



SUDBURY EAST CHAMBER OF COMMERCE CHAMBRE DE COMMERCE DE SUDBURY-EST

General Bylaws

2022

Mission Statement

The Sudbury East Chamber of Commerce is a non-profit association of individuals, businesses and organizations committed to the social, community and economic improvements of Sudbury East. Our mission is to be the voice of business in the Sudbury East area by advocating with all levels of government to foster a strong economic environment that benefits our members' businesses and the Sudbury East community

Objective

The Sudbury East Chamber of Commerce serves its membership by providing a single, influential and respected voice representing the business community. Through its dedicated volunteers, The Chamber of Commerce also promotes the principles of private enterprise and the well-being of its Community.

“Building Tomorrow Together Today - Bâtir Demain Ensemble Aujourd'hui”

We Empower Success

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ARTICLE 1 – NAME AND OBJECT

Section 1.1 The name of this organization shall be “**Sudbury East Chamber of Commerce**”. The official French language version shall be “**Chambre de commerce de Sudbury-est**”.

Section 1.2 The **objective** of the Sudbury East Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civil and social welfare served by its **Organization**.

Section 1.3 The **Objectives** of the Sudbury East Chamber of Commerce shall be:

1. To act as a spokesperson for members in order to promote the members' interests to local, provincial and national political bodies and to the Sudbury East community.
2. To provide an opportunity for members to develop better business connections within the community.
3. To inform and educate business people and the community at large.
4. To provide value added services to members.
5. To provide a forum where members can have input into community affairs.

Section 1.4 The meetings shall be located in the **Sudbury East** area.

Section 1.5 The Sudbury East Chamber of Commerce shall be non-sectional and non sectarian and shall not lend support to any candidate for public office.

ARTICLE 2 – INTERPRETATION

Section 2.1 Whenever the words “**Act**” occur in these bylaws, they shall mean the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, include the regulations made under it, as amended or re-enacted from time to time.

Section 2.2 Whenever the words “**The Chamber**” occur in these bylaws, they shall be understood to mean the “Sudbury East Chamber of Commerce” or its French language equivalent “Chambre de commerce de Sudbury-est”.

Section 2.3 Wherever the words “**The Board**” occur in these bylaws, they shall be understood to mean “The Board of Directors of the Sudbury East Chamber of Commerce”.

Section 2.4 Whenever the word “**President**” occurs in these by-laws, it shall be understood to mean “President of Sudbury East Chamber of Commerce.”

Section 2.5 Whenever the word “**Director**” occurs in these by-laws, it shall be understood to mean an elected/appointed member of the Board.

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ARTICLE 3 – MEMBERSHIP

Section 3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or economic and social welfare of the Sudbury East area, shall be eligible for membership in the Chamber.

Section 3.2 Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area **may become members of the Chamber**.

Section 3.3 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 the members by action of the Board.

Section 3.4 Any **member** of the Chamber, **who intends to retire** there from or to resign his membership, may do so at any time upon giving the Board notice in writing of such intention and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.

Section 3.5 Membership shall commence on the date of purchase and remain in effect for twelve (12) consecutive months, concluding on the same date in the following year, unless renewed for an additional term. Membership shall begin when this membership is paid. The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such renewal dues within two months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

Section 3.6 Persons who have distinguished themselves by some meritorious or public service **may be elected Honorary Members** by a majority vote of the Board. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all of the privileges of active membership except that of holding Office, with the exemption from voting and payment of annual dues.

Section 3.7 Any member of the Chamber **may be expelled** by two-thirds vote of the Board.

ARTICLE 4 – DUES & ASSESSMENTS

Section 4.1 The **annual dues payable** shall be **determined annually** by the Board, subject to the approval at the general meeting, whenever a change in the original amount is involved.

Section 4.2 Other **assessments may be levied** against all members provided they are recommended by the Board and approved by a majority of the members present at the General meeting of the Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

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ARTICLE 5 – DIRECTORS

Section 5.1 A maximum of **Sixteen (16)* Directors** shall be elected and/or confirmed at the Annual General Meeting and amongst them shall elect a **President, Vice-President and a Treasurer**, thus forming the Board of Directors. They shall **remain in Office for a minimum of One (1) year**, until their successors are appointed or elected. No such officers or members of the Board shall hold the same Office position for more than five (5) years in succession. No member of the Board shall sit on said Board for more than eight (8) years. The retiring President shall be ex-officio, a member of the Board.

Positions on the Board of Directors should represent the geographic areas of the Municipalities of Markstay/Warren, St. Charles, French River, Killarney, the Dokis First Nation, and surrounding areas, and should if possible include representation from the forestry, farming, manufacturing, retail, tourism, and financial sectors.

***The four Municipalities and the First Nation may have up to Two (2) Directors each on the Board but with only One (1) vote between them when both present at meetings.**

Section 5.2 When a member of the Board passes away or resigned Office or is absent for three consecutive meetings of the Board, without just cause, the **Board may**, at any meeting thereof, **appoint a member of the Chamber to be a member of the Board, in the place of the missing member.**

Section 5.3 Any Board member may be suspended from Office or have tenure of Office terminated if in the position of the Board there is gross negligence in the performance of duties, providing however, that any Board member so suspended or whose tenure of Office has been terminated, shall be at liberty to appeal the decision of the Board directly to membership at the next general meeting.

Section 5.4 The Board shall have the general power of administration. It may make or authorize petitions or representations to the government or Legislature of the Province of Ontario, or others as it may determine or as may be required by a vote of a majority of the Board. In the event of an emergency and the absence of the majority of the directors, the President of the Board is empowered to act in the best interest of the members and the Board and shall report as soon as possible to the other Directors.

Section 5.5 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 Chamber.

Section 5.6 A total of half plus **One (1) voting members of the Board**, lawfully met, **shall constitute a quorum** and a majority of such quorum may do all things within the powers of the Board. If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

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ARTICLE 5 – DIRECTORS

Section 5.7 The Board shall frame such by-laws, 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 5.8 The Board, or at the request, the President may appoint committees or designate members of the Board or of the Chamber or Others, to examine, consider and report upon any matter or take such action as the Board may suggest. The appointed Chair or vice-chair of any committee must be a director of the Board and must report to the Board.

Section 5.9 The Board may suspend any Committee Chair from Office or have the Office terminated for just cause. Any committee may be terminated by the Board.

Section 5.10 No paid employee of the Chamber shall be a member of the Board.

Section 5.11 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Chamber in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act.

Section 5.12 The President, Vice-President and Directors before taking office shall sign the following Oath:

**“I _____ pledge to faithfully and diligently fulfill my duties as
Director of the Sudbury East Chamber of Commerce. In all matters related to this
role, I will act solely in ways that promote the objectives for which the Chamber was
established, in accordance with its true intent and purpose.”**

Section 5.13 The meetings of the Board shall be opened to all members of the Chamber, who may attend but not take part in any of the proceedings, with the exception of specified questions periods.

Section 5.14 No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

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ARTICLE 5 – DIRECTORS

Section 5.15 The President shall preside at all meetings of the chamber and Board, or he may appoint a chairperson on a revolving basis as required. The Chairperson shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what may be thought to be of concern to the Chamber. The President or Vice-President shall, with another Director, sign legal documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting.

Section 5.16 The Vice-President, or, in his or her absence, shall act in the absence of the President and in the absence of these officers, the meeting shall appoint a Chair to act temporarily.

Section 5.17 The Treasurer will oversee all bookkeeping and financial management of the Chamber. The Treasurer will ensure that a regular account is kept of the income and expenditure of the Chamber and submit a statement thereof for presentation to the annual meeting and at any other time required by the Board. The Treasurer shall make such investments of the funds of the Chamber as the Board shall direct.

Section 5.18 All secretarial duties will be performed by the Sudbury East Chamber of Commerce staff, failing which by a voted member of the Board following the duties as described in the staffs' job description.

Section 5.19 Conflict of Interest:

1. Officers and Directors shall not enter into any business arrangements with the Chamber in which they are interested, directly or indirectly, except:

1. On a written and competitive sealed quotation basis;
2. Having declared any interest therein, and having refrained from voting there on.

2. The Chair of any meeting of the Chamber or any sub-committee of the Chamber shall request any member who has declared an interest in business or other financial arrangement with the Chamber which is being discussed, to absent themselves during the discussion of and vote upon the matter. The event shall be recorded in the minutes.

3. Neither the Board nor any committee appointed under its auspices shall look prejudicially on a quotation made by a member of the Chamber simply because such person is a member of the Chamber.

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ARTICLE 6 – MEETINGS

Section 6.1 The Annual General Meeting of the Chamber shall be held annually at the time and place determined by the Board. At least **two weeks’ notice** of the Annual General Meeting shall be given. The presence of **ten (10) members** is necessary for a **quorum** to be reached for the AGM.

Section 6.2 Any members wishing to submit their candidacies for Director must advise the Board before or at the Annual General Meeting.

Section 6.3 Special General Meetings of the Chamber may be held at **any time** when summoned by the President, or requested in writing by **any three (3)** members of the Board, or **any ten (10)** members of the Chamber. At least **ten (10) days notice** of such meetings shall be given including reasons for the meeting.

Section 6.4 The Board shall meet regularly to carry on the business of the chamber. An agenda will be established at the beginning of every year including a minimum 4 meetings per year. The Board may schedule the meeting dates as required.

Section 6.5 Minutes of the proceedings of all General, Board and Committee meetings shall be entered in books kept for that purpose.

Section 6.6 The entry of such minutes shall be signed by the person who **presides at the meeting** at which they are adopted.

Section 6.7 All books of the Chamber shall be opened at all reasonable hours to **any member** of the chamber free of charge.

ARTICLE 7 – VOTING RIGHTS

Section 7.1 Every member in good standing represented at any general meeting shall be **entitled to one vote, providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in such a case, be assigned to one individual.**

Section 7.2 Voting at Board meetings or general meetings shall normally be by **show of hands**, or if requested by the Chair-person, by **secret ballot**.

Section 7.3 At general meetings, a recorded vote shall be taken if requested by five (5) members. At Board and committee meetings a recorded vote shall be taken when requested by one Director.

Section 7.4 The Chairperson shall vote only in the case of a tie.

Section 7.5 Motions or amendments shall be carried at the Board, committee or general meeting, by a majority vote unless provided in these bylaws.

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ARTICLE 8 – BYLAWS

Section 8.1 Bylaws may be made, repealed or amended by a majority of the members of the chamber present at the Annual General Meeting. Notice of such a proposal having been announced in advance in a letter prior to the general meeting at which members will be asked to vote on such amendments.

Section 8.2 Such **bylaws shall be binding on all members** of the Chamber, its Directors and all other persons lawfully under its control. They shall come in force and be acted upon when they have been approved by a majority of the members of the Chamber present at the general meeting(s).

Section 8.3 The Chamber, at the discretion of the Board of Directors, shall **have power to affiliate** with the Ontario Chamber of Commerce and the Canadian Chamber and any other Organization in which membership may be in the interest of the Chamber.

ARTICLE 9 – BORROWING AUTHORIZATION

Section 9.1 The Board is empowered to purchase real property and borrow accordingly as is deemed necessary by the majority of the Board of Directors.

ARTICLE 10 – FISCAL YEAR

Section 10.1 The **fiscal year** of the Chamber shall commence on the **first (1st) day** of January in each year

Adopted 1998

Revised 2010 – Adopted at AGM January 28, 2010

Revised 2015 – Adopted at AGM November 26, 2015

Revised 2016 – Supplementary Letters Patent – Name Change

Revised 2022 – Adopted at AGM November 17, 2022

Revised 2025 – Adopted at AGM November 1, 2025 - Membership dues



COMMUNICATIONS POLICY

ACCEPTED BY THE BOARD OF DIRECTORS: OCT 6, 2020

1. PURPOSE

Communication serves to be accurate, courteous, efficient, accessible and aligned with the SECC mission to *empower success*, guided by its core values of *unity, approachability, integrity, professionalism* and *advocacy*.

2. SPOKESPEOPLE

The Board of Directors instructs the President to be the official spokesperson for the Board in any and all required business matters and the Business Development Officer (BDO) to be the official spokesperson of day-to-day operations to its membership.

3. MESSAGING PLATFORMS

The Board of Directors instructs the Chamber spokespeople to use approved tools to communicate its messaging. Such tools include print or online: newsletters, press releases, meeting minutes, business directories, activity calendars, flyers, surveys, emails and member rosters as well as its website and social media platforms.

4. PRIMARY OBJECTIVES OF MESSAGING PLATFORMS

The intention of these platforms is to:

- i) raise awareness of Chamber news, announcements, events, services, business partner connections;
- ii) connect members to each other and relevant third-party partners;
- iii) distribute time-sensitive information quickly;
- iv) provide information in both official languages (English and French) when practical and appropriate

5. REMOVING EXTERNAL INFORMATION

External communication will be removed without notice, if any of the following conditions apply, at the discretion of the Executive Committee or Business Development Officer.

- i) original intention of the information has been altered, is found to be out-of-date or its context has changed;
- ii) the information is inaccurate, untrustworthy or potentially damaging to SECC, its members, its business partners or their reputations, jointly or severally;
- iii) contains intrusive advertising, lengthy download items or convoluted page formatting; returns errors or is malfunctioning from its true intention;
- iv) promotes, exhibits, illustrates or manifests themes incongruent with the SECC mission or core values



Amendment to Membership Renewal By-Law

Approved and Accepted by the board: November 1, 2025

By-law Amendment Proposal

Under the current **by-laws Section 3.5**, members who join or renew mid-year (ie; June) are required to pay the full membership fee and then renew again in January. Implementing a 12-month membership term would resolve this issue by aligning renewals with each member's individual start date.

Membership Term Change

Proposal to amend the Chamber bylaws to change membership terms from a fixed calendar year to a rolling 12-month period from the date of purchase.

Bylaw

Original By-law with Modifications in Bold

Membership terms shall be from January 1st to December 31st of each year. Membership shall commence on the date of purchase and remain in effect for twelve (12) consecutive months, concluding on the same date in the following year, unless renewed for an additional term

Membership shall begin when this membership is paid. The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such renewal dues within two months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.