and place where the Board is to consider action.
- b) The Director, Officer, Committee Chair, Committee Member, Member or Designated Representative shall be given an opportunity to be present at the time and place mentioned in such notice and to present a defense.
- c) The Board's decision shall be final and binding on the Member, without any further right of appeal.
- d) Any Director, Officer, Committee Chair, Committee Member, Member or disqualified Designated Representative, having been removed or disqualified by the Board, shall be eligible to reapply for membership, elected, or appointed position to the DCC after a period of two years.

Article IX – Indemnification

9.01 Indemnification

- a) The Chamber shall indemnify all Officers and Directors and their heirs, executors and administrators for acts within their respective authorities to the full extent permitted by the Act and the Chamber shall indemnify, to the same extent as Officers and Directors, all chairs, Members of committees, other volunteers authorized to act on behalf of the Chamber and employees of the Chamber. The Chamber shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.
- b) Any question as to whether a person is eligible for indemnification in a specific matter shall be determined either by a Special Committee of at least three Directors who are not parties to the matter and who are appointed by the Board, or in a written opinion by an independent legal counsel who shall be designated by the Board.
- c) The Chamber shall purchase insurance for the Directors and Officers of the Chamber against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Chamber.

Article X – Amendments

10.01 Amendments

- a) These by-laws may be amended by the membership at any Annual General Meeting or Special Meeting of the Chamber by a majority vote of the legal quorum of Members in good standing.
- b) These by-laws may be amended at a meeting of the Board providing such amendment receives the approval of seventy-five percent (75%) of the Board. Any such amendments, unless in the meantime confirmed at a meeting of Members duly called for that purpose, are effective only until the next Annual General Meeting and if not confirmed thereat, such amendment ceases to have effect at and from that time. In that case, no new by-law of the same or like substance has any effect until confirmed at a special or Annual General Meeting of the Members.
- c) In both 10.01 a) and 10.01 b), the Secretary shall cause notice to be sent in writing or by electronic mail to all active Members stating the proposed amendments in full, not less than ten days prior to the Board meeting or AGM.

Article XI – Conflict of Interest

10.02 Conflict of Interest

- a) A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Chamber, due to the Director's affiliations, obligations, associations and relationships outside of the Chamber. Conflict of interest includes direct and indirect financial interests and non-financial interests. In this by-law, associates include the parents, siblings, children, spouse and common-law partners of the Director, as well as any organization,

agency, company or individual (such as a business partner or employer) with a formal relationship to a Director.

- b) A conflict of interest shall be declared or raised as follows:
 - i) Every Director who, either directly or through one of the Director's associates, has or may potentially have a conflict of interest concerning a proposed or current contract, transaction or decision of the Chamber, shall disclose the nature and extent of the interest at the Board meeting at which the contract, transaction or decision is first raised.
 - ii) If the Director, either directly or through one of the Director's associates, becomes interested in a contract, transaction or decision after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Directors' realization of a conflict.
 - iii) In the case of an existing contract, transaction or decision, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- c) After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract, transaction or decision is discussed. The interested Director shall not attempt, in any other way, to influence the voting on a contract, transaction or decision. The interested Director shall not be counted in any required quorum with respect to this vote.
- d) If the Director fails to make a declaration of interest in a contract, transaction or decision as required by this by-law, the Board may remove the Director by a two-thirds (2/3) vote of the Board.
- e) The failure of any Director to comply with this section does not, in and of itself, invalidate any contract, transaction or decision undertaken by the Board.
- f) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. This can either be the Board meeting at which the contract, transaction or decision is first raised, or the next Board meeting following the Director's realization that another Director may be in a conflict of interest position. If the Board finds a Director in conflict, the Director shall abide by the requirements of this section.
- g) Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

Article XII – Other Provisions

12.01 Invalidity of any Provisions of this By-Law

- a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

12.02 Omissions and Errors

- a) The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.03 Dispute Resolution

- a) Disputes or controversies among Members, Directors, Officers, Committee Members, Employees, or Volunteers of the Chamber are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 12.03 of this by-law.
- b) In the event that a dispute or controversy among Members, Directors, Officers, Committee Members, Employees, or Volunteers of the Chamber arising out of or related to the Articles or by-laws, or out of any aspect of the operations of the Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way detracting from the rights of the Members, Directors, Officers, Committee Members, Employees or Volunteers of the Chamber as set out in the Articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
 - i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Chamber) appoints one mediator, and then two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Chamber is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
 - iv) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

12.04 Interpretation

- a) In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Article XIII - Effective date

13.01 Effective Date

- a) Subject to matters requiring a Special Resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 9th day of March 2021 and confirmed by the Members of the Corporation by special resolution on the 9th day of March 2021.

Dated as of the 9th day of March 2021.

[Indicate name of director/officer]