

# BYLAWS OF ANTIGONISH CHAMBER OF COMMERCE

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## ARTICLE I – NAME

- Section 1 The name of this organization shall be the Antigonish Chamber of Commerce.
- Section 2 Wherever the words “society”, “chamber” or “ACC” occur in these bylaws they shall be understood to mean the “Antigonish Chamber of Commerce” as a body.
- Section 3 Wherever the words the “Board” occur in these bylaws, they shall be understood to mean the “Board of Directors of the Antigonish Chamber of Commerce”.
- Section 4 Wherever the words the “Executive” occur in these bylaws they shall be understood to mean the “Executive Committee of the Antigonish Chamber of Commerce”.
- Section 5 “Act” means the Board of Trades Act (Canada).
- Section 6 “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

## ARTICLE II – MEMBERSHIP

- Section 1 Every sole association, corporation, partnership, or proprietorship directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Town or County of Antigonish area shall be an eligible candidate for membership in the Chamber. For the sake of clarity the term “business” shall refer to all members of the chamber. All members shall subscribe to the values, objects, and mission of the Chamber.
- Section 2 The number of members of the society is unlimited.
- Section 3 At any meeting of the Board, any director may propose any eligible candidate for membership in the Chamber, providing such candidate shall undertake, if admitted, to be governed by the laws of the Chamber.
- Section 4 If such proposal is carried by a majority vote of the Board, such candidate shall thenceforth be a member of the Chamber, and shall have all the rights and be subject to all obligations of the other members.
- Section 5 Any member of the Chamber may be expelled by a two-thirds vote of the Board at a meeting of the Board where two (2) weeks notice of motion has been provided to both the Board and the member in question.

Section 6 Any person expelled by the Board may appeal such decision at a special general meeting called for the purpose as provided for in Article X of these bylaws. A two thirds majority vote of those members present and entitled to vote shall be required for reinstatement of the expelled member.

### **ARTICLE III – DUES AND ASSESSMENTS**

Section 1 The annual dues payable by all classes of members of the Chamber shall be determined annually by the Board. Such changes require approval at a general membership meeting whenever a change in the amount is involved.

Section 2 Membership dues shall be paid annually with the date of renewal being the anniversary date of joining the chamber. Members of the Antigonish Chamber of Commerce as of September 19, 2014 will be deemed to have January 1 anniversary date.

Section 3 Other assessments may be levied against all members provided they are recommended by the board and approved by a majority of the members present at a general meeting of the Chamber. The notice calling for such general meeting shall state the nature of the proposed assessment.

Section 4 The Board may remove from the membership; any member failing to pay their annual dues within sixty (60) days of the due date. Upon such action by the Board, all privileges of membership shall be forfeited. The Executive Director shall notify the member in writing that their membership has been forfeited.

### **ARTICLE IV – SEAL**

Section 1 The seal shall remain in the custody of the Executive Director and shall be affixed to all documents as required.

### **ARTICLE V – BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1 The Directors of the Board will consist of:

- a. Six (6) elected Directors.
- b. The Executive Committee as outlined below (Article V Section 2)
- c. Up to three (3) additional Directors at-large to be drawn from the membership.
- d. The Executive Director (ex-officio)

Section 2 The Executive Committee will consist of:

- a. The President of the Board
- b. The Vice-President; 2nd (3rd, 4th) year of President's term.
- c. The Secretary
- d. The Immediate Past President; 1st year of new President's term.
- e. The Treasurer
- f. The Executive Director (ex-officio)

- Section 3 a. Terms of Office: For 2008/2009 the following terms of office shall be put in place. The President, Vice-President, and three (3) elected directors will be elected for a one (1) year term. The election of treasurer, secretary, and three (3) elected directors will be for a period of two (2) years.
- b. Terms of Office: After 2008/2009 the President shall be elected for a two (2) year term with a Past-President in year one (1) of said term and a Vice-President, who will succeed the President, being elected in the second year of said term. It is possible the President may be elected for a second two (2) year term in which case the Vice-President will remain the same for this term. All other elections will be for a period of two (2) years. No one shall hold the same position for more than two (2) consecutive terms, except under exceptional circumstances.
- c. If for any reason a director is unable to complete their elected term the board shall name a replacement for said term.
- Section 4 The Election of President, Vice President, Secretary, Treasurer and the six (6) elected directors shall be a plurality vote at the Annual General Meeting of the Chamber of Commerce.
- Section 5 The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of Nova Scotia, and Municipal Governments in the area it serves, any commissions or committees deemed necessary or authorize as it may determine or as may be required by a vote of the majority of members present at any Board meeting.
- Section 6 Any seven (7) directors of the Board, one of whom must sit on the Executive Committee, lawfully met shall be a quorum and a majority of such quorum may do all things within the power of the Board.
- Section 7 The Board or at its request, the President, may appoint committees or designate members of the Board or the Chamber to examine, consider and report upon any matter or take such action as the Board may request.
- Section 8 Any director of the Board may be removed from office at any meeting of the Board by a notice of motion being filed with the Executive Director at least ten (10) days in advance of such meeting and by a resolution being passed by a two-thirds majority vote of those in attendance at the meeting of the Board in the following circumstances.
- a. If he/she ceases to be a member of the Chamber,
- b. If he/she is absent from three (3) consecutive regular meetings of the Board for reasons other than illness, family tragedy, or
- c. For some other reason acceptable to the Board.
- Section 9 Where a member of the Board has been removed from or has vacated the office, the Board may, at any meeting thereof, elect a member of the Chamber to be a director of the Board to fulfil the existing term in the place of the removed director.

Section 10 Any director of the Board (including the Executive Committee) who runs for public office shall resign from their position on the Board once they publicly declare their intentions. Public office is defined as municipal, provincial, federal office, or a School Board. Such person is eligible for re-election to the Board after allowing one full year to expire upon completion of their term in public office, or one full year upon completion of their election campaign for public office if they are unsuccessful.

## **ARTICLE VI – NOMINATIONS**

Section 1 The President shall appoint a Nominating Committee comprised of: the Past-President/Vice-President as the Nominating Committee Chair, the current Chamber President, two members of the Chamber who do not intend to put their name forth for a position on the Board of Directors and the Executive Director.

In the absence of the Past President/Vice-President, the President or his/her designate shall act as Chair.

Section 2 The Executive Director shall notify the membership, one month prior to the AGM, that the nomination committee is seeking the name of any member who wishes to put their name forth for a position on the Board of Directors (including the Executive Committee.)

- Section 3
- a. The Nominating Committee shall prepare a list of nominees for the Board of Directors. Two (2) weeks prior to the AGM, the Executive Director shall notify the membership by email and/or mail the slate proposed by the Nominating Committee.
  - b. In preparing a list of nominees, the committee shall ensure that they have proposed a list of nominees that fairly represents the types of businesses within the Chambers jurisdiction. Recognizing that the Chamber of Commerce is to diligently and appropriately represent all types of businesses within its jurisdiction, the Nominating Committee shall ensure that its selection of nominees fairly represents a wide cross section of businesses with the emphasis being on business leaders from a diverse range of businesses and to specifically ensure that no one type of business has any significant or undue representation. Also, the Committee is to ensure that its selection of nominees fairly represents this diversity with sensitivity to the changing nature and face of the business community within its jurisdiction.
  - c. Any member may nominate, from the floor, another member who is in attendance at the AGM.
  - d. A member may nominate, from the floor, another member not in attendance providing the member making the nomination has written permission to do so from the absent member.
  - e. All elections shall be by plurality vote.

Section 4 Should there be nominations other than the slate recommended by the nominating committee; an election shall take place at the annual meeting by secret ballot. Otherwise, the slate of the executive and the board shall be confirmed at the annual meeting by show of hands. In the event of an election:

- a. Each member shall be entitled to one vote; and
- b. A majority of those who are eligible and are present at such meeting are competent to do and perform all acts that, either under the Act or under these bylaws, are or shall be directed to be done at a meeting.

## **ARTICLE VII – ROLE OF DIRECTORS**

- Section 1 In carrying out the mandate of the Board Directors, Directors shall observe the highest standards of ethical conduct. They are expected to perform their role and responsibilities on behalf of the members of the Chamber as described in the Board of Directors job description.
- Section 2 The Board of Director’s mandate will maintain an outward focus and ensure the chamber is meeting its reason for existence as outlined in the mission statement.
- Section 3 The Board of Directors has the duty to manage the affairs of the Board between the Annual Meetings and ensure the Board activities are carried out in accordance with the By-Laws. This includes the supervision of the Executive Director, establishment of policies and the provision of guidance. There is a clear distinction between the duties and obligations of Directors and those of staff. The Directors are responsible for establishing policy and goals.
- Section 4 The Board of Directors and Executive are accountable to the membership – the owners of the organization.

## **ARTICLE VIII – ROLE OF EXECUTIVE**

- Section 1 The Executive Committee shall exercise such powers as are delegated to it by the Board. It is understood that the Vice President will be in succession for the Office of the President. A quorum for a meeting of the Executive is three (3). The Executive Committee roles and responsibilities include all of those listed above (Article VII) for Directors as well as the following additional responsibilities:
- a. Report actions/decisions back to the Board of Directors at the first Board meeting after action/decision taken. The Board of Directors may then approve or reverse Committee decisions except when circumstances make this impossible.
  - b. Ensure policy decisions are implemented appropriately by staff through monitoring and reporting mechanisms.
  - c. Ensure there is an annual strategic plan in place addressing the short-term and long-term objectives of the Chamber.
  - d. Any financial expenditure approved by the Executive Committee shall require the approval of the Board of Directors.

## Section 2 Individual Responsibilities:

### **President:**

- a. Acts as the official spokesperson of the chamber, or may delegate this responsibility to another.
- b. Chairs Board of Directors and Executive meetings voting only in the case of a tie, and regulates the order of business at such meetings.
- c. May indicate to the meeting what he/she believes to be concerns of the Chamber.
- d. Is granted signing authority and bank signatory.
- e. Reviews performance of the Executive Director under the direction of the Executive Committee.
- f. Calls all Board and Executive Committee meetings.
- g. Delivers Board of Directors report to the membership at the annual meeting.
- h. Sits as a member of the finance committee.
- i. Is ex-officio member of all standing committees (except finance), advisory groups, task forces and other Committees of the Chamber.
- j. Represents the Chamber at such functions as he/she may be able to attend including such meetings as recommended by the Board.
- k. With the Executive Director, sign all papers and documents requiring signatures of behalf of the Chamber, unless someone else is designated by the Board.
- l. 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 Bylaws.
- m. Shall fulfill the duties as President as outlined in the job description for the position.

### **Vice President:**

- a. Assumes the duties of the President when he/she is unable to fulfil their duties as President.
- b. With the President, co-chairs the Annual General Meeting.
- c. Shall fulfil the duties as Vice President as outlined in the job description for the position.

### **Treasurer:**

- a. Shall submit a reviewed financial report thereof for presentation at the annual meeting and at any other time required by the Board.
- b. Oversees the financial affairs of the organization and ensures the goals and objectives of the Board are implemented by staff.
- c. Provides input in preparation of annual budget.
- d. Fulfils the duties of Treasurer as outlined in the job description for the position.

### **Secretary:**

- a. Ensure proper documentation is filed annually with the Registrar.
- b. Ensure review of minutes prior to being submitted to Board and Executive.
- c. Ensure that minutes are kept in an organized manner at each board and executive meeting and as a permanent record of the chamber.
- d. Fulfils the duties of Secretary as outlined in the job description for the position.

### **Immediate Past – President:**

- a. Provides support and advice to President.
- b. Shall fulfil the duties of the Immediate Past President as outlined in the job description for the position.

Section 3 The Signing Officers on behalf of the Chamber shall be any two (2) of the following: President, Treasurer, & Executive Director. Any one of the above may verify the bank account.

Section 4 The ACC shall have its account(s) in a recognized financial institution selected by the Board.

### **ARTICLE IX – EXECUTIVE DIRECTOR AND OTHER EMPLOYEES**

Section 1 The Board may, upon recommendation of the Executive Committee, and by a two-third's majority vote of those in attendance at a duly called meeting employ an Executive Director and any other employees as deemed necessary, to assist in the work of the Chamber.

a. Remuneration and any contract between the Chamber and the Executive Director, and all other employees, shall be determined by the Executive Committee, subject to approval of the Board.

b. The Executive Director and all other employees shall perform their duties in accordance with their job descriptions, as approved by the Board from time to time.

Section 2 The Executive Director shall be responsible to the Board through the Executive Committee for the general control and management of Chamber business affairs. He/She shall be a non-voting member of the Executive Committee and the Board. He/She shall be responsible for keeping the records of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to this office.

Section 3 The Executive Director shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his/her term of office the Executive Director shall deliver to the Chamber all books, papers and other property of the Chamber.

Section 4 Excluding the Executive Director and all other employees of the Chamber, no Executive Committee member or Board Director shall receive direct remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.

Section 5 Performance of the Executive Director will be monitored and reviewed annually by the Executive Committee based on the achievements of results and the adherence to the stated position description outlined for the Executive Director.

Section 6 The Executive Director is accountable to the Board of Directors as an entity. No individual Director has authority over the Executive Director.

## **ARTICLE X – MEETINGS**

- Section 1 The annual meeting of the Chamber shall be held within the first ninety (90) days of each new fiscal year at any time and place determined by the Board. At least thirty (30) days notice of the annual meeting shall be given to the membership.
- Section 2 General meetings or special general meetings of the Chamber may be held at anytime when summoned by the President, or requested in writing by any seven (7) directors of the Board, or any twenty-five (25) members of the Chamber. At least two (2) weeks notice of such meetings shall be given to the Chamber membership. Notice of such General Meetings shall contain a statement of the purpose of the meeting and shall be signed by the Chair or Executive Director.
- Section 3 The Board shall meet monthly to carry on the business of the Chamber except when otherwise resolved by the Board. Such meetings shall be open to any member of the Chamber, who upon request may attend but shall take no part in any of the proceedings unless requested to do so by the Chair.
- Section 4 Notice of all Special General meetings, naming the time, place and intention of the assembly shall be given in one (1) or more of the newspapers published within Antigonish or a circular letter signed by the Executive Director; and emailed and/or mailed to the last known address of each member shall constitute sufficient notice. The accidental omission to give notice of an Annual General meeting or a special general meeting to any member or the non receipt of the notice by any member does not invalidate anything done at the meeting.
- Section 5 At any annual or special general meeting, twenty-five (25) members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
- Section 6 Minutes of the proceedings of all board meetings shall be entered in books to be kept for that purpose by the Executive Director; with the Secretary having the option to edit minutes prior to circulation for approval of the board.
- Section 7 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted, or at the request of the President, the Executive Director may sign the minutes.
- Section 8 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber free of charge.
- Section 9 In the absence of the President, or Vice President, the meeting will appoint a Chair to act temporarily.



## **ARTICLE XI – VOTING RIGHTS**

Section 1 Every member in good standing represented at any special general or annual general meeting shall be entitled to one vote providing that the vote of a association, corporation, partnership, or proprietorship member shall, in each such case, be assigned to individuals.

## **ARTICLE XII – COMMITTEES**

Section 1 The Board may appoint such special or standing committees that they may deem from time to time to be in the interests of the Chamber to do so.

Section 2 Education Committee; Events Committee; Executive Committee; Finance Committee; Membership Committee; Nomination Committee are to be standing committees of the Board. As such, each committee is responsible to file a report at each regular monthly meeting. The responsibilities for each committee are to be recorded in the Policy of the Board.

Section 3 The Board shall appoint a Chair and/or Vice-Chair for each standing committee.

## **ARTICLE XIII – BYLAWS**

Section 1 Amendment – These bylaws may be amended or repealed by an affirmative vote of three quarters of the members present at any annual or special general meeting of the Chamber provided that notice of any proposed change shall have been emailed and/or mailed to the last known address of every member of the Chamber at least ten (10) days in advance of any such meeting.

Section 2 Binding – These bylaws shall be binding on members of the Chamber, its board and all persons lawfully under its control.

Section 3 Adoption – With the adoption of these bylaws all former bylaws are hereby repealed.

## **ARTICLE XIV – ACCOUNTANTS**

Section 1 Accountants shall be appointed by the members present at the annual meeting and they shall review the books and accounts of the Chamber at least once in each year. A reviewed financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Board. The Accountant shall attend the Annual General Meetings and answer questions and inquiries concerning the financial statements of the Chamber and the Accountant's Report on the statement as set out in the Review Engagement Report.

## **ARTICLE XV – PROCEDURE**

Section 1 Parliamentary procedure shall be followed at all general and board meetings, in accordance with Robert's Rules of Order.