



Fort Frances Chamber of Commerce

BY-LAWS

1.0 NAME AND OBJECTIVES

- 1.1 The name of this organization shall be the Fort Frances Chamber of Commerce.
- 1.2 The objectives of the Fort Frances Chamber of Commerce shall be to improve trade and commerce and the economic, civic and social well-being of the Rainy River District.
- 1.3 The usual place of meeting shall be in the Town of Fort Frances.
- 1.4 The Fort Frances Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

2.0 INTERPRETATION

- 2.1 Wherever the words "the Chamber" occur in these by-laws, they shall be understood to mean the "Fort Frances Chamber of Commerce" as a body.
- 2.2 Wherever the words "the Board" occur in these by-laws, they shall be understood to mean the Board of Directors of the Chamber.
- 2.3 Wherever the word "District" occurs in these by-laws, it shall mean that area within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c.124, S.1).
- 2.4 Wherever the word "Officer" occurs in these by-laws, it shall be understood to mean the Executive Board Members.

3.0 MEMBERSHIP

- 3.1 Any person, association, corporation, society, partnership or estate directly or indirectly engaged or interested in tourism, trade, commerce, agriculture, labour or the economic and social well-being of the District may become members of the Chamber.
- 3.2 Classifications of membership shall be outlined in the attached Membership Fee Schedule (Appendix 1).
- 3.3 A member shall be deemed in good standing providing their dues are paid in full by March 31st of the current calendar year or within 90 days of initial membership.

- 3.4 No person, association, corporation, society, partnership or estate or other body shall participate in or be a party to any agreement or contract entered into by the Chamber unless such person, association, corporation, society, partnership, estate or body is a member in good standing in the Chamber, or no such member exists.
- 3.5 Any member of the Chamber may be expelled by a two-third vote of the Board. The member shall be given the opportunity to address the Board at a regular Board meeting prior to the vote being taken.

4.0 DUES & ASSESSMENTS

- 4.1 The annual dues payable by members of the Chamber shall be determined by the Board, subject to approval at a general meeting whenever a change in the original amount is involved.
- 4.2 Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.
- 4.3 Annual dues payable and other assessments shall be outlined in the attached Membership Fee Schedule (Appendix 1).

5.0 OFFICERS AND DIRECTORS

- 5.1 The operation of the Chamber, the direction of its affairs and the control of its property and finances shall be vested in the Board.
- 5.2 The Board shall consist of not more than fourteen (14) elected Directors from the membership plus a maximum of eight (8) appointed members, and the Past President.
- 5.3 Should the Secretary be a paid position, the position would be selected and appointed by the Board and hereinafter referred to as the Secretary/Executive Director. The Secretary / Executive Director and Ex-Officio Member are not eligible to run as an elected Director. The Secretary / Executive Director is a voting member of the Board, however the Ex-Officio is not. The Secretary / Executive Director shall not vote on any items related to their position or ongoing employment.
- 5.4 Reciprocal appointee members shall be the Mayor of Fort Frances or designate, a representative of the Rainy River Future Development Corporation, the Business Improvement Area Chair or designate a reciprocal appointee of Couchiching First Nations. The Board of directors has the right to refuse the designated reciprocal appointee, and ask the member to appoint an alternate to the Board. In order to refuse an appointee, the board must move to refuse the appointee, identify the grounds on which the refusal is required, and conduct a vote of the entire membership of the board regarding the appointee. The appointee may only be refused by a two-thirds vote of the Board. An appointee may not be refused on the basis of race, physical disability, religious affiliation, or sexual orientation. Provided it is safe to do so, the disputed appointee shall be given the opportunity to address the Board at a regular Board meeting prior to the vote being held to refuse them.

Legitimate grounds to refuse may include:

- A history of violent, harassing, or threatening behaviour, especially those behaviours that represent a clear threat to the safety of another board member, or staff member. This would also include any actions that would fall under the definition of harassment as defined in the employment standards act.
- Previous criminal convictions or pending legal action that may negatively impact on the reputation of the Fort Frances Chamber of Commerce.
- A history of undertaking any activities that may place the staff or the Board of the Fort Frances Chamber of Commerce in a compromising legal or ethical position.
- Explicitly seeking to overtly obstruct the governance of the Fort Frances Chamber of Commerce.

- 5.5 The Officers of the Board shall consist of a President, two (2) Vice Presidents, and a Treasurer who are elected from the Board, the Past President and the Secretary/Executive Director.
- 5.6 Directors must be a member in good standing and be active and dedicated to the Chamber.
- 5.7 Should a member of the Board miss three (3) consecutive meetings or six (6) meetings within the calendar year without consent of the Officers of the Board, they will be deemed to have resigned.
- 5.8 Where a member of the Board acts in a manner that contravenes the Chamber Oath, the member may be expelled by a two-third vote of the Board. The member shall be given the opportunity to address the Board at a regular Board meeting prior the vote being taken.
- 5.9 The Board shall have the general power of administration. They may make or authorize petitions or representations to all levels of Government subject to a vote of a majority of members present at any general meeting.
- 5.10 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-law of the Chamber, provided however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- 5.11 The Board shall frame such By-laws, rules and regulations, as appear to it best adapted to promote the well-being of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- 5.12 The Board, or at its request, the President, may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.
- 5.13 The President shall be the official spokesperson/liaison on behalf of the Chamber with government, media, and external interest groups. The President may delegate any of his/her duties.
- 5.14 The President shall preside at all meetings of the Chamber. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what they may think concerns the Chamber. Upon an appeal being made from a decision of the presiding Officers, the vote of the majority shall decide. The President shall, with the Secretary/Executive Director, sign all papers and documents requiring signatures on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the general meetings.

- 5.15 Either Vice President shall act in the absence of the President and in the absence of these Officers, the meeting shall appoint a Chair to act temporarily.
- 5.16 Together the Treasurer and Secretary/Executive Director shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited the same in a financial institution in the Town of Fort Frances selected by the Board. Out of such funds they shall pay amounts approved by the Board and shall keep a regular set of double entry books of account of the income and expenditures of the Chamber and submit a reviewed statement thereof for presentation to the general meeting and at any other time required by the Board. The financial statements will be presented on a monthly basis to the Board. The Treasurer and Secretary/Executive Director shall make such investment of the funds of the Chamber as the Board recommend and subject to the approval by a regular or special meeting called for this purpose. Any two persons of the Executive Members may sign all notes, drafts, and cheques.
- 5.17 The Secretary/Executive Director shall be responsible to the Board for the general control and management of business and affairs. The Secretary/Executive Director shall be responsible to the Board for the recording of minutes of all meetings of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertains to their office. The Secretary/Executive Director shall, with the President, sign and when necessary, seal with the seal of the Chamber of which they shall have custody, all papers and documents requiring signature or execution on its behalf. Upon the expiration of their office, the Secretary/Executive Director shall deliver forthwith to the Chamber all books, papers and other property of the Chamber.
- 5.18 The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice-President, Treasurer Past President and the Secretary/Executive Director who will also serve as Recording Secretary.
- 5.19 All Directors will be officially sworn in at the commencement of their term.
- 5.20 All Directors shall take and subscribe before the Mayor or designate or before any Justice of the Peace an oath in the following form:

"I _____, swear that I will faithfully and truly perform my duties as an Officer or Director of the Fort Frances Chamber of Commerce and that I will, in all matters connected with the discharge of such duty, do all things to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same."

6.0 ELECTIONS

- 6.1 At least sixty (60) days prior to the November General Meeting, the President, shall appoint, a Nominating Committee to be headed by the current Past President or an appointee as appointed by the Executive Committee.
- 6.2 The Nominating Committee shall be comprised of one (1) member of the Board, the Secretary/Executive Director, and the Past President.
- 6.3 The Nominating Committee shall receive written nominations for each vacancy for which the election is to be held. In the event that insufficient nominations have been received to fill all vacancies, the Nominating Committee shall secure one or more nominees to ensure all vacancies are filled.

- 6.4 Any member that is in good standing may be nominated to sit on the board
- 6.5 No member shall be nominated unless consent to serve has been received and they are present at the time of election, or express consent is given by way of written proxy by mail or email.
- 6.6 An individual may accept nomination for Director and one Officer position. If an individual is nominated for more than one Officer position, they must choose which position they wish to let the nomination stand for.
- 6.7 No more than one (1) officer or employee of any member group may hold office simultaneously. As such, it is recommended that only one officer or employee from any member group be nominated.
- 6.8 At the October Board meeting, the Nominating Committee shall nominate no less than one candidate for each position. In selecting nominees, the Committee shall exercise its best efforts to assure the Board reflects the various interests and business characteristics of the membership. Paid employees of the Chamber may not be nominated for an Officer position on the Board, but will serve on the board as a voting member as the Secretary to the Board.
- 6.9 The Nominating Committee will include in their report a list of nominations for the Board, including those for the elected Officers of the Board.
- 6.10 The Nominating Committee's report shall be published in the Chamber's E-Announcement and/or Newsletter and posted on the Chamber's website. This report shall be conveyed to the general membership at least fifteen (15) days prior to the November General Membership Meeting and advise that any member in good standing may make nominations from the floor during the November General Membership Meeting.
- 6.11 At the November General Membership Meeting the nominees shall be announced and a call for final nominations from the floor will be made. By the last Tuesday of November, or such later date as may be specified by the Board, the Secretary/Executive Director shall submit to the membership a slate of candidates to serve for the upcoming year.
- 6.12 Unless an alternative date is designated by the Board, elections shall occur after the November General Membership Meeting each year, and be completed at the end of the fourteenth consecutive day. Elections will be held concurrently for board vacancies, and the Officers of the Board, for the upcoming year. Each voting member shall vote only for the number of vacancies to be filled on the Board.
- 6.13 Ballots will be distributed to designated contact for each member of the general membership, and will be available from the Chamber. Each member will have the opportunity to submit one ballot. Should more than one ballot be received from each member, only the ballot from the designated contact will be counted. The ballot will include the following:
 - i. Nominees for Directors (must be a minimum of fourteen).
 - ii. Nominees for Officers of the Board (with the exception of Past President, Treasurer, and Secretary/Executive Director). Nominees for Officer Positions must also be included as a nominee for Director.
 - iii. Clear instructions as to how to fill out the ballot.
 - iv. Due date for submission of the ballot.
 - v. Physical Address, fax number, and e-mail address to submit the ballot.
 - vi. Contact person to answer questions regarding voting.

- 6.14 Ballots must be returned to the Chamber Office at the fourteenth day or such later date as may be designated on the ballot. Ballots submitted beyond the identified date will not be counted.
- 6.15 Candidates will be elected as a Director by popular vote from the membership by return ballot.
- 6.16 Officers will be elected by popular vote from the membership by return ballot. Officers may only be eligible to serve in that capacity, if they are first successfully elected as Directors. If a candidate receives the largest share of votes in an Officer category, but is not successfully elected as a Director, they will not be eligible to serve on the Board. If this occurs, the Nominating Committee shall select those persons believed to be best qualified for the vacant position. A quorum of the Board shall, by popular vote, elect one person by way of secret ballot to fill each position. In the case of a tie, the Secretary/Manager shall place the names of such persons on separate sheets of paper, folded as to hide the names, and draw one name. This person shall be elected Officer.
- 6.17 The Secretary/Executive Director and Nominating Committee shall count the votes. Those names receiving the highest number of votes from all ballots cast, corresponding to the number of available vacancies shall be the new Directors and sworn into office at the next Board Meeting. The Nominating Committee must keep a record of the vote count, and have it available upon request of any Chamber member in good standing.
- 6.18 In the event of a tie vote for any two or more nominees, the Nominating Committee shall place the names of such persons on separate sheets of paper, folded so as to hide the names, and one member of the Committee shall draw one name. This person shall be elected Director. If a member or members of the Nominating Committee are involved in the tied vote, they should excuse themselves from this process, and the Secretary/Executive Director would draw the name.
- 6.19 From the list of all incoming Directors, the Nominating Committee shall select those persons believed to be best qualified for the positions of Treasurer and Secretary, if the Secretary position is not held by a paid employee of the Chamber. The Nominating Committee shall present this list at the start of the December Board meeting or the first Board Meeting after the election. A quorum of the Board shall, by a majority of those members present, elect one person by way of secret ballot to fill each position.

7.0 TERMS OF OFFICE

- 7.1 Directors shall serve a term of two (2) years.
- 7.2 Officers shall be elected every two (2) years, by majority vote of the membership.
- 7.3 Upon election, all Officers shall automatically become vested with the power, authority and responsibility of the Chamber and their duties and obligations shall commence immediately.
- 7.4 No Officer, with the exception of the Treasurer or Secretary/Executive Director, shall hold the same office for more than four (4) years in succession unless approved by a majority vote of the Board.
- 7.5 Appointed Directors will be appointed for terms of one (1) year. These Directors will be reviewed and may be re-appointed annually as desired by the Board. Appointed Directors will.
- 7.6 The Board may by way of motion fill unexpected vacancies. These appointed Directors may serve to fulfil the term of office of the vacated position, after which, they must stand for election as prescribed within these bylaws.

8.0 MEETINGS

- 8.1 The Board shall meet monthly in the months of September through June or as may be necessary to carry on the business of the Chamber.
- 8.2 Any seven (7) or more Directors, lawfully met, shall be a quorum and a majority of such quorums may do all things within the powers of the Board of Directors.
- 8.3 The Executive Committee shall meet monthly or as may be necessary to carry on the business of the Chamber.
- 8.4 Regular general meetings of the Chamber shall be held at least two (2) times per year including an Annual General Membership Meeting before the end of April and a General Membership Meeting in November; time and place to be determined by the Board. Appropriate media publicity must be given before each meeting. The current financial statements of the Chamber will be presented at these meetings.
- 8.5 Fifteen (15) members in good standing shall represent a quorum at any General Meeting of the Chamber.
- 8.6 Any meeting of the Chamber shall be open to all members who may attend and may take part in any of the discussions.
- 8.7 The manual of rules for conducting meetings of the Chamber shall be Roberts Rules of Order.
- 8.8 Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Secretary/Executive Director. The entries of such minutes shall be signed by the person who presides at the meeting of the Chamber at which they were adopted.
- 8.9 The following agenda will be the order of business of which all meetings of the Board shall follow:
- . Call to Order & Confirmation of Quorum
 - . Agenda Additions
 - . Conflict of Interest
 - . Guest Speakers
 - . Approval of Minutes
 - . Treasurer's Report
 - . Unfinished Business
 - . New Business
 - . Executive Director's Report
 - . Committee Reports
 - . Appointee Reports
 - . Correspondence
 - . Other Business
 - . Adjournment
- 8.10 The Secretary/Executive Director shall distribute an agenda and previous minutes at a reasonable time before each meeting.
- 8.11 In the absence of quorum, Motions may be passed to the absent Board members for vote by way of mail or email.

9.0 FINANCES

- 9.1 The fiscal year of the Chamber shall be January 1 to December 31.
- 9.2 The Executive Committee shall present the proposed operating budget for the next twelve month period on or before the last day of March of each year.
- 9.3 The Chamber ~~will~~ should conduct an independent review of the books and financial statements before the annual general meeting in April each year.
- 9.4 The books and financial statements will be open to inspections by any member of the Chamber at no cost.

APPENDIX 1
MEMBERSHIP FEE SCHEDULE

Membership fees are based on the number of year-round, full-time employees. Members of the BIA receive a reduced rate on membership dues. Membership fees are billed in January and are due in full by March 31st of the current calendar year, or within 90 days of new membership, paid by cash, cheque, money order, VISA, or MasterCard.

FFCC MEMBERSHIP FEE SCHEDULE										
Number of Staff	General Rates					BIA Rates - (100-300 Blocks of Scott Street)				
	PRICE	OCC	NOACC	HST	TOTAL	PRICE	OCC	NOACC	HST	TOTAL
0	101.32	10.00	10.00	15.77	\$137.09	\$101.32	10.00	10.00	15.77	\$137.09
1-4	\$185.21	10.00	10.00	26.68	\$231.89	\$139.99	10.00	10.00	20.80	\$180.79
5-8	\$277.33	10.00	10.00	38.65	\$335.98	\$201.88	10.00	10.00	29.37	\$250.72
9-15	\$367.98	10.00	10.00	50.44	\$438.42	\$275.98	10.00	10.00	38.48	\$334.46
16-25	\$463.98	10.00	10.00	62.92	\$546.90	\$347.99	10.00	10.00	47.84	\$415.83
25-50	\$559.97	10.00	10.00	75.40	\$655.37	\$419.99	10.00	10.00	57.20	\$497.19
51-100	\$650.64	10.00	10.00	87.18	\$757.82	\$487.97	10.00	10.00	66.04	\$574.01
101-200	\$746.63	10.00	10.00	99.66	\$866.29	\$554.43	10.00	10.00	74.68	\$649.11
201+	\$844.84	10.00	10.00	112.43	\$977.27	\$639.97	10.00	10.00	85.80	\$745.77
Individual Membership - must <u>NOT</u> be a business						\$31.68	10.00	10.00	6.72	\$58.40
Associate Membership - Government Offices, Associations, Organizations, Clubs						\$184.72	10.00	10.00	26.61	\$231.33
Student Membership						FREE	10.00	10.00	2.60	\$22.60

Membership dues are subject to the following:

- an additional \$10 fee per year for NOACC membership
- an additional \$10 fee per year for OCC membership
- H.S.T.

Membership dues had seen an automatic 1% increase each year that started in 2010 and ended in 2014.