



To:	Chamber Members	From:	Board of Directors
Subject:	Proposed By-Law Amendments	Date:	2024 Annual General Meeting

The Board of Directors is recommending the following amendments to By-Laws #47, #28, #34, and #31.

The complete Chamber By-Laws are available [here](#).

Standing Committees

This by-law defines all of the Chamber’s standing (i.e., governance not operational) committees. The Communications and Membership & Events committees are operational, so should be removed. The Diversity, Equity & Inclusion committee should be added as a standing committee.

Currently, the Finance Committee is combined with the Executive, with a separate Budget committee. Separating it from Executive and including Budget would allow for more focused and strategic financial planning and discussion.

Most organizations have moved away from the Executive being able to act on behalf of the Board. Our Executive only meets as necessary, if something urgent comes up and it isn’t practical to convene the full Board. The current language defining the role of the Executive gives too much power.

Our by-laws include more detail than necessary – this language belongs in Terms of References. These sections should be replaced with more general statements that apply to all standing committees. At least 3 committee members should be Board Directors; committee chairs should be Directors. The President & CEO will be ex-officio.

Current language with recommended amendments (**red** indicates new language):

47. Standing committees

“The Board shall create the following Standing Committees: ~~Nominating, By-Law Review,~~ **Governance & Nominations**; Policy; Executive; **Diversity, Equity & Inclusion**; and **Finance**. ~~Budget, Communications, and Membership & Events.~~

- The Board shall have the power to appoint and remove Committee Members of the Standing Committees.
- Each Standing Committee shall operate within its terms of reference and mandate that the Board shall provide it.
- ~~The Nominating Committee shall be appointed annually and consist of the immediate Past Chair(s), Vice Chair(s), two (2) other persons from the General Membership, and one (1) Chamber Staff member.~~
- ~~The By-Law Review Committee shall be appointed annually and consist of not less than three (3) Members, of which at least one (1) must be a Board Director.~~
- ~~The Policy Committee shall be appointed annually and consist of not less than ten (10) Members, of which at least two (2) must be Board Directors.~~
- ~~The Executive Committee shall consist of the Officers of the Chamber, as described in the section on roles of officers of this By-Law.~~
- ~~Following the election from the membership at large, and prior to the first meeting of the incoming Board of Directors, the Nominating Committee shall prepare a slate of officers, which may include up to two (2) Directors at Large for membership on the Executive Committee for recommendation to the incoming Board of Directors.~~
- ~~At the first regular meeting of the Board of Directors, the Nominating Committee shall present the slate of officers for approval by the Board.~~
- ~~The following appointees (non-voting) shall be invited to participate in Executive meetings:~~
 - ~~The immediate Past Chair(s)~~
 - ~~The President & CEO of the Chamber, and the Executive Assistant of the Chamber~~
- ~~The Executive Committee shall have supervision of the general activities of the Chamber, including the finances; shall provide for holding emergency meetings and for transacting such business as does not necessitate a meeting of the complete Board, and shall have such other powers conferred upon it as the Board of Directors may, from time to time, determine. The decisions of the Executive Committee shall, however, be final only in case where power is specifically vested in it by the Board.~~
- ~~The Budget Committee shall consist of the Chair(s), Vice Chair(s), Secretary-Treasurer(s), and up to one (1) Director at Large.~~
- ~~The Budget Committee shall strike the budget, and shall then present the completed budget for ratification to the Board.~~
- ~~The Communications Committee shall be appointed annually and consist of not less than five (5) Members, of which at least one (1) must be a Board Director.~~
- ~~The Membership & Events Committee shall be appointed annually and consist of not less than five (5) Members, of which at least one (1) must be a Board Director.~~
- The Members of the Standing Committees shall not be remunerated in respect of their participation in the Standing Committee.
- The Standing Committee may formulate its own rules of procedure, which shall include the following:
 - A quorum of the Standing Committee shall be a majority of Committee Members present in person or by electronic means.
- Each Standing Committee shall consist of at least 3 Board Directors, with one serving as Chair.

- **The President & CEO shall be an ex-officio member of each Standing Committee.**
- All decisions of the Standing Committee shall be made by Ordinary Resolution. All Chamber Standing committees shall be directly responsible to the Board of Directors, shall submit reports of their findings and recommendations to the Board of Directors; these reports shall not be made public until approved by the Board of Directors, except when committees are invested with specific power to act by the Board without consultation with the Board.”

Appointees

Traditionally, the Chamber has invited appointees (non-voting) representing 4 organizations to attend Board meetings: City of Peterborough, County of Peterborough, Peterborough County Federation of Agriculture, and Women’s Business Network. Opening this up to other organizations would allow the Chamber to hear from more diverse voices and gain a more fulsome understanding of the needs of the business community. The 4 stated organizations would still be invited to attend select meetings.

Removing reference to the Executive Assistant eliminates the need for a by-law change should the position title change, or it become appropriate for a different staff member to attend.

Current language with recommended amendments:

28. Number of Directors

“The Chamber shall be managed by the Board, which shall consist of:

- a Chair, Vice-Chair and Secretary-Treasurer, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the first Quarterly Meeting of the Members in each calendar year; and
- A minimum of eight (8) and a maximum of twenty-one (21) other Directors, all of whom shall be elected from amongst the Members by the Members by Ordinary Resolution at the first Quarterly Meeting of the Members in each calendar year.
- The Members may elect Co-Chairs, Co-Vice-Chairs and Co-Treasurers, with the total number of Directors not to exceed twenty-four (24).

For further certainty, the Chair, Vice-Chair and Secretary-Treasurer are Directors within the meaning of the Act and this By-Law.

The following appointees (non-voting) shall be invited to participate in Board meetings:

- The immediate Past Chairs
- ~~One representative from each of: City of Peterborough, County of Peterborough, Peterborough County Federation of Agriculture, and the Women’s Business Network~~
- The President & CEO of the Chamber, ~~and the Executive Assistant of the Chamber”~~

Termination of Directors

While respecting the work and personal responsibilities of volunteer Directors, ensuring regular meeting attendance is essential to the proper functioning of the Board. Also, the current by-law does not include reference to criminality.

Current language with recommended amendments (red indicates new language):

34. Automatic Termination of Director's Term in Office

"The office of Director shall be automatically vacated:

- a) if ~~a director~~ **the Director** has resigned ~~his or her office~~ by delivering a written resignation to the Secretary-Treasurer of the Chamber;
- b) if the Director has been absent for **four (4) Board meetings in a calendar year** or three (3) consecutive Board meetings ~~without a valid or declared reason~~;
- c) if ~~he or she~~ **the Director** is found by a court to be of unsound mind;
- d) if ~~he or she~~ **the Director** becomes bankrupt or suspends payment or compounds with ~~his~~ creditors;
- e) if the Director is convicted of a criminal offence under the laws of Canada;**
- f) for non-payment of Chamber fees, as per #15 Termination or withdrawal of membership; ~~or~~
- g) as referenced in #35 Removal of Directors by Board*; or**
- h) on death

** #35 Removal of Directors:*

The Board may suspend or remove any Director, which includes the Chair, Vice-Chair or Secretary-Treasurer, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion.

Number of Terms of Office

Traditionally, the Chair, Vice Chair and Secretary-Treasurer each serve for one one-year term. Removing the statement about "normal practice" would make it clearer that the Governance & Nominations Committee can use their discretion to recommend that a given Chair or Vice Chair serve an additional year, should a successor not be available.

Also, the position of Secretary-Treasurer requires a specific skill set. Serving for a greater number of terms would allow them to get a deeper understanding of the Chamber's finances and to provide consistent support to the Board and President & CEO.

Current language with recommended amendments (red indicates new language):

31. Number of Terms of Office of Directors

"Each Director may only be re-elected to hold a maximum of twelve (12) consecutive one-year terms. Officers including **the Chair, and Vice Chair,** ~~and Secretary-Treasurer~~ may be elected for a maximum of two (2) consecutive terms of one (1) year each. **The Secretary-Treasurer may be elected for a maximum of four (4) consecutive terms of one (1) year each.** ~~Note: Normal practice is for the Chair, Vice Chair and Secretary-Treasurer to serve one (1) one-year term.~~"

Respectfully submitted,
Noah Crowley
Board Chair