
AMENDED, Reviewed and Approved on OCTOBER 22, 2020

SPRINGFIELD CHAMBER OF COMMERCE BY-LAWS

ARTICLE 1 - NAME

1.01 The name of the corporation shall be the Springfield Chamber of Commerce, hereinafter referred to as the "Chamber".

ARTICLE 2 – OBJECTIVES AND MISSION

2.01 The objectives of the Chamber shall be to promote an environment for the development of the free enterprise system; to foster business opportunities, promote trade and address business, education and community concerns.

2.02 The Chamber shall promote good government and sound legislation at all levels of government.

2.03 The Chamber shall believe in and support the free enterprise system and Canadian unity.

2.04 The Mission of the Chamber is: To foster a healthy economic environment for Springfield.

ARTICLE 3 - MEMBERSHIP

3.01 The Membership of the Chamber shall consist of Active Members and Honourary Members.

3.02 Any individual, corporation, partnership, sole proprietorship or unincorporated association who supports the objectives of the Chamber may apply for active Membership in the Chamber by submitting an application together with the Membership Fee.

3.03 The application shall be filed in a form and manner approved from time to time by the Board of Directors, hereinafter referred to as the "Board".

3.04 The Annual Membership Fee shall be such amount and shall, from time to time, be fixed and prescribed by the Board. The Annual Membership Fees will be invoiced annually, on March 1st, for existing members holding office in good standing. New members will be invoiced their Annual Membership Fee with their application for membership. These applications will be "pro-rated" based on the number of months until the next Annual Membership billing cycle.

3.05 All applications for Membership shall be submitted for approval to the Board.

3.06 Any Member who is a corporation, partnership, proprietorship, or unincorporated association shall designate one or more representatives (hereinafter referred to as Designated Representative) to act on behalf of the Member. The number of Designated Representatives that may be designated by any such Member shall be in accordance with the Schedule of Representation approved by the Board from time to time.

3.07 Membership shall continue from time of approval by the Board until a Member has resigned or has been expelled by the Board.

3.08 Any Member who intends to resign as a Member may do so at any time upon giving ten (10) days notice in writing of such intention and upon discharging any liability which is standing on the books of the Chamber against such Member at the time of such notice.

3.09 Any Member may be expelled for failing to pay the Annual Membership Fee within 90 days of notice that they are due. This will be approved by a majority vote of the Board. Upon approval of the expulsion by the Board, all privileges of the Member shall be forfeited.

3.10 (left blank intentionally)

3.11 Honorary Membership in the Chamber may be approved or terminated by the Board. Honorary Membership shall include all the privileges of Membership except that of holding office. Honorary Members shall not be entitled to vote at meetings of Members and shall be exempt from the payment of Annual Membership Fees.

3.12 Members use of the Chamber's trade-name/trade-marks shall be subject to such terms and conditions as may be determined from time to time by the Board.

3.13 The Board at its sole discretion shall determine the suitability of an Applicant for Membership in the Chamber. Reasons for declining an Applicant's Membership Application shall include, but not be limited to the Applicants:

- a) credit worthiness,
- b) association with the Chamber may be perceived as diminishing or harming the reputation of the Chamber,
- c) pending or past criminal convictions,
- d) unethical business practices,
- e) not supporting the Objectives of the Chamber.

ARTICLE 4 - DIRECTORS

4.01 **Eligibility and Powers** - The control and governance of the affairs of the Chamber shall be vested in a Board consisting of up to 15 persons, but not less than 5 persons, each of whom shall have one vote. Any individual Member or Designated Representative of a corporation, partnership, proprietorship or unincorporated association that is an Active Member shall be eligible to serve as a Director. No more than one representative from any one Member may serve on the Board at any one time.

4.02 Directors shall be elected annually at the Annual General Meeting for a term of not more than two years or until a successor shall have been elected or appointed as per Section 4.03 of this Article and shall have assumed the duties of the office, except that a Director who ceases to be eligible to serve as a Director shall thereupon cease to be a Director.

4.03 **Vacancies** - In the event of a vacancy on the Board of Directors, a majority of the Board then in office shall have the power to appoint a successor to serve for the remainder of the term of such vacancy. Only a person eligible to serve as a Director shall be eligible for such appointment.

4.04 **Meetings** - Meetings of the Board may be held at such times and places as the Board may decide or at the call of the Chair of the Board or on the written request of three or more Directors addressed to the Chair of the Board or Secretary.

4.05 In the event of lack of a quorum at any Meeting of the Board, such meeting may be adjourned to such time and place as a majority of the Directors present may decide.

4.06 A simple majority of the Board shall constitute a quorum for the purposes of any meetings of the Board.

4.07 Where the majority of Directors present at or participating in the meeting have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed for all purposes to be present at the meeting. If a majority of the Directors participating in such a meeting are then in Canada the meeting shall be deemed to have been held in Canada.

4.07.1 ELECTRONIC MEETINGS

1. Electronic Meetings will be utilized to provide information on a topic and open a topic for discussion purposes to the Board.
2. Electronic Meetings can be utilized prior to an Electronic Motion to provide information to the Board.
3. To initiate an Electronic Meeting, any Director can send an email to the Secretary and must indicate in the message that an email being forwarded to the Secretary is for the specific purpose of starting an Electronic Meeting and to be shared with the Board.
4. The time period for an Electronic Meeting is to be open for discussion purposes should not be less than 7 days and not more than 14 days and should be specified by the Director initiating the Electronic Meeting.
5. All participants in an Electronic Meeting for discussions after being initiated by being shared to the Board by the Secretary should respond to the Board by utilizing the "REPLY ALL" function of an email.
6. The Director who initiated an Electronic Meeting may withdraw and close an Electronic Meeting by utilizing the "REPLY ALL" function and indicating Electronic Meeting is closed.
7. The Electronic Meeting will end at the specific time period indicated to initiate the Electronic Meeting.

4.08 The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

4.09 Every Director or Officer of the Chamber who is a party to a material contract or proposed material contract with the Chamber, or is a Director or Officer or has a material interest in any corporation which is a party to a material contract or proposed material contract with the Chamber shall disclose in writing to the Chamber or request to have entered in the minutes of the meeting of Directors the nature and extent of his interest.

4.10 Any resolutions must be passed at a duly constituted Board meeting. In the event a Board vote is required prior to the next meeting of the Board, the said vote may be conducted by means of facsimile or electronic mail and shall be deemed official as long as the vote is conducted by the same procedure as Board meeting votes and a record of the returned votes are filed accordingly.

4.10.1 ELECTRONIC MOTIONS

1. Electronic Motions will be utilized to have the Board pass a SCC Resolution between regular meetings.
2. Electronic Motions will be initiated by any Director by sending an Electronic Motion by email to the Chair or Vice Chair.
3. The Chair or Vice Chair after receipt of an Electronic Motion or by either having their own Electronic Motion will begin the process of an Electronic Motion by sending the Electronic Motion to the Secretary to be

shared with the Board on behalf of a specific Director who will be referred to as the Director making the Electronic Motion.

4. After the Secretary sends out an Electronic Motion on behalf of a Director, in order to complete the start of the Electronic Motion, a Director will be required to SECOND an Electronic Motion through the “REPLY ALL” function of an email.
5. Once an Electronic Motion is SECONDED by a Director, then the time period for discussion begins for a time period of 48 hours.
6. Any responses for discussion for an Electronic Motion must be initiated by a Director using the “REPLY ALL” function of an email.
7. At any time during the Electronic Motion prior to the expiry of the 48 hour discussion period, the initiating Director may withdraw their Electronic Motion through the “REPLY ALL” function of an email and clearly indicating that their Electronic Motion is being WITHDRAWN.
8. After 48 hours has expired for discussion then the Electronic Motion Voting Process (EMVP) commences and voting will remain open for a period of 24 hours and all Directors are to Vote by utilizing the “REPLY ALL” function of the email function.
9. The EMVP responses by a Director in voting should either be 1 of 3 responses which are IN FAVOR, NOT IN FAVOR, or ABSTAIN. A Director may vote earlier than the 24 hour window available for voting but not after the 24 hour window for voting.
10. The Secretary will tabulate the results of the EMVP after 24 hours of the voting time period has expired and will provide the results.
11. Quorum for EMVP will be a minimum of 4 votes received to establish Electronic Quorum and all votes will be counted to the expiry of 24 hours.
12. The majority of EMVP votes for an EMVP decision will be the majority of the EMVP votes received past Quorum and an instant majority for an EMVP decision will occur when there is a majority of the total available votes available by the total number of voting Directors.
13. The provision for the Notification of the Results of an EMVP to all Directors by email will serve to adjourn the Electronic Motion Process.
14. The Secretary will maintain a record of the Electronic Motion of the correspondences for the DISCUSSION and the EMVP process and will provide the Electronic Motion and the EMVP results as an addendum to the minutes of the most recent regular Board meeting.
15. In case the Secretary is unavailable for the role in the EMVP process then the Chair or Vice Chair or the Manager can perform the Secretary’s EMVP duties.

ARTICLE 5 - OFFICERS AND EMPLOYEES

5.01 Election and Duties - The Officers of the Chamber shall be the Chair of the Board, the Immediate Past Chair of the Board, not more than three Vice Chairs, one of whom may also hold the position of “Chair-Elect”, the Manager, a Secretary and a Treasurer, each of whom, with the exceptions of the Immediate Past Chair of the Board and the Manager, shall be elected from amongst the Directors at the first meeting of the Board in each fiscal year by a majority vote of the Directors present at such meeting to serve for a one year term or until a successor shall have assumed the duties of the office. No one shall be eligible to serve more than two successive terms as Chair of the Board. The Board may likewise elect such other Officers as it may from time to time deem advisable and they shall perform such duties as the Board may prescribe.

5.02 Only individual Active Members or the Designated Representatives of any corporation, partnership, proprietorship, or unincorporated association that is an Active Member shall be eligible to serve as Officers. An Officer who ceases to be eligible to serve as an Officer shall thereupon cease to be an Officer.

5.03 The office of Secretary may be held by the same person that holds another office.

5.04 **Chair of the Board** - The Chair of the Board shall preside at all meetings of the Chamber, of the Board and of the Executive Committee. The Chair of the Board shall submit at each Annual General Meeting of the Chamber a report of the activities of the Chamber during the preceding year. A retiring Chair of the Board shall be eligible for election as a Director for a term of one year to commence with the end of the term of office as Chair of the Board, notwithstanding any limitations otherwise provided for in the Bylaws as to term of service of a Director.

5.05 **Vice Chairs** - In the event of the absence or inability of the Chair of the Board to perform the duties of the office, the Vice Chair, who has been elected by the Board as Chair Elect, shall, except in the event of absence or inability to serve, become Acting Chair of the Board and exercise the authority and perform the duties of the office of Chair of the Board.

5.06 If no Vice Chair has been elected by the Board as Chair Elect, the Board shall designate a Vice Chair as Acting Chair of the Board who shall exercise the authority and perform the duties of the office of Chair of the Board.

5.07 If the Chair of the Board is absent or is unable to preside at a meeting of the Chamber, or the Board, or of the Executive Committee, such meeting shall be presided over by the Vice Chair who has been elected by the Board as Chair Elect or, in their absence or inability by the Vice Chair having seniority who is present and able to act.

5.08 As used in this Article, the term "seniority" means the greatest number of years of service as a Vice Chair of the Chamber and the term "unable" and "inability" comprise death, physical disability, mental disability, resignation and removal from office.

5.09 **Secretary** - The Secretary shall be responsible for ensuring the minutes of all meetings of the Chamber and the Board of Directors are recorded. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

5.10 **Treasurer** - The Treasurer shall have the custody of all monies and securities of the Chamber and shall place same in appropriate financial vehicles and repositories in accordance with guidelines established by the Board. The Treasurer shall ensure that proper books of account are kept and give such surety bonds as the Board may require. The Treasurer shall present at the Annual General Meeting the financial results and financial position of the Chamber for the previous year. The Treasurer shall make reports on the financial position of the Chamber and present the most recent financial statements showing the financial results and financial position of the Chamber, whenever called upon to do so, at the other meetings of the Chamber, of the Board and of the Executive Committee. The Treasurer shall also perform such other duties as may be delegated by the Board. All duties performed by the Treasurer shall be subject to the supervision and direction of the Board. All financial and other records in the custody of the Treasurer shall be open to the Board, the Executive Committee and the Chair of the Board at all times for inspection or audit. On ceasing to hold office, the Treasurer shall surrender all records, files, books of account, monies, securities and other property of the Chamber to a successor or to such other person as shall be designated by the Board.

5.11 **Immediate Past Chair of the Board** – The immediate Past Chair of the Board shall hold the office of Immediate Past Chair of the Board for a period of one year commencing at the end of their term as Chair of the Board. The Immediate Past Chair of the Board shall have the full rights and privileges of a Director.

5.12 **Succession** - In the event of the death, resignation, removal from office or inability, as defined in section 5.08, of any Officer, other than the Chair of the Board, to perform the duties of the office, the Board shall elect a successor to serve until the next Meeting of the Board or until a successor shall have been elected, or appointed as per section 4.03, and shall have assumed the duties of the office.

5.13 **Manager** - The Board shall employ or retain, at its pleasure, a Manager who shall be the senior executive employee and an Officer of the Chamber responsible to the Board through the Chair of the Board, and shall manage the Chamber on a day to day basis.

5.14 The Manager shall participate in the recommendation, formulation and implementation of strategic and business plans, policies and programs for the Chamber; shall be responsible for the development, implementation and administration of program management, new business including fundraising and sponsorships, community relations, operations management, management and supervision of all Chamber employees and volunteers, plans and procedures for the administrative operation of the office; shall be responsible for the development and administration of the annual budget; shall, unless otherwise directed by the Chair of the Board or Board, attend meetings of the Chamber, of the Board and Executive Committee and attend or delegate other Chamber employees to attend meetings of Committees; shall, as may be directed by the Chair of the Board or the Board, represent the Chamber at meetings of associations, governmental and non-governmental organizations and bodies in Canada and elsewhere throughout the world; shall be responsible for keeping the Chair of the Board fully informed on the conditions and operations of the Chamber; and shall perform such other duties as may be assigned or delegated by the Chair of the Board or the Board.

ARTICLE 6 - EXECUTIVE COMMITTEE AND STANDING COMMITTEES

6.01 **Executive Committee** - The Executive Committee sets the agenda for the Board and makes recommendations to the Board regarding policy and strategic initiatives. The Executive Committee shall at all times comprise the Chair of the Board, Immediate Past Chair of the Board, Vice Chairs, Secretary, Treasurer, and Manager (as an Ex-officio member). The Chair of the Board shall be the Chairperson of the Executive Committee. In the absence of any member of the Executive Committee, the Board shall have the power to appoint another member of the Board to act as a member pro term of the Executive Committee for the purposes of any meeting of the Executive Committee.

6.02 Meetings of the Executive Committee shall be held at such times and places as the Executive Committee may decide, or at the call of the Chair of the Board or on the written request of two or more members of the Executive Committee addressed to the Chair of the Board or the Secretary. A majority of the Executive Committee Members shall constitute a quorum for the purposes of any Executive Committee meeting.

6.03 The Executive Committee shall have and may exercise, when the Board is unable to reach quorum, all the powers of the Board in the management and business affairs of the Chamber, except that the Executive Committee shall not have power to fill vacancies on the Board or to amend the Bylaws of the Chamber. All action taken by the Executive Committee shall be reported at the next meeting of the Board.

6.04 Where the majority of the persons present at or participating in the meeting have consented thereto, any member(s) of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a person participating in such a meeting by such means is deemed for all purposes to be present at the meeting.

6.05 The Executive Committee may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Committee fixing the place and time of regular meetings shall be sent to each Executive Committee member forthwith after being passed, but no other notice shall be required for any such regular meetings.

6.06 A resolution in writing, signed by all the members of the Executive Committee entitled to vote on that resolution at a meeting of the Committee or a majority of the members of the Executive Committee provided all members of the Executive Committee have received a copy of the resolution prior to the vote whether by mail, facsimile or otherwise is as valid as if it had been passed at a meeting of the Executive Committee. A copy of every such resolution shall be kept on file at the Chamber offices.

6.07 **Nominating Committee** - The Board shall elect a Nominating Committee comprising a representative from each of at least three Members in good standing, at least one of whom shall be a former Chair of the Board and at least one of whom shall be a Vice Chair of the Chamber and the Board shall designate a member of such Committee as Chairperson. The Nominating Committee shall serve until the next Annual General Meeting of the Chamber or until their successors are elected by the Board. It shall hold meetings from time to time whenever it shall deem necessary and a majority of its members shall constitute a quorum for the purposes of any meeting. In the event of the death, resignation or inability, as defined in section 5.08, of any member of the Nominating Committee to perform the duties of the office, the Board shall elect a successor to serve until the next Annual General Meeting of the Chamber.

6.08 It shall be the duty of the Nominating Committee to solicit nominations for members of the Board and Officers to succeed those incumbents whose terms of office have expired. Before a person is nominated for election as a Director or Officer, the Nominating Committee shall secure the approval of such person. Nominations for the Board must be made by at least two Active Members and submitted in writing each year to the Nominating Committee in care of the Manager at the Chamber's offices 30 days prior to the Annual General Meeting date. The Secretary shall notify all Active Members at least ten days before the next Annual Meeting of the Chamber of the nominations for the Board. It shall also be the duty of the Nominating Committee to make recommendations to the Board regarding candidates for appointment as Officers.

6.09 **Committees** - The Board may create, continue or discontinue Committees as the Board may from time to time deem desirable and shall establish policies and procedures for said Committees.

All Committees are responsible for coordinating and executing specific initiatives established by the Board and in accordance with the Chamber's Strategic Plan, goals and objectives.

6.10 Any Active Member, Designated Representative of an Active Member or employee of an Active Member shall be eligible for election as Chair or appointment as a member of a Committee.

6.11 The Chair of each Committee shall be subject to approval by the Board for a term of up to one year and shall be eligible for re-approval for successive one-year terms.

6.12 The members of each Committee shall be appointed for a term of up to one year by the Chair of such Committee and such appointment shall be subject to the approval of the Board. The Committee members shall be eligible for re-appointment for successive terms of one year.

6.13 **Special Committees** - The Board may at any time create and discharge Special Committees as may be deemed desirable, and the Chairperson and members thereof may be designated by the Board.

6.14 All Committees shall be responsible to the Board for the performance of their duties unless the Board shall otherwise direct. The duties of the Committees shall be those indicated by their titles or as may be otherwise assigned to them by the Board.

6.15 A quorum for meetings for all Committees shall be the lesser of a majority of the members of such Committee or five (5) persons.

ARTICLE 7 - MEETINGS

7.01 **Annual General Meeting** - The Annual General Meeting of the Chamber for the election of Directors and for the transaction of such other business as may have properly come before the Annual General Meeting shall be held at a time and place determined by the Board within 14 months of the previous Annual General Meeting.

7.02 Members may submit items for consideration as new business for discussion at the Annual General Meeting provided such items have been submitted in writing to the attention of the Manager and received at the Chamber office at least three business days prior to the commencement of the Annual General Meeting.

7.03 **Special Meetings** - Special Meetings of the Chamber shall be held at such times and places as the Board shall determine. Special Meetings shall also be called by the Chair of the Board upon the request in writing of not less than five percent of the Active Members, who shall specify in their request the business which they desire to be considered at the proposed Special Meeting.

7.04 Written notice of each Annual General Meeting or Special Meeting of the Chamber shall be given in person or by facsimile or by electronic mail or by first class mail not less than ten days before the date of each meeting and shall state the place, date and hour of the meeting and, if for a Special Meeting, shall also state the purpose or purposes for which the meeting is called.

7.05 At the Annual General Meeting or any Special Meetings of the Chamber fifteen (15) Members present in person, or if such Member is a corporation, partnership, proprietorship or unincorporated association, by its Designated Representative(s), or by proxy, shall constitute a quorum.

7.06 In the transaction of business at any meeting of the Chamber a simple majority vote shall decide unless specifically stated otherwise herein. In the case of a tie vote the Presiding Officer shall cast the deciding vote.

7.07 At least ten business days before each Annual General Meeting or Special Meeting of the Chamber a blank form of proxy shall be sent to each Active Member. Proxies shall be recognized only if held by another Active Member of the Chamber. Proxies must be received at the business offices of the Chamber a minimum of four (4) hours prior to the scheduled commencement of the Annual General Meeting or Special Meeting of the Chamber or Proxies may be delivered in person by an Active Member at the Annual General Meeting or Special Meeting of the Chamber to the Manager or his/her designate at the commencement of the meeting.

7.08 All meetings of the Chamber, the Board and Committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order unless such conduct would be in conflict with these Bylaws or any applicable provision of law in which case these Bylaws or such applicable provision of law shall govern.

ARTICLE 8 - REMOVAL, SUSPENSION AND EXPULSION

8.01 Removal of Directors by Members -Any Director may be removed from the Board by a majority vote of the Members, at a meeting of the Members, for conduct prejudicial to the best interests of the Chamber, for violation of any of the Bylaws of the Chamber, violation of any conflict of interest guidelines approved by the Board from time to time or violation of any code of conduct approved by the Board from time to time, or for failure to perform the duties of the office properly which, without limiting the generality of the foregoing, include the absence of a Director from three consecutive meetings of the Board or more than 50% of the meetings of the Board in any year.

8.02 Removal of Directors by Board -The Board may remove a Director from the Board for failing to attend three consecutive meetings of the Board or more than 50% of the meetings of the Board in any consecutive 12 month period if the Director has not provided reasons for their absence that are acceptable to the Board.

8.03 The Board may remove a Director from the Board if in the opinion of the majority of the Board:

- (a) a conflict of interest exists between the Director and the Chamber;
- (b) the Director has engaged in conduct prejudicial to the Chamber; or
- (c) the Director has violated any of the Bylaws of the Chamber, any conflict of interest guidelines approved by the Board from time to time or any code of conduct approved by the Board from time to time.

8.04 Removal of Officers, Committee Chairs and Members - Any Officer, Committee Chair or Member may be removed from office by a majority vote of the Board for conduct prejudicial to the best interests of the Chamber or for failure to perform the duties of the office properly which, without limiting the generality of the foregoing, include the absence of an Officer, Committee Chair or Member from three consecutive meetings or over 50% of the meetings in any year or if in the opinion of the Board a conflict of interest exists between the Officer, Committee Chair, Member and the Chamber.

8.04 Replacement of Designated Representative – any Director who is a Designated Representative of a Member may be removed from the Board by the Board in the event his or her employment or association with the Member he or she represents is terminated, and may be replaced with another Designated Representative of that Member in accordance with section 4.03 of these by-laws.

8.05 Removal of Officers and Committee Chairs - Any Officer or Committee Chair may be removed from office or the chair by a majority vote of the Board if in the opinion of the Board a conflict of interest exists between the Officer, Committee Chair, and the Chamber, for conduct prejudicial to the best interests of the Chamber, for violation of any of the Bylaws of the Chamber, violation of any conflict of interest guidelines approved by the Board from time to time, or violation of any code of conduct approved by the Board from time to time, or for failure to perform the duties of the office or the chair properly which, without limiting the generality of the foregoing, includes the absence of an Officer or Committee Chair from three consecutive meetings or over 50% of the meetings in any year.

8.06 Term of Paid Employees - Notwithstanding any provisions of these Bylaws to the contrary, paid employees of the Chamber shall hold Office and employment at the pleasure of the Board and paid employees shall not be eligible to membership on the Board.

8.07 Suspension or Expulsion of a Member -A Member may be suspended for a period or expelled for cause such as violation of any of the Bylaws of the Chamber, violation of any conflict of interest guidelines approved by the Board from time to time, or violation of any code of conduct approved by the Board from time to time, or for conduct prejudicial to the best interests of the Chamber as determined by a majority of the Board.

8.07 Disqualification of a Designated Representative -A Designated Representative may be temporarily or

permanently disqualified from serving as a Designated Representative of a Member for cause such as violation of any of the Bylaws of the Chamber, violation of any conflict of interest guidelines approved by the Board from time to time, or violation of any code of conduct approved by the Board from time to time, or for conduct prejudicial to the best interests of the Chamber, as determined by a majority of the Board. If a Designated Representative is disqualified hereunder, the Member shall not be eligible to designate a new Designated Representative for a period of one year.

8.08 Due Process -Suspension or expulsion of a Member or disqualification of a Designated Representative shall be approved by a majority vote of the Board, provided that a statement of the charges shall have been mailed to the Member or Designated Representative at the last recorded address at least fifteen (15) days before final action is to be taken thereon, accompanied by a notice of the time when and place where the Board is to take action. The Member or Designated Representative shall be given an opportunity to be present at the time and place mentioned in such notice and to present a defense.

8.09 Membership Fees are Non-Refundable -In the event of disqualification of a Designated Representative, suspension, or expulsion of a Member and/or termination of a Membership, the Chamber shall not be obliged to refund any Membership Fees.

ARTICLE 9 - INDEMNIFICATION

9.01 The Chamber shall indemnify all Officers and Directors for acts within their respective authorities to the full extent permitted by the Corporations Act of the Province of Ontario and the Chamber shall indemnify, to the same extent as Officers and Directors, all Chairs, members of committees, other volunteers authorized to act on behalf of the Chamber and employees of the Chamber. Any question as to whether a person is eligible for indemnification in a specific matter shall be determined either by a Special Committee of at least three Directors who are not parties to the matter and who are appointed by the Board, or in a written opinion by an independent legal counsel who shall be designated by the Board.

ARTICLE 10 - AMENDMENTS

10.01 These Bylaws may be amended at any Annual General Meeting or Special Meeting of the Chamber by a majority vote of the Active Members in attendance, provided that notice shall be given to all Active Members, stating the proposed amendments in full, not less than ten days prior to the meeting, at which time such amendments to these Bylaws are to be voted upon.

10.02 These Bylaws may be amended at any meeting of the Board providing such amendment receives the approval of seventy-five percent (75%) of the Board and further provided that notice shall be sent in writing or by facsimile or by electronic mail to all Active Members stating the proposed amendments in full, not less than ten days prior to the Board meeting, at which such amendments to these Bylaws are to be voted upon. Any such amendments unless in the meantime confirmed at a meeting of Members duly called for that purpose are effective only until the next Annual General Meeting and in default of confirmation thereat such amendment ceases to have effect at and from that time and in that case no new by-law of the same or like substance has any effect until confirmed at a Special or Annual General Meeting of the Members.

ARTICLE 11 – LEFT BLANK INTENTIONALLY

11.01 (left blank intentionally)

ARTICLE 12 – YEAR END FINANCE REPORT

12.01 The financial statements and the financial report performed by a third party for the immediately preceding financial year shall be received at the Annual General Meeting.

ARTICLE 13 - BANKING

13.01 The bank accounts of the Chamber shall be maintained with one or more of its Member banks, trust companies, credit unions or other suitable financial institution.

ARTICLE 14 - FISCAL YEAR

14.01 The fiscal year of the Chamber shall commence on July 1st and end on the 30th day of June.

ARTICLE 15 – CHAMBER SPOKESPEOPLE

15.01 The Chair of the Board and Manager (or appointed designate for each) are the Official Spokespeople for the Board and the Chamber. No other person has authority to speak on behalf of the Board or the Chamber.

ARTICLE 16 – POLITICAL ENDORSEMENTS

16.01 The Chamber, Chamber Committees or persons in their capacity as Directors, Officers, Committee Chairs or Committee members may not publicly in their capacity as a Director, Officer, Committee Chair or Committee member endorse a political party or candidate for publicly-elected office.

16.02 The Chamber may allow, but is not obligated, to have one (1) Board Position to be filled by a local political representative at any given time.

ARTICLE 17 – AMALGAMATION OR DISSOLUTION

17.01 Amalgamation - Upon amalgamation with one or more other Boards of Trade or Chambers of Commerce or other corporations with similar objects, the property of the Chamber shall belong to such amalgamated corporation.

17.02 Dissolution - Upon dissolution, the property of the Chamber shall, after satisfaction of its debts and liabilities, be paid or transferred to or distributed among such not-for-profit organization(s) having similar objects in the R.M. of Springfield as the Board may decide, provided such payment, transfer or distribution receives the approval of seventy-five percent (75%) of the Board.