

ARTICLE 1 – NAME

The name of this corporation shall be "**The Sarnia Lambton Chamber of Commerce**", hereinafter called the Chamber.

ARTICLE 2 – OBJECT

The object of the Chamber shall be to maintain and improve the trade and commerce and to advance the economic, civic, and social welfare of the City of Sarnia and the County of Lambton.

ARTICLE 3 – MEMBERSHIP AND DUES

- a) Persons who are in accord with the object of the Chamber shall be eligible for membership.
- b) Any person who is not a natural person may hold membership provided the voting privilege of such membership is assigned to a natural person.
- c) Membership in the Chamber shall embrace active, associate, and honorary classifications.
 - 1) **ACTIVE MEMBERSHIP** shall comprise persons who shall pay an annual membership fee as set by the Board of Directors (the "Board").
 - 2) **ASSOCIATE MEMBERSHIP** An active member who is a natural person may, upon retirement, become an associate member without voting privileges and shall pay an annual membership fee as set by the Board.
 - 3) **HONOURARY MEMBERSHIP** The Board shall have the power to elect to honorary membership natural persons who, for meritorious service, have **earned** the Chamber's highest recognition. Election of a honorary member shall require a two-thirds majority vote at a regular meeting of the Board. The election of a honorary member shall be announced to the membership. Honorary members shall be exempt from payment of dues.
- d) Admission to membership will occur as follows:
 - 1) At any Board meeting of the Chamber, any eligible person may be presented as a candidate for becoming a member of the Chamber, providing such a candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
 - 2) If such proposal is carried by a majority of two-thirds of the Board then present, such person shall thenceforth be a member of the Chamber and shall have all the rights, and be subject to all the obligations, of membership.

Membership shall continue from the time of admittance 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.

- e) Annual membership fees shall be payable in advance and shall be effective for twelve (12) months from date of payment. ***Any member failing to pay his annual membership fee within ninety (90) days of the due date shall be considered not in good standing and may at the discretion of the Board be removed at any time thereafter from the roll of members.***
- f) Any member of the Chamber who intends to **resign** therefrom may do so at any time upon giving to the President ten days' notice in writing of such intention and upon discharging any lawful liability which is standing on the books of the Chamber against him at the time of such notice. There shall be no refunding of membership dues in the event of **resignation from membership**.
- g) A member may for failure to follow the code of conduct and ethics or other just cause be expelled by two-thirds majority vote at a regular or special meeting of the Board.
- h) Persons paying in excess of the minimum annual membership fee as set by the Board shall be entitled to a vote on matters where voting is the determining factor equal to a multiple of the minimum annual membership fee to a maximum of 20 votes. Names of one or more natural persons assigned such votes must be submitted in writing to the President.

ARTICLE 4 - GOVERNANCE

- a) The governance of the Chamber, the direction of its affairs and the control of its property shall be vested in its Board of Directors, (the "Board" and each director of the Chamber, a "Director").
- b) In fulfilling the governing role, the Board shall set forth the strategic direction, define parameters for public policy, and see to it that the operations of the Chamber fulfill the defined object in Article 2 using means that are legal, ethical and prudent.

ARTICLE 4 – GOVERNANCE Cont'd

c) The officers of the Chamber (“Officers”) shall be Directors who are so appointed by the Board, and shall include a Chairman, one to three Vice-Chairman, a Secretary, and an Honourary Treasurer. The offices of both Secretary and Treasurer may be combined together with any other office.

(i) Chairman: The Chair shall be the chief governing officer of the Chamber, holding general supervision over the volunteer efforts of the Chamber. The Chair shall preside at all meetings of the Board, holding the commonly accepted power of that position (e.g. ruling, recognizing), assuring that:

- the meeting discussion focuses on content worthy of board deliberation and
- deliberation is fair, open, thorough, timely, and orderly and kept to the point.

The Chair is responsible to create a Board environment where the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

(ii) Past Chairman: The Past Chairman shall have served previously as the Chairman of the Chamber.

(iii) Vice-Chairman: During the absence or disability of the Chairman, his duties may be performed and his powers exercised by the Vice-Chairman, or if there are more than one, by the Vice-Chairman in order of seniority (as determined by the Board). If a Vice-Chairman exercises any such duty or power, the absence or disability of the Chairman shall be presumed.

(iv) *The Honourary Secretary-Treasurer shall ensure that an adequate system of controls is in place for the timely deposit of monies, the safeguarding of investments and the prompt payment of liabilities. The Honourary Secretary Treasurer will regularly review financial reports of the Chamber and report to the Board on a quarterly basis and will ensure that minutes of all meetings of the Board and the Executive Committee are taken and published on a timely basis and that proper notice is given of meetings of the Board and Executive Committee. The Secretary will ensure that minute books are complete and that minute books, corporate documents and registers are adequately maintained and safeguarded.”*

(v) Variation of Powers and Duties: The Board may from time to time appoint additional Officers from amongst their number and vary the powers and duties of any Officer.

d) There shall be an Executive Committee consisting of the Officers of the Chamber. The committee will set the tone for volunteer engagement and commitment to the Chamber, orchestrate a fair and smooth process to achieve responsible governance, oversee the Board policy committee structure, alignment and reporting. The committee will focus on creating a healthy balance of power between Board and staff, and prioritize issues for the Board to pursue. The Executive Committee will diligently monitor the President performance, including a systematic and formal performance appraisal and on behalf of the Board determine specific compensation and benefits of the President and act as a sounding board for the President.

e) No paid employee of the Chamber shall be a voting member of the Board or Executive Committee. The President shall be a non-voting ex-officio member of the Executive Committee of the Board. The Board may also appoint other voting or non-voting ex-officio members to the Board or Executive Committee from time to time. No Director or Officer shall receive any remuneration for his services rendered in such capacity; provided however that the Board may reimburse any Director or Officer for expenses incurred in course of performing his duties.

f) Any vacancies on the Board or among the Officers which the Board chooses to fill shall be approved by a majority vote at any meeting of the Board.

g) The Board may, by a majority vote at any meeting of the Board, appoint, in recognition of outstanding service to the Chamber or community, additional members to the Board. Directors so appointed shall not exceed three in one year and shall be appointed to serve as Directors only until the next annual election.

h) Any member of the Executive Committee or the Board may be suspended from his office or have his tenure of office terminated if, in the opinion of the Board, he is grossly negligent in the performance of his duties, providing however, that any Executive Committee 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 Annual General Meeting.

ARTICLE 4 – GOVERNANCE Cont'd

- i) Terms of office of Directors shall commence at the first meeting of the Board immediately following the election. The term of office of all Officers shall begin with their election and shall continue until their successors are duly elected.
- j) The Board **shall** employ a President, who will be responsible for the general supervision of operations and hired personnel of the Chamber of Commerce, and shall determine the compensation to be paid.
- k) The Chamber, at the discretion of the Board shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce, or any other organizations in which membership may be in the interests of the Chamber.
- l) No elected official at the municipal, provincial or federal level of government shall be a member of the Board or Executive or position of Policy Committee Chair or Co-Chair if successful.

ARTICLE 5 - NOMINATIONS AND ELECTIONS

- a) Annually the Board shall appoint a Nomination Committee which shall include at least two Officers of the Chamber. The methods by which the Nomination Committee operates shall be approved by the Board.
- b) The Board will consist of fifteen (15) Directors. Each Director shall be elected for a three year term. Upon having served three consecutive years as Director, one shall not be eligible for re-election until a year has elapsed, except in the case of the members of the Executive Committee, where the maximum term is nine (9) consecutive years.
- c) The Nomination Committee shall recommend a slate of directors to the membership at the Annual General Meeting. The slate shall consist of individuals who demonstrate the pre-defined desirable criteria set out by the Nominations Committee. Said criteria should reflect the work plan of the Board. The Chairman of the Annual General Meeting upon receiving the committee's nominations, shall invite from the meeting other nominations and should there be additional nominations supported by a majority of those attending, a vote shall forthwith be conducted. In the event of a tie for last place, election shall be decided by drawing lots under direction of the Chairman.
- d) The Nominating Committee will place before the November or December meeting of the Board nominations for the offices of Chairman, Vice-Chairman, Secretary, Treasurer, and any other Officers requested by the Board. The Chairman of the meeting, upon receiving the committee's nominations, shall invite from the meeting other nominations and, should there be additional nominations supported by a majority of those attending, a vote will be held.
- e) The office of Chairman or 1st Vice-Chairman (Chairman Elect) shall not be held continuously by a person for a period exceeding one year.
- f) The Executive Committee, before taking office, shall take and subscribe before any justice of the peace, an oath in the following form:
"I swear that I will faithfully and truly perform my duty as _____ of the Sarnia Lambton Chamber of Commerce, and 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."

ARTICLE 6 COMMITTEES AND SUBSIDIARY BOARDS

- a) The Board may, as it may deem expedient, authorize the appointment of standing and ad hoc committees, taskforces, hereafter called committees and the formation of subsidiary boards.
- b) The Chairman shall, subject to the confirmation of the Board, appoint, suspend or terminate all policy committees and subsidiary boards. Members of policy committees and subsidiary boards serve at the pleasure of the Board Chair and are appointed to serve annually, following a consultative process with the Executive and Committee Chairs. The Chairman shall be, ex-officio, a member of all policy committees or subsidiary boards.
- c) The Board may, as required, enact mandates, rules and regulations governing committees and subsidiary boards.
- d) All Policy Committees shall be responsible to the Board and shall submit reports of their findings and recommendations to the Executive Committee for review and submission to the Board. All Operational Committees shall report directly to the President and shall report their findings and activities to the President.

BY-LAWS OF THE SARNIA LAMBTON CHAMBER OF COMMERCE

- e) Subsidiary boards may adopt such rules and regulations and may appoint such officers as are required for proper governance but no resolution or action by subsidiary board shall be binding upon or expressive of the Chamber without the approval of the Board.
- f) Standing policy committees and core mandate activity will include:
 - Executive**- financial oversight and matters explained in article 4 d ***
 - Transportation**- discuss, develop, enhance, educate and recommend action on all modes of transportation, security, border and logistical issues affecting our members.
 - Economic Policy Development**- discuss, develop, enhance, educate and recommend action on matters of fiscal concern at federal and provincial levels.
 - Energy Committee**- discuss, develop, enhance, educate and recommend action on energy related matters
 - Investment** – to prudently select and invest Chamber funds matching cash flow and investment objectives
 - Government Affairs**- discuss, develop, enhance, educate and recommend action on municipal and provincial government work and issues

ARTICLE 7 – MEETINGS

- a) Each Annual General Meeting shall be held within ninety (90) days of the Chamber's fiscal year end. Members shall receive not less than seven (7) days notice of the meeting, the place, and hour of which shall be designated by the Board.
- b) Meetings of the members may be held at such other times as the Chairman or the Board may decide or upon the written request of not less than five percent (5%) of the members in good standing, provided that when called otherwise than by the Chairman or the Board, the notice of meeting shall contain the purpose for which the meeting is called and shall reach the membership at least two (2) days prior to the time of the meeting.
- c) At an Annual or General Meeting or special meeting of the members, whether for the purpose of electing members of the Board or for any other purpose, a majority of members present at such meeting is competent to do and perform all acts.
- d) The Board shall meet at regular periods to be set by the Chairman. A Director's absence from three consecutive regular meetings without satisfactory reason may be construed as a resignation from the Board.
- e) A special meeting of the Board may be called at any time by the Chairman or by any five (5) Directors, provided that when called otherwise than by the Chairman, each Director shall be apprised of the purpose of the meeting not less than twenty-four (24) hours preceding the time of the meeting.
- f) At all meetings of the Board, nine (9) Directors shall constitute a quorum.
- g) At committee meetings a **majority** shall constitute a quorum except that when a Committee consists of nine or more members, five (5) shall constitute a quorum.
- h) 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.
- i) Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the Chamber publications, including electronic, shall constitute sufficient notice.
- j) All questions of parliamentary procedure shall be governed by Robert's "Rules of Order" except when these are inconsistent with the By-laws of the Chamber.
- k) Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose by the Secretary.
- l) The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- m) Meetings of the Board and board committees may take place in person, by conference call or by other electronic means.

ARTICLE 8 - VOTING RIGHTS

- a) Subject to Section 3(h), every member in good standing represented at any members' meeting shall be entitled to one (1) vote.
- b) Voting at Board or board committee meetings shall normally be by a show of hands or by electronic means or, if requested by the Chairman, by standing vote. Voting at members' meetings shall normally be by a show of hands or, if requested by the Chairman, by a standing vote.

BY-LAWS OF THE SARNIA LAMBTON CHAMBER OF COMMERCE

- c) The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote majority shall decide.
- d) Motions or amendments shall be carried at any Board or members' meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE 9 – FUNDS AND SIGNING AUTHORITY

- a) Funds for the operation of the Chamber may be obtained from annual dues, special voluntary assessments and contributions, and from other sources from which they may be legally accepted.
- b) The funds and property of the Chamber shall be used for such purposes only as may be calculated to promote the object as stated in Article 2.
- c) The fiscal year of the Chamber shall be for the twelve (12) months January 1st to December 31st.
- d) ***A financial report shall be submitted to a meeting of the Board quarterly.***
- e) An ***audited*** statement of the Chamber's financial position shall be presented to the Board at a regular meeting within ninety (90) days of the close of the fiscal year. A properly qualified committee or accountant, recommended by the Board and approved at the Annual General Meeting, will complete the audit.

ARTICLE 9 – FUNDS AND SIGNING AUTHORITY cont'd.

- f) The President, Executive Committee members and such others as may be named by the Board shall furnish surety, at the request of the Board, in such amounts as considered adequate, the cost of such surety to be paid by the Chamber.
- g) Signing authority for the Chamber of Commerce shall be vested in the President and the Executive Committee. These signing authorities shall be aware of, and always act in accordance with Chamber policies, and shall require Board approval for expenditures, beyond the amount specified in such policies.

ARTICLE 10 – INDEMNIFICATION

a) Every Director, Officer, and committee Member and his or 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 the 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 willful act, default or dishonesty outside of 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.

b) 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 the Paragraph above.

ARTICLE 11 – DISSOLUTION OF CHAMBER OF COMMERCE AND DISTRIBUTION OF ASSETS

- a) In the event of amalgamation with another Chamber(s), or Board of Trade (s), or other organization, the Chamber's assets shall be transferred to the successor organization.
- b) In the event the Chamber is about to be dissolved, the Board shall distribute the assets as it sees fit after all outstanding liabilities are discharged.
- c) In the event of Chamber dissolution any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE 12 – INTERPRETATION, ENACTMENT AND AMENDMENTS

- a) In all by-laws and documentation of the Chamber;
 - (i) the singular shall include the plural and the plural the singular;
 - (ii) the word "person" shall include any natural person, sole proprietorship, partnership, corporation, joint venture, or any incorporated or unincorporated entity or association of any nature; and
 - (iii) the masculine shall include the feminine.

BY-LAWS OF THE SARNIA LAMBTON CHAMBER OF COMMERCE

- b) These by-laws shall be effective upon being adopted by a majority in votes cast by members in good standing, either by referendum or at a regularly called meeting of the membership.

ARTICLE 13 – CODE OF ETHICS

- a) Every Director, Officer and Committee Member of the Chamber shall:
- Abide by the Constitution and Bylaws of the Sarnia-Lambton Chamber of Commerce
 - Conduct business and professional activities in a reputable manner so as to reflect honourably upon the Sarnia-Lambton business community and fellow Chamber members
 - Respect the reputation, profile and status of the Chamber of Commerce and represent the Chamber accordingly
 - Understand, support and promote the Chamber of Commerce, along with its Missions and Goals to the business community
 - Where possible, participate in the functions and activities of the Chamber of Commerce and lend their business and professional expertise
 - Provide honest/skilled and conscientious service to the customers
 - Present a true presentation in all advertising. Goods and services shall be advertised in accordance with all Municipal, Provincial and Federal legislation
 - Conform to all laws established by Municipal, Provincial, and Federal governments for the control of said business, where applicable
- b) Accepting this standard as the Member's own, every Member pledges to observe the spirit of the code in all dealings and to conduct business in accordance with the Chamber By-Laws. Failure to do so may result in the termination of membership.
- c) Directors, Officers and Committee Members shall remain non-partisan when acting on behalf of the Chamber.
- d) The Board, Executive Committee and Policy Committees may not endorse any political official to assist in his or her election.
- e) Any member of the Board of Directors, Executive Committee or Policy Committees who subsequently seeks nomination to the municipal, provincial or federal level of government, shall be:
- Granted a leave of absence from the Board of Directors, Executive Committee or Policy Committee during the course of the campaign, and have their position reinstated should they be unsuccessful in winning public office.
 - Excused from the Board or Executive or position of Policy Committee Chair or Co-Chair if successful.
 - Have their position reinstated when the election period has ended, whether or not they were successful in being elected.

ARTICLE 14 – INTERPRETATION, ENACTMENT AND AMENDMENTS Con't

- c) These by-laws may be altered, amended or rescinded by a majority in votes cast by members in good standing, either by referendum or at a regularly constituted meeting of the membership, provided always that 15 days' notice of proposed change or changes shall be given.
- d) All previously published by-laws governing the Chamber are hereby repealed

Dated at Sarnia, Ontario
13-Nov-52

Amended at Sarnia,
Ontario
16-Sep-54

Amended at Sarnia,
Ontario
1-Nov-65

Amended at Sarnia,
Ontario
15-Jun-67

Amended at Sarnia,
Ontario

26-Jan-72
Amended at Sarnia,
Ontario
[26-Jan-02

Amended at Sarnia
Ontario
January 24, 2007

Amended at Sarnia
Ontario
January 25, 2012

Amended at Sarnia,
Ontario
January 28, 2015

Proposed Change of Bylaws

The Board of Directors of the Sarnia Lambton Chamber of Commerce proposes the following bylaw change at the Annual General Meeting February 22, 2017.

To clarify that employees of members in good standing are eligible to participate in Chamber programs and services.

NEW:

***Article 12 (a) (IV):
Employees of member firms in good standing shall be entitled to enjoy the privileges of membership that the Board of Directors establishes from time to time.***