

**Sarnia Lambton Chamber of Commerce**  
**By-Law #1 – Organizational By-law**

**Preamble**

**WHEREAS:**

The Sarnia Lambton Chamber of Commerce was duly formed as a Board of Trade on the 18<sup>th</sup> day of May, 1905, and Certified as Chamber of Commerce in May, 1922, pursuant to the *Boards of Trade Act.*; and

The Object of the Sarnia Lambton Chamber of Commerce is 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;

**NOW THEREFORE the Organizational By-law of the Sarnia Lambton Chamber of Commerce is hereby enacted as follows:**

**1. General**

**a) Definitions** - In this by-law, unless the context otherwise requires:

- i) "Act" means the *Boards of Trade Act*, (R.S.C., 1985, c. B-6) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- ii) "AGM" means Annual General Meeting;
- iii) "Board" means the board of directors of the Chamber;
- iv) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Chamber as amended and which are, from time to time, in force;
- v) "Chair" means the chair of the Board, unless Chair is used in reference to a specific meeting or Committee;
- vi) "Chamber" means the Sarnia Lambton Chamber of Commerce;
- vii) "Director" means an individual occupying the position of director of the Chamber by whatever name they are called;
- viii) "Executive" means the Officers of the Chamber, together with the Past Chair.
- ix) "Member" means a member of the Chamber;
- x) "Members" means the collective membership of the Chamber; and
- xi) "Officer" means an officer of the Chamber.

**b) Interpretation** - Other than as specified in Section 1.a), all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

- c) **Severability and Precedence** - 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. If any of the provisions contained in the By-laws are inconsistent with those contained in the *Act*, the provisions contained in the *Act* shall prevail.
- d) **Execution of Contracts** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chamber may be signed by the President & CEO and Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Chamber to be a true copy thereof.
- e) **Public Pronouncements** - 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.

## 2. **Membership**

- a) **Members** - Persons who are in accordance with the Object of the Chamber shall be eligible for membership. Any person who is not a natural person may hold membership provided the voting rights of such member must be assigned to a natural person.
- b) **Equal Rights** – All Members in good standing of the Chamber shall have equal voting rights.
- c) **Privileges of Membership** – Employees of Members in good standing shall be entitled to enjoy the privileges of membership that the Board establishes from time to time.
- d) **Non-Transferable** – Membership in the Chamber is non-transferable.
- e) **Honourary Members** – The Board may nominate individuals as honorary Members. Honourary Members must be confirmed by a two-thirds majority vote at a meeting of the Members. Once confirmed, honorary membership is permanent unless revoked by a two-thirds majority vote of the Board of Directors. Honourary Members shall be exempt from payment of dues.
- f) **Admission** – Admission to Chamber membership shall occur as follows:
  - i) Potential Members shall be presented as candidates at Board meetings;
  - ii) The Board shall approve any new Members by resolution;

- iii) Members approved by the Board shall acquire all the rights and privileges of Members immediately;
  - iv) All new memberships approved by the Board must be ratified by the Members at the Annual General Meeting by a two-thirds majority vote. The new members may be approved as a slate unless a voting Member requests one or more new Members to be pulled from the slate to be ratified by vote individually.
- g) Code of Conduct** – All approved Members shall undertake to be governed by the by-laws of the Chamber as amended from time to time, and to follow the Members Code of Conduct and Volunteer Policy prescribed by the Board of Directors.
- h) Resignation/Removal** – Memberships shall continue from the time of admittance until:
- i) The Member resigns by delivering written notice addressed to the President & CEO, Chair and Secretary. Upon resignation, a Member shall be required to discharge any lawful liability on the books of the Chamber, including unpaid membership dues; or
  - ii) The Member is removed by resolution of the Board obtained by a two-thirds majority vote for non-payment of dues, breach of by-laws, or breach of the Members Code of Conduct.
- i) Dues** – The Board of Directors shall set membership dues from time to time. Dues are payable upon becoming a Member and each anniversary of Membership. Dues shall be paid for the proceeding twelve (12) months from the date of payment. Members in default of payment of dues in excess of ninety (90) days shall be considered not in good standing and their membership may be revoked by the Board as set out above. While a member is not in good standing, they are not permitted to vote or enjoy the other benefits of Chamber membership. Members who resign or who are removed by resolution of the Board are not entitled to any refund of membership dues.

### **3. Directors**

- a) Governance vested in Board** - “Council” for the Chamber, as defined in the Act, shall consist of a Board of Directors (the “Board”). Governance of the Chamber, the direction of its affairs, and the control of its property shall be vested in the Board. In fulfilling this role the Board shall set forth the strategic direction of the Chamber, define parameters for public policy, and see to it that the operations of the Chamber fulfill the Object of the Chamber using means that are legal, ethical and prudent.
- b) Size of Board** - The Board shall consist of not less than twelve (12) and up to fifteen (15) Directors.

- c) **Ex Officio Directors** – The Board may include up to four (4) ex officio Directors, including the Past Chair, and up to 3 other ex officio Directors appointed by the Board. The remaining Directors shall be elected by the Members of the Chamber.
- d) **Term** – Elected Directors shall serve a three (3) year term unless the Director stands for election to serve a shorter term at the discretion of the Nomination Committee. Ex Officio Directors shall serve at the Board's discretion so long as they continue to hold the office by virtue of which they were appointed an Ex Officio Director.
- e) **Resignation/Removal** – A Director shall cease to be a Director if:
- i) the Director resigns by written notice to the Chair and Secretary, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
  - ii) if the Director dies or becomes bankrupt;
  - iii) if the Director ceases to be a Member;
  - iv) if the Director is found to be incapable of managing property by a court or under Ontario law; or
  - v) if, at a meeting of the Board, a resolution is passed by a two-thirds majority vote removing the Director before the expiration of the Director's term of office.
- f) **End of Term** – A Director shall give notice to the Chair and Secretary at least four (4) months prior to the end of their term that they intend to either:
- i) retire from the Board, in which case the Director shall be ineligible for re-election until one year has elapsed;
  - ii) join the Executive Committee, in which case the Nomination Committee will consider such Director to stand for election as an Officer; if the Director is not elected by the Board to an Officer Position, they may request to be considered by the Nomination Committee to stand for re-election as a Board Member. If they are not put forward by the Nomination Committee, they may be nominated by another Member in good standing at the AGM, failing which, they shall be deemed to have retired.
- g) **Vacancies** – The Board may fill vacancies on the Board by appointment at its discretion by a two-thirds majority vote. Any Directors who are appointed to fill vacancies must be approved by the Members at the AGM, otherwise they shall be deemed to have retired.
- h) **Nominating Committee** - The Board shall annually at least four (4) months before the AGM, strike a Nomination Committee, which shall include at least two (2) Officers of the Chamber. The rules by which the Nomination Committee operates shall be established by the Chair of the Nomination Committee and approved by the Board.

- i) **Director Nominations/Elections** – Director nominations and elections shall take place as follows:
- i) The Nomination Committee shall, with the approval of the Board, recommend a slate of new Directors to the membership at the AGM.
  - ii) The Chair of the AGM shall invite other nominations from Members in good standing in attendance. A Member may not self-nominate.
  - iii) If the total number of nominees is equal or less than the number of Board vacancies, the slate of nominees shall be elected by simple majority vote of the Members. If the vote fails, each individual nominee shall stand for election by simple majority vote.
  - iv) If there are more nominees than vacancies, the Members shall vote to determine the slate of new Directors. The vote shall be by secret ballot wherein each Member shall write the names of nominees, up to the number of Board vacancies, and the vacancies shall be filled in accordance with which nominees obtained the most votes. In the event of a tie, lots shall be drawn under the direction of the Chair of the AGM.
- j) **No Paid Directors / No Elected Officials** – No paid employee of the Chamber or elected municipal, provincial, federal official shall be a voting Director.
- k) **Remuneration of Directors** – 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:
- i) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
  - ii) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Chamber in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is considered reasonable by the Board.
- l) **Confidentiality** – All Directors shall be required to sign a confidentiality and non-disclosure agreement in a form prescribed by the Board from time to time with respect to all information obtained by them in the course of acting as a Director which is not generally known or made available to the public or members, specifically including items discussed *in camera*, financial information, information concerning members, and all Board or CEO correspondences including emails. All Directors shall be required to keep such matters strictly confidential whether or not they have signed a confidentiality and non-disclosure agreement.

#### 4. Officers/Executive Committee

- a) **Officers** – The Officers of the Chamber of Commerce shall be the Chair, Vice-Chair, Secretary, Treasurer (or Secretary/Treasurer), and up to two (2) additional Officers, who shall be the 2<sup>nd</sup> and 3<sup>rd</sup> Vice-Chair respectively.
- b) **Executive Committee** – The Executive Committee of the Chamber shall be comprised of the Officers, the President and CEO (ex officio), and Past Chair (ex officio).
- c) **Mandate of Executive Committee** - The mandate of the Executive Committee shall be:
- i) to oversee Board, Director and volunteer engagement;
  - ii) to strike committees;
  - iii) to develop Board and committee work plans;
  - iv) to orchestrate responsible governance;
  - v) to create a healthy balance of power between Board, President & CEO and staff;
  - vi) to prioritize issues for the Board to pursue;
  - vii) to consider items to be discussed by the Board *in camera*;
- With respect to the above, the Executive Committee shall only make recommendations and propose resolutions for Board approval;
- viii) to act as a sounding board for the President & CEO;
  - ix) to negotiate the President & CEO's contract;
  - x) to monitor the President & CEO's performance, including a systematic and formal performance appraisal, and to determine specific compensation and benefits for the President & CEO;
  - xi) to consider and in some cases approve timely matters which in the discretion of the Executive Committee cannot wait for Board approval, including outgoing correspondence; and
  - xii) such other duties as the Board prescribes from time to time.
- d) **Executive Oversight** – The Executive Committee shall report to the Board and be responsible thereto.
- e) **Meetings** - The Executive Committee shall meet monthly at a time and place set by the Chair to fulfill its mandate.
- f) **Officer Nominations/Elections** – Executive nominations and elections shall take place as follows:
- i) The Nomination Committee shall recommend a slate of Officers to the Board at the November or December Board meeting.
  - ii) All nominees must have served at least one (1) year as an elected Director.

- iii) The slate of Officers shall include a Chair, Vice-Chair, Secretary, Treasurer (or Secretary/Treasurer), and such additional Officers the Nomination Committee determines advisable to a maximum of five (5) Officers.
- iv) The Chair shall invite other nominations from among the elected Directors, and an elected Director may self-nominate. A nominee from the floor must secure a majority vote of the Board in order to stand for election.
- v) If there are no nominations from the floor, the slate of Officers shall be elected by simple majority vote of the Board. If the vote fails, a vote shall be conducted as set out in the following clause.
- vi) If there are more nominees than vacancies, or if the slate of Officers recommended by the Nomination Committee is not approved, the Board shall vote to determine the slate of new Officers. A vote shall first be held for Chair, then Vice-Chair, Secretary/Treasurer, 2<sup>nd</sup> Vice-Chair, and 3<sup>rd</sup> Vice Chair, to a maximum of five (5) Officers. The vote shall be by secret ballot. In the event of a tie, the current Chair shall cast a second, deciding vote. Only those nominees put forward by the Nomination Committee and those nominated from the floor may stand for election.
- vii) The office of Chair or Vice Chair may not be held continuously by a person exceeding one (1) year.
- viii) Elected Officers shall serve a one (1) year Term. A Director may be re-elected as an Officer for a maximum of five (5) one (1) year terms, after which they shall be deemed to have retired.

**g) Resignation/Removal** – An Officer shall cease to be an Officer if:

- vi) the Officer resigns by written notice to the Chair and Secretary, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
- vii) the Officer ceases to be a Director or a Member;
- viii) at a meeting of the Board, a resolution is passed by a two-thirds majority vote removing the Officer before the expiration of the Officer's term of office.

**h) Officer Vacancies** - Mid-term vacancies in the offices of Chair, Vice-Chair, Secretary and Treasurer shall be filled by appointment by the Executive Committee from among the Officers if there are sufficient additional Officers to fill the vacant position(s), or by the Board of Directors from among the Directors, if there are insufficient additional Officers to fill the vacant position(s). Anyone so appointed shall serve only until the next AGM, subject to re-election. Anyone serving a part-year term as Chair or Vice-Chair shall be eligible for re-election to those positions.

**i) Officers to take Oath** – Before taking office, all Officers 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”*

\* In the case of mid-term appointees, such oath may be sworn in writing before a Notary Public.

- j) Officer Responsibilities** – The Officers of the Chamber shall have the following duties and responsibilities, in addition to other duties and responsibilities established from time to time by the Board or Executive Committee:
- i) **Chair** – 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), and assuring that discussion focuses on content worthy of board deliberation, and that deliberation is fair, open, thorough, timely, orderly, and kept to the point. The Chair shall foster and oversee an environment where the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization .
  - ii) **Vice-Chair** – The Vice-Chair shall exercise the Chair's duties and powers during the absence or disability of the Chair.
  - iii) **Secretary & Treasurer** – The Secretary and Treasurer (or Secretary-Treasurer) shall discharge the duties of the their office as required by law.
- k) Past Chair** – Upon the expiry of their term, the Chair shall become the Past-Chair, who shall be an ex officio member of the Board and Executive Committee. The Past Chair shall serve in an advisory role to the Chair, Executive Committee, and Board.

## **5. Protection of Directors, Officers and Committee Members**

- a) No Liability** – Directors, Officers and Committee members of the Chamber shall not be liable for the acts, neglects or defaults of any other Director, Officer or Committee Member or employee of the Chamber, or for any loss, damage or expense to the Chamber, provided that they have acted reasonably and complied with the Act and the Chamber's by-laws.
- b) Indemnification** - The Chamber shall indemnify and save harmless the Directors, Officers and Committee members from and against all costs, charges and expenses reasonably incurred by Directors in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of them being or having been a Director, Officer or Committee member of the Chamber, including any amount paid to settle an action or satisfy a judgment, except where they have acted dishonestly, in bad faith, grossly negligent, or criminally, or in the case where they did not have reasonable grounds for believing that their conduct was lawful.



- c) **Insurance** - The Chamber is authorized to and shall purchase and maintain insurance for the benefit of all Directors, Officers, and committee members against such liabilities and in such amounts as the Board may determine prudent in order to give effect to the preceding paragraph.

## 6. President & CEO

- d) **Employment by the Board** – The Board shall employ a President & CEO to oversee the operation of the Chamber. The President & CEO serves at the discretion of the Board and is responsible thereto.
- e) **Duties and Responsibilities** – The President & CEO shall be responsible for all operations of the Chamber, including hiring personnel, management of personnel, personnel compensation, administration of membership and dues, membership sales and recruitment, Member relations, media and advertising, events, committees, and all financial matters.
- f) **Ex Officio** – The President & CEO shall be an ex officio member of the Board of Directors without voting rights, provided that they shall not count as a Director for Board composition or quorum purposes. The President & CEO shall also be an ex officio member of the Executive Committee, except insofar as the Executive Committee considers matters related to the President & CEO's performance and compensation. The President & CEO shall also be an ex officio member of other committees at the request of the Board.

## 7. Meetings

- a) **Meetings of the Members** – Meetings of the Members shall include the AGM, quarterly meetings, and special meetings as follows:
- i) The AGM shall be held within ninety (90) days of the Chamber's fiscal year end in the first quarter of the calendar year. Members shall receive not less than thirty (30) days notice of the time and place of the AGM, and not less than seven (7) days notice of the agenda.
  - ii) The Chair shall call three (3) additional quarterly meetings of the Members. Members shall receive not less than fifteen (15) days notice of additional quarterly meetings, and not less than seven (7) days notice of the agenda.
  - iii) The Chair may call special meetings of the Members upon the written request of not less than five (5) percent of the membership. Members shall receive not less than seven (7) days notice of special meetings which shall include notice of the purpose of such meeting.
  - iv) There are no quorum requirements for meetings of the Members.

- v) All votes at meetings of the Members shall be decided by a simple majority except as specified elsewhere in this by-law.
  - vi) Each Member in good standing is entitled to one (1) vote.
  - vii) Attendance at meetings of the Members must be in person, and absentee or proxy votes shall not be permitted.
- b) Board Meetings** – There shall be at least six (6) Board Meetings per year, and special Board meetings as follows:
- i) Monthly Board meetings shall take place regularly as set by the Chair. Directors shall receive not less than thirty (30) days notice of Board meetings
  - ii) Special Board meetings may be called at the discretion of the Chair. Directors shall receive not less than seven (7) days notice of special Board meetings, provided that where quorum is obtained on shorter notice this notice requirement shall be deemed to be waived and Board business may be conducted at such special meeting.
  - iii) Quorum for Board meetings shall be a majority of the Directors.
  - iv) All votes at Board meetings shall be decided by a simple majority except as specified elsewhere in this by-law.
  - v) All Directors including ex officio Directors are entitled to vote.
  - vi) In the case of a tie, the Chair shall cast a second, deciding vote.
  - vii) Attendance at board meetings may be in person, by telephone, or by such other electronic means as established by the Board from time to time.
  - viii) Absentee or proxy votes shall not be permitted.
- c) General Procedure** – Procedure at all meetings shall be governed by Robert's Rules of Order except when these are inconsistent with the Act or the by-laws of the Chamber.
- d) Notice** – Notice of meetings, the time and date the meeting, the location of the meeting, and when required, the purpose or agenda of the meeting, shall be provided by email and/or print publication and/or website publication, and notice provided by any such means shall constitute sufficient notice.
- e) Minutes** – Minutes of all meetings shall be taken by a Director, Chamber staff person, or other volunteer as designated by the Chair of such meeting. Minutes of all meetings shall be posted in advance of the subsequent meeting. The Chamber shall keep electronic copies of all minutes for a period of not less than five (5) years, and minutes shall be made available at the request of any Member or Director.
- f) Ad Hoc Email Votes** – The Chair may call a vote by email outside of a regular or special Board meeting if the following conditions are met:
- i) In the Chair's discretion, the matter is time sensitive and requires Board approval in advance of the next regular board meeting. Examples of such

items include timely advocacy matters, responses to correspondence, event matters, etc.;

- ii) The vote does not concern an amendment to any by-law or rule of the Chamber, or the removal of any Member, Director or Officer.

Provided these conditions are met, the Chair may make a motion by email to all Board members. The email shall be marked "Urgent". If the motion is seconded, either the seconder or Chair may call a vote. Such a vote shall be considered to be passed as a Board resolution if after 48 hours a majority of the Board has voted in favour of the resolution, subject to the following clause:

If within 48 hours at least 2 Board Members oppose the motion **on the basis that it bears full discussion at a Board meeting** then the email vote shall be declared null and void. In such cases, the Chair may either: 1) with 48 hours notice, call an ad hoc Board meeting by teleconference or other electronic means in order to have a full discussion on the matter before calling a vote. Quorum for such a meeting shall be five (5); or 2) delay the vote until the next Board meeting.

Conflict of Interest provisions apply to all email or teleconference votes.

- g) **Teleconference, etc.** – Board members may attend any Board meeting via teleconference. The Board may by resolution adopt other electronic means of holding and attending meetings

## 8. **Financial**

- a) **Funds** - 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) **Use of Funds** - The funds and property of the Chamber shall be used only to fulfill the Object of the Chamber and for other purposes which are ancillary to fulfillment of the Object.
- c) **Year End** – The Fiscal year of the Chamber shall be January 1<sup>st</sup> to December 31<sup>st</sup>.
- d) **Financial Statements** – The President & CEO shall present a financial report to the Board quarterly for review and approval. Audited, year-end financial statements shall be prepared and presented to the Board on or before the Board meeting immediately preceding the AGM, and then to the Members at the AGM for approval.
- e) **Auditor** – Each year the Board shall appoint a qualified accountant to audit the year-end financial statements. The Board may by resolution appoint an auditor for multiple years not exceeding four (4) years at a time.

- f) **Banking** – the Chamber shall maintain its accounts at a chartered bank or credit union as determined by the Board from time to time.
- g) **Assets upon Dissolution** – In the event of amalgamation with another Chamber, Board of Trade, or other organization, the Chamber's assets shall be transferred to the successor or amalgamated organization. In the event the Chamber is to be dissolved, after all outstanding liabilities are discharged 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.

## 9. Committees

- a) **Formation** – The President & CEO may with Board approval, or shall pursuant to Board direction, form standing or temporary committees and task forces, and may determine the purpose, chair, membership, by-laws, rules, and regulations thereof as approved or directed by the Board.
- b) **Board Representation** - All Chamber committees must contain at least one (1) Board member unless the Board waives this requirement by resolution.
- c) **Dissolution/Removal** – Committees and members thereof serve at the pleasure of the Board. Committees may be dissolved, and committee members may be removed, at the Board's discretion.
- d) **President & CEO Oversight** – The President & CEO shall make recommendations with respect to the creation and dissolution of committees, shall oversee all duly formed committees, and shall report on committee activities to the Executive Committee and Board at regular meetings.

## 10. Conflict of Interest

A Director who is in any way directly or indirectly interested in a Chamber policy, contract, transaction or other matter discussed at a Board or Member meeting shall disclose the conflict immediately. A Director in conflict shall not vote on any resolution to approve a contract or transaction for which they stand to personally benefit directly or indirectly. A Director in conflict may vote on Chamber policy or advocacy position under which they might benefit with the approval of a two-thirds majority of the Directors or Members present at the meeting, as the case may be. A Director in conflict shall excuse them self from the meeting during discussion on such matter unless a two-thirds majority of the Directors or Members present at the meeting, as the case may be, approves such Director to remain present for the discussion.

## 11. Code of Ethics

The Board shall establish a Code of Conduct and Volunteer Policy to which all Directors, Members and Volunteers shall be bound, and which all Directors, Members and Volunteers shall be required to sign. Refusal to sign the Code of Conduct, and violations of the Code of Conduct and Volunteer Policy, shall be grounds for removal as a Director, Member, or Volunteer upon a two-thirds majority vote of the Board of Directors. The Code of Conduct and Volunteer Policy shall be made available on the Chamber website, and shall be produced in print upon request by any Member.

## **12. Amendments and Additional By-Laws, Rules and Regulations**

- a) The Board of Directors may pass such additional by-laws and make such additional rules and regulations which the Board determines are necessary, advisable or prudent, by passing a resolution to enact such by-law, rule or regulation at a regular or special Board meeting, provided such by-law, rule or regulation is not inconsistent with this organizational by-law.
- b) The Board of Directors may make amendments to this organizational by-law, or pass additional by-laws, rules or regulations which have the effect of amending this organizational by-law, by passing a resolution to enact such amendment, by-law, rule or regulation at a regular or special Board meeting, provided that any such by-law must be approved by the Members at the next Meeting of the Members or the AGM, failing which it shall be repealed until such time as it is approved by the Members.

## **13. Interpretation**

In this by-law and all other by-laws of the Chamber, the singular shall include the plural and vice-versa where the context requires, any gender specific pronoun shall include all genders, and the word "person" shall include a natural person, sole proprietorship, partnership, corporation, joint venture, or any incorporated or unincorporated entity or association of any nature.

## **14. Enactment**

This by-law is hereby enacted by the Board and any previous organizational by-laws of the Chamber are hereby repealed,

Effective this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

  
 \_\_\_\_\_  
 Chair – Charles Fisher

  
 \_\_\_\_\_  
 Vice-Chair – Ryan Bell

\_\_\_\_\_  
 Secretary-Treasurer