

TORONTO HISPANIC CHAMBER OF COMMERCE

BY – LAWS

ARTICLE I -- NAME

The name of the organization shall be **TORONTO HISPANIC CHAMBER OF COMMERCE**, hereinafter referred to as “the Chamber”.

ARTICLE II -- PURPOSE

The purpose of the Chamber is to advocate, promote and advance the interests of Hispanic–Canadian business owners, professionals and organizations within the Greater Toronto Area and surrounding areas.

We advocate on behalf of the Hispanic-Canadian community to key Canadian decision makers, both directly and through the media, with respect to the needs, aspirations and contributions of Hispanic-Canadians. Further, we strive to be the “bridge” connecting Canadian businesses with Hispanic businesses worldwide.

ARTICLE III -- MEMBERSHIP

1. **Eligibility:** Any person, association, partnership, estate, trust or other organization supportive of the objects and purposes above is eligible for membership in the Chamber. Membership is effective upon receipt from the applicant of the applicable membership fee established by the Board, if any, and approval of a membership application, by at least fifty-one (51) percent of the Board of Directors or by at least fifty-one (51) percent of the Voting Members.

An applicant for membership shall fill out and submit an application form, being the Membership Form approved by the Board of Directors.

2. **Classes of Membership:** No member shall hold more than one (1) membership in the Chamber. There shall be three (3) classes of membership: Voting Members, Honourary Members and members of the Board of Advisors.

Voting Members: Any person or business referred to in Article 3.1 above who has submitted the Membership Form, has paid the applicable membership fee, and remains in good standing. Voting Membership, in turn, has four (4) Membership Types:

1. Student Member
2. Entrepreneur/Professional Member (1 person business or professional)
3. Business Member (2 to 10 employees)
4. Corporate Member (~~500+0~~ or more employees) with a membership value of \$1500/year

Honourary Members: Any person or business or estate or trust referred to in Article 3.1 that meets the criteria established by the Board and who, through majority vote of the Board, is not required to pay dues because of its dedication to the Hispanic–Canadian business community or to the Hispanic-American community in general, and who has accepted an invitation from the Board to become an Honourary Member.

Member of the Board of Advisors: Any person referred to in Article 3.1 that meets the eligibility criteria established by the Board and who, through majority vote of the Board, is not required to pay dues, and who has accepted an invitation from the Chair of the Board of Directors to be a member of the Board of Advisors.

3. **Membership Fees and Voting Privileges:** Membership fees shall be paid in such amount and at such times as the Board prescribes for the Membership Type. Only the Voting Members referred to at Article 3.2 have voting rights. Each voting member in good standing has one (1) vote. Voting for the election or the removal of Board members is to be by secret ballot. All other voting is not to be by secret ballot. Those who are not up to date on their membership fees automatically cease to be members of the Chamber and as such and have no right to vote.
4. **No Other Right.** Aside from the right to vote set out above, membership brings no other right or privilege. In particular, and without restricting the generality of the above, membership does not provide any proprietary interest in the Chamber's assets. Moreover, membership does not entitle anyone to speak on behalf of, or to contract on behalf of, the Chamber. Membership is not assignable or transferable.
5. **Membership Termination:** Any membership may be terminated as follows:
 - A. by written resignation from the member upon receipt and acceptance by the Board;
 - B. automatically for the non-payment of dues on the first business day after the date such membership was due to be renewed;
 - C. by a vote of at least two thirds (2/3) of the Board of Directors whenever in their judgment the best interests of the Chamber would be served by such termination; or
 - D. by a vote of at least two thirds (2/3) of the Voting Members whenever in their judgment the best interests of the Chamber would be served by such termination.

On payment of all unpaid fees, a member may be reinstated at the discretion of the Board of Directors.

ARTICLE IV -- MEETINGS

1. Place and Frequency of Meetings:

The Board of Directors shall meet at least once every two months at the place designated by the Board of Directors.

Officers shall meet at least once a month at the place designated by the Officers.

All Standing Committees and Special Committees shall meet as regularly as is necessary to discharge their respective duties, at the place designated by them.

2. Annual General Meeting (AGM)

One AGM shall be held every year, in February, at the place designated by the Board of Directors. The Board of Directors shall establish proxy procedures to facilitate voting at the AGM. The AGM is open to the public.

3. Election Meetings

There shall be an Election Meeting, every other year to elect the Board of Directors. Every other AGM shall serve as an Election Meeting.

4. Special Meetings

Special Meetings of the Board of Directors or the general membership may be called by or at the request of the President, the Chair of the Board or by at least fifty-one (51) percent of the Voting Members and shall be held at such place within the City of Toronto as the person requesting the meeting determines.

5. Notice of Meetings

Regular meetings of Directors or Officers or Committee Members shall be held upon at least 48 hours' notice, which notice may be made verbally or in writing, to all Directors or Officers or Committee Members, as the case may be.

AGM/Election Meetings shall be held upon at least twenty-one (21) days' notice, in writing, which may be made by regular mail or email, to all Voting Members.

Special Meetings shall be held upon at least fourteen (14) days' notice, in writing, which may be made by regular mail or email, to all Voting Members.

In each case, said notice shall specify the place, date and time of the meeting. In the case of a special meeting, the notice shall describe the general nature of the business to be transacted or discussed.

In every case, failure to comply with these notice requirements does not invalidate the business transacted at any meeting of the Board, the Officers, Committee Members, or the general membership, that is otherwise proper. Moreover, in each case, persons attending such meetings may waive compliance with the applicable notice requirement.

6. Quorum

For all meetings, quorum shall be fifty-one (51) percent of the relevant voting attendees.

7. Conduct of Meetings

Meetings shall be conducted pursuant to *Roberts Rules of Order* unless they are in conflict with the Articles of Incorporation, these By-Laws, as amended, or the current Chamber's Rules of Procedure/Conduct, which the Board may establish, and revise, so long as such Rules are not in conflict with the Articles of Incorporation or these By-Laws, as amended.

ARTICLE V -- BOARD OF DIRECTORS

1. Composition of the Board and Term of Office

The Board of Directors shall consist of a minimum of ~~seven~~ ~~five~~ ~~(75)~~ **three (3)** members and a maximum of ~~seven~~ ~~five~~ ~~(75)~~ members. The term for Board of Directors is two (2) years or (4) four years as follows:

- i) 4 year terms are granted to the two directors that obtained the highest number of votes;
- ii) 2 year terms are granted to the remaining elected members.

~~—~~No member shall serve on the Board for more than four (4) consecutive terms, i.e., eight (8) years.

2. Election of Directors

At the regular AGM in every other year, the Voting Members shall elect members to the Board of Directors. Any Voting Member may seek directorship. Nominees who are not endorsed by the Nominations Committee must submit Nomination Forms signed by at least ten (10) Voting Members as proof of some widespread support.

3. Selection of the Chair of the Board

If necessary, Board members newly elected at an AGM shall, as soon as reasonably possible, select from among themselves a Chair to preside at Board meetings, until the next AGM. Thus, the Chair serves as such for a ~~two~~ **two**-year term. No member shall act as Chair of the Board for more than two consecutive terms. At Board meetings, the Chair is not entitled to vote, except in case of an equality of votes, in which case, the Chair shall cast the deciding vote.

The Board may also, at any time, through a majority vote, determine that the selected Chair is not fulfilling his or her duties adequately and select another Board member to be the Chair for the balance of the one-year term.

4. Policies

The Board of Directors shall establish Policies and Procedures for the functioning of the Chamber. Policies and Procedures shall be reviewed annually before the upcoming AGM, and revisions may be proposed as necessary.

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Policies may be amended by a majority of the Board at any time, and, if so amended, the amendment shall have immediate effect. However, approval by the general membership of such amendments shall be sought at the next AGM.

5. Defend and Hold Harmless and Arbitration Clause

The Chamber shall defend and hold harmless any and all of its Directors, Officers and members of Committees, and those individuals formerly acting in that capacity, in any action, suit or proceeding in which they are made a party by reason of their having acted in that capacity, except where a legal finding of negligence or willful misconduct in the performance of his/her duties is made or where, in the reasonable opinion of the current Board of Directors, that negligence or willful misconduct is self-evident.

Any disputes arising from this obligation, or with respect to the Chamber's obligation to indemnify any reasonable legal expenses incurred by current or former Directors, Officers and members of Committees, shall be resolved by binding arbitration pursuant to the *Arbitration Act, 1991*, S.O. 1991, c. 17, as amended. All such disputes shall be submitted to a single arbitrator with ADR Chambers Inc. who shall apply Ontario Law and the *ADR Chambers Rules*. In the event the parties cannot agree which arbitrator to use, then any proper party may write to ADR Chambers Inc. and ask that it appoint one of its arbitrators, and such appointment shall be final and binding.

6. Power to Fill Vacancies

Through a majority vote, the Board of Directors shall fill any vacancy within the Board of Directors, Officers, or Committees, for any unexpired term. Similarly, the Board may appoint a member to the Board of Directors if the Board has not been acting since the last Election Meeting with a full complement of five (5) members; however, before exercising this power, the Board shall call a Special Meeting to be held at least three (3) months after the last Election Meeting, so that the membership has the opportunity to run and/or vote.

Where a Board position becomes available more than three (3) months into the term (for instance, because a Board member failed to attend meetings, as described below), the Board may summarily fill the vacancy after receiving the input of the Nominations Committee. However, before doing this, the Board shall consider whether the ousted Board members should be reinstated, if an adequate explanation is provided.

7. Termination of Board Members

A member of the Board shall be terminated and lose all voting rights as follows:

- A. by written resignation from the Board member upon receipt and acceptance by the Board;
- B. when a Board member is absent from two (2) consecutive, regular Board meetings, unless the absence is approved by a majority of the voting Board Members present at the meeting; or
- C. by a vote of the Board at any regular or special meeting provided that at least fifty-one (51) percent of the Board members vote for termination. The Board member in question does not get to vote, and instead, the Chair of the Board

votes in accordance with his/her conscience and in the best interests of the Chamber.

ARTICLE VI -- OFFICERS

1. Term of Office

All Officers shall serve for a term of one year. Each Officer shall hold office until a successor is duly appointed or elected, as the case may be, or until his/her resignation, removal or death. No member, except the President, shall be an Officer for more than two (2) consecutive terms in the same position or six (6) consecutive terms in total. The President may hold office for up to three (3) consecutive years.

2. Appointment of Officers

The Chamber shall have five (5) Officers, each of which is appointed by the Board by a majority decision as soon as possible after elections: the President/Chair of the board, the Vice-President, the Secretary, the Treasurer, and the Elections Officer. In appointing the President, the Board shall be mindful that as the public face of the Chamber, it would be appropriate for the President of the Chamber to speak Spanish fluently. The President shall be a previously elected member of the board for at least two years prior to being appointed. The time of appointment and term(s) of office of the president is to the disposition of the Board.

3. Replacing Officers

Each year after the election's AGM, the Board shall determine whether it is in the best interests of the Chamber, or required by these By-Laws, as amended, that an Officer be replaced, and appoint a member accordingly.

The Board may also, at any time, through a majority vote, determine that an Officer is not fulfilling his or her duties adequately and appoint another member to the position for the balance of the one-year term.

ARTICLE VII -- BOARD OF ADVISORS

The Chamber shall maintain a Board of Advisors comprised of distinguished members of the business community to guide the Board in the implementation of the Chamber's objectives. Although the Chair may extend membership into the Board of Advisors, such membership is ultimately at the pleasure of the Board of Directors and as such may be revoked by a majority vote of the Board. At meetings of the Board of Advisors (as with meetings of the Board of Directors), the Chair is not entitled to vote, except in case of an equality of votes, in which case, the Chair shall cast the deciding vote. Membership in the Board of Advisors carries no voting right at any other meeting of the Chamber. Members of the Board of Directors may consult with the Board of Advisors on any question of a member's conduct or potential misconduct which may result in his/her membership being terminated.

ARTICLE VIII -- DUTIES OF LEADERS

1. Duties of members of the Board of Directors

The duties of the members of the Board of Directors shall include those set out in the Policy for members of the Board of Directors, which the Board may amend from time to time.

2. Duties of Officers

The duties of Officers shall include those set out in the Policy for Officers, which the Board may amend from time to time.

3. Duties of Standing Committee members

The duties of Standing Committee members shall include those set out in the Policy for Standing Committee members, which the Board may amend from time to time.

4. Duties of Special Committee members

The duties of Special Committee members shall include those set out in the applicable Policy for Special Committee members.

5. Compensation/Reimbursement

Members of the Board of Directors, Officers, and members of Committees, shall serve without compensation but shall be reimbursed their reasonable out-of-pocket expenses.

6. Conflicts of Interest

Members of the Board of Directors, Officers, and members of Committees, shall at all times avoid conflicts of interest with the Chamber and, where a conflict cannot be avoided or is discovered only after the fact, the Member in question shall voluntarily and immediately disclose to the Board the conflict in question, with all available detail, and thereafter refrain from both voting and implementing any relevant Chamber initiative.

ARTICLE IX -- DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-laws and no part of said funds shall be distributed to members, except to reimburse expenses expressly previously approved by the Board. On dissolution of the Chamber, any funds remaining shall be distributed to one or more registered charities, education, scientific or philanthropic organizations, as selected by the Board of Directors.

ARTICLE IX -- AMENDMENTS

These By-Laws may be amended by two-thirds (2/3) of the Voting Members at any AGM or special meeting.