

BY-LAWS

THE LAND OF NIPIGON CHAMBER OF COMMERCE

NAME

The name of this organization shall be The Land of Nipigon Chamber of Commerce.

OBJECTIVES

The objectives of the Land of Nipigon Chamber of Commerce shall be to serve its members; to act as the collective voice of business, industry and the professions; to maintain and strengthen a prosperous business climate within its region; and to enhance the quality of life in the communities of Beardmore, Dorion, Hurkett, Lake Helen, MacDiarmid, Nipigon and Red Rock.

HEAD OFFICE

The Head Office of the Corporation shall be at 22 Third Street in the Township of Nipigon, in the Province of Ontario, or at such place as the directors may from time to time determine.

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

A board of eight (8) directors, each of who at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Corporation, shall manage the affairs of the Corporation. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be a show of hands unless any member demands a ballot. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

VACANCIES; BOARD OF DIRECTORS

Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which time the directors for the ensuing year are elected.

QUORUM AND MEETINGS; BOARD OF DIRECTORS

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent signified their consent to the meeting being held in their absence. Director's meeting may be formally called by the President or Vice-President or by the Secretary-Treasurer on direction of the President or Vice-President, or by the Secretary-Treasurer on direction in writing of two directors. Notice of such meeting shall be delivered, telephoned, or sent electronically to each director not less than ONE DAY before the meeting is to take place or shall be mailed to each director not less than TWO DAYS before the meeting is to take place. The statutory of the Secretary-Treasurer or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE; BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or made thereat.

VOTING; BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the motion will then be deemed defeated. A ballot if so demanded by any director present shall take all votes at such meeting, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the

votes recorded in favor of or against such resolution. In the absence of the President, his/her duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter otherwise authorized to exercise and do. The directors will act under the direction of the general membership.

REMUNERATION OF DIRECTORS

The officers and directors shall receive no remuneration for acting as a director. However, the executive may from time to time, grant any of these said officers reasonable expense monies.

OFFICERS OF CORPORATION

There shall be a President, a Vice-President and six directors. Within the six directors, there shall be a Membership Chairperson and a Social Convener and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The position of Secretary-Treasurer shall be an elected position by the officers with an annual salary to be fixed by the general membership. Any director missing three consecutive meetings without just cause shall be asked to resign his or her position.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary-Treasurer or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, the Vice-President may exercise his/her duties and powers, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE ADMINISTRATION ASSISTANT AND THE SECRETARY-TREASURER

1. (a) The Administration Assistant shall be an employee of the Chamber. He/she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices to members and to directors. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the board of directors.

(b) The Secretary-Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys in the name and to the credit of the Corporation in such bank as may from time to time be designated by the board of directors. He/she shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers and shall render to the board of directors at the regular meetings thereof an account of all transactions and of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the board of directors.

(c) The Secretary-Treasurer shall be elected by the officers for a one-year basis with an annual salary to be fixed by the general membership.

DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be as the board of directors requires of them including but not limited as follows:

- a. Membership chairperson – to approach and recruit businesses existing in the trading area for membership purposes;
- b. Social convener – to co-ordinate and organize social functions.

EXECUTION OF DOCUMENTS

The Secretary-Treasurer shall have signed by the President and Vice-President all deeds, transfers, licenses, contracts and engagements on behalf of the Corporation. The Secretary-Treasurer shall affix the seal of the Corporation to such instruments as required the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and the Vice-President or by any person authorized by the board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

Any reputable person directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Membership shall be limited to individuals, businesses, and service clubs located in the trading area between Beardmore (northeast) and Shuniah/Dorion town line (west).

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors. The directors may, at any time thereof, elect a member of the council, in the place of the member who had resigned.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, individual, partnerships and other legal entities may vote through a duly authorized proxy.

The Secretary-Treasurer shall promptly inform the person applying for membership of his/her admission as a member.

DUES

The dues or fees payable by members shall from time to time be fixed by vote of the board of directors, which vote shall become effective only when confirmed by a vote at an annual or other general meeting.

The Administration Assistant shall notify the members of the dues or fees at any time payable by them, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any members may upon payment of all unpaid dues or fees be reinstated by the board of directors.

ANNUAL AND OTHER MEETING OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a president, vice-president and board of directors elected. The auditors will be appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President shall have the power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, electronic mail or telephone, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at

any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or made thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation.

ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

A quorum for the transaction of business at general meetings of the Chamber shall consist of a minimum of the eight members of which at least three of these members must be directors. In no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Such proxy need not himself/herself be a member but before voting shall produce and deposit with the Secretary-Treasurer sufficient appointment in writing from his/her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration

by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the resolution or motion is defeated.

FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, and in such manner as shall from time to time be determined by a resolution of the board of directors.

BORROWING

The directors may from time to time with the approval from the general membership;

- c. borrow money on the credit of the Corporation; or
- d. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other such obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give

such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the single gender shall include the plural number of the gender, and references to persons shall include firms and corporations. The word "Chamber" shall mean the Land of Nipigon Chamber of Commerce. "Notice" shall mean in writing, distributed by mail, fax or electronic mail.

PASSED by the board of directors and sealed with the corporate seal

this __ day of _____, 2006.

President

Vice President

Secretary-Treasurer