

**BY-LAWS OF THE HAMILTON CHAMBER OF COMMERCE**  
**(Last amended as approved at the Annual General Meeting of March, 2015)**

**Article 1.0 INTERPRETATION**

**1.1 Name.** The name of the Corporation shall be "***The Hamilton Chamber of Commerce***" (the "**Chamber**").

**1.2 Definitions.** In this by-law and all other by-laws of the Chamber, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Boards of Trade Act*, as may be amended from time to time, and every statute that may be substituted for it and, in the case of such amendment or substitution, any reference in the Chamber's by-laws shall be read as referring to the amended or substituted provisions;
- (b) "**Annual Meeting**" means an Annual Meeting of the Members held in accordance with Section 4.1;
- (c) "**Board**" means the board of directors of the Chamber, as created and designated in accordance with Article 5.0;
- (d) "**Business**" means either a "not-for-profit" or a "for profit" business, which may be publicly or privately owned;
- (e) "**by-laws**" means any by-law of the Chamber from time to time in force and effect;
- (f) "**Corporation**" means the Chamber, as incorporated under the Act on February 8, 1921;
- (g) "**Director**" means any Member elected to the Board pursuant to ~~Article 5.0~~ Article 5.0;
- (h) "**Division Chair**" means such Member nominated as chair or co-chair to a Division for appointment to the Board pursuant to Section 5.1(c);
- (i) "**Final Ballot**" means the final election ballot, as more particularly described in Section 5.7, indicating the list of nominees and Directors to be voted upon at an Annual Meeting;
- (j) "**General Meeting**" means any meeting of the Members, including an Annual Meeting and any Special Meeting;
- (k) "**Member**" means any individual, corporation or organization approved by the Board to hold Membership in the Chamber;
- (l) "**Membership Fee**" means the annual Membership Fee for the prescribed Membership in the Chamber, as determined by the Board from time to time, which fee is payable by the Member as a condition to obtaining Membership with the Chamber;
- (m) "**Membership**" means a membership to and within the Chamber, as determined by Board from time to time, based on the size or class of the person, corporation or organization seeking membership;

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- (n) “**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Ontario);
- (o) “**Primary Ballot**” means the primary election ballot of Director nominees to be voted upon at an Annual Meeting, as determined in accordance with Section 5.5;
- (p) “**Secretary**” means the Chief Executive Officer in his capacity as Secretary pursuant to Section 6.7;
- (q) “**signing officer**” means, in relation to any instrument, any person authorized to sign on behalf of the Chamber by Section 11.1(h) or by a resolution of the Directors;
- (r) “**Special Meeting**” means any meeting of the Members called to discuss a specific matter pursuant to Section 4.2;
- (s) “**Term**” means a period of two (2) years from: ~~(a) the initial election of a Director to the Board or appointment to a position as officer at an Annual Meeting; or (b) the initial appointment of a Director to the office of Chair, Vice Chair or Treasurer following the Annual Meeting, as the case may be;~~
- (t) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
- (u) words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (v) the headings used in the by-laws are inserted for reference only, and are not to be considered or taken into account in construing the terms or provisions, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**Comment [KL1]:** Easier to just say a Term is two years from election/appointment. Especially given that the dual meaning of Term is cause for confusion in 6.0.

## Article 2.0 OBJECTS AND BUSINESS OF THE CHAMBER

### 2.1 **Objects.** The Chamber shall have and pursue the following objects:

- (a) effectively express the views of the Hamilton business community on matters of local, provincial and national interest;
- (b) represent the Hamilton business community;
- (c) encourage improvement of commercial and industrial activity in Hamilton and Ontario;
- (d) advance the business interests of the Chamber’s Members;
- (e) promote advancement of quality of life, both professional and personal, in Hamilton; and
- (f) advocate appreciation for Canada’s economic system and national unity.

**2.2 Office.** The offices of the Chamber shall be maintained in the City of Hamilton in the Province of Ontario.

**Article 3.0 MEMBERS**

**3.1 Eligibility.** All persons, corporations and organizations, which support the objects of the Chamber, shall be eligible for Membership, subject to the approval of the Board.

**3.2 Memberships.** Any person, corporation or organization may subscribe to any number of Memberships in the Chamber by undertaking to pay the Membership Fee prescribed for the respective Membership. When more than one Membership is subscribed for, the applicant shall name, and with thirty (30) days written notice to the Secretary may from time to time amend the names of, those individuals who shall be entitled to the rights, privileges and obligations of Membership.

**3.3 Membership Fee.** The Board shall fix and prescribe the Membership Fee payable for each Membership on an annual basis. Each Member shall pay any initiation fee and the annual Membership Fee as a condition to Membership in the Chamber.

**3.4 Election to Membership.** Applicants who have otherwise qualified for and paid the Membership Fee may be elected to Membership upon approval of the Board. Following such election, a Member may exercise all rights, privileges and obligations tied to its Membership.

- (a) Employees of members in good standing are considered non-voting members and may be allowed to participate in chamber programs in their capacity as an employee of a Chamber member.

**3.5 Revocation of Membership.** A Membership may be revoked: (a) by a two-thirds (2/3) majority of the Board for nonpayment of Membership Fees; or (b) after notice and a hearing before the Board for: (i) conduct unbecoming of a Member; or (ii) conduct prejudicial to the reputation, good order and management of the Chamber.

**3.6 Resignation of Membership.** Resignations of a Membership shall be submitted to the Secretary in writing not less than sixty (60) days prior to the Membership anniversary date of the resigning Member. Any Member who does not give such notice may be held liable for the payment of the Membership Fee for the ensuing year.

**3.7 Cessation of Membership.** Any Member who fails to pay the prescribed Membership Fee within sixty (60) days after it becomes due and payable shall thereafter cease to be a Member and shall have no further rights or privileges in the Chamber, unless the Board extends the time for such payments or expressly continues such rights and privileges, notwithstanding such default of payment.

**3.8 Resignation from Chamber.** Any Member may, upon written notice to the Secretary, accompanied by remittance covering in full all amounts owing to the Chamber, resign from the Chamber.

**3.9 Death, Cessation or Relocation.** The death of a Member or cessation of operations of a corporation or organization, or relocation of a Member may, in the sole discretion of the Board, cancel any obligation respecting payment of Membership Fees.

**Article 4.0 ANNUAL AND SPECIAL MEETINGS**

**4.1 Annual Meeting.** Unless otherwise determined by the Board, the Annual Meeting of the Chamber shall be held in Hamilton within the first three (3) months of each calendar year. Business at each Annual Meeting shall include:

- (a) approval of the minutes from the last Annual Meeting and any Special Meetings;
- (b) the annual report of the Chair;
- (c) the annual report of the Chief Executive Officer;
- (d) approval of the annual financial statements;
- (e) appointment of the auditor;
- (f) election of the Directors;
- (g) approval of the by-laws or amendments to the by-laws;
- (h) any other matter authorized by the Board to be brought before the Annual Meeting and specified in the notice of meeting; and
- (i) adjournment of the Annual Meeting.

**4.2 Special Meeting.** A Special Meeting of the Members may be called by the Board or upon the written request of ten percent (10%) of the Members. The business transacted at a Special Meeting shall be limited to those items outlined in the notice of meeting.

**4.3 Notice of Meetings.** Notice of the Annual Meeting or any Special Meeting shall be given in writing, by mail, fax or email, not less than fourteen (14) calendar days preceding the date of the meeting and shall be held at such time and location within the City of Hamilton as determined by the Board. The notice of meeting shall specify the business to be transacted at the meeting and only that business shall be transacted at the meeting.

**4.4 Quorum.** Quorum at any meeting of the Members shall consist of twenty-five (25) Members who are in good standing and present at the meeting.

**4.5 Referendum Vote.** The Board, or on the request of ten percent (10%) of the Members, may submit written questions to the Members for a referendum vote. Referendum questions shall be sent to Members by mail, fax or email and shall include briefs stating both sides of the referendum questions. Properly completed ballots received by the Secretary within twenty-one (21) days of the issuance of the ballot shall be counted as valid.

**Article 5.0 BOARD OF DIRECTORS**

**5.1 Board Governance.** The governance for the Chamber shall be vested in a board of Directors of:

- (a) twelve (12) directors elected by the Members;

- (b) the Past Chair, who shall serve *ex-officio* with a vote;
- (c) the Chairs of any Divisions, who shall also serve *ex-officio* with a vote; and
- (d) the Chief Executive Officer who shall serve as Secretary, *ex officio*, without a vote.

**5.2 Obligations.** The Board shall:

- (a) fulfill the statutory obligations including those imposed on it by the Act;
- (b) further the objects of the Chamber;
- (c) exercise oversight of management and operations of the Chamber and its resources and property;
- (d) provide advice and counsel to the Chair and the Chief Executive Officer regarding matters such as public positions that ought to be taken by the Chamber, Chamber operations, strategy and future directions;
- (e) promote the Chamber to the Hamilton community;
- (f) undertake such additional duties as may be determined by the Members;
- (g) fix the remuneration of the auditor; and
- (h) meet regularly.

**5.3 Vote.** Any Member with more than one representative shall designate one (1) person to vote on its behalf.

**5.4 Qualification.** Directors at the time of election must be, and continue to be, Members in good standing or representatives of Members in good standing.

**5.5 Primary Ballot Nomination.** The Nominating ~~and Governance~~ Committee shall annually prepare a list of nominees to fill any vacancies on the Board. Nominees selected by the Nominating ~~and Governance~~ Committee shall possess some or all of the desired skills and expertise approved by the Board for the office of Director. Such list of nominees shall serve as the Primary Ballot and shall be sent to every Member entitled to vote by mail, facsimile or email at least thirty calendar (30) days prior to the Final Ballot.

**5.6 Independent Nomination.** Any Member may nominate an individual to serve as Director by submitting an independent nomination to the Secretary in writing. An independent nomination shall include: (a) the name of the nominee, who must be a Member in good standing; (b) the nominee's agreement to stand for election; and (c) the signatures of at least ten (10) nominators, who are Members in good standing. To be included in the Final Ballot, an independent nomination must be received by the Secretary at least twenty (20) days prior to the mailing or transmission of the Final Ballot.

**Comment [KL2]:** The Governance Task Force struck by the Board in 2019 has recommended that, because nominations and governance matters are different topics requiring different expertise, that governance be assigned to the Executive Committee and subject to approval of the Board. The new Board Policy Manual allows for the Exec/Board to, from time-to-time, strike a task force that will update the organization's policies and by-laws, just as happened in 2019. As such, all references to "Nominating and Governance Committee" will be changed to "Nominating Committee."

**5.7 Final Election Ballot.** At least one (1) week prior to the Annual Meeting, the Secretary shall mail, fax or email the Final Ballot to every Member entitled to vote. The Final Ballot shall indicate the number of Director vacancies, the list of nominees proposed by the Nominating and Governance Committee and any independent nominations received by the Secretary in accordance with Section 5.6. For information, the Final Ballot shall also include the names of those Directors who will continue to serve the balance of their Term and the names of the Past Chair and Chief Executive Officer, who shall serve as Directors of the Board *ex officio*.

**5.8 Election Results.** A simple majority of the ballots received by mail, fax, email or in person by secret ballot received by the Annual Meeting shall determine the election results. The Board may adopt additional rules and regulations to set out voting procedures.

**5.9 Void Ballots.** Any ballots recording votes for more or less in number than the number of Directors required to be elected shall be declared void.

**5.10 Chair of Elections.** The Board shall appoint an individual, who shall not be a member of the Board, to serve as Chair of Elections and to supervise the count of all final election ballots. In the event of a tie in votes cast for any Director, the Chair of Elections shall have a casting vote to elect the Director.

**5.11 Board Vacancy.** The Board may fill any vacancies arising from the resignation of a Director. Any person appointed to fill a vacancy shall serve as Director only until the next Annual Meeting, at which time the Membership shall elect a Director to serve for the remainder of the unexpired Term.

**5.12 Election Term.** Directors shall be elected for a Term of two (2) years and are eligible for re-election for an additional one (1) subsequent Term of two (2) years. Except as otherwise provided, no Director shall serve on the Board for more than two (2) consecutive Terms, not including any partial Term filled in accordance with Section 5.11. A Director who is appointed to fill the office of Chair or Vice Chair during his second (2) consecutive Term shall be eligible for and may continue as a Director for such additional Terms as permitted in Sections 6.3 through 6.6 and subject to the Board's approval.

**5.13 Deemed Resignation.** Absence of a Director from three (3) consecutive Board meetings, without a valid reason as approved and recorded by the Board, shall be construed as a resignation from the Board.

**5.14 Board Meetings.** The Board shall meet at least four (4) times a year, in addition to the Annual Meeting and up to two (2) strategy meetings, and may be required to attend such additional meetings upon the request of the Chair or the Chief Executive Officer. Meetings of the Board may be held at such time and place as determined by the Chair or the Chief Executive Officer; provided forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice ~~by mail~~ shall be sent at least fourteen (14) days prior to any Board meeting. No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or void any proceedings taken at any Board meeting and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings conducted at any such Board meeting. Each Director is authorized to exercise one (1) vote as stated in Section 5.1.

**Comment [KL3]:** We don't use mail for notice.

**5.15 Board Assessment.** ~~The Executive Committee~~ Board may in its discretion conduct an annual assessment of the Board and the Directors, to assess the participation, contribution, activities and

**Comment [KL4]:** The power to assess should be given to the Board, which may delegate to the Executive Committee (or any other committee or task force the Board deems necessary), not the other way around.

dedication of the then-elected Directors to the Board, the Chamber and the objects of the Chamber. The ~~Executive Committee~~Board may prescribe terms of reference and policies in connection with the review and assessment of ~~any aspect of the Chamber~~ ~~the Directors~~ and any actions to be taken ~~by the Executive Committee~~ in connection with the continued appointment of a Director to the Board. Where ~~the Board~~ ~~the Executive Committee~~ determines a Director ~~has contravened the Board's Code of Conduct, a majority of Directors may remove the Director from the Board and fill the vacancy~~ ~~should not remain on the Board, such Director shall be removed from the Board and the vacancy filled~~ in accordance with Section 5.11.

**Comment [KL5]:** This now aligns with the new Board Policy Manual adopted by the Board in 2019.

## Article 6.0 OFFICERS

**6.1 Officers.** The officers of the Chamber shall include a Chief Executive Officer, Chair, Vice Chair, Past Chair, Treasurer and any such other officers as the Board may determine in accordance with the by-laws.

**6.2 Appointment of Officers.** Within ten (10) days after the Annual Meeting, the Board at its first meeting shall by resolution appoint such Directors as it deems appropriate to hold the offices of Chair, Vice Chair and Treasurer for a Term, who shall hold such office and serve in such capacity for at least one (1) year until the next Annual Meeting. After serving the first year of a Term, the Directors appointed to the offices of Chair, Vice Chair and Treasurer shall be eligible for re-appointment to their respective office for the second year ~~of the Term~~, which re-appointment shall be subject to the recommendation of the Nominating ~~and Governance~~ Committee and the Board's approval. No Director shall hold the same office for more than two (2) consecutive Terms.

**6.3 Chair Responsibilities.** Throughout the Term, the Chair shall be responsible for the general management of the Chamber and shall ensure all orders and resolutions of the Board are carried into effect. Subject to the recommendation of the Nominating ~~and Governance~~ Committee and the Board's approval, the Director appointed as Chair shall remain in such office for at least one ~~(1) Term~~ year and may continue as Chair for a second ~~year~~ Term. The Chair may call such meetings of the Board as it determines appropriate and shall perform such other duties as may be imposed upon the Chair from time to time by the Board. At the expiration of a Director's Term as Chair, such Director shall remain on the Board as Past Chair for at least one ~~(1) year~~ of a Term and up to two ~~years~~ Terms.

**6.4 Vice Chair Responsibilities.** Throughout the Term, the Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be imposed upon the Vice Chair from time to time by the Board. Subject to the recommendation of the Nominating ~~and Governance~~ Committee and the Board's approval, the Director appointed as Vice Chair shall succeed to the office of Chair following the earlier of the expiration of the Director's maximum consecutive Terms in office as Chair or the Director's resignation as Chair. A Director appointed to the office of Vice Chair shall be eligible to remain on the Board for two (2) ~~years~~ Terms in such office, two (2) additional ~~Terms~~ years in the office of Chair and up to two (2) additional ~~Terms~~ years in the office of Past Chair, notwithstanding the restrictions to re-election stated in Section ~~5.125-12~~.

**6.5 Treasurer Responsibilities.** Throughout the Term, the Treasurer shall ~~ensure that keep~~ full and accurate accounts of all assets, liabilities, receipts and disbursements of the Chamber ~~are kept~~ and shall ensure all monies, securities and other valuable effects are deposited in the name and to the credit of the Chamber in such chartered bank, trust company or registered dealer in securities as may be

**Comment [KL6]:** Small change that makes the Treasurer's ability to delegate financial oversight more explicit.

designated by the Board from time to time. The Treasurer shall oversee the disbursement of the funds of the Chamber as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors, at each Board meeting or whenever may be required, an accounting of all transactions and a statement of the financial position of the Chamber. The Treasurer shall perform such other duties as may be requested or required by the Board from time to time.

**6.6 Past Chair Responsibilities.** The Past Chair shall be an officer and Director *ex officio* with a vote, who shall remain on the Board for at least one (1) year of a Term and up to two (2) years Terms to provide advice and direction, as may be requested or required by the Board from time to time.

**6.7 Chief Executive Officer Responsibilities.** The Chief Executive Officer shall be the President of the Chamber, who shall preside at all Board meetings, serve as Secretary and be an officer and Director *ex officio* without a vote and shall perform such other duties as may from time to time be imposed upon the Chief Executive Officer by the Board.

**6.8 Establishment of Responsibilities.** The duties of the officers shall be established by policy of the Board, in addition to any statutory obligations imposed on them by the by-laws and the Act.

**6.9 Oath of Office.** In accordance with the Act, the Chair and Vice Chair shall take the oath of office before the Mayor or a Justice of the Peace of the City of Hamilton before taking office.

**Article 7.0 EXECUTIVE COMMITTEE**

**7.1 Executive Committee.** The Board shall establish an Executive Committee consisting of the Chamber officers stated in Section 6.1, plus two (2) additional at-large Directors chosen by the Board to act on its behalf between Board meetings. The Executive Committee shall act on behalf of the Board between Board meetings and undertake such other duties as the Board may prescribe in its terms of reference. The Board at its next regular meeting shall approve any actions of the Executive Committee. The Chair of the Chamber shall chair the Executive Committee.

**Comment [KL7]:** We've been referring to them as at-large directors, so may as well enshrine the term in the by-laws.

**7.2 Meetings.** The Executive Committee shall meet in advance of each Board meeting, as necessary, up to six (6) times a year, in addition to the Annual Meeting and up to two (2) strategy meetings, and may be required to attend such additional meetings upon the request of the Chair or the Chief Executive Officer. Meetings of the Executive Committee Board may be held at such time and place as determined by the Chair or the Chief Executive Officer; provided forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Executive Committee. Notice by mail shall be sent at least fourteen (14) days prior to any Executive Committee meeting. No error or omission in giving notice of any Executive Committee meeting or any adjourned meeting shall invalidate such meeting or void any proceedings taken at any Executive Committee meeting and any Executive Committee member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings conducted at any such meeting.

**Comment [KL8]:** The Executive Committee has not and does not need to meet this often. I've found it useful to get the Exec together before each Board meeting, but that's not always necessary either.

**Comment [KL9]:** Cleaning up an apparent error.

**Article 8.0 NOMINATING ~~AND GOVERNANCE~~ COMMITTEE**

**8.1 Nominating ~~and Governance~~ Committee.** The Board shall establish a Nominating ~~and Governance~~ Committee, which shall at a minimum include the Chair, the Vice Chair, the Past Chair, and the Chief Executive Officer ~~and an additional director chosen to represent the Board, and shall further~~



~~consist of a majority of Members who are not Directors.~~ The Past Chair shall chair the ~~Nominating and Governance~~ Committee. The Nominating ~~and Governance~~ Committee shall:

- (a) be responsible for providing the Board with the annual nomination of Directors to serve in the office of Chair, Vice Chair and Treasurer ~~following their appointment~~ pursuant to Section 6.2;
- (b) be responsible for providing the Board with the annual nomination of Directors to serve on the Executive Committee ~~following their appointment~~ pursuant to Section 7.1;
- (c) in the event of a vacancy on the Board, provide the Board with recommendations of Members, who are suitable for and can serve as Director in accordance with Section 5.11;
- (d) at the direction of the Board, (with the involvement and assistance of the Chair, but specifically excluding the involvement of the Chief Executive Officer, unless otherwise agreed to by the Board), be responsible for the appointment, retention and termination of the Chief Executive Officer;
- (e) undertake responsibilities related to the election of Directors pursuant ~~to Article 3.0~~ Article 5.0; ~~and~~
- ~~(f) recommend governance policies and processes to the Board; and~~
- ~~(g)~~ (f) undertake such other duties as the Board may prescribe in its terms of reference.

**Comment [KL10]:** The biggest change impacting the by-laws by the new Board Policy Manual is to the nominations process. The Governance Task Force looked at best practices among organizations in the nominating of new board members and determined that it should be entirely comprised of board members. This by-law change creates a 5 person committee that oversees all the outlined responsibilities. The nominations process is further explicated in the new Board Policy Manual – among the biggest changes implemented by the new policies, is for there to be a call among the membership for new board members. It was a very closed process prior to the 2019 nominations period.

**Comment [KL11]:** Again, our new Board Policy Manual now delegates this to the Executive Committee, which is empowered (and in fact required) to regularly recommend to the Board updates to the policy and governance matters. The Exec Committee may strike a task force to do so.

**8.2 Meetings.** Meetings of the Nominating ~~and Governance~~ Committee shall be held at such time and place as determined by the Past Chair; provided forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Nominating and Governance Committee. Notice by mail shall be sent at least fourteen (14) days prior to any Nominating and Governance Committee meeting. No error or omission in giving notice of any Nominating ~~and Governance~~ Committee meeting or any adjourned meeting shall invalidate such meeting or void any proceedings taken at any Nominating ~~and Governance~~ Committee meeting and any Nominating ~~and Governance~~ Committee member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings conducted at any such meeting.

**Article 9.0 COMMITTEES**

**9.1 Other Committees and Task Forces.** The Board may appoint and shall authorize the establishment of such other committees ~~and/or task forces~~, as it deems necessary to accomplish the work and further the objects of the Chamber. Members ~~or Directors~~ may be appointed to act as Chair of such committees ~~/task forces~~, who will hold such office for a period of one (1) year upon the approval and at the will of the Board. The Board shall determine the duties of such committees ~~and/or task forces~~ and may in its discretion disband any committee ~~/task force~~. The Board shall approve terms of reference for all committees ~~and task forces~~ established for the Chamber.

**Comment [KL12]:** Our Committee and Division Renewal Task Force of 2015 recommended a shift from a committee-driven model of policy creation to a task force-driven organization. These edits are an enshrinement of that reorientation.

**9.2 Appointment to Committees and Task Forces.** The Chair shall, with the approval of the Board, make all appointments to committees ~~and task forces~~.

9.3 **Committee and Task Force Actions.** No resolution or action by a committee or task force, except the Executive Committee, shall be binding on or expressive of Chamber policy without approval of the Board.

**Article 10.0 MEETINGS**

10.1 **Membership Quorum.** At all Membership meetings, twenty five (25) Members in good standing and present in person shall constitute a quorum.

10.2 **Board Quorum.** At all Board meetings, a majority of Directors present in person, or with the consent of those Directors present in person, a majority of Directors present in person and by teleconference, shall constitute a quorum.

10.3 **Committee and Task Force Quorum.** At committee and task force meetings, a majority of Members in good standing and present in person shall constitute a quorum, except where the committee /task force consists of more than nine (9) Members, in which case five (5) Members in good standing and present in person shall constitute a quorum.

10.4 **Rules of Procedure.** All questions of parliamentary procedure at any Chamber meeting shall be settled according to *Robert's Rules of Order*.

**Article 11.0 RULES, REGULATIONS AND POLICIES**

11.1 **Board Powers.** Without limiting the generality of the following, the Board shall make and approve rules, regulations and policies, consistent with these by-laws, pertaining to:

- (a) the mission, vision, and values of the Chamber;
- (b) the governance of the Chamber;
- (c) procedures for election of Directors;
- (d) publicity and public communication on behalf of the Chamber;
- (e) terms of reference for Committees and Task Forces;
- (f) human resources policies;
- (g) position descriptions for the officers and the Chief Executive Officer;
- (h) the signing officers of the Chamber;
- (i) any conflict of interest; and
- (j) such other matters deemed necessary for the proper conduct of the Chamber's business and operation.

**Article 12.0 FINANCES**

**12.1 Fiscal Year.** The fiscal year of the Chamber shall be the calendar year unless otherwise ordered by the Board.

**12.2 Appointment of Auditors.** The Chamber shall appoint auditors at the Annual Meeting and the Board shall fix the remuneration to be paid to the auditors.

**12.3 Board Authority.** The Directors are authorized from time to time, by resolution duly passed by the Board to:

- (a) appoint any banks, banking institutions or trust companies in Canada as bankers to the Chamber;
- (b) purchase, hold, sell, lease or mortgage real estate;
- (c) borrow money and give notes of the Chamber signed by two (2) or more persons duly authorized by the Board;
- (d) enter into contracts of any kind furthering the objects of the Chamber;
- (e) sue or defend any lawsuit brought against the Chamber, its officers, Directors or employees; and
- (f) secure such insurance or surety bonds, in such amounts as deemed necessary by the Board.

**Article 13.0 MANAGEMENT OF THE CHAMBER**

**13.1 Chief Executive Officer Responsibilities.** The day-to-day management of the Chamber's affairs and operations shall be vested in a Chief Executive Officer appointed by the Board, who shall have the following general functions and responsibilities:

- (a) oversee the administration and management of the Chamber and report to the Board, through the Chair;
- (b) serve as Secretary to the Chamber and be a Director, *ex officio* without vote;
- (c) exercise authority over the affairs and personnel of the Chamber, subject to the direction of the Board;
- (d) keep, or have kept, minutes of all proceedings of the Chamber, have care and custody of its records and seal, and cause the publication of its reports;
- (e) prepare an annual budget to support the Chamber's operations and prepare accounts comparing budgeted and actual expenditures for approval by the Board;
- (f) be an *ex officio* Member of all committees of the Chamber; and
- (g) undertake such other duties and responsibilities as the Board may from time to time direct.

**Article 14.0**            **SEAL**

**14.1**    **Chamber Seal.** The seal of the Chamber shall remain in the custody of the Chief Executive Officer and shall be affixed to all documents where the execution by the Chamber is duly authorized or required.

**Article 15.0**            **AMENDMENTS**

**15.1**    **Initiation of Amendments.** Proposals to amend these by-laws shall originate from the Board.

**15.2**    **Notice of Amendments.** At least fourteen (14) days notice of any proposed amendment or addition to the by-laws shall be given to all Members in writing by mail, fax or email in advance of the Annual Meeting at which the proposed amendments are to be considered.

**15.3**    **Amendment Adoption.** Proposals to amend these by-laws may be adopted by a majority vote of the Members in good standing present at any Annual Meeting or Special Meeting properly called and constituted.

**15.4**    **Repeal of By-laws.** With the adoption of these by-laws and their approval by the Minister responsible for administration of the Act, all former by-laws of the Chamber are repealed.

**Article 16.0**            **ERROR OR OMISSION**

**16.1**    **Validity of Proceedings.** No error or omission in giving notice of any meeting or adjourned meeting of the Members, Board or committee, shall invalidate such meeting or make void any proceedings conducted at such meeting and any Member or Director may at any time waive notice of such meeting and may ratify, approve and confirm any and all proceedings taken at such meeting.

**Article 17.0**            **INDEMNIFICATION**

**17.1**    **Indemnity by Chamber.** Every Director or officer of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their respective heirs, executors, administrators, estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

- (a) all costs, charges and expenses, which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against such Director, officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, officer or other person, in or about the execution of the duties of such Director's, officer's or other person's office or in respect of any such liability;
- (b) all costs, charges and expenses which a Director, officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, officer's or other person's own willful neglect or default; and
- (c) the Chamber shall maintain sufficient liability insurance for this purpose.

**Article 18.0**            **DIVISIONS**

**18.1**    **Authority of Divisions.** The Board may appoint and shall from time to time authorize such Divisions as it deems necessary to accomplish the work and further the objects of the Chamber. Divisions shall be comprised of Members in a specifically defined geographic area of the City of Hamilton or such other demographic parameters as approved by the Board. The Board shall prescribe parameters and terms of reference for all Divisions established within the Chamber.

**18.2**    **Division Affairs.** Subject to Section 18.3, a Division may conduct its affairs within its defined parameters in support of the objects of the Chamber.

**18.3**    **Board Approval.** No resolution or action of a Division shall be binding on or expressive of Chamber policy, nor commit Chamber resources to any activity or action, financial or otherwise, without the approval of the Board. Divisions may make policy recommendations to the Board, but cannot establish their own public business advocacy positions without approval of the Board.

**18.4**    **Meetings.** Divisions shall meet ~~on an as-needed basis, a minimum of eight (8) times a year.~~

**Comment [KL13]:** Divisions don't necessarily have to meet this often – in fact, not all have. Regardless, the by-laws should allow for more flexibility.

**18.5**    **Involvement of Members.** All Members in good standing who have a business or residential address, or otherwise do business within the approved geographic boundaries or fit the demographic parameters of a Division, shall be entitled to attend and vote at any Division meeting. The Chief Executive Officer or a Chamber staff member designated by the Chief Executive Officer shall attend each Division meeting as Secretary, *ex officio* without vote.

**18.6**    **Appointment of Division Chair.** Annually the CEO, in consultation with the current Division Chair and members of the Division, will recommend a Division Chair for appointment to the Board.

**18.7**    **Division Chair.** Once approved, the Division Chair will serve for one (1) year and may serve for a further one (1) year period. No person may serve for more than two (2) consecutive full years as a Division Chair.

**18.8**    **Division Chair Report.** The Division Chair shall produce a written report to the Board at least annually near or at the end of the Division Chair's term.

**18.9**    **Voting Rights of Division Chairs.** Each Division Chair shall be a voting Member of the Board *ex officio*. The voting rights of Division Chairs are not delegable nor transferable, by proxy or otherwise, to any other Member. Where co-chairs have been appointed as Division Chair, the Division may not exercise more than one (1) vote at any Board meeting.

**18.10**    **Division Meetings.** Division meetings shall be conducted in accordance with Article 10.0, which govern the conduct of other Committee meetings.

**18.11**    **Dispute Resolution.** In any matter of interpretation of these by-laws, or any unresolved dispute between Divisions, or between a Division and the Board, the Board shall be the final and sole arbitrator.

**18.12**    **Number of Divisions.** The number of approved Divisions under Section 18.1 shall be limited, such that the number of Directors elected pursuant to Section 5.1(a) shall always exceed the number of Division Chairs appointed under Section 5.1(c).

**Article 19.0**            **DISSOLUTION**

**19.1**    **Dissolution of Chamber**. Provided it has been confirmed by two-thirds (2/3) of the votes cast at a Special Meeting duly called for such purpose, upon dissolution of the Chamber and after the payment of all debts and liabilities, the Chamber's remaining property or part thereof shall be distributed or disposed of to one or more organizations in Canada carrying on similar activities.