Woodstock District Chamber of Commerce – Bylaws

*Revised June 18, 2024

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ARTICLE I - DEFINITIONS

1.1 The following words, when used in this Bylaw, have the following meanings:

(a) "Chamber" means, The Woodstock District Chamber of Commerce;

(b) "Corporate Member" means, a Member who is a firm, corporation, partnership or business organization and who is granted the right to appoint Individual Members pursuant to Article V;

(c) "Directors" means, the Board of Directors of The Woodstock District Chamber of Commerce, as defined in Article VI;

(d) "Executive Committee" means, the Executive of The Woodstock District Chamber of Commerce, as defined in Article VIII;

(e) " Honourary Member" means, a person granted membership privileges pursuant to paragraph 5.05 hereof;

(f) "Individual Member" means, a Member who is an individual person who is granted voting rights;

(g) "Member" means, an Individual Member or Corporate Member;

(h) "Non-Voting Member" Employees of the member companies are considered members without voting rights

ARTICLE II - NAME

2.1 The name of the Corporation shall continue to be, "The Woodstock District Chamber of Commerce".

ARTICLE Ill - HEADQUARTERS

3.1 The Headquarters of the Chamber shall be situated within the City of Woodstock, in the County of Oxford and Province of Ontario, at a place from time to time fixed by the Directors.

ARTICLE IV - VISION, MISSION & GOALS

4.1 The Vision of the Chamber is that:

"The Woodstock Chamber of Commerce is Woodstock's trusted voice of business focused on building a vibrant community where businesses thrive."

The Mission of the Chamber shall be:

"We strive to build a stronger Woodstock by connecting business and community. The Chamber is a leading advocate for positive change for our diverse businesses and provide ongoing opportunities to connect business to business and business to community."

The Chamber shall have the following specific Goals:

1. Be the recognized community leader.
2. Act as a catalyst of connectivity.
3. Provide a unique competitive edge for members.
4. Remain a leading business association.

ARTICLE V - MEMBERSHIP

5.1 Any reputable person, firm, corporation, partnership, business or association which supports the mission and goals of the Chamber and is engaged or interested in trade, commerce, or the quality of life in Woodstock shall be eligible for membership, upon application to the Chamber, and approved in principle each month by the Board of Directors.

5.2 The rates for membership fees and the dates for their payment shall be set annually by the Directors. All such fees shall be payable in advance, subject to any other payment plans approved by the Directors from time to time.

5.3 Corporate Members:

(a) Corporate Members shall be allowed to appoint a prescribed number of individual members as their representatives. That appointment shall be in writing and may be changed by further written notice from the Corporate Member to the Chamber.

(b) The prescribed number of individual members to be appointed by any Corporate Member shall be determined according to a scale set from time to time by the Directors and based upon the average total number of employees of the Corporate Member during the preceding twelve (12) months.

(c) Individual members appointed by Corporate Members shall have the right to vote at meetings of the membership. Corporate members shall not have a right to vote other than that of their appointed individual members.

5.4 Membership shall terminate when:

(i) The Member resigns;

(ii) An Individual Member dies;

(iii) A Corporate Member is wound up, files a petition into bankruptcy or is the subject of bankruptcy proceedings or is dissolved, or;

(iv) The membership is terminated by a vote of the Directors as a result of;

(1) The Members failure to pay an account, including membership fees, owing to The Chamber within six months of the account falling due;

(2) Contravention of The Chamber Code of Conduct; or

(3) As the result of other conduct unbecoming a Member of The Chamber. The Board shall not terminate the membership in this manner without first giving reasonable notice to the Member of the intention of the Board and a reasonable opportunity to the Member to explain why the membership should not be terminated.

The termination of the Corporate Membership shall act as a termination of all Individual Memberships appointed by the Corporate Member and all privileges granted to Additional Representatives of the Corporate Member.

5.5 Individuals may be named Honourary Members, free of membership fee and for a one (1) year period, by a two-thirds vote of the Directors present at any meeting of the Directors. The Honourary Member shall be entitled to all the privileges of membership except the right to hold office and the right to vote.

ARTICLE VI - BOARD OF DIRECTORS

6.1 The management and conduct of the affairs of the Chamber shall be the responsibility of the Board of Directors. The Board of Directors shall consist of up to twenty-two (22) Directors; up to five of whom shall be appointed and who shall serve a one (1) year term and the remainder shall be elected from the Individual Membership for a minimum two (2) year term.

6.2 The annual term of office for the Board of Directors shall commence on June 30th in each year. Each elected Director shall serve a two (2) year term and each appointed Director shall serve a one (1) year term, subject to section 7.1.

6.3 One (1) of the Directors shall be the representative of the Chamber to the Ontario Chamber of Commerce.

6.4 The General Manager of the Chamber shall sit as a non-voting member of the Board of Directors and shall be entitled to partake in all discussions except when the President determines that a conflict of interest exists.

6.5 Every Director of the Chamber, and their heirs, executors and administrators, and estates, respectively, may with the consent of the Chamber, given at any meeting of the members, 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 whatsoever that they sustain or incur in or about any action, suit or proceeding is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office; and,

(b) all other costs, charges and expenses which they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Chamber shall also indemnify any Director in such other circumstances as is permitted or required. Nothing in this Bylaw shall limit the right of any person entitled to indemnification to claim indemnity apart from the provisions of this Bylaw to the extent permitted by law.

6.6 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from the Director's position as such; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE VII - ELECTION OF DIRECTORS

7.1 Any Individual Member of the Chamber shall be eligible for election to the Board of Directors except as follows:

(a) A Director shall not be eligible for re-election or re-appointment if during the previous year the Director was absent at more than half of the meetings of the Directors without reasonable explanation.

(b) No Individual Member who runs for, becomes a candidate for, or holds public office in a municipal, provincial or federal government shall be an executive Officer, Director or Chair of any Chamber Committee.

7.2 Directors shall be elected or re-elected if eligible on or before the Annual General Meeting of the Board of Directors of each year to take the place of retiring Directors.

7.3 Each year there shall be a Nominating Committee, which is recommended to consist of the Immediate Past-President, who shall chair the Committee or other designate, two Board Members having served more than one term on the Board of Directors. The General Manager shall be a non-voting member of the Nominating Committee.

7.4 The Nominating Committee shall advise each Individual Member by email the procedure for electing Directors and send out a request for nominations. The Nominating Committee shall be entitled, at its discretion, to make its own nominations, the only requirement being that all nominees must satisfy the qualifications set out in this Bylaw and must indicate to the Committee their consent to serve.

7.5 The Nominating Committee shall be entitled to set whatever other rules and procedures it deems appropriate in order that the election be conducted in a manner providing fair and equal opportunity to all nominees.

7.6 Voting of members shall be restricted to members in good standing under the rules and by-laws of the Chamber. Each member firm shall be entitled to the number of votes indicated for their membership category.

7.7 The tallying of eligible election ballots will take place at a location to be named by the nominating committee with not less than three members of the Board of Directors present.

7.8 The Board of Directors shall be entitled to remove from the Board any individual Director when:

(a) A Director ceases to be entitled to membership privileges;

(b) Without reasonable explanation, a Director fails to attend three (3) consecutive meetings of the Board of Directors;

(c) During any one-year term of office a Director fails, without reasonable explanation, to attend one half of the meetings of the Board of Directors; or

(d) A Director submits a resignation.

(e) A Director does not fulfil their responsibility of attending committee meetings or programs & events

7.9 Any vacancy in the Board of Directors may be filled by appointment by the Directors provided that the individual appointed to fill the vacancy must otherwise fulfill the requirements for election to the Board of Directors.

7.10 ELECTION OF PRESIDENT AND MEMBERS OF COUNCIL (The Board of Directors)

(a) Prior to the AGM the President and First (1st) Vice President shall select a Second (2nd) Vice President, Treasurer and Board Representative(s) to serve as the Executive Committee from the Board of the Directors.

(b) TENURE: The persons elected shall hold their offices until others are elected in their place, at the first quarterly meeting of the next year (AGM) or until they are removed from office or vacate it under the Bylaws of the corporation.

(c) At the Annual General Meeting the members present, shall approve the board of directors as presented.

ARTICLE VIII - EXECUTIVE

8.1 The Chamber shall have the following Executive positions:

(a) President: The President of The Woodstock District Chamber of Commerce shall be responsible for chairing all meetings of the Directors and the Executive and for generally directing and overseeing the work of the Executive and the Directors and ensuring that their responsibilities are fulfilled. The President shall serve for a term of two (2) years.

(b) First (1st) Vice President: The First (1st) Vice President is the member of the Executive committed to serve as the next President and shall have specific responsibility for monitoring the Chamber's performance in relation to the current Business Plan and for monitoring, amending and updating the Business Plan as required. The First Vice President shall serve for a term of two (2) years.

(c) Second (2nd) Vice-President: The Second (2nd) Vice-President shall perform such duties as may be assigned to them from time to time by the Directors.

(d) Treasurer: The Treasurer shall be responsible for the budgets and the financial affairs of the Chamber and may continue to serve for an unlimited number of terms and must be a member in good standing of the Woodstock District Chamber of Commerce. The treasurer must also serve on the board of directors.

(e) Immediate Past-President: The Immediate Past-President shall serve on the board of directors and executive committee for a two (2) year term following their term as President.

(f) General Manager: In accordance with the Boards of Trade Act, General Manager of the Chamber shall serve as Secretary, and shall be an Officer and Director ex officio without vote. The General Manager shall sit as a member at all meetings of the Executive and shall be entitled to take part in all discussions except when the Chair determines that a conflict of interest exists.

(g) Board Representatives – up to two members of the Board will sit on the Executive Committee for a two (2) year term.

8.2 Subject to the direction of the Board, the Executive Committee shall be responsible for:

(a) The organization and functioning of the Chamber's committees (for this purpose, members of the Executive may be held responsible for the functioning of various Chamber committees);

(b) The recommendation, to the Board, of Chairs for the various committees of the Chamber;

(c) Long-range planning of the Chamber activities and projects;

(d) Striking the annual budget and submitting it to the Board for ratification;

(e) General supervision of the Chamber's activities;

(f) Such specific undertakings, duties or responsibilities as may be delegated by the Board from time to time;

The Executive Committee shall on a regular basis review and monitor the activities, operations, finances and affairs of the Chamber, its committees and employees, and recommend to the Board such actions as it deems necessary to fulfill the Chamber

objectives as stated herein. The decisions of the Executive Committee shall however, be final only in cases where such power is specifically vested in it by the Board.

8.3 The Directors may, upon the affirmative vote, by secret ballot, of at least fourteen (14) Directors and in such extraordinary circumstances as those Directors may deem it appropriate, remove any member of the Executive from office, provided that that individual shall remain a Director subject to the provisions of paragraph 7.6.

8.4 The Board of Directors Executive shall fill any vacancy which occurs in the Executive by the appointment of one (1) of its existing board of directors' members to the vacant position.

8.6 The Executive shall hold office for a two (2) year term commencing on June 30th in each year.

8.7 The office of the General Manager shall be a paid position with the General Manager's remuneration being established by the Directors. The other officers set out in Paragraph 8.1 above, shall serve without remuneration in the same manner as Directors; however, the Directors shall have the authority to establish new paid positions with the remuneration of such new offices being determined by the Directors.

8.8 SIGNING OFFICERS - Shall consist of any member of the Executive Committee and the General Manager.

8.9 SIGNING AUTHORITY - Cheques or other documents shall be signed by any two members of the Executive Committee or one member of the Executive Committee and the General Manager provided that no signing officer can sign any document to which they are a party.

ARTICLE IX - DIRECTOR'S MEETINGS

9.0 Meetings of the Directors shall be held as necessary but, in any event, not less than eight (8) times during each annual term of the Board of Directors.

9.1 Special Meetings of the Directors shall be called on two (2) days written notice by the President, or by any three (3) Directors, and may be given by regular mail or e-mail. In the event of a meeting being called by three (3) Directors, the notice calling the meeting will state its purpose.

9.2 The President, the 1st Vice President, or the 2nd Vice-President if present shall chair all meetings of the Board of Directors. The Chair of a meeting shall only have a vote on any matter if that vote is required to break a tie.

9.3 A quorum for a meeting of the Directors shall be 50%, including the Chair of the meeting.

9.4 All matters before the Board shall be decided by majority vote which can be conducted electronically unless otherwise provided in this Bylaw.

9.5 A Director may, if all the Directors of the Chamber consent, participate in a meeting of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director, participating in such a meeting by such means is deemed to be present at that meeting.

9.6 All meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE X - COMMITTEES AND TASK FORCES

10.1 The Directors, the Executive Committee, and the individual Executives within their specific areas of responsibility, shall be entitled to form Task Forces (also referred to as an Ad Hoc Committee). Task Forces will be formed for a limited purpose only and in no event shall a Task Force continue to exist from the term of one Board of Directors to another without the specific authority of the incoming Board of Directors.

10.2 Without prior approval, oral or written, of the Board of Directors, no Committee or Task Force shall, either on its own behalf or on behalf of the Chamber, make a public statement, enter into contractual obligations or incur liabilities.

10.3 Committees may be formed with the authority of the Board of Directors at any time for the purpose of performing any ongoing function of the Chamber. Committees shall submit to the Executive, for approval, all information or matters intended to be communicated to an individual or the public, in a manner designed to attract general attention in which the name of The Woodstock District Chamber of Commerce is to be used either separately or as part of or in association with some other name. No communication shall be made to the public in the name of the Chamber, for any purpose, other than by the President, the General Manager, or their designate.

10.4 APPOINTMENTS TO OUTSIDE BOARDS (This was included to ensure that the directors do not sit on outside boards representing the Chamber, unless requested to do so by the Board of Directors.) They may sit on outside boards as representatives of their own business, or as an individual, but may not represent or speak on behalf of the Chamber. This outlines the criteria and the role of the representatives on outside boards on behalf of the Chamber. It in no way restricts their individual right to sit on boards)

(a) Criteria

Requests for appointments of Chamber members to outside Boards and Committees will be evaluated by the Executive Directors of The Woodstock District Chamber of Commerce (the Chamber) and approved by the Board of Directors. The City, or other organizations, may solicit representation from the Chamber, while other positions may be sought at the initiative of the Chamber. It will be the task of the Executive Directors to determine the responsibilities and accountabilities associated with each request for appointment and what value, if any, might accrue to the Chamber and the Woodstock business community as a result of the appointment.

(b) Purpose

To ensure that the Chamber's visibility is maximized by the appointee and, where appropriate, to ensure that the Chamber's views and positions are projected to the community.

The appointee's efforts should contribute to the civic well being of the City (Province or Country where applicable).

To provide a liaison with the Directors of the Chamber and its appropriate committees and to ensure that the Chamber is fully informed about actions being taken by the Board/Committee to which the appointee has been assigned.

The appointee will be obligated to carry forward from the Chamber, any approved policy or position statement that would have a direct relationship to the Board/Committee to which an appointment has been made.

(c) Conditions and Method of Appointment

As requests are made and/or as vacancies become available, the Board of Directors will endeavour to broadcast these requests or vacancies to the general membership. These communications will include the details of the request for appointment such as: term, renewals, meeting schedules, insurance, remuneration, confidentiality guidelines, reporting mechanisms and limitations etc.

Once applicants for appointments have been identified, it is the duty of the Executive Directors, to evaluate the qualifications and credentials of the applicants to determine the best possible candidate for the appointment. The Executives will then provide to selected candidates, a letter of instruction which will inform them (the appointee) of their duties and reporting responsibilities to the Chamber. A copy of the "Appointments Policy" will be included in the letter. Neither the Executive Directors nor the Board will be bound to select a member for appointment to an outside Board/Committee simply because they have applied. The Executive and Board reserve the right to appoint a representative to outside Boards/Committees based on their qualifications, credentials, skill sets, knowledge of the Board/Committee to which they will be appointed and, "best fit". With these conditions in mind, preference will be shown to those members who have distinguished themselves in Chamber work.

The Woodstock District Chamber of Commerce will not entertain requests for "Nominations" to Boards/Committees etc. The Chamber will only entertain requests where the Chamber is asked to select an "Appointee" to the Board or Committee in question.

It will be the responsibility of the Chamber Executive and Board to identify any new opportunities for appointments to Board/Committees or public consultations, particularly where the policies or positions of the Chamber can add value to the debate and articulate the needs, as part of the approvals process, the Executive Committee will annually review the performance of appointees to outside Boards and Committees and determine their willingness and desire to continue as the Chamber's representatives.

(d) Reporting

Appointees should submit annual written reports for review by the Executive Committee but may be asked to make periodic verbal or written reports to the Executive or, to a Chamber Committee assigned by the Executive, particularly where information provided by the appointee can add value or clarity to the work of the Chamber committee.

Appointees are expected to attend the meetings of the outside Board/Committee and to make a positive contribution to the activities of that Board/Committee on behalf of the Chamber.

In accordance with Chamber policy, only the President and General Manager can act as the official spokesperson for the Chamber. Extra care must be taken to ensure that the appointee clearly distinguish when expressing their views or personal opinions that they in no way represent those of The Woodstock District Chamber of Commerce.

As indicated in Purpose of the Appointment, additional "Reporting" will include:

1. To ensure that the Chamber's visibility is maximized by the appointee and, where appropriate, to ensure that the Chamber's established views and positions are projected to the community.
2. The appointee's efforts should contribute to the civic well being of the City (Province or Country where applicable).
3. To provide a liaison with the Directors of the Chamber and its appropriate committees and to ensure that the Chamber is fully informed about actions being taken by the Board/Committee to which the appointee has been assigned.
4. The appointee will be obligated to carry forward from the Chamber, any approved policy or position statement that would have a direct relationship to the Board/Committee to which an appointment has been made.

(e) Limitations (This outlines the responsibility of the Chamber) The Chamber will endeavour to ensure that the requesting Board or Committee carries the appropriate amount of Errors and Omissions Insurance or Directors Insurance to safeguard Chamber appointees from libel. However, it remains the responsibility of the individual appointee to guarantee that such coverage is in place prior to accepting an appointment. The Chamber will not be held accountable for the actions of other Boards or Committees and therefore assumes no responsibility for any actions taken on or against any appointee of The Woodstock District Chamber of Commerce.

The Chamber reserves the right to rescind the appointment of any Chamber Appointee to an outside Board or Committee for any reason at the discretion of the Board of Directors.

Any expenses incurred by the appointees in carrying out the duties of their appointments to an outside Board/Committee will be their responsibility.

The duration of appointments to outside Boards/Committees (the term) are at the discretion of the requesting Board or Committee, however, the Chamber reserves the right not to renew the term of a Chamber appointee regardless of term length.

Individuals who may be Chamber members but are asked to sit on an outside Board or Committee as an individual, not as a representative of the Chamber, are certainly free to do so. However, it must be made clear that they accept these appointments as individuals and are not to carry forward the positions or policy statements of the Chamber or to speak on behalf of the Chamber in any way.

Any appointments to outside Boards and Committees, where an honorarium or stipend is involved, will be carefully considered by the Board of Directors as to

the benefit to the Chamber and the greater business community. Every effort will be made by the Board of Directors to determine if an honorarium or stipend exists before agreeing to appoint a representative(s) to an outside Board or Committee. What individual Chamber appointees do with the approved honorarium or stipend is at their discretion.

ARTICLE XI - MEETINGS OF THE MEMBERS

11.1 Meetings of the Members shall be called upon twenty-one (21) days notice to the Individual Members by the President, the Board of Directors, or five (5%) percent of the Individual Members. In the event of a meeting called by five percent of the Individual Members, a notice of meeting shall contain a statement of purpose of the meeting.

11.2 Every notice of a meeting shall state the time and place of the meeting and may be given by regular mail, facsimile transmission, e-mail, by publication in one or more newspapers having general circulation within Woodstock, or by social media platforms regularly used by the Chamber. In the event of publication, the notice shall be deemed to have been given on the date of publication.

11.3 The Chair or the Board of Directors shall call an Annual Meeting to be held no later than the last day of June in each year.

11.4 At all meetings of Members, a quorum shall consist of twenty-five (25) Individual Members.

11.5 The Annual Meeting shall include an annual report by the President of the activities during the preceding year, an auditor's report, and the appointment of an auditor.

11.6 In accordance with the Federal Boards of Trade Act, new members since the last Annual Meeting, having been approved in principle by the Board of Directors, will be formally ratified and approved by two thirds vote of the members present in person or by proxy at the Annual General Meeting of the Members.

11.7 All meetings of Members shall be conducted in accordance with Roberts Rules of Order.

ARTICLE XII - FINANCIAL AFFAIRS

12.1 The fiscal year of the Chamber shall commence on the first day of January in each year. The Directors shall, on or before the February meeting of the Directors in each year, approve a budget for the fiscal year.

12.2 The Directors shall prescribe the form and procedure for the receipt and disbursement of all funds due to or entrusted to the Chamber.

12.3 The Directors, on behalf of the Chamber, shall have the power to purchase, hold, sell or lease real estate or other property; to incur debts and to encumber any property for the purpose of incurring debts; and enter into contracts of any kind; provided only that the exercise of all such powers are granted only for the purpose of furthering the mission and goals of the Chamber.

ARTICLE XIII - EXECUTION OF DOCUMENTS

13.1 All documents to be executed by the Chamber shall have the Corporate Seal of the Chamber affixed as attested to by the signature of the President and either the General Manager or one other member of the Executive. Certificates of Origin, accompanied by

a signed statutory declaration may be signed and sealed by designated staff members without the need for additional executive signatures.

13.2 The Seal shall not be affixed to any document unless authorization by resolution of the Directors.

13.3 The General Manager shall have custody of the Corporate Seal of the Chamber.

ARTICLE XIV - NOTICES GENERALLY

14.1 Where this bylaw permits or requires notice to be given to any person by mail or facsimile transmission, notice shall be deemed to have been received on the third day following the mailing of the notice to the address of the person shown in the records of the Chamber, by prepaid ordinary post, or the day following the facsimile transmission or email.

14.2 During a period of interruption in postal services, notices required or permitted to be given by mail may be given by telephone to the person entitled to receive notice, by telephone message left at the business premises of the person, by facsimile transmission to the place of business of the person entitled to receive notice, by delivery of notice to the address to which notice would otherwise have been mailed, or by email to the address on record with the Chamber.

If notice is given pursuant to this paragraph, it shall be deemed to have been received when given.

ARTICLE XV - AMENDMENTS

15.1 This bylaw may be amended or repealed by majority vote of the Individual Members present at any general meeting for which at least fourteen (14) days notice has been given to all Individual Members.

ARTICLE XVI - COMING INTO FORCE

16.1 This bylaw comes into force after its approval at a meeting of the Members called upon at least seven days notice to the Individual Members and approval by the Minister of Consumer and Corporate Affairs of the Dominion of Canada. When this bylaw comes into force, it shall repeal all previous bylaw of the Chamber.