

## *Sample Bylaws*

*A guide establishing a framework for chamber operations,  
procedures and regulations*

THE CANADIAN CHAMBER OF COMMERCE



LA CHAMBRE DE COMMERCE DU CANADA

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## ***Foreword***

The bylaws of a board of trade or chamber of commerce are most important. They serve to channel chamber projects along proper lines and establish a framework for all chamber activities.

Each year sees many boards and chambers reviewing this sample set of bylaws. They have been submitted to Industry Canada and conform to the provisions of the *Boards of Trade Act* (R.S., c. B-8, s. 1.)

Anyone studying or revising bylaws should obtain a copy of this act available through the Canadian Chamber of Commerce or on line at <http://laws.justice.gc.ca/eng/B-6/page-1.html>. Any revisions should not contravene the act. This is compulsory under the *Boards of Trade Act*.

Throughout this document, the Canadian Chamber of Commerce has used the term “chamber of commerce” which is synonymous with the term “board of trade”. The choice as to which name is used is a matter of local preference.

Please note that this document is to serve as guide. Changes can be made in accordance with your needs providing they fulfill the requirements of the *Boards of Trade Act*.

Further information or suggestions on specific points will gladly be supplied upon request.

## ***Sample Bylaws***

### **Article I – Name and Objectives**

- Section 1* The name of this organization shall be the.....Chamber of Commerce.
- Section 2* The objectives of the .....Chamber of Commerce 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 town of .....
- Section 4* The .....Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### **Article II – Interpretation**

- Section 5* Wherever the words “the chamber” occur in these bylaws, they shall be understood to mean the ..... Chamber of Commerce as a body.
- Section 6* Wherever the words “the council” occur in these bylaws, they shall be understood to mean the “council of the .....Chamber of Commerce.
- 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 chamber.
- 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 may become members of the chamber.
- Section 10* At any general meeting of the chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the chamber, providing such candidate shall undertake, if admitted, to be governed by the bylaws of the chamber.
- Section 11* If such proposal is carried by a majority of two-thirds of the members of the chamber then present, such person or organization shall thenceforth be a member of the

chamber and shall have all the rights and the subject to all the obligations of the other members.

*Section 12* Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the council.

*Section 13* Any member of the chamber, 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 chamber against them at the time of such notice.

*Section 14* The council may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the council, all privileges of membership shall be forfeited.

*Section 15* Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the chamber. 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, with the exemption from the payment of annual dues.

*Section 16* Any member of the chamber may be expelled by a two-thirds vote of the council.

#### **Article IV – Dues and Assessments**

*Section 17* The annual dues payable by members of the chamber shall be determined annually by the council, subject to the approval of the general meetings whenever a change in the original amount is involved.

*Section 18* Other assessments may be levied against all members, provided they are recommended by the council 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.

#### **Article V – Officers and Council**

*Section 19* The officers shall be: a president, vice-president and secretary-treasurer, who together with ..... (at least 8) other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the council. They shall remain in office for one year or until their successors shall be appointed but no such officer or member of council, with the exception of the secretary-treasurer, shall hold the same office for more than two years in succession. The retiring president shall be, ex officio, a member of the council.

- Section 20* Where a member of the council dies or resigns their office or is absent from three consecutive meetings of the council, the council may, at any meeting thereof, elect a member of the council, in the place of the member who had died or resigned, or is absent.
- Section 21* Any officer or council member may be suspended from their office or have their tenure of office terminated if, in the opinion of the council, they are grossly negligent in the performance of their duties, providing however, that any officer or council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting.
- Section 22* The council shall 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.
- Section 23* The council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the chamber provided, however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act*.
- Section 24* Any five (5) or more members of the council, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the council.
- Section 25* The council shall frame such bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the chamber, and shall submit them for adoption at a general meeting of the chamber called for that purpose.
- Section 26* The council, or at his/her request, the president, may appoint committees or designate members of the council, the chamber or others, to examine, consider and report upon any matter or take such action as the council may request.
- Section 27* The council may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the council.
- Section 28* No paid employee of the chamber shall be a member of the council or executive committee. Officers of the chamber shall receive no remuneration for services rendered, but the council may grant any of these said officers reasonable expense monies.
- Section 29* The president and vice-president, before taking office, 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 ..... of the .....Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said*

*chamber of was constituted according to the true intent and meaning of the same. So help me God.”*

*Section 30* The meetings of the council shall be open to all members of the chamber, who may attend, but may not take part in any of the proceedings.

*Section 31* No public pronouncement in the name of the chamber may be made unless authorized by the council or by some person to whom the council has delegated this responsibility.

*Section 32* a) The president shall preside at all meetings of the chamber and council. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the chamber. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the chamber, unless someone else is designated by the council. It shall be the duty of the president to present a general report of the activities of the year at the annual meeting.

b) The vice-president shall act in the absence of the president and, in the absence of both of these officers, the meeting shall appoint a chair to act temporarily.

c) The secretary-treasurer, as treasurer, shall have charge of all funds of the chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the council. Out of such funds the treasurer shall pay amounts approved by the council and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the council. He/she shall make such investment of the funds of the chamber as the council may direct. He/she shall, with the president, sign all notes, drafts and cheques.

d) As secretary, he/she shall be the executive officer of the chamber and shall be responsible to the council for the general control and management of the chamber’s business affairs. He/she shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with the president, sign and when necessary, seal with the seal of the chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the chamber and of the council. At the expiration of his/her term of office, the secretary shall deliver to the chamber, all books, papers and other property of the chamber.

**Article VI – Meetings**

*Section 33* The annual meeting of the chamber shall be held in the month of ..... in each year at the time and place determined by the council. At least two weeks’ notice of the annual meeting shall be given.

- Section 34* Regular general meetings of the chamber shall be held .....(at least quarterly) at the time and place designated by the council. At least one week's notice of such meetings shall be given.
- Section 35* Special general meetings of the chamber may be held at any time when summoned by the president, or requested in writing by any three members of the council, or any ten members of the chamber. At least one day's notice of such meetings shall be given.
- Section 36* The council shall meet from time to time (at least once per month) as may be necessary to carry on the business of the chamber.
- Section 37* Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice inserted in one or more of the newspapers published within a district of a circular letter signed by the secretary and mailed to the last known address of each member shall constitute sufficient notice.
- Section 38* At any annual or general meeting ..... members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.
- Section 39* Minutes of the proceedings of all general and council meetings shall be entered in books to be kept for that purpose, by the secretary.
- Section 40* The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 41* All books of the chamber shall be opened at all reasonable hours to any member of the chamber, free of charge.

**Article VII – Voting Rights**

- Section 42* 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 43* Voting at council or general meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled.
- Section 44* The presiding officer shall vote only in case if a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- Section 45* Motions or amendments shall be carried at any council or general meeting by a majority vote unless otherwise provided in these bylaws.

## **Article VIII – Bylaws**

*Section 46* Bylaws may be made, replaced or amended by a majority of the members of the chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as a minute of the chamber.

*Section 47* Such bylaws shall be binding on all members of the chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.

## **Article IX – Affiliation**

*Section 48* The chamber, at the discretion of the council, shall have power to affiliate with the Canadian Chamber of Commerce, the .....(provincial/territorial or regional chambers), or any other organizations in which membership may be in the interests of the chamber.

## **Article X – Fiscal year**

*Section 49* The fiscal year of the chamber shall commence on the ..... day of ..... in each year.

## **Article XI – Auditors**

*Section 50* Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and the accounts of the chamber at least once in each year. An audited financial statement shall be presented by the secretary-treasurer at each annual meeting and at any other time required by the council.

## **Article XII – Procedure**

*Section 51* Parliamentary procedure shall be followed at all general and council meetings in accordance with “Rules of Order” by Bourinot.

## **Appendix A – Notes Regarding Sample Bylaws**

1. In Section 17, no effort has been made to suggest a standard fee. If a sliding scale of fees or other plan is in force, details should be given here.
2. In Section 19, it is necessary to determine the exact number of “other members” to be elected to the council. The minimum of eight is required by the *Boards of Trade Act*.
3. In Section 19, it is assumed that the secretary-treasurer serves voluntarily and, perhaps, receives an honorarium. Where a manager or secretary is an employee of the chamber, some consideration should be given to removing them from among the elected officials and having their appointment made one of the duties of the council. Should a secretary or

manager who is an employee remain as a member of the council or executive committee, Section 28 should be amended to provide for his or her remuneration.

4. In Sections 33 and 34, it is necessary to insert the month of the annual meeting and the frequency of the regular meetings.
5. In Section 38, the number of members constituting a quorum shall be inserted. General practice is to name a specific small number, just sufficient to assure the ability to carry on business.
6. In Section 48, insert the names of any provincial/territorial or regional chambers affected.
7. In Section 49, insert the date of the beginning of the chamber's fiscal year.

### **Appendix B – Sources of Information**

The Canadian Chamber of Commerce Chamber Relations Department is able to provide these two documents:

1. **Organization:** a guide to assist in the organization of a community chamber or board of trade – done on a simple scale and without undue expense.
2. **Incorporation:** a guide that outlines the steps to be taken in registering under the *Boards of Trade Act*.

### **Industry Canada**

*Boards of Trade Act* (R.S., c. B-8, s. 1.)

An act of the Parliament of Canada, permitting boards of trade and chambers of commerce to incorporate by registering with Industry Canada.

Copies of the Act may be obtained from Industry Canada or the Act can be accessed on-line at <http://laws.justice.gc.ca/en/B-6/7358.html>.



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