

# Spencerville Business and Community Connections Constitution and Bylaws

## Constitution

### Article 1 – Name

1.1 The name of the organization is the “Spencerville Business and Community Connections”.

### Article 2 – Definitions

2.2 In this Constitution:

- “SBCC” means the Spencerville Business and Community Connections
- “the Board” means the Board of Directors of the SBCC;
- “Director” means a member of the Board of Directors;
- “Partner” means an organization, named in the Bylaws, entitled to appoint a member of the Board;
- “Member” means a member of SBCC;
- “Proxy” means a person, authorized in writing, to exercise the voting rights of a member, in the place and stead of such member.

### Article 3 – Head Office

3.1 The SBCC has no official Head Office, it operates virtually and uses local venues as meeting places. The SBCC mailing address is PO BOX 44, Spencerville, ON K0E 1X0.

### Article 4 – Legal entity

4.1 The SBCC is a registered non-profit organization in Canada. Registered under Ontario Corporation Number 1905635.

## **Article 5 – Objectives**

5.1 The SBCC is a local, community-based organization, devoted to promoting and advancing the interests of Spencerville, not limited to but including Ward 3, and to attracting visitors who will take advantage of its services and businesses. Exceptions to memberships may be made by votes of the Board on a case by case basis.

5.2 The SBCC will involve governments, businesses, industries, educators, and interested individuals, organizations and agencies.

5.3 The SBCC will encourage workshops, educational programs, camps, tours and family fun events as initiated by the community.

5.4 The SBCC will contribute to the development of an electronic database of information and special events that can be accessed by member organizations and the public in general.

## **Article 6 – Ethics**

6.1 The Bylaws of SBCC may include, but are not limited to, a mission statement, a statement of principles, a set of goals, a Bill of Rights, and a Code of Conduct for Members.

## **Article 7 – Membership**

7.1 Membership is open to any individual, or any duly constituted organization, agency or business that supports the mission statement, objectives and goals of the SBCC.

7.2 A member in good standing is one who has paid the appropriate annual membership fee, as certified by the Secretary.

7.3 Different membership categories may be defined in the Bylaws.

7.4 Membership may be terminated under the conditions and following the procedure set out in the Bylaws.

## **Article 8 – Fees**

8.1 Membership fees are set out in the Bylaws, and may be revised from time-to-time as determined by the Board.

## **Article 9 – Voting Rights**

9.1 Every member in good standing is entitled to cast one vote on each issue for which a ballot is required at any general or special meeting of the membership that has been called in accordance with the requirements of the Constitution and Bylaws of SBCC.

9.2 Voting will be by way of a show of hands, unless the Bylaws require a closed ballot, or there is a demand from the floor for a closed ballot.

## **Article 10 – Non-Liability of Members**

10.1 No Member, or representative of a Member, will be held answerable, responsible or liable for any act, or the consequences of any act, default, obligation or liability of SBCC, or for any engagement, undertaking, claim, payment, loss, injury, transaction, matter or thing relating to or connected with SBCC.

## **Article 11 – Organization**

11.1 The activities and operations of the SBCC are directed by a Board of Directors, as established in the Bylaws.

11.2 The Board will elect the Officers of the SBCC from among the Members of the Board as set out in the Bylaws.

11.3 The duties of the Directors and Officers will be as specified in the Bylaws.

11.4 The Board may, from time-to-time, constitute such standing or ad hoc committees as it deems necessary to assist the Directors in carrying on the affairs of the SBCC, and will prescribe the duties of any such committees.

## **Article 12 – Bylaws**

12.1 The Members of the SBCC may, at any regularly called annual or special meeting of the Membership, adopt such Bylaws that are not inconsistent with the existing Constitution.

## **Article 13 – Amendment**

13.1 Amendments to this Constitution may be made at any Annual General Meeting of the Membership, and may be initiated by the Board or by any Member in good standing.

13.3 Any proposed amendment must be submitted in writing to the Secretary, with the signatures of at least ten (10) Members in good standing, not less than sixty (60) days prior to the Annual General Meeting at which such Amendment will be presented.

13.2 Notice of any proposed Amendment must be given in writing to each Member in good standing at least thirty (30) days prior to the Annual General Meeting at which such Amendment will be presented for approval.

13.4 In order for any proposed amendment to be adopted, it must receive the approval of fifty percent plus one of the Members qualified to vote who are present.

13.5 Amendments to this Constitution may be proposed from the floor, without prior notice, by any Member in good standing present at any Annual General Meeting of Members. In order for any such amendment to be adopted, it must receive the approval of not less than a 50% +1 majority vote of members present.

## **Article 14 – Meetings**

14.1 Annual General Meetings of the Membership will be held not more than twelve (12) months apart.

14.2 Other Special or General Meetings of the Membership may be called in accordance with the procedure set out in the Bylaws.

14.3 At all meetings, unless otherwise required by this Constitution or the Bylaws, every question will be decided by the majority of votes cast on the question.

14.4 The Chair will not have a vote, except in the event of an equal division of votes, in which case the Chair will cast the deciding vote.

## **Article 15 – Finances**

15.1 The financial records of the organization will be maintained in accordance with the methods set out in the Bylaws.

15.2 The business and activities of SBCC will be conducted on a not-for-profit basis, with all revenues to be used exclusively for activities of the organization, and without benefit or gain for any individual Member.

## **Article 16 - Commencement**

16.1 This constitution and the accompanying Bylaws will come into full force and effect after adoption by the Board of Directors and approval by fifty percent plus one, of the Members in good standing present at a Meeting called expressly for this purpose. The By-laws should be considered a separate document and may be amended within the calendar year and ratified by the membership at the AGM by the membership.

## **SBCC Bylaws**

### **1. NAME AND ADDRESS**

The name of the association will be Spencerville Business and Community Connections hereto after being referred to as the SBCC. The mailing address shall be the address of PO BOX 44, Spencerville, ON K0E 1X0

### **2. PURPOSE**

The purpose of the SBCC is to promote and advance the interests of Spencerville and the wider area, and to attract visitors who will take advantage of its services and businesses.

### **3. AFFILIATIONS**

The SBCC group will work with and be affiliated with any concerned group or individual prepared to accept and share the goals of the Spencerville Business and Community Connections. These may include, but not be limited to: local businesses and charitable groups, chambers of commerce and municipal governments.

### **4. MEMBERSHIP**

Membership shall be of two types: Active and Past members.

Active members shall be those who have paid membership dues.

Active members shall have the right to take part in all regular meetings and participate in decisions of the executive.

Past members shall be those individuals or corporations who no longer pay membership dues, but are still willing to help out, on occasion.

Past members will be invited to attend the Annual General Meeting.

Members of both categories shall be unpaid volunteers.

Members of both categories will be actively solicited in the community as deemed necessary by the Board in order to keep the organization adequately supported and functional.

The membership fee shall be as determined by the Board. A membership is effective for twelve (12) months beginning at the date of membership registration.

#### **4. 1 MEMBERSHIP CODE OF CONDUCT**

A breach of the Code of Conduct by any member of SBCC brought to the attention of the SBCC executive will be reviewed and assessed to determine consequences.

The SBCC Chair (or other designated officer) will contact the SBCC member via written correspondence pertaining to the breach with relevant information.

The SBCC Member may submit a response or rebuttal in writing to the SBCC Executive Board within twenty (20) days of receiving the notification. If no written submission is received, the board may notify the Member of Suspension or expulsion from membership. If a written submission is received within the timeframe, the board will consider the response before making a final decision. The member will be notified of the decision within twenty (20) days from receipt of submission the board's decision will be final and binding on the member.

If there is a written submission received from the SBCC member OR no response from the member after the designated twenty (20) day waiting period the SBCC Executive board will make a final decision and issue the appropriate penalty. The member will be notified via written correspondence.

Following are possible penalties of the breach of Code of Conduct;

- i) Written warning
- ii) Suspension of SBCC member for a determined period of time
- iii) Indefinite termination of SBCC membership (repeated offenses)

#### **5. BOARD OF DIRECTORS**

The Board of Directors will consist of up to ten (10) members.

Terms of office shall be for three (3) calendar years renewable through elections at the Annual General Meeting.

The Directors shall elect amongst themselves the following Officers, who shall be designated to act as the executive committee for the SBCC: Secretary, and Treasurer.

To ensure stability, the Chair and Secretary, and the Vice Chair and Treasurer shall be renewed on alternate years.

The Past Chair shall choose to keep a position on the Executive, if the Past Chair is reelected as a Director.

If a member of the executive relinquishes her or his office (for whatever reason) during her or his term of office, the Executive may designate a replacement from among the membership.

The balance of the positions on the Board shall be “Directors at Large”.

### **Duties of the officers shall be:**

**Chair** - will preside at all meetings of the SBCC, will authorize special meetings and will be an ex-officio member on all committees.

**Vice Chair** - will assume the duties of the Chair if that person is absent.

**Secretary** - will record the minutes of the regular and annual meetings of the SBCC and will record the correspondence.

**Treasurer** - will keep such records as necessary, will present regular accounting statements to the membership and will submit the records for examination by an auditor if required or upon request to the executive.

The membership dues and all donations are owed a receipt.

Signing authority will rest with two out of the three of the Treasurer and two other officers as designated by the Executive.

## **6. MEETINGS**

**Regular Business Meetings:** The executive shall have the right to set meetings as needed and deemed necessary. All meetings will be open to the public although only members in good standing shall participate in decision making. Decisions shall be reached on a consensus basis. Subcommittees shall meet as required and report back on progress at regular meetings.

**Annual General Meetings (AGM):** An AGM shall be held each year for the purpose of electing new officers and reporting on progress to the membership and general public.

**Special meetings:** with a minimum of 10 members' signatures a meeting may be called for a singular purpose as outlined by their signatures and granted by the executive within 7 business days. All regular meeting rules shall apply.

Business at the AGM will be conducted through a voting system where majority rules (50% +1).

Minutes of all general meetings will be recorded and distributed to all members.

## **7. CONFLICT OF INTEREST**

In the event of an apparent conflict of interest on any issue, members will be responsible for the declaration of such and for standing aside voluntarily from decisions in which the conflict of interest applies. Alternatively, members shall have the option of disclosing all relevant information to the Executive who by consensus decision may then ask the member to stand aside from the issue. In any event the principle shall apply that no member shall receive personal gain through the activities of the SBCC without first declaring their conflict of interest.

## **8. ELECTIONS**

Elections shall be held at the AGM each year to fill the vacancies on the Board of Directors. A list of positions vacant will be forwarded to all members along with the notice of the AGM each year. Any member in good standing may stand for election after agreeing to be nominated by another member. Voting will be conducted through a secret ballot. The new Board will assume office immediately following the AGM.

## **9. SUBCOMMITTEES**

The majority of project work of the SBCC will be accomplished through sub-committees which report to the Board. Subcommittees may be struck as deemed necessary and dissolved when their tasks are completed. Every subcommittee shall have a member of the Board as a member. The Board shall

develop terms of reference for each sub-committee detailing scope, empowerment, guidelines etc.

## **10. FINANCES**

The fiscal year for operations shall be February 1 to January 31. Fundraising and creative ways to fund projects will be one of the primary functions of the SBCC group. All accounts will be kept, and banking services performed by the SBCC through the office of the Treasurer.

For expenses under \$500 it is only required to have an approval vote from the Treasurer and a minimum of two (2) Executive Board Members. Expenses to then be disclosed at the next Regular Business Meeting.

## **11. RULES OF ORDER**

Robert's Rules of Order shall be the rules of order followed. A quorum of 50% +1 majority vote of active members present shall constitute a motion passed.

## **12. AMENDMENTS**

Amendments to these Rules of Procedure may be made at the AGM provided written notice is circulated to all members, 21 days prior to the meeting. Such amendments must be passed by a quorum of 50% +1 majority vote of active members present.