BY-LAWS OF THE LINDSAY & DISTRICT CHAMBER OF COMMERCE
February 2004
Updated September, 2007

Article 1 – Objects

1.1 The name of this organization shall be The Lindsay & District Chamber of Commerce.
1.2 The Mission of the Lindsay & District Chamber of Commerce is to be the voice of business. The Chamber is committed to providing leadership, service and advocacy by fostering economic prosperity for our community in the City of Kawartha Lakes.
1.3 The special provisions for the purposes of these objects shall be:

a) Providing information and resources to new & existing businesses

b) Offering service benefits to members of the Chamber of Commerce

c) Coordinating educational and networking opportunities for businesses

d) Advocating on behalf of the local business community

e) Promotion of local businesses to residents and visitors

f) Partnering with other groups and organizations to work together on joint initiatives

g) Recognizing leaders in the local business community

Article II – Interpretation

2.1 *"Chamber"* means the Lindsay & District Chamber of Commerce.
2.2 *"Act"* means the Boards of Trade Act, R.S.C., c.B-6 (Canada), under which the *Chamber* is established.
2.3 "*Authorized Representative"* means an individual appointed by a *Member* at the time of their membership renewal or application.
2.4 "*Board"* means the Board of Directors of the C*hamber*.
2.5 *"District"* means that area, within and for which this *Chamber* was established, as defined in the certificate of registration under the *Act*.
2.6 *"Director"* means a member of the *Board*.
2.7 *"General Manager"* means the senior staff position of the *Chamber*. The title and duties of this position may vary from time-to-time at the discretion of the *Board*.
2.8 "*Material Interest*" means a matter that could monetarily affect the *Director* or the *Member*, of which the *Director* is the *Authorized Representative*, the spouse of the *Director*, and any organization in which the *Director* or the *Member* he or she represents is a shareholder, officer or director.
2.9 *"Member(s)"* means organizations and individuals that hold Membership in the Chamber. It does not refer to their representatives.
2.10 "*Membership***"** identifies all Members including "Honourary Members".
2.11 "*Officers*" refers to the immediate Past President, President, Vice-Presidents and Treasurer**.** This group may also be referred to as Executive.
2.12 "*Other Committees*" means all Committees established by the *Board* except *Standing Committees*.
2.13 "*Standing Committees"* are:

a) Executive Committee
b) Membership Committee
c) Policy Committee
d) Programs and Events Committee
e) Advocacy Committee
f) Audit
g) Additional standing committees may be created from time to time as may be deemed necessary.

Article III – Membership

3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the *District* shall be eligible to apply for membership in the *Chamber*.
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 *District* may apply to become members of the *Chamber*. They may only exercise membership rights

through *Authorized Representatives* in accordance with these bylaws.

3.3 Each *Member* must designate in writing one (1) or more *Authorized Representatives*.

3.4 Each *Authorized Representative*:

a) Exercises the rights and privileges of the *Member* of the *Chamber*,
b) May be changed from time-to-time in writing,
c) Is the agent of the *Member*,
d) Is deemed to be acting for and authorized to bind, the *Member*.

Annual Membership Dues

3.5 Annual Membership dues shall be established by the *Board* and may be changed from time to time upon a minimum of one (1) week's notice to the *Board* to consider such a change.

3.6 A Membership applicant shall enjoy the privileges and obligations of Membership upon Board approval of its application for membership and upon payment of the annual Membership dues.

3.7 Annual Membership dues are payable by each *Member* not later than sixty (60) days following the first day of that *Member's* Membership year as specified in Notice of Dues.

3.8 Other assessments may be levied against all members, provided they are recommended by the *Board* and approved by a majority of the *Authorized Representatives* present at a general meeting of the *Chamber* called for that purpose. Written notice calling such a general meeting shall state the nature of the proposed assessment.

Eligibility for Honourary Membership

3.9 The *Board*, by a majority vote (or unanimous vote), may award Honourary Membership to any individuals who, in the opinion of the *Board*, have distinguished themselves in some meritorious or public service.

3.10 Honourary Memberships shall be for a period of one year and may be renewed.

3.11 Honourary Membership carry the same rights and responsibilities of regular Membership, however they are exempt from the payment of any Annual Dues and are not entitled to run for a position on the *Board*, or vote in person or by proxy at Annual General Meetings or otherwise.

Termination of Membership

3.12 Any *Member* who fails to pay the annual dues within ninety (90) days of the date upon which they fall due, ceases to be a *Member*.

3.13 Any *Member* who declares bankruptcy or is declared insolvent, ceases to be a *Member*.

3.14 A *Member* may resign from Membership at any time upon written notice to the *Board*.

3.15 Membership in the *Chamber* is subject to review of the *Board*. The *Chamber* reserves the discretionary right to cancel the Membership of a *Member* if the conduct of such *Member*, in the *Board's* sole and absolute opinion, has legal or ethical implications detrimental to the *Member*, and/or the *Chamber*.

3.16 Written notice of the *Board's* intention to cancel shall be given to the *Memb*er. The notice shall:

a) Set out a time and place for a meeting with the *Board* if required,
b) Indicate that the membership is under review and may be revoked at that meeting,
c) Provide sufficient reasons to enable the member in question to prepare to answer the complaint,
d) Notify the *Member* that it is entitled to attend the meeting to hear the reasons for the review and to make an answer.

3.17 The decision of the *Board* shall be a final and binding decision from which there is no appeal to any tribunal of any nature whatsoever including a court of law.

3.18 Resignation or termination of *Membership* does not:

a) Relieve the former *Member* from any obligations they owe to the *Chamber*,
b) Entitle the former Member to a refund of annual dues,

3.19 Upon resignation or termination of Membership, the benefits of Membership of *Authorized Representatives* are terminated.

Article IV - Board of Directors

Composition

4.1 The Membership of the Board of Directors shall consist of:

a) The immediate *Past President* who may serve in his office for a maximum of two years following his or her term as *President*,

b) The *President* who may serve in this office a maximum term of one (1) year, renewable to a maximum of two (2), ending the last day of February of the second year.
c) A *1st Vice-President and a 2nd Vice President* who may serve in the office a maximum term of one (1) year, renewable to a maximum of two (2)**,** ending the last day of February next following,
d) The *Treasurer* who may serve in this office a maximum term of one (1) year, renewable to a maximum of two (2) years ending the last day of February next following or at the discretion of the Board,
e) Eight (8) elected *Directors* excluding the President, Past President and Vice Presidents, four (4) of whom shall be elected each year by the *Members* for a two (2) year term,
f) The *General Manager* who serves as a non-voting *Director* so long as he or she holds that position.

Eligibility for Election as a Director

4.2 Any individual *Member* or any *Authorized Representative* of a *Member* may be elected as a *Director*.
4.3 No employee of the *Chamber* except the *General Manager* is eligible to serve as a *Director* during his or her period of employment.
4.4 No former employee of the *Chamber* is eligible to be elected as a *Director* until two (2) years have fully expired following his or her employment by the *Chamber*.

Re-election to the Board

4.5 *Directors* who have served a total of three (3) consecutive terms, excluding the year of appointment if applicable, as a *Director* are not eligible for election to a new term that commences within two (2) years of retirement from the *Board*.
4.6 The three (3) consecutive terms rule is suspended to enable the immediate *Past President*, *President* and *Vice-Presidents* to hold office as members of the *Board.*

Resignation of a Director

4.7 A *Director* or *Officer* may resign his or her term at any time and will strive to give written notice of his or her resignation at least ninety (90) days before the date of the election of the *Directors*.

Removal of a Director

4.8 A *Director* or *Officer* ceases to be a member of the *Board* if such *Director*:
a) Is absent from three (3) consecutive *Board* meetings without just cause and without the prior approval of the Executive Committee.
b) Is the representative of a Member who becomes a non-member,
c) Declares personal bankruptcy, or is declared insolvent, or is the representative of a Member who declares bankruptcy or is declared insolvent,
d) Is convicted of an indictable offence under the Criminal Code of Canada,
e) Is declared of unsound mind,
f) On death**,**
g) Is removed from the office of *Director* on any grounds which are consistent with the best interests of the *Chamber* by the passage of a resolution of the *Board* and ratified by the *Members* by Special Resolution.

Board Vacancy During a Term

4.9 If the office of *President* is vacated, the senior *Vice-President* will assume the office of President for the remainder of the term.
4.10 If the office of *Past President* is vacated, the *Board* may appoint the prior *Past President* to assume that office for the remainder of the term.
4.11 If the office of either of the *Vice-Presidents* or *Treasurer* is vacated, the *Board* may elect or appoint a replacement to serve the unexpired term of the vacated office.
4.12 Any other vacancy occurring in an elected *Board* position more than ninety (90) days before the next election of *Directors*, may so long as a quorum of *Directors* remain in office, be filled by the *Directors* by an appointment to the *Board* from the Membership, if they shall see fit to do so.

Responsibility of a Director
4.13 *Directors* shall prepare for and attend meetings of the *Board* to consider, discuss and make policy for the *Chamber*.

4.14 *Director*s shall serve on or otherwise contribute to any other committees of or involving the *Chamber* as the need arises.

4.15 Each *Director* who has any *Material Interest* in any matter under consideration by the *Board* must fully disclose his or her interest, retire from the meeting during debate, and refrain from voting on the matter. This declaration shall be recorded in the minutes of the meeting.

Responsibility of the Board

4.16 The *Board* manages the business and affairs of the *Chamber*.

4.17 The *Board* has full power and authority to do all things necessary to accomplish the objects of the *Chamber* which fall within the law and which are authorized through these By-laws including but not limited to the following powers:

a) to enter into a contract of employment with the *General Manager* including setting the job description and performance expectation,

b) to deliver representation in any form to any level of Government in Canada, and elsewhere as may be determined to be in the best interests of the *Chamber* or its *Members* generally,

c) to purchase or otherwise acquire for the *Chamber* any movable or immovable property, rights or privileges to further the objects of the *Chamber*,

d) to borrow money on the credit of the *Chamber* for the benefit of the *Chamber*,

e) to issue, reissue, sell or pledge debt obligations or create and give security interest in all or any property owned by the *Chamber*,

f) to determine the Annual *Membership Dues* payable by *Members*,

g) to determine the number of *Authorized Representatives* and vote entitlement for each *Member*, and

h) to delegate any of its powers to the *Executive Committee*, *General Manager* or anyone else and to revoke such delegation.

Meetings of the Board

4.18 The *Board* must meet regularly at least six (6) times per year at such times and places as it determines.

4.19 Meetings of the *Board* may be called at any time on at least 24 hours notice to the *Directors*:

a) by the *President*, or

b) by the *General Manager* upon the written request of at least three *Directors*.

4.20 A simple majority of elected *Directors* shall constitute quorum for meetings of the Board.

4.21 The *Board* may, subject to the provisions of these By-laws, adopt rules and regulations for conducting its meetings.

4.22 The *President* shall preside at all meetings of the *Board*.

4.23 In the absence or inability of the *President*, meetings will be chaired by one of the *Vice Presidents* or such other *Directors* as the *Bo*ard may from time to time appoint for the purpose.

4.24 The *Board* may meet in camera to discuss sensitive or confidential matters including but not limited to matters affecting the Board property, leasehold or real estate interest, litigation, or possible litigation and personnel matters.

4.25 Every *Director*, O*fficer* and employee of the *Chamber* shall respect the confidentiality of matters brought before the *Board*, keeping in mind that unauthorized statements could adversely affect the interests of the Chamber and its Membership.

Article V – Officers

Election and Succession to Office

5.1 The ***Officers*** shall be elected for a maximum term of one (1) year, renewable to **a** maximum of two at the first *Board* meeting after the annual election of the *Board.*

5.2 The *Officers* shall take the oath as required by the *Act*.

5.3 Any *Officer* who is not reelected by the *Board*, shall cease to be a member of the *Board*.

The President

5.4 The *President* is a non-voting member of all *Standing Committees*, advisory groups, task forces and *Other Committees* of the *Chamber*.

5.5 The *President* shall preside at all meetings of the *Members* and at all meetings of the *Board*.

5.6 The *President* shall be the Chief Executive Officer and chief spokesperson of the *Chamber* and shall exercise general control of and supervision over its affairs.

5.7 The *President* will present a general report of the activities of the *Chamber* at each Annual Meeting of *Members*.

5.8 The *President* also has such other powers and duties as are assigned by the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

The Vice-Presidents

5.9 The *Vice-Presidents* shall assist the *President* and exercise the powers and responsibilities of the *President* in the case of his or her absence or disability.

5.10 The *Vice-Presidents* also have such other powers and duties as are assigned, from time-to-time, by the *President* or by the *Board* that are consistent with these By-Laws.

Treasurer

5.11 The *Treasurer* shall exercise general control over the finance of the *Chamber* and shall:

- **a)** direct the financial statement and reporting process including the audit process,
- **b)** prepare and present the annual financial report,
- **c)** ensure adherence to internal financial controls and operational policies,
- **d)** ensure compliance with all applicable laws and legislation, and
- **e)** recommend the audited financial statements to the *Executive Committee* and *Board*.

5.12 The *Treasurer* shall also have such other powers and duties as are assigned to them by the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

Article VI – General Manager

6.1 The General Manager shall be responsible for:

- **a)** implementing the policies of the Chamber and the Board,
- **b)** attending to the general day-to-day management and control of the business affairs of the Chamber,
- **c)** keeping and maintaining the books of account for the *Chamber*, and
- **d)** exercising such other powers and responsibilities as are assigned to them by or on behalf of the *Board* or as are reserved for this office in accordance with the policies and procedures of the *Chamber* that are consistent with these By-laws.

6.2 The *General Manager* shall also:

- **a)** have custody of the seal of the *Chamber*, subject to any limitations imposed by the Board,
- **b)** act as the Secretary of the *Board*, and
- **c)** be a non-voting member on all *Standing Committees*, advisory groups, task forces and *Other Committees* of the *Chamber*.

Article VII - Committees

Executive Committee

7.1 The *Executive Committee* consists of the immediate *Past President, President, Vice-Presidents, Treasurer* and *General Manager*.

7.2 The *Executive Committee* discharges its specific functions as described by these By-laws and specific powers or duties as delegated by the *Board* through terms of reference revised from time to time.

7.3 The *Executive Committee* shall act as the nominating committee in the absence of a committee by that name.

Nominating Committee

7.4 The nominating committee must receive a completed application form from each new nominee to the Board by the close of nominations. Incumbents standing for reelection need not provide an application.

7.5 The Nominating Committee must review the eligibility of all nominees in accordance with these By-laws.

7.6 The Nominating Committee shall, assuming nominees being considered for election and reelection to the Board have comparable qualifications and ability and according to the nominating committees requirements, give preference to nominating those persons whose election to the Board will reflect the composition of the Membership.

7.7 Nominations for elections as *Director* at the annual general meeting of the *Chamber* may be made only by the *Nominating Committee*.

7.8 The Nominating Committee will present to the *Membership* at the annual general meeting a slate of eligible nominees for election to the *Board*.

The number of nominees on this list must not be less than the number of vacant directorships on the *Board* to be filled.

Other Committees

7.9 The *Board* may establish such *Other Committees* as it requires and may:
- **a)** define the powers, duties and composition of *Other Committees*,
- **b)** appoint a Chair of each *Other Committees*,
- ***c)*** dissolve, suspend or re-establish *Other Committees.*
- ***d)*** *The Chair of these Other Committees cannot be a Director on the Board unless assigned in a temporary position and has Board agreement*
- ***e)*** *The first meeting in March there will be a review of the Chair for Committees*

7.10 *Members*, including their *Authorized Representatives*, any of their directors, officers and employees, may be appointed to *Other Committees*.

Article VIII – Election to the Board of Directors

Nominations

8.1 At least 45 days prior to the close of nominations, the *Chamb*er will give notice to its members of the opportunity to nominate the nominees to be elected. The notice will include the procedures to be followed in making a nomination and the time and date by which nominations must be received by the *Chamber*.

Election Procedure

8.2 Nominations close 45 days before the Annual General Meeting.

8.3 The Nominating Committee will present to the *Membership* at the Annual General Meeting a list of eligible nominees for election to the *Board*. The number of nominees on this list must not be less than the number of vacant directorships on the *Board* to be filled.

8.4 Voting may take place by secret ballot or by a show of hands, at the discretion of the Chair**,** or at the request of a majority of directors present.

8.5 If the vote takes place by ballot, ballots shall be destroyed in a secure fashion immediately after the count.

8.6 If there is a tie for the last position to be filled, the selection is made by lot, under the discretion of the Chair.

Article IX – Meetings of the Chamber

Annual General Meeting

9.1 The Annual General Meeting of the *Chamber* shall be held in the month of February in each year.

General Meetings

9.2 General Meetings of the *Chamber* shall be held at such times as the *Board* determines.

Procedures for Annual and General Chamber Meetings

9.3 *Members* shall be given notice of Annual and General Meetings at least seven (7) days before the meeting.

9.4 A quorum for all Annual and General Meetings of the Members is twelve (12) Members.

9.5 Any question subject to a vote at an Annual General Meeting shall be decided by a show of hands.

9.6 Before the declaration of the result of a vote a poll may be demanded by the meeting Chair or by any three (3) *Members* entitled to vote. The demand for a poll may be withdrawn.

9.7 Unless a poll is demanded, a declaration by the meeting Chair of the result is conclusive evidence of the votes cast without proof of the number or proportion of votes recorded in favour of or against the question.

9.8 The presiding meeting Chair votes only in the case of a tie.

9.9 A *Member* wishing to bring forward a resolution(s) pertaining to the work or business of the *Chamber* which is beyond the scope of the General Meeting agenda must provide a written explanation which specifies the matter to be brought before a General Meeting and the desired resolution proposed. This written explanation may be presented to the Chair at the time of the meeting. The Chair has the discretion to determine if the matter will be entered into the agenda of the meeting.

9.10 Minutes of the proceedings of an Annual and General Meeting shall be entered in books to be kept for that purpose by the General Manager.

9.11 The entry of such Minutes shall be signed by the person who presides at the meetings at which they are adopted.

Special General Meetings

9.12 Special General Meetings of the *Chamber* may be held:

- **a)** at such times as the *President* or *Board* determines,
- **b)** upon the written request of ten (10) *Members*, or
- **c)** upon the written request of at least three (3) *Directors*.

9.13 The written request for a Special General Meeting must specify the matter to be brought before the Meeting and the desired resolution.

9.14 Notice of a Special General Meeting shall be delivered to the Membership within five (5) days of the receipt of the written request at the *Chamber* office.

9.15 No other business shall be conducted at a Special General Meeting except the issue that caused the meeting to be called.

9.16 Quorum at a Special General Meeting shall be twelve (12) *Members*.

9.17 Matters addressed through a Special General Meeting shall be resolved by a Special Resolution.

Article X – General

Location of the Chamber

10.1 The Head Office of the *Chamber* shall be located within the boundaries of the community of Lindsay or such other location as determined by the *Board*.

Non-Sectarian

10.2 The *Chamber* shall be non-partisan, non-sectarian and shall not in any manner whatsoever support any candidate for public office.

a) Any member of the Board of Directors, or any Committee Chair, who subsequently seeks a nomination to any political offices or engages in an active role in a campaign, shall be granted a leave of absence from the Board of Directors and Committees during the course of the campaign and have their directorship reinstated only if, as a candidate, are unsuccessful in their election attempt.

b) Under no circumstances may members of the Chamber board and staff use Chamber resources and communication systems for partisan political purposes.

Financial Matters

10.3 The fiscal year of the *Chamber* commences on the first (1st) day of January and ends on the thirty-first (31st) day of December.

10.4 The books of account of the *Chamber* shall be kept at the head office of the *Chamber* and shall be available to be inspected by the *Board* at any time.

10.5 The books of account of the *Chamber* may be inspected by any *Authorized Representative* upon giving reasonable notice and arranging a time satisfactory to the *General Manager*. No other person has the right to inspect the books of account of the *Chamber* except as may be specifically authorized by the *Board*, these By-laws, or the laws of the land.

10.6 Two of the following positions: General Manager, President, Vice President(s), Treasurer shall be authorized to sign on behalf of the *Chamber*.

Auditors

10.7 The Auditors of the *Chamber* for each year shall be appointed by the *Members* at the Annual General Meeting. The Auditors audit the books, records and accounts of the *Chamber* at least once a year.

10.8 The *Members* may at any General Meeting by a majority of votes, remove the Auditors before the expiration of their term of office and appoint other Auditors for the remainder of their term.

Meeting Notice and Parliamentary Procedure

10.9 Any notice required to be given by these By-laws may, unless otherwise provided in these By-laws, be given by the *Chamber* to any person entitled to receive the notice:

- **a)** personally,
- **b)** by any electronic communications facility from which the person may reasonably take notice,

c) by publication in a *Chamber* publication of general circulation to *Members*,

d) by publication in a newspaper circulating in the Lindsay district, or

e) by ordinary pre-paid post addressed to the *Member* at the address that last appears on the Register.

10. 9 The accidental failure to give notice of a meeting to any *Member* or any error in the notice which does not affect the substance of the notice does not invalidate that meeting or any action taken at that meeting.

10.10 Any *Member* entitled to notice may waive notice of a meeting and each *Member's* attendance at a meeting is a waiver of notice of the meeting except when that *Member* attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

10.11 The procedure at meetings and at any other proceedings of the *Chamber*, to the extent such procedure has not been prescribed in these By-laws or set by the *Board*, shall follow the authority of the most recently published edition of Robert's Rules of Order.

10.12 The chair of any meeting or proceeding may designate any person, to act as procedural parliamentarian for the conduct of the meeting and the rulings of that person so designated are final and binding.

10.13 The *Board* or committee member may participate in a meeting by means of telephone or other electronic communication facilities as long as effective communication can be made by all participating. A person participating in a meeting by these means is deemed present at that meeting.

10.14 At all meetings of the *Board*:

a) every question shall be decided by a majority of the votes cast on the question,

b) each Director has one vote on each question,

c) the presiding Officer votes only in the case of a tie.

10.15 A resolution in writing which is authorized in writing or electronically by all the Directors or committee participants entitled to vote at a meeting, is as valid as if it had been passed at a meeting. Each authorization referred to in this paragraph is kept with the minutes of the proceedings of Board or committee.

10.16 Committee Meetings shall be held at the call of the chair of the committee.

10.17 If the date upon which any thing must be done under these By-laws falls on a weekend or holiday, such date shall be extended to the next succeeding business day.

10.18 The chair of any meeting, with the consent of the meeting at which quorum is present, may adjourn the meeting to another time and place.

10.19 Notice of an adjourned meeting shall not be required unless the meeting is adjourned for twenty one (21) days or more, in which case notice of the adjourned meeting is given in the same manner as for an original meeting.

Remuneration

10.20 No *Member*, *Director* or committee member may receive any wages, salary, or payment from the *Chamber* except reimbursement of reasonable expenses incurred in performing his or her duties on behalf of and at the request of the *Chamber*.

10.21 *Members*, *Directors* or committee members are not prohibited from providing goods and services to the *Chamber*, or working together with the *Chamber* for potential profit, provided that such arrangements are competitive in the circumstances.

Minutes of proceedings open for inspection

10.22 The minutes of *Board* meetings are open to any *Authorized Representatives* for inspection free of charge during normal business hours of the *Chamber*.

Execution of Documents and Seal

10.23 The Chamber seal may be affixed by any person designated by resolution of the Board to any document authorized to be executed by the Chamber.

Indemnity to Directors, Officers, and others

10.24 Every Director, Officer, and committee member and his or her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding which is commenced or otherwise arising from any act of omission occasioned or permitted by him or her in the execution of Chamber duties,

except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.

10.25 The Chamber is authorized to and shall purchase and maintain insurance for the benefit of any person referred to in these By-laws against such liabilities and in such amounts as the Board may determine, in order to give effect to Paragraph 10.24 above.

By-laws

10.26 The By-laws may be amended, repealed or replaced by a Special Resolution at any Annual or General meeting. The proposed changes must accompany the minimum seven (7) day notice of such meeting.

Article XI – Transition

11.1 All previous By-laws of the Chamber are repealed as of the coming into force of these By-laws. Such repeal does not affect the previous operation of any By-law repealed or affect the validity of any act done under previous By-law.

11.2 All prior resolutions (or proceedings purporting to be resolutions) of the Members, of the Board and of any Committee, and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of Directors, Offices and Members of Committees are hereby ratified and confirmed.

BY-LAWS APPROVED by the Board the ___ day of _____, 2003.

_____

Evelyn Chambers, President 2003-2004

BY-LAWS ENACTED by Special Resolution passed at a General Meeting of the Members of the Lindsay & District Chamber of Commerce called for that purpose on the 11th day of February, 2004.

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Evelyn Chambers, President 2003-2004

By-Laws revision accepted by motion at the General Meeting of the Lindsay & District Chamber of Commerce on the _____ day of February, 2005.

By-laws enacted by Special Resolution passed at the General Meeting of the Members of the Lindsay & District Chamber of Commerce called for that purposed on the ____ day of February, 2008.