

# BYLAWS OF THE RICHMOND HILL BOARD OF TRADE

## **Article I - Name and Objectives**

- Section 1.* The name of this organization shall be the Richmond Hill Board of Trade.
- Section 2.* The objectives of the Richmond Hill Board of Trade shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.
- Section 3.* The usual place of meeting shall be in the city of Richmond Hill.
- Section 4.* The Richmond Hill Board of Trade shall be non-sectional, non-sectarian and non-partisan, and shall not lend its support to any candidate for public office.

## **Article II - Interpretation**

- Section 5.* Wherever the words “the Chamber” or “Board of Trade” occur in these bylaws, they shall be understood to mean the Richmond Hill Board of Trade as a body.
- Section 6.* Wherever the words “the Board” occur in these bylaws, they shall be understood to mean the “Board of Directors of the Richmond Hill Board of Trade.
- Section 7.* Wherever the word “district” occurs in these bylaws, 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. B-8, s. 1.)

## **Article III - Membership**

- Section 8.* Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the Board of Trade.
- Section 9.* Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, excluding political parties and associations, may become members of the Board of Trade.
- Section 10.* The Board may adopt or amend membership rules. Each applicant shall be informed of its admission or rejection as a member.
- Section 11.* Membership fees shall be at such rate or rates, schedules, or formulas as may be from time to time prescribed by the Board.
- Section 12.* Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws, been removed from the roll of members by action of the Board or membership has otherwise been terminated pursuant to these bylaws. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues, if any, levied or which became payable by the member to the board prior to such person’s resignation.

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*Section 13.* Any member of the Board of Trade, who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Board against them at the time of such notice.

*Section 14.* Membership dues are payable at the time of application to the Board of Trade and annually thereafter, or as otherwise specified in these Bylaws. A member will cease to be a member when failing to pay its dues within 90 days of the dues being invoiced.

*Section 15.* Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Board. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office. Honourary Members shall not be required to pay annual dues.

*Section 16.* Any member of the Board of Trade may be expelled by a two-thirds vote of the Board after notice and a hearing before the Board for conduct unbecoming a member or conduct prejudicial to the reputation and good order and management of the Board of Trade.

## **Article IV - Dues and Assessments**

*Section 17.* Membership dues shall be determined by the Board.

*Section 18.* 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 Board of Trade. The notice calling such a general meeting shall state the nature of the proposed assessment.

## **Article V - Officers and the Board**

*Section 19.* The Board shall establish and have authority over all general policies and objectives of the Board of Trade and have the general power of administration. It may make or authorize petitions or representations to the government or parliament of Canada, the government or legislature of the province or territory, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting. The Board shall be responsible for the hiring and dismissal of the Executive Director.

*Section 20.* The Board shall be composed as follows:

(a) The Board shall consist of up to ten (10) Directors elected at an Annual General Meeting and the immediate past Chair, who shall be an ex-officio member of the Board.

(b) At every Annual General Meeting, the Members shall vote to fill any vacant Director positions on the Board pursuant to the process referred to in (g) below.

(c) Directors shall remain in office until the Annual General Meeting held in the third year

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following the year of their election, or until their successors are appointed, whichever comes first.

- (d) Directors may not run for re-election until the Annual General Meeting in the year following the expiry of their term unless they are officers of the Board or were appointed to replace another Director during the final twenty-four (24) months of the term of that other Director.
- (e) No Director, with the exception of the secretary and treasurer, shall hold the same office for more than 14 months in succession unless appointed to replace an officer who ceases to hold office during that officer's term.
- (f) Upon ceasing to be an Officer, any Director who has served three (3) or more consecutive years on the Board shall cease being an elected Board member at the next annual general meeting.
- (g) The process for nominating or electing Directors shall be set by the Board, from time to time.

*Section 21.* At a meeting in April or May of each year:

- (a) The Second Vice-Chair shall be elected from and by the members of the Board by secret ballot.
- (b) Upon the election of the Second Vice-Chair, the Board shall vote on a motion to appoint the previous Second Vice-Chair as the Vice Chair. If the motion should fail, then the Vice-Chair shall be elected from and by the members of the Board by secret ballot;
- (c) Upon the appointment of the Vice-Chair, the Board shall vote on a motion to appoint the previous Vice-Chair as the Chair. If the motion should fail, then the Chair shall be elected from and by the members of the Board by secret ballot;

*Section 22.* All officers shall serve at the pleasure of the Board. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a Director or member if such is a necessary qualification for appointment;
- (d) except with respect to the Executive Director, the meeting at which the Directors annually appoint the officers of the Corporation;

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(e) that officer's removal;

(f) that officer's death

*Section 23.* If the office of any officer of the Corporation shall be or become vacant the Directors by resolution may appoint a person to fill such vacancy, except in the case of the Chair who shall be elected by resolution of the Directors.

*Section 24.* Officers and Board Directors may be suspended from their office, have their tenure of office terminated or be removed from the Board only if they have missed three regular meetings in one 12 month period or, in the opinion of the Board, they are grossly negligent in the performance of their duties, providing however, that any officer or Board Director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

*Section 25.* The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Board provided, however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act*.

*Section 26.* Quorum of the Board shall be 50% of the Directors plus one and a majority of such may do all things within the powers of the Board.

*Section 27.* If all the Directors of the Corporation consent, a meeting of Directors may be held by means of telephone, electronic or other communication facilities as will permit all persons in the meeting to hear each other simultaneously. A Director participating in a meeting held by such means is deemed to be present at that meeting.

*Section 28.* The Board shall frame such bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the Board of Trade, and shall submit them for adoption at a general meeting of the Board called for that purpose.

*Section 29.* The Board, or at his/her request, the chair, may appoint committees or designate members of the Board, the Board or others, to examine, consider and report upon any matter or take such action as the Board may request.

*Section 30.* The Board may suspend the chair of any committee from office or have that chair's office terminated with or without cause. Any committee may be terminated by the Board.

*Section 31.* The following rules apply to conflicts of interest:

(a) A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Board shall make the disclosure required by the Act. Except as provided for by the Act, no such Director shall vote on any resolution to approve any such contract.

(b) No Director shall be disqualified by any such office from, or vacate any such office by

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reason of, holding any office or place of profit under the Board or under any corporation in which the Board shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Board as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Board in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise.

- (c) Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Board in which any Director shall be in any way directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Board or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

*Section 32.* The Board in its discretion may submit any contract, act or transaction with the Board for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the propose of considering the same and, subject to the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Board's constituting documents) shall be as valid and as binding upon the Board and upon all the members as though it had been approved, ratified or confirmed by every member of the Board.

*Section 33.* All Directors, once each year, shall take and subscribe before the mayor or before any justice of the peace, and oath in the following form:

“I swear that I will faithfully and truly perform my duty as Director of the Richmond Hill Board of Trade, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Board of Trade was constituted according to the true intent and meaning of the same. So help me God.”

*Section 34.* The meetings of the Board shall be open to all members of the Board of Trade, who may attend, but may not take part in any of the proceedings.

*Section 35.* No public pronouncement in the name of the Board may be made unless authorized by the Board or by some person to whom the Board has delegated this responsibility.

*Section 36.* The Chair shall, for the purposes of the *Act*, be the President of the Board of Trade and shall preside at all meetings of the Board of Trade members and the Board and shall perform all duties incident to the office of the President;

*Section 37.* The Vice-Chair shall for the purposes of the *Act*, be the Vice President of the Board of Trade vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair.

*Section 38.* The Second Vice Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of both the Chair and Vice-Chair.

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- Section 39.* The Recording Secretary shall give or cause to be given notices for all meetings of the Board of Trade or the executive committee (Board), if any, and members when directed to do so and shall have charge of the corporate seal of the Board of Trade, the minute books of the Board and all legally required documents.
- Section 40.* The Treasurer, subject to the provisions of any resolution of the Board, shall be responsible for working with the Executive Director to prepare financial statements for the review of the Board and the membership, as needed.
- Section 41.* The Board Secretary shall be responsible for advising the Board of rules, regulations, and timelines required by the By-laws. This officer shall not be the ‘Secretary’ pursuant to the Act.
- Section 42.* Subject to the authority of the Board of Directors as set out in these By-laws, the Executive Director shall have overall responsibility and authority for all operations of the Board of Trade, including:
- (a) The administration of Board of Trade operations.
  - (b) The administration of matters relating to the Board of Trade’s finances, including budget preparation and administration thereof, ensuring the Board of Trade’s investment portfolio is properly administered and that monies are deposited in the bank account of record, ensuring that the accounts of the Board of Trade are reviewed and paid within the prescribed time limit and ensuring that all financial records are maintained in accordance with generally accepted accounting principles.
  - (c) Exercising signing authority with respect to legal and financial matters subject to the limitations of the budget and the approval of the Board of Directors.
  - (d) The administration of matters relating to staffing, including hiring and dismissal, reviewing performance, setting levels of compensation and benefits, designation of titles and the assignment of duties.
  - (e) Acting as the Recording Secretary, being responsible for the preparation, assembly and distribution of material, receiving responses to items, ensuring that the Board is kept informed of all matters requiring its attention.
  - (f) Providing advice to the Board on matters which may affect the operations of the Board of Trade and to recommending any course of action which requires a decision from the Board.
  - (g) Reporting to the Board of Directors on the general operations and financial condition of the Board.
- Section 43.* The Executive Director shall be a nonvoting *ex-officio* member of the Board and every committee. However, by majority vote the Board may require the Executive Director to leave any in camera meeting.

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## Article VI - Meetings

- Section 44.* The Annual General Meeting of the Board of Trade shall be held between June 1 and August 31 in each year at the time and place determined by the Board. At least forty-five days' notice of the Annual General Meeting shall be given.
- Section 45.* Special General Meetings of the Board of Trade may be held at any time when summoned by the president, or requested in writing by a majority of the Board of Directors or the petition of any fifty members of the Board of Trade. At least forty-five days' notice of such meetings shall be given.
- Section 46.* The Board may propose a motion to a general meeting of the Board of Trade with fourteen days' notice unless the motion is required by law or two-thirds of the members present at the meeting vote to allow the motion with less notice.
- Section 47.* A motion may be proposed to a general meeting of the Board of Trade if it is requested in writing by petition of any twenty-five members of the Board of Trade at least thirty days before the meeting. The Executive Director shall provide notice of such motion to the members at least fourteen days before the meeting.
- Section 48.* The Board of Trade shall meet from time to time, but at least six times per year, as may be necessary to carry on the business of the Board of Trade.
- Section 49.* Notice of all meetings, naming the time and place of assembly, shall be given by the Executive Director. Notice shall be put on the public website of the Board and sent to each member either by mail to the last known address or by email to the email address provided by the member.
- Section 50.* At any Annual or Special General meeting twenty-five members shall be a quorum and, unless otherwise specifically provided, a majority of the members in attendance shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.
- Section 51.* Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the secretary.
- Section 52.* The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 53.* All financial statements of the Board of Trade shall be opened at all reasonable hours to any member of the Board of Trade, free of charge.
- Section 54.* Emergency meetings of the Board of Directors can be called pursuant to Roberts New Rules of Order (RONR pg. 91) at the request of a minimum of at least three Directors and shall require a minimum of 5 business days' notice of the motions being discussed during the meeting. Emergency meetings shall be for the purpose of, and only for the purpose of, decisions on the motions, or their amendments, for which notice is given. Emergency

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meetings may include Executive Session (In Camera) agenda items.

*Section 55.* Electronic voting via email for Board of Directors motions is permitted with agreement of 2/3 of Directors to permit an email vote. Such votes shall be tallied by the Chair who shall notify the Secretary to communicate the results of the decision to the Board of Directors.

*Section 56.* The Board of Directors is permitted to conduct emergency meetings by electronic means, providing that such means provide a fair and effective means for the Chair, or acting Chair, to recognize Board members making motions in a timely fashion, and which ensures that all Board members can hear all other members with reasonable clarity for the purpose of effectively debating motions. If technical difficulties arise during the meeting, at the Chair's discretion, the meeting shall be deemed to be in recess and shall be subsequently resumed in person, or when the technical difficulties are resolved, in a reasonable timeframe allowing for attendance as prescribed by RONR pg. 91.

## **Article VII - Voting Rights**

*Section 57.* Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.

*Section 58.* Voting at general meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request receives approval of a majority of the members assembled.

*Section 59.* The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

## **Article VIII - Bylaws**

*Section 60.* Amendments to these Bylaws may be made, replaced or amended by a two-thirds vote of the members of the Board of Trade present at any general meeting. Amendments may be proposed by the Board or the petition of any twenty-five members. Amendments shall be submitted to the Executive Director at least thirty days prior to a general meeting and the Executive Director shall circulate notice of any proposed Amendments to all members at least fourteen days before the general meeting.

*Section 61.* Such bylaws shall be binding on all members of the Board of Trade, its officers and all other persons lawfully under its control.

## **Article IX - Affiliation**

*Section 62.* The Board of Trade, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the Ontario Chamber of Commerce, or any other organizations in which membership may be in the interests of the Board of Trade.

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## **Article X - Fiscal year**

*Section 63.* The fiscal year of the Board of Trade shall commence on the 1<sup>st</sup> day of April in each year.

## **Article XI - Auditors**

*Section 64.* Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and the accounts of the Board of Trade at least once in each year. An audited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Board.

## **Article XII - Procedure**

*Section 65.* Parliamentary procedure shall be followed at all general and Board meetings in accordance with the most recent version of Robert's Rules of Order Newly Revised (RONR) available at the meeting, subject to these Bylaws.