

# THE ALTONA & DISTRICT CHAMBER OF COMMERCE

## CONSTITUTION AND BY-LAWS

### ARTICLE 1 – NAME AND OBJECTS

SECTION 1 - The name of this organization shall be the Altona & District Chamber of Commerce, hereinafter called the Chamber.

SECTION 2 – The objects of the Chamber shall be to promote the economic, civil, educational, cultural, and agricultural interests of the Town of Altona and the surrounding district.

SECTION 3 – The usual place of meeting shall be in the Town of Altona.

SECTION 4 – The activities of the Chamber shall be non-political, non-sectional and non-sectarian.

### ARTICLE II – MEMBERSHIP

SECTION 1 – Any person, partnership, firm or corporation directly or indirectly engaged or interested in industry, in trade, in commerce, or the economic and social welfare of the district shall be eligible for membership in the Chamber, but the voting power of such partnership, firm or corporation memberships shall in each case be assigned to individuals.

SECTION 2 – Clubs, Unions, or other associations located or doing business in Altona may become members by a majority vote of the Board of Directors, provided their interests do not conflict with the name and the objects of the Chamber and upon payment of such dues as the Board of Directors should consider equitable.

SECTION 3 – There shall be the following classes of membership, namely:  
Active, Associate and Honorary

Associate Membership – any individual, partnership, firm or corporation resident or doing business in the area served by another Chamber of Commerce and at the same time being a bonafide member of that Chamber may become a member of the Altona & District Chamber of Commerce upon payment of such dues as the Board of Directors should consider equitable. They shall have all the privileges of members except the right to vote and hold office.

Active Membership – shall consist of individuals, partnerships, firms, corporations or associations.

Honorary Membership – may be conferred upon any person who has rendered service recognized by the Chamber as extraordinary. It may be conferred by the Board of Directors upon two-thirds vote by those present at any properly constituted meeting of Board of Directors and such membership shall be for the period of time designated by the Board of Directors. Honorary members shall have all of the privileges of members except the right to vote and hold office. They shall be exempt from payment of dues.

SECTION 4 – Application for membership in all categories except Honorary members shall be placed in the hands of the Chairman and brought before the next regular meeting of the Board of Directors, and approved by the majority of their members in session.

SECTION 5 – Members may be dropped from membership in the Chamber if membership fees are not paid prior to April 30<sup>th</sup>, but only after ten days written notice has been mailed to the member, advising him of his delinquency.

SECTION 6 – Any member may be expelled for cause by means of a resolution passed by two-thirds of the entire Board of Directors. Such member shall be notified in writing of the intention of the Board of Directors to do so, and shall be allowed a hearing before so doing. Passage of such resolution automatically annuls such membership.

SECTION 7 – Any member of the Chamber who intends to retire there from or to resign his membership may do so at any time upon giving the Chairman ten days notice in writing of such intention and upon discharging any liability which is standing upon the books of the Chamber against him at any time of such notice.

SECTION 8 – Every individual member or designated representative of a partnership, firm, corporation, or association, except as hereinbefore excluded, shall be entitled to one vote for the election of members to the Board of Directors and on all questions coming before the members of the Chamber.

### ARTICLE III - DUES

SECTION 1 – It shall be the duty of the Board of Directors to apportion and assess as equitably as possible the annual dues to be paid by all classes of members to insure the success of the Chamber.

SECTION 2 – Membership dues shall be due and payable on January 1<sup>st</sup> each year.

SECTION 3 – A cheque for dues shall accompany all new applications for membership.

SECTION 4 – It shall be the duty of the Membership Chairman to send out written notice for dues payable.

SECTION 5 – Should a member of the Chamber consider his dues not equitable he shall have the right to appeal to the Board of Directors whose findings and decision shall be final.

## ARTICLE IV – BOARD OF DIRECTORS OR “BOARD”

SECTION 1 – Government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of nine directors. The immediate Past President shall be a voting member of the Board of Directors. The Board of Directors may appoint representatives from various organizations to attend at Directors Meetings. Such representation may participate in discussion, but they may not move or second any motions nor participate in the voting on motions.

SECTION 2 – Any vacancy on the Board which may occur during the year, shall be filled by the Board of Directors.

SECTION 3 – The Board of Directors shall frame such rules and regulations and amendments to these By-Laws as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption, at the annual meeting of the Chamber, called for that purpose. It shall submit in writing at the annual meeting a full report of the work and finances of the organization.

SECTION 4 – If any member of the Board shall fail to attend three successive regular Board of Directors meetings without notification of the President, the President shall, in writing, call such failure to his attention and if a reason satisfactory to the Board be not received within thirty days such member shall automatically cease to be a member of the Board of Directors, and in vacancy thus create shall be filled in the manner provided in Section 2 of this article.

SECTION 5 – The Board of Directors shall have power to purchase, hold, sell or lease real estate, or mortgage same, incur debts and enter into contracts of any kind furthering the purpose of the Chamber.

## ARTICLE V – OFFICERS

SECTION 1 - The officers of the Chamber shall be the President, the Vice-President, and the Secretary and Treasurer.

SECTION 2 – No officer shall hold the same office more than four years consecutively.

SECTION 3 – The President – The president shall preside at all meetings of the Chamber and the Board of Directors. He shall perform all duties incidental to his office, and advise such action as may be deemed by him likely to increase the usefulness of the Chamber.

SECTION 4 – The Vice President and the Secretary Treasurer shall act in the order name in the absence of the President. In the absence of the three officers named, a member of the Board of Directors shall be chosen temporarily to so act.

SECTION 5 – The Treasurer shall be the chairman of the Finance Committee and shall have charge of the funds of the Chamber and shall deal with them as the Board of Directors shall from time to time direct, and shall perform such other duties as the Board may require.

## ARTICLE VI – GENERAL MANAGER

A General Manager shall be appointed by the Board of Directors and his/her appointment shall be continuous subject to the pleasure of the Board. He/she shall receive such compensation as the Executive Committee shall decide. It shall be the duty of the General Manager to conduct the official correspondence, preserve the books, documents and communications, keep the books of account, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all committees. He/she shall, subject to the approval of the Board, appoint and dismiss, fix the remuneration of and have general supervision over all office employees of the Chamber. He/she shall furnish a satisfactory bond in such amount and at such time as the Board may from time to time determine, the premium for which will be paid by the Chamber.

## ARTICLE VII – SIGNING OFFICERS

The signing Officer shall be any of the two of the following:  
The Treasurer, and the President.

## ARTICLE VIII – ELECTIONS

SECTION 1 – Any group members may submit an additional nomination provided, that the consent of the nominee has been obtained.

SECTION 2 – All members who have been elected to the Board of Directors shall be elected for a two year term, and shall be notified by the General Manager of their election.

SECTION 3 – The four newly elected members, together with the four directors remaining from the previous board, shall, prior to the Annual Meeting, meet and confirm the Presidency of the President elect of the previous Board, or if circumstances warrant, elect from among the one-year directors a President for the ensuing year. The Board shall also elect from among the two-year directors, a President Elect who shall perform his duties as provided in these by-laws. The Board of Directors shall also elect from among the whole Body of Directors, a Treasurer.

## ARTICLE IX – COMMITTEES

SECTION 1 – There shall be an Executive Committee which shall consist of President, Vice President, Secretary/Treasurer. When the Board is not in session, the Executive Committee shall exercise all the powers of the Board provided that the action of the Executive Committee shall be reported to the Board of Directors as speedily as possible.

SECTION 2 – The Board of Directors may from time to time appoint standing and Special Committees and shall define their powers and duties.

SECTION 3 – The President shall appoint all Committee Chairman.

SECTION 4 – Committee meetings may be called at any time by the General Manager at the request of the Chairman of any such Committee or the President.

SECTION 5 – Reports of Permanent and Special Committees shall be in writing.

SECTION 6 – All permanent and Special Committees shall report and recommend to the Board of Directors who shall make the final decision regarding their findings.

SECTION 7 – No Committee shall have authority to speak for the Board of Directors and Chamber as a whole, without specific authority of the majority of the Board in session.

SECTION 8 – The President and General Manager shall be ex-officio members of all Committees.

#### ARTICLE X – MEETINGS

SECTION 1 – The Board of Directors shall hold regular meetings on the second Monday of each month, excluding the month of August or upon any date during ten months of the year agreed upon by the majority of the Board, due notice of which shall be given.

SECTION 2 – Special meetings of the Board of Directors may be called at any time by the President and shall be called upon the written request of three members of the Chamber.

SECTION 3 – The annual Meeting of the Chamber shall be held in January of each year.

SECTION 4 – Special meetings of the Chamber may be called at the direction of the President, or shall be called by the General Manager on the written request of any ten members of the Chamber in good standing.

SECTION 5 – Fifty percent or more of the elected, plus appointed, directors in sessions shall continue a quorum.

SECTION 6 – Fifteen members shall constitute a quorum of any regular or special meeting of the Chamber.

SECTION 7 – No one but a member shall address the Board or the Chamber except by the invitation of the Chairman or the unanimous consent of the meeting.

SECTION 8 – The proceedings of the Board and Chamber meetings shall be governed by and conducted in accordance with “Rules of Order” by Roberts.

#### ARTICLE XI – AUDITING

The general membership shall appoint an auditor. It shall be the duty of the auditor to examine the books and accounts of the Chamber of Commerce during the year and report their findings to the Chamber.

## ARTICLE XII – BY-LAWS

These By-Laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Chamber, provided notice of the proposed changes shall be brought before the Board of Directors, and the proposed changes mailed to all members of the Chamber not less than ten days prior to such meeting.

The By-Laws may be suspended for the period of any one Board of Directors meeting only on the vote of two-thirds of elected and appointed directors present at such meeting, providing they represent a quorum as set out in Article X, Section 5.

## ARTICLE XIII – RESOLUTIONS

All resolutions must be presented to the General Manager in writing and brought before a meeting of the Board of Directors before being presented to any meeting of the Chamber.

## ARTICLE XIV – SEAL

The Chamber may have a seal of such design as the Board of Directors may adopt. The General Manager shall have custody of the seal.

## ARTICLE XV – AFFILIATION

The Board of Directors shall have power to affiliate the Chamber with any other organization or association in which membership is deemed to be in the interest of the Chamber.

## ARTICLE XVI – FISCAL YEAR

The Fiscal Year of the Chamber shall end on the 31<sup>st</sup> day of October in each year.

## ARTICLE XVII – FINANCIAL STATEMENTS

Immediately after the close of business each month the Treasurer shall prepare for the Board of Directors, a summarized statement of receipts and expenditures of the Chamber for the preceding calendar month. Such statement shall be presented at the first ensuing Board meeting.