

BEING A BY-LAW TO GOVERN THE AFFAIRS OF MORRIS & DISTRICT
CHAMBER OF COMMERCE

NAME

The organization shall be known as the "Morris & District Chamber of
Commerce" and all transactions, correspondence, minutes of meetings, accounts,
investments and activities shall be carried on under and in that name.

DEFINITIONS

2. In this By-Law, any reference to

"Board" shall mean the Directors elected and appointed pursuant to this by-
law;

"Chamber" shall mean Morris & District Chamber of Commerce, and shall
include any committee thereof;

"District" shall mean the Town of Morris, and the area surrounding same which
is served by commercial, medical, educational, fraternal, religious,
recreational, agricultural, and cultural institutions located and functioning
within the Town of Morris;

"Executive" shall mean the President, Vice-President, Secretary, Treasurer and
such other officers as the Board shall from time to time elect or appoint;

"General meeting" shall mean any meeting, including the Annual Meeting of the
members;

f) "Regular meeting" shall mean any meeting of the Board.

OBJECT

3. The general aims and objectives of the Chamber shall be:

a) to foster a climate in which the cultural, social and commercial needs of the
District can be met and satisfied, ethically and honestly;

EMBERSHIP

4 1 Any person, firm, corporation, association etc. shall be entitled to become a member of the Chamber upon application and approval to the Chamber and upon payment of the annual membership fee, as established from time to time by the Board.

2 Membership shall not be denied to any person or group on the basis of colour, gender, age, ethnic origin, race or political affiliation.

3 The Board may from time to time name individuals as honorary members of the Chamber, with all the rights and privileges of an ordinary member, in recognition of contributions to the District and any part thereof.

4 Membership may be terminated for any of the following reasons, namely

a) non-payment on annual dues, fees or assessments, within 3 months of the due date thereof;

b) conduct which in the Board's opinion is detrimental to the aims and objectives of the Chamber, and which would seriously damage its reputation and credibility;

no membership shall be terminated unless two thirds of the members present at a regular meeting of the Board affected determine, at which meeting the member affected shall be given the opportunity to attend and speak.

5 Membership shall be automatically renewed annually, unless a member has notified the Chamber of his intention not to renew membership, or has ceased to reside or do business within the District

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DUES, FEES AND ASSESSMENTS

5 1. Annual membership fees shall be determined by the Board.

2 Different membership fees for individuals, commercial members and non-profit organizations may be determined by the Board, and, in the cases of honorary members or new members, may be waived in whole or in part as the board shall from time to time determine.

3 A general assessment may be levied against all members of the Chamber in the event funds are required for a special purpose, but only after that special purpose is approved at a general meeting of the Chamber called for the purpose of considering same.

BANKING INSTITUTIONS

6 1 The funds of the Chamber shall be maintained at a financial institution or financial institutions with a place or places of business within the District.

2 The signing officers for all accounts for the Chamber shall be any two of the following officers, namely, the President, the Vice-President, Secretary, and Treasurer, or in the absence of sufficient officers, the acting President, Vice-president, Secretary and Treasurer, but no cheque or draft drawn on a Chamber account by a person not authorized shall be honoured.

3 The Chamber may make investments of surplus funds, provided that such investments are approved at a regular meeting of the Board.

BOARD OF DIRECTORS

7 1 The Board shall consist of EIGHT Directors, one of whom shall be appointed by the Town of Morris from its elected Council, and SEVEN of whom shall be elected or appointed from the members of the Chamber who are in good standing.

2 The term of office shall be TWO year or until their successions appointed. But no such officer of the Executive shall hold the same office for more than two years in succession unless approved by 75% majority vote of the Board.

3 Of the SEVEN elected board members four (4) will be elected on odd numbered years and three (3) elected on even numbered years

4 The Board shall from among its Directors select officers as provided in clause 8 (a) of this By-Law

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5 The Board may establish such committees as are in its opinion necessary and required for special functions or projects, on an on going basis or otherwise, but at least one member of each committee so established shall be a Director in good standing, the other committee members being chosen from the general Chamber membership.

6 The chairman of any committee shall report to the Board on its work, with recommendations and suggestions.

7 No committee shall undertake implementation of any program involving the expenditure of Chamber funds without prior approval of the Board.

8 In the event of a death, retirement or resignation of a Director, the remainder of the Board shall appoint a member of the Chamber to fill the place of that Director, to hold office until the next general meeting of the Chamber.

9 Any director who misses two consecutive meetings of the Board, without requesting to be excused, or without good reason, may be replaced by a two-thirds majority vote of the remaining Directors.

10 The duties of the Directors shall be to guide the affairs of the Chamber so

that it may achieve its aims and objectives of creating and enhancing a positive social, commercial and political climate in the District

- 11 The number of Directors may be increased or decreased at a regular meeting of the Board, but any change in the number of Directors shall be subsequently approved at the next general meeting of the Chamber.
- 12 No Director shall be paid for acting as a Director, but nothing herein contained shall prohibit payment to a director for his or her out-of-pocket expenses incurred on behalf of the Chamber.
- 13 The Chamber shall indemnify and save harmless any Director or officer from any claims of any nature or kind whatsoever arising out of his or her position as a director or officer, or in carrying out a special duty or function on behalf of the Chamber, but the indemnification herein shall not extend to gross negligence of or fraud committed by a director or officer or by a member acting without authority or outside of his authority.

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OFFICERS AND EMPLOYEES

- 8 a) The Board shall select from its number, in such a manner as it shall determine, a President, a Vice- President, Secretary, Treasurer and such other officers as it shall from time to time determine, who shall collectively be referred to as the "Executive" or "Executive Committee".

The Board may engage a professional or specialist, such as lawyer, accountant, architect, artist, realtor, purchasing agent, or any other person with special qualifications, at a fee to be arranged and approved beforehand to carry out a special function or special functions on behalf of the Chamber, but the professional or specialist so engaged shall at all times be deemed to be an independent contractor, and not an employee, notwithstanding that he is under the direction of the Board and directly accountable to the Board for the due performance of that function or those functions.

The Board may engage an administrative assistant to work on behalf of the chamber at a fee as set out by the board. The administrative assistant shall at all times be deemed to be an independent contractor, and not an employee, notwithstanding that she is under the direction of the Board and directly accountable to the Board.

In the event of the death or prolonged absence of any officer, the Board may appoint from among the remaining members a person to take the place of the deceased or absent officer, who shall carry out the duties of that officer, and shall be referred to as "Acting (name of officer)", until a permanent replacement of that office is made.

the duties of each officer shall be such as are normally carried on by the officer, including, without limiting the generality of the foregoing"

(1) in the case of the President, presiding at all the regular and

general meetings, casting a deciding vote in the event of a tie vote on any motion, signing contracts, documents, correspondence, etc. on behalf of the Chamber, and generally providing leadership for the Chamber;

(2) in the case of the Secretary, signing cheques, contracts, documents, etc., along with the President, or other authorized officer, and generally keeping written records of the Chamber's affairs.

(3) in the case of the Treasurer, obtaining and depositing fees, dues and assessments from members or grants from municipal, provincial or federal governments or any department thereof, issuing receipts for funds received, preparing and signing cheques for payment of Chamber obligations, keeping accurate records of funds received and disbursed, preparing statements for regular or general meetings, and generally handling the financial affairs of the Chamber in accordance with sound accounting practices.

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(4) in the case of the Vice President, to act as President in his absence, and generally to carry out those duties delegated to him by the President.

(5) in the case of the administrative assistant the duties will be as set out in the job description of the administrative assistant and may be modified at any time as the board deems necessary to carry out the needs of the board.

MEETINGS, QUORUMS, NOTICE

9 a) Regular meetings of the Board shall be held at noon on the second MONDAY of each month at a location within the Town of Morris, determined and announced as the final order of business of the immediately preceding regular meeting.

General meetings may be held at any time at the call of the President at a location and time determined by the Executive.

The Annual meeting of the Chamber shall be held at a time and place to be determined by the Board, not later than NOVEMBER 15 each year.

d) Meetings of the Executive shall be held at the call of the President

e) The quorum for:

(1) a regular meeting shall be FIVE directors, personally present

(2) a general meeting shall be EIGHT members, personally present

(3) an executive meeting shall be not less than 50% of the executive

committee.

At least seven days notice must be given for any general meeting, said notice to be given to members personally, in writing or by telephone, or by posted notices or newspaper advertising, except in emergency, in which case the first order of business shall be a motion to suspend the normal requirement of notice

g) No special notice of a regular meeting or executive meeting need be given

A general meeting shall be called at the request of not less than three members of the Board or ten members of the Chamber.

i) Any member may attend a regular meeting

10. 1 Each individual member of the Chamber shall be entitled to one vote.

2 Any member or employee of an association or corporate member may attend any regular or general meeting, but only one vote of any such member shall be allowed, unless by two-thirds majority of those present at the meeting, it is determined that this rule shall be suspended for that meeting.

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3 Unless specifically provided otherwise herein, all votes shall be decided by simple majority.

4 In the case of a tie vote, the President shall cast the deciding vote, but shall not otherwise vote on any issue without leaving the chair.

AMENDMENT OF BY-LAWS

11 This By-Law, and any other by-laws of the Chamber, may be amended by the Board, and shall be in full force until the next general meeting of the Chamber, at which time the amendment or amendments shall be ratified, sanctioned, confirmed and approved by a majority of those present, failing which the amendment or amendments shall thereafter be void and of no effect.

AFFILIATION

12 The Chamber, by resolution of the Board, may become a member of the Canadian Chamber of Commerce and/or the Manitoba Chamber of Commerce, and any other non-profit organization or association, membership in which is or may be of assistance to the Chamber in carrying out its aims and objectives.

AUDIT

13 An Audited financial statement of the Chambers affairs shall be presented to the Annual meeting by the Treasurer, and at such other meetings of the

Board or Chamber as the Board may request.

GENERAL

(3) (1) In this By-Law, the masculine shall include the feminine and neuter, and the singular shall include the plural, where the context so requires.

(2) Procedure at any meeting shall be such as the President shall determine, and shall be in accordance with rules of natural justice and democratic principles.

(3) Each member of the Chamber shall accept it as his duty to contribute his time and talent to the Chamber and his community, when called upon to do so, and to conduct himself in his relationship with his fellow citizens honestly, fairly and compassionately so as to uphold the good reputation of the Chamber.

INACTED at a meeting of the Board held at the Town of Morris, in Manitoba, this 13th, day of November, 2013

MORRIS & DISTRICT CHAMBER OF COMMERCE

PER: _____

President

PER: _____

Secretary