

Headingley Regional Chamber of Commerce

AMENDED BY-LAWS NO. 3

April 16, 2008

1. NAME

The name of this voluntary, non-political corporation shall be the Headingley Regional Chamber of Commerce and referred to as the Headingley Chamber. The Headingley Chamber shall be duly registered and incorporated with a non-profit status in the Province of Manitoba.

2. VISION, MISSION AND PURPOSE STATEMENTS

VISION

The vision of the Headingley and Regional Chamber of Commerce shall be to promote and improve trade and commerce for the economic, civic and social welfare of the District.

MISSION

The mission of the Headingley Regional Chamber of Commerce is to promote commerce in Headingley and the surrounding region, to provide networking and educational opportunities for the benefit of its members, to provide an environment in which to sustain established businesses and to develop new businesses, and to act as a business advocate to support effective business policies which promote economic opportunities.

PURPOSE

- To support its members and to provide leadership as the voice of the members.
- To promote economic development for business growth in Headingley.

3. GOALS of the HEADINGLEY CHAMBER

3.1 Strengthen Headingley and the surrounding region by promoting local businesses.

3.2 Profile the Headingley Regional Chamber of Commerce as a dynamic and responsive business organization.

3.3 Offer educational and networking opportunities to improve the strength and prosperity of Headingley and businesses in Headingley and the surrounding regions.

3.4 Build the Chamber membership base by offering value added services and benefits.

3.5 Advocate for effective government policies to promote, develop, and sustain business opportunities.

4. INTERPRETATION

- 4.1 Wherever the words “Board of Directors” occur in these by-laws, they shall be understood to mean the Board of Directors of the Headingley Regional Chamber of Commerce.
- 4.2 Wherever the words “Headingley Region” occurs in these by-laws, it shall mean and include the area comprising the Rural Municipality of Headingley and surrounding regions.

5. MEMBERSHIP

Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Headingley Region, shall be eligible for membership in the Headingley Chamber.

- 5.1 **Membership Account Procedures**
New members will apply to the Board of Directors of the Headingley Chamber and will provide the information on the membership application. Disclosing the number of full-time employees will determine the tier level of membership. Each member will be assigned a membership number for future tracking.

5.1.1 Membership dues will be invoiced annually with payment due January 1.
- 5.2 Each Member will be entitled to receive notice of, attend and vote at all meetings of the members and shall be entitled to one vote per member.
- 5.3 **Honorary Members**
An Honorary Member is a person who has distinguished him or herself by some meritorious or public service and who has been elected by a majority vote of the members of the Headingley Chamber.
Each Honorary Member is entitled to receive notice of, and attend at any meeting of the members, but he or she shall receive no vote.
An Honorary Member is exempt from payment of Annual Dues.
- 5.4 Membership shall continue from 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 of Directors.
- 5.5 Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors.
- 5.6 Any member of the Chamber, who wishes to retire or to resign their membership, may do so, at any time, upon giving the Board of Directors President ten days’ notice in writing of such intent, and upon discharging any lawful liability which is standing upon the books of the Chamber against that member at the time of such notice.

- 5.7 The Board of Directors may remove from the roll of members the name of any new member failing to pay the annual dues within thirty days of admission to membership, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board of Directors, all privileges shall be forfeited.

6. BOARD OF DIRECTORS

The membership shall elect the Board of Directors at the Annual General Meeting by secret ballot and each member shall hold office for one (1) year. The Board shall have the power to fill interim vacancies of the Board for the unexpired term from qualified members.

- 6.1 The business, property and affairs of the Headingley Chamber shall be managed by its Board of Directors. The Board of Directors shall establish goals and policies.
- 6.2 The Headingley Chamber shall have a minimum number of directorships of five (5) and a maximum of eleven (11).
- 6.3 A member may resign from the Board by giving written notice to the President at any time.
- 6.4 Fifty-one percent of the Board of Directors constitute a quorum at meetings of the Board for the transaction of business.
- 6.5 The Board shall meet together for the dispatch of business and regulate their meetings as they may determine. Board meetings will be held at least six times a year.
- 6.6 A Director may not serve for more than five consecutive terms unless invited by the Board to do so.
- 6.7 The Board of Directors shall have the authority to remove a director who has missed a total of three consecutive regularly scheduled meetings of the Board for reasons other than sickness, or personal emergency, by a majority vote, and the position shall be considered vacant.
- 6.8 The Board of Directors of the Headingley Chamber may prescribe policies, rules and regulations relating to the management and operation of the Headingley Chamber organization.
- 6.9 Fifty-one percent of the Board of Directors shall form a quorum and a majority of such quorum may do all the things within the powers of the Board.
- 6.10 The Board of Directors shall submit revisions to the by-laws for adoption at the Annual General Meeting of the Headingley Chamber.

- 6.11 The Board of Directors shall have the authority to appoint an Executive Director of the organization, and to delegate to the Executive Director full authority to manage the affairs of the Headingley Chamber, to establish operational policies and to employ and discharge agents and employees of the Headingley Chamber organization in accordance with personnel policies adopted from the time assigned. The Executive Director shall be an ex-officio member, without voting privileges, at all meetings of the Headingley Chamber organization.
- 6.12 Officers of the Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said officers reasonable expense monies.
- 6.13 The President, Vice-President, Secretary, and Treasurer, before taking office, shall take and subscribe before the Reeve of the Rural Municipality or before any Justice of the Peace, an oath in the following form:
“I swear/affirm that I will faithfully and truly perform my duty for the Headingley Regional 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 vision, mission, and goals of the Headingley Regional Chamber of Commerce to their true intent and meaning.”

7. OFFICERS OF THE BOARD OF DIRECTORS

- 7.1 The Board of Directors shall elect four (4) officers among themselves; President, Vice-President, Secretary, Treasurer, who together with the Past-President shall form the Executive Committee, No two offices may be held by the same person.

The Executive Committee will serve one year and shall be elected at the first meeting of the Board of Directors directly following the Annual General Meeting. A member may be elected to an Executive office for two consecutive terms.

Duties:

- 7.2 The President shall preside at all Annual General Meetings, at all Board meetings, Executive Committee meetings and shall be ex-officio member of all Committees of the Board except the Nominating Committee. The President shall regulate the order of business at Board and General meetings, receive and put lawful motions and communicate to the meeting what he/she thinks may concern the Headingley Chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a General Report of the activities and accomplishments related to the Headingley Chamber goals of the year at the Annual Meeting.
- 7.3 The Past-President shall be chairperson of the Nominating Committee and act in an advisory capacity to the Executive Committee and Board of Directors.

- 7.4 The Vice-President shall assume the powers and authority of the President's office in the absence of the President.
- 7.5 The Secretary shall cause records of all votes and minutes of proceedings to be kept in an official minute book; shall give or cause to be given, all notices to members, directors, officers, auditors and members of committees of the Board as and when instructed. The Secretary shall be responsible for corporate documents and for conducting correspondence on behalf of the Board of Directors. The Secretary shall also record attendance of directors at all regular or special meetings of the Board. The Secretary shall, with the President sign when necessary, seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Headingley Chamber and of the Board of Directors. At the expiration of the Secretary's term of office, the Secretary shall deliver to the Headingley Chamber, all books, papers and other property of the Headingley Chamber.
- 7.7 The Treasurer shall have responsibility for all financial matters relating to the organization. This includes ensuring that accounting records, audits and financial contracts are entered into and recorded in accordance with acceptable accounting practices. The Treasurer shall also chair the Finance and Fundraising Committee. The Treasurer shall ensure the financial records are audited annually. The Treasurer shall receive the Headingley Chamber organization monies and deposit them in the organization's financial institution account. The Treasurer shall ensure the budget is prepared annually and keep current financial records and statements. The Treasurer shall also be responsible for identifying and making application to pertinent funding sources.
- The Treasurer will invest the funds of the Headingley Chamber as directed by the Board of Directors. The President, Vice-President, Secretary, and Treasurer or any two of them shall sign all notes, drafts and cheques.
- 7.8 The meetings of the Board of Directors shall be open to all members of the Headingley Chamber and such other members to whom the Board may in its discretion extend an invitation.
- 7.9 No public announcement in the name of the Chamber may be made unless authorized by the Board of Directors or by a spokesperson to which the Board of Directors has delegated this authority.

8. COMMITTEES

The business of the Headingley chamber shall be facilitated by a group of standing and ad hoc committees struck to advise, guide, and counsel the Board of Directors in the respective areas of mandate of each committee. The following defines the standing committees and their mandates.

- 8.1 Term of Office – All committee members shall serve for one year except for ad hoc committees which will exist for as long as their purpose.
- 8.2 Chair people of the committees shall be appointed by the Board of Directors with the consent of the person appointed.
- 8.3 Committee vacancies shall be filled from the membership by the committee chairperson and the Board of Directors.
- 8.4 Terms of References of the committees must be developed and approved by the Board of Directors. The Terms of Reference must also be reviewed annually by each committee and include the committee's annual goals and objectives, responsibilities, meeting schedule, and membership.
- 8.5 The Executive Committee shall set the agenda for the meetings of the Board of Directors. The Executive Committee shall coordinate the other Committees of the Board. The Executive Committee shall serve as a resource for the Executive Director of the Headingley Chamber and shall act for and on behalf of the whole of the Board between meetings of the Board of Directors. The Executive Committee shall meet at the call of the President or at the call of two (2) of its members.
- 8.6 The Nominating Committee shall be a standing committee composed of the Past-President, as chairperson, and four other members of the organization who are knowledgeable about active participants in the organization's affairs. The Nominating Committee shall be chosen annually at the first Board of Directors meeting after the Annual General Meeting.
- 8.7 The Finance Committee shall be responsible to the Board of Directors for all activities related to the financial management of the Headingley Chamber. All fundraising activities must be presented to the Board, in written report form including revenue and expenses, for approval prior to proceeding with any aspect of such event or activity. The Finance Committee is responsible for an annual financial plan and budget, submitted for approval by the Board of Directors.
- 8.8 The Marketing and Promotion Committee shall be responsible to the Board of Directors for development and distribution of promotional materials and social policy. The Committee shall be responsible for creating orientation material for new Board members and volunteers. The spokesperson for the Headingley Chamber shall be the Chairperson of this committee. This committee shall also be responsible for the website, its development and no less than quarterly updates; and for the writing and distribution of newsletters and notices to the membership and interested members of the community.
- 8.9 The Membership and Member Communication Committee shall be responsible to the Board of Directors for the membership and communication guidelines, policies, procedures, databases, and communication of the Headingley Chamber and other Chamber's information and benefits to all members.

- 8.10 The Economic Development Committee shall be responsible to the Board of Directors for the development of an Economic Development plan to encourage the establishment of new businesses in Headingley, to facilitate the expansion of existing businesses, and to communicate with council the needs of the business community.
The goals shall be to: 1) Promote new business, 2) Meet with elected officials periodically, 3) Ask local businesses about their needs from government, 4) Review government policy and take a position, and 5) Keep members informed.
- 8.11 The Education and Event Committee shall be responsible to the Board of Directors for the planning, implementation, evaluation and budgeting of the Chamber's educational, networking, social, and fundraising events

9. MEETINGS

- 9.1 The Annual General Meeting of the Headingley Chamber shall be held on such dates, at such time and at such a place as the Board may determine. The Annual General Meeting shall take place at least once in every calendar year.
- 9.2 At least four weeks notice of the Annual Meeting shall be given to all members. By motion at the Annual Meeting, actions of the Board of Directors or President undertaken on behalf of the Chamber may be ratified.
- 9.3 Regular General Meetings of the Chamber shall be held at least semi-quarterly at the time and place designated by the Board of Directors. At least three weeks notice of such meetings shall be given to all members of the Chamber.
- 9.4 Special General Meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Board of Directors or any ten members of the Headingley Chamber. At least one week notice of such meetings shall be given.
- 9.5 The Board of Directors shall meet from time to time as may be necessary to carry on the business of the Chamber, but in no case, less than eight times a year with not more than eighty days between meetings.
- 9.6 Notice of all meetings, naming the time and place of assembly, shall be given to all members. A notice may be inserted in community newspapers published within the Region and a notice will be provided to all members by e-mail, mail, or fax.
- 9.7 At any Annual or General Meeting, ten percent, of the members of the Headingley Chamber with no less than ten members shall form a quorum. A majority, fifty-one percent of the members present, will carry the vote. Proxy votes will be accepted.

- 9.8 The minutes of each general meeting, annual general meeting, and board of director's meeting shall be kept in an official minute binder and shall be signed by the President or by the person who presides at the meeting and the secretary at the meeting of which they are adopted.
- 9.9 All books of the Chamber shall be open at all reasonable hours to a member in good standing of the Headingley Chamber, free of charge.

10. NOMINATIONS

- 10.1 The Nominating Committee shall actively solicit members in good standing to serve on the Board of Directors and as Committee Chairpersons. A member wishing to be considered for nomination to the Board of Directors or for Committee Chairperson, must submit their name to the Nominating Committee at least thirty (30) days in advance of the Annual General Meeting.
- 10.2 Vacancies on the Nominating Committee shall be filled as soon as possible to complete the unexpired term.
- 10.3 The Nominating Committee shall present a proposed list of nominees to the Board of Directors meeting one month prior to closure of nominations. The Nominating Committee shall assure the proposed slate of nominees is mailed to all members, not later than 21 days prior to the Annual General Meeting. Election of the Board of Directors shall be by the general membership.
- 10.4 No person shall be nominated by the Nominating Committee to stand for election without the individual's written consent.

11. ELECTION AND VOTING PROCEDURE

- 11.1 A Headingley Chamber member in good standing shall be allowed one vote to pass motions at the Headingley Chamber meetings.
- 11.2 The Executive Committee may determine whether or not proxy voting will be allowed at any Annual or Special General Meeting. Notice of meeting shall contain a reference as to whether or not proxy voting will be allowed and must be sent to the membership twenty-one (21) days in advance.
- 11.3 Election of Officers and Board of Directors shall be by ballot unless there is only one (1) nominee in which case the nominee is elected by acclamation.
- 11.4 The candidates receiving the higher number of votes shall be elected to the Board of Directors.
- 11.5 In case of an equality of votes at any meeting, whether upon a show of hands or a poll, the Chairperson must cast the deciding vote.

- 11.6 In voting on business matters at meetings of the Headingley Chamber a simple majority shall carry the decision.

12. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these by-laws.

- 12.1 All decisions at the Annual General Meeting will be based on a majority vote of those members present.

13. AFFILIATION

The Chamber, at the discretion of the Board of Directors, shall have the power to affiliate with the Manitoba Chamber of Commerce, and the Canadian Chamber of Commerce, and any other organizations in which membership may be in the interests of the Chamber.

14. FINANCIAL POLICY

- 14.1 The Fiscal Year will be January 1 to December 31 or such other date as the Board of Directors may, by resolution, determine.
- 14.2 The dues of the Headingley Chamber shall be determined on an annual basis by the Board of Directors and presented to the membership at the Annual General Meeting for a vote of approval.
- 14.2.1 Delinquent dues will be followed-up by the Executive Director and reported to the President and Board of Directors for discussion and direction.
- 14.3 The Budget shall be prepared by the Treasurer and Finance and Fundraising Committee for approval by the Board of Directors for the forthcoming fiscal year.
- 14.4 The signing officers of the Headingley Chamber shall be the President, Vice-President, Secretary and Treasurer. They shall have the authority to sign cheques, contracts and the Constitution and By-Laws on behalf of Headingley Chamber. For all financial transactions of the Headingley Chamber, the signatures of any two (2) out of four (4) signing officers shall be required. All expenses and contracts must be approved by the Board of Directors. The funds of the Headingley Chamber must be held in a Canadian chartered financial institution.
- 14.5 The financial records of the Headingley Chamber must be reviewed or audited annually by a qualified professional accountant approved by the Board of Directors and the annual statements must be presented at the Annual General Meeting. A current financial statement must be presented by the Treasurer to

the Board of Directors at the Board of Director meetings and General and Special meetings.

- 14.6 Once plans and funding submissions for a specific purpose have been approved by the Board, individual expenditures within identified, recorded limits in the approved plan do not require further Board approval.
- 14.7 Non-budgetary expenses must be approved by the Board of Directors. Written requests for compensation of expenses incurred by members on official Headingley Chamber business will be determined by the Executive Committee and the Finance Committee.
- 14.8 All amounts to be paid on behalf of the Headingley Chamber shall be paid by cheque of the Headingley Chamber and receipt obtained for the same.
- 14.9 No officer of the Headingley Chamber or any other member may incur any debt, obligation or liability for, or on behalf of the Headingley Chamber without approval of the Board of Directors.
- 14.10 The Headingley Chamber shall be carried on without purpose of gain for its members and any profits or other additions to the organization shall be used solely to promote the goals and objectives.

15. ACCOUNTANTS

- 15.1 A Certified Accountant(s) shall be appointed by resolution at the Annual General Meeting for the upcoming year. The Accountant of the Chamber shall conduct a review engagement or an audit of the books and accounts of the Headingley Chamber at least once in each year.
- 15.2 A copy of the review or audited financial statements shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board of Directors.

16. SEAL

- 16.1 The Chamber shall have a seal, the impression of which is stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Headingley Chamber whenever so authorized by resolution.

17. AMENDMENTS

Notice of a motion to amend or repeal this constitution and by-laws including a copy of the proposed amendments shall be sent by ordinary mail or e-mail to all members not less than thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for the purpose and must be supported by two thirds of the members present with a minimum of ten members in attendance. Proxy votes will be accepted.

18. INDEMNIFICATION OF OFFICERS AND DIRECTORS

That the officers and directors of the Headingley and Regional Chamber of Commerce - or other person who has undertaken or is about to undertake any liability duly authorized on behalf of the Chamber, their heirs, executors and administrators shall at all time be indemnified and saved harmless out of the funds of the Chamber from and against all costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought or prosecuted against them in respect of any act done or permitted or omitted by them in or about the execution of their duties except such costs, charges or expenses as are occurred by their own willful neglect.

The Executive shall serve without remuneration and no officer shall directly or indirectly receive any profit from their position, provided that they be paid reasonable expenses incurred by them in the performance of their duties.

19. DISSOLUTION OF THE ORGANIZATION

19.1 Members of the Headingley Chamber do not have and cannot have any personal interest in the Headingley Chamber organization's property. If the Headingley Chamber corporation is dissolved or disbanded, any assets left, after all liabilities have been satisfied, must be distributed to registered charitable organizations whose purposes are most similar to those of the Headingley Chamber corporation at the time. The substance of this rule may not be changed by any later amendment nor may this rule be repealed.

19.2 The Headingley Chamber corporation may be dissolved by two thirds of the members present with a minimum of ten members in attendance. Proxy votes will be accepted.

In this and any other by-law, the following rules apply unless the context indicates otherwise:

Singular words include the plural.

Gender specific words include the opposite gender.

Reference to persons includes corporate entities.

Reference to any by-law, statute or law includes any later amendment or re-enactment of the by-law, statute or law.

Reference to the "ACT" means the Corporations Act (Manitoba), S.M. 1976. c40, and any amendment or substitution for it.

REVISED AND PASSED at the Rural Municipality of Headingley in the Province of Manitoba,

this _____ day of _____ A.D. 20_____.

Signed: _____, Director

_____, Director

WITNESS THE CORPORATE SEAL OF THE HEADINGLEY REGIONAL CHAMBER OF COMMERCE.

