

BYLAWS

OF

THE YARMOUTH AND AREA CHAMBER OF COMMERCE

Name

Section 1 The name of the organization (incorporated under the Boards of Trade Act of Canada 23 May 1984) and subsequently amended to reflect change of names shall be: THE YARMOUTH AND AREA CHAMBER OF COMMERCE

Interpretation

Section 2 Wherever the words “The Chamber” occur in these bylaws, they shall be understood to mean “The Yarmouth and Area Chamber of Commerce.”

Section 3 Wherever the words “The Board of Directors” or “The Board” occur in these bylaws, they shall be understood to mean The Board of Directors of “The Yarmouth and Area Chamber of Commerce.”

Section 4 Wherever the words “The Executive Committee” or “The Executive” occur in these bylaws, they shall be understood to mean “The Executive Committee of the Yarmouth and Area Chamber of commerce.”

Section 5 Wherever the word “Director” occurs in these bylaws, it shall be understood to mean “A member of the Board of Directors of the Yarmouth and Area Chamber of Commerce.”

Section 6 Wherever the word “Yarmouth “ or words “Yarmouth and Area” occur, in these bylaws, it shall be understood to mean “Yarmouth and the surrounding Area”

Objects

Section 7 **Objective**
“To study and actively promote the Socio-Economic development of Yarmouth and Area, by lobbying for and assisting in, and improving the areas of Trade, Commerce and Services.”

Section 8 The Chamber shall be non-sectional, non-sectarian and politically non-partisan.

Section 9 The Head office of the Chamber shall be in the Town of Yarmouth in the Province of Nova Scotia, under the charge of the Executive Director.

Membership

- Section 10** Regular memberships: Any Firm, Organization, Association or individual may be eligible for regular membership upon acceptance as stated in these bylaws subject to:
- (a) Payment of the prescribed dues
 - (b) Agreement to abide by the ~~constitution and~~ bylaws and policies of the chamber
 - ~~(c) A copy of the bylaws shall be sent to all new members~~
- Section 11** Honorary Members:
- (a) Any person regularly appointed by a resolution passed at a General Meeting of the Chamber ~~and~~ shall not be subject to the payment of dues or special assessments.
 - (b) Elected officials in the Yarmouth Area as defined below will be made Honorary Members for their term in office:
 - i. Mayor of Yarmouth
 - ii. Wardens of Yarmouth and Argyle
 - iii. Members of Parliament
 - iv. Member(s) of the Legislative Assembly (Yarmouth & Argyle)
 - ~~(c) Members of parliament whose ridings coincide with the Chambers territory, Members of the Legislative Assembly whose ridings coincide with the territory of the chamber.~~
- Section 12** Regular Membership in the Chamber shall become effective upon acceptance and approval of application by the President and Executive Director.
- Section 13** Regular Membership in the Chamber shall continue from the time the application is accepted until a member has resigned in the accordance with these bylaws or has been removed from the membership by action of the Board or the Executive Director as provided herein.
- Section 14** Any Member may withdraw from the membership in the Chamber by submitting to the Executive Director a written resignation and payment of all outstanding obligations to the Chamber.
- Section 15** (a) The Executive Director, after making reasonable attempts to obtain payment, shall remove any member from the membership roll who has failed to abide by the rules outlined in the Financial & Accounting Policy ~~pay his/her dues within five (5) months of the date on which they fall due.~~

(b) A member so removed from the membership may be reinstated upon payment of his/her membership dues.

c) A membership may be terminated, by vote of the board provided that the Board shall find, in its opinion, that such membership is prejudicial or disruptive to the reputation or best interests of the Chamber.

Section 16 The Annual Membership Dues shall be payable to the Chamber with application for membership, and thereafter on the first day of the next calendar year.

Section 17 The dues of all members shall be determined by the Board of Directors.

Meetings

Section 18 Annual **General** Meetings

- (a) The Chamber shall convene at least once in a fiscal year and shall be known as the Annual **General** Meeting.
- (b) The Annual **General** Meeting date and place shall be determined by the Board of Directors and shall take place within 90 days of the end of the fiscal year.
- (c) The President shall, two (2) months prior to the annual meeting appoint a Nominating Committee. The Committee shall consist of the President, the 1st Vice-President, 2nd Vice-President and 1 Director chosen by the Board
- (d) The said Committee shall submit to the Executive Director, six (6) weeks prior to the Annual **General** Meeting, the names of their recommendations for the positions of Presidents, 1st Vice-President, 2nd Vice-President, Treasurer, Secretary, Directors-at-Large and the Boards Members. The membership will then be notified, at least on month in advance of the Annual **General** Meeting, of this nominating committee's recommendations and also inviting the membership to submit their own nominations for the Board.
- (e) Any member of the Chamber may nominate a candidate for any of the Director positions of the Board by submitting the name in writing to the Executive Director. The nomination must be delivered to the Yarmouth Chamber of Commerce office no later than fourteen (14) days prior to the Annual General Meeting.
- (f) Should there be nominations other than the slate recommended by the Nominating Committee, an election of all proposed incoming Director Candidates shall take place at the Annual General Meeting by ballot. Otherwise, the slate of Executives and the Board shall be confirmed at the annual meeting by a show of hands. In the event of an election:
 - (i) Each membership shall be entitled to one vote; and (changed the error in the member app to coincide with this. App should read "representatives")

~~(ii) A majority vote of those who are eligible and are present at such meeting are competent to perform all acts that, wither under the Act or under these bylaws, are or shall be directed to be done at the meeting.~~
shall determine the outcome

- (g) The Treasurer is required to submit a written report prior to the Annual General Meeting and these be circulated at the meeting.
- (h) Annual General Meetings shall be held at a time and place as determined by the Board of Directors.
- (i) The Membership is encouraged to contact the Executive Director to add items to the agenda or give a presentation. The membership must provide the Executive Director with at least 7 days prior notice of the Annual General Meeting.
- (j) Permanent log of all formalized policies adopted by the Chamber is to be submitted for approval at the next Annual General Meeting.

Section 19 (a) Special General Meetings may be called either by the President, Board of Directors, the Executive Committee or upon written request of ten (10) members.
(b) Notice of the Special General Meetings shall be sent to each member in writing at least seven (7) days in advance thereof, over the name of the President, a Vice-President or Executive Director shall state clearly the matter or matters to be discussed and no other matters shall be discussed at such a meeting.

Section 20 (a) The Board shall meet a minimum of nine (9) times during the fiscal year, a time, place and date determined by the ~~executive.~~ Executive Director and approved by the Board.
(b) Special Meetings of the Board shall be called by the President upon the request of five (5) Directors.
(c) The Executive shall meet at a time and place determined by the President
(d) All ratified motions requiring action are to be reported on at the next Board meeting.
(e) All items to be put on an agenda should be indicated to the Executive Director at least ~~ten (10)~~ two (2) days prior to a meeting. Items may be added under new business prior to approval of the agenda.

Section 21 Committees shall meet as frequently as is needed to be effective in their duties required ~~of the.~~ The Chairman of each Committee shall call a meeting when necessary. Each Committee Chair shall provide a written or verbal report to the Executive Director two (2) days prior to the Board Meeting.

Presentation and Voting Power

Section 22 Each member in good standing may be present at any meeting of Directors. Such members shall have the right to participate in discussions, but shall not have a vote.

Section 23 Every member in good standing may be present at the ~~general meeting~~ Annual General Meeting, and shall be entitled to one (1) vote

Quorum

Section 24 (a) Ten (10) members shall constitute quorum at all General Meetings.
(b) ~~Eight (10) Directors shall constitute quorum at all meetings of the Board of Directors.~~ 50% of the board plus 1 shall constitute quorum for all meetings of the Board of Directors
(c) Four (4) members shall constitute quorum at all Executive Committee meetings.

Policy

Section 25 All subjects considered or acted upon by the Chamber shall have direct or indirect bearing on the Yarmouth Area and shall be timely in importance and general in application together for the economic or public welfare.

Section 26 Resolutions for consideration and adoption by the Chamber may originate with:
(a) A member of the Chamber of Commerce
(b) The Board of Directors
(c) The Executive Committee
(d) A Chamber operating Committee

Section 27 Resolutions adopted by an Annual General Meeting shall become policy until the next Annual General Meeting. New policies introduced during the year must be presented and ratified at the Annual General Meeting or dropped if not approved.

Officers and Directors

Section 28 The Board of Directors shall consist of a minimum of 8 and maximum of ~~15~~ eighteen (18) Directors

Section 29 The Board of Directors and officers, following their nominations, shall have their appointment ratified at the Annual General meeting.

The First Vice-President shall automatically assume the duties of the President upon resignation of the President, or non-completion of term for some reason

Section 30 The Executive Committee shall consist of the President, the First vice-President, Second Vice-President, the Treasurer, the Secretary and two (2) Directors-at-Large.

- Section 31 The Executive Director shall be appointed, upon vacancy of the office, by the Board of Directors.
The position and job description of the Executive Director shall be reviewed by the ~~Executive-Committee~~ Human Resources Committee prior to the Annual Meeting.
- Section 32 The term of the Officers and Directors shall begin with their election or appointment and continue until their successors have been fully elected or appointed, unless otherwise specified in Section 15.
- Section 33 Directors and Officers shall be elected for a one (1) year term
- Section 34 Vacancies on the Board of Directors shall may be filled by the Board for the unexpired portion of the term
- Section 35 If a member of the Board is absent from three consecutive regular meetings of the Board without permission of the Board, his/her seat may be declared vacant and the Board shall may proceed to fill such vacancy as prescribed in Section 34.

Committees

- Section 36 (a) The Nominating Committee, as prescribed in Section 18c, will perform the following duties:
- i. Bring forward to the January Meeting of the Board a Proposed slate of at least eight (8) Directors;
 - ii. Bring forward to the January meeting of the Directors a proposed slate on Honorary Members for consideration by the Annual Meeting.
 - iii. Oversee the nomination and election of Directors and Officers at the Annual General Meeting
 - iv. Notice of the Annual General Meeting shall be communicated to the Membership at least thirty (30) days in advance
 - v. Notice of a General Meeting shall be communicated to the membership at least seven (7) days in advance.
- (b) The Board of Directors shall appoint committees as required to conduct the business of the chamber.

Duties of Officers and Board Directors

- Section 37 The President shall be the chief officer of the Chamber; he/she shall preside at and serve as Chair of all meetings of the Chamber, the Board and the Executive Committee; he/she shall be a member ex-officio of all committees; and he/she shall exercise general supervision over the entire work of the Chamber, and perform other duties outlined in the Chamber Policy documents.

- Section 38 The Vice-Presidents shall generally assist the President and in the absence of the President, perform the duties of the President as set forth in Section 39
- Section 39 Before entering upon the duties of their officers, the President-elect shall take and prescribe an oath in the following form:
- “I swear that I will faithfully and truly perform my duty as (President, a Vice-President etc.) of the Yarmouth and Area Chamber of Commerce and that I will in all matters connected with the discharge of such a duty, do all things and such things only as I shall truly and conscientiously believe to be adapted to promote the objects for which the Chamber of Commerce was constituted according to the true intent and meaning of the same, so help me God.”*
- Section 40 The Treasurer shall keep a true and accurate record of the finances of the Chamber, prepare and present at the meetings of the Board of Directors a statement showing ~~receipts~~ revenues and expenditures for the fiscal year-to-date, prepare and present to the Annual Meeting each a Financial statement duly ~~audited~~ prepared showing the position of the Chamber’s finances at the end of the fiscal year and generally carry out and perform such other duties as would ordinarily be required of a Treasurer or as may be assigned to him by the Board of Directors, as well as those outlined in the Chamber Policies. He/she shall be the custodian of the funds of the Chamber and shall cause to be deposited with a chartered bank all monies received and no monies shall be withdrawn therefrom without two (2) signatures from any of the following:
- President
 - 1st Vice President
 - 2nd vice President
 - Secretary
 - Treasurer
 - Executive Director
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- Section 41 The responsibilities of the Directors shall include the following:
- (a) Serving as the ~~Chairmen~~ Chairpersons and members of the Committees as required by the undertakings about the Chamber;
 - (b) ~~Possibly~~, attend regional conferences, seminars, as required etc.
 - (c) To encourage non-member organizations to become members;
 - (d) Attend all meetings of the Board of Directors as called by the President.
 - (e) Perform other duties outlined in the Chamber Policies

Administration and Management

- Section 42 The administration and management of the Chamber, as well as the organization and function of the Chamber Committees, shall be in the charge of the Executive Director. Subject to the Board of Directors, he/she shall keep or have kept the Minutes of the proceedings of the Chamber, the Board, the Executive Committee and all other committees; he/she shall have the care and

custody of its books and records and attend to the publication of reports. He/she shall report annually to the Chamber and as required by the Board of Directors on administration matters.

Jurisdiction and Powers of the Board of Directors

Section 43 The Board of Directors shall have supervision of conduct the business of the Chamber between Annual **General** Meetings in accordance with these bylaws or other bylaws, rules or regulation passed at any general meeting of the Chamber. The Board of Directors shall have power, subject to the aforesaid to do all things necessary to accomplish the objective of the Chamber and may make or cause to be made for the Chamber, and any description of contract of arrangement which may be designed to further the object of the Chamber. The Board may make or cause to be made any representation in the name of the Chamber.

Jurisdiction and Powers of the **Executive** Committees

Section 44 a) Subject to the direction of the Board of Directors, the Executive Committee shall be responsible for:

- ~~(a) The Organization and function of the Chamber's Committees,~~
- ~~(b) Issuing of public statement,~~
- ~~(c) Control of the Chamber's finances,~~
- ~~(d) i) General supervision of the Chamber's activities~~
- ~~(e) ii) Such specific undertakings, duties and responsibilities as may be delegated by the Board of Directors from time to time.~~
- ~~(f) Supervision of the position of the Executive Director,~~
- ~~(g) Funding for the position of the Executive Director.~~

iii) In case of an emergency the Executive Committee may exercise all the powers of the Board of Directors, provided that any action taken shall be reported as soon as possible to the Board of Directors.

- b) The Finance Committee shall be responsible for duties outlined in the Financial & Accounting Policy, namely; control of the Chamber's finances and budgeting
- c) The Human Resources Committee, as outlined in Section 31 and the written policies of the Chamber, shall be responsible for the regular review and supervision of the Executive Director.
- d) Perform other duties outlined in the Chamber Policies

Referendum

Section 45 The Board of Directors may at its discretion submit any question by referendum to the members. This shall be done by the Executive Director mailing or emailing to them the proposal, with pertinent information and a ballot form. Within thirty (30) days of the posting of the ballots, replies have been received from at least fifty (50) percent of the members, the referendum

shall be valid. If the majority of the members replying in the valid referendum vote in favour of the proposal, the proposal shall then be adopted by the Chamber and be effective as if passed at a General Meeting.

Fiscal Year

Section 46 The fiscal year of the Chamber shall terminate on the thirty-first (31st) day of December each year.

Auditing Fiscal Year End Financial Reporting

Section 47 A ~~Auditor~~ designated external accountant or firm of ~~auditors~~ accountants shall be appointed at each Annual Meeting of the Chamber to ~~audit~~ prepare the records of the Chamber and such ~~auditors~~ financial reports shall be presented to the succeeding Annual Meeting, with a minimum notice to Reader summary

Amendments

Section 48 The Bylaws of this Chamber may be rescinded, altered to amended by an Annual or Special General Meeting provided that they are approved by two thirds (2/3) of the voting members in attendance; providing that proposed amendments submitted by a member for consideration at the General Meeting have the support of at least on other member; and provided that notice of such proposed changes or amendments has been given in writing to each member, as the case may be, at least thirty (30) days previous to the meeting at which they are to be voted upon.

Section 49 Such changes as may be effected by the Board shall have force, only until the next Annual **General** meeting of the Chamber and is not confirmed thereat, shall from that time cease to have any force, and may not be re-adopted by the Board in to the following Annual Meeting. Such bylaws shall be binding upon the Chamber, its officers and all other person lawfully under its control.

Rules of Order

Section 50 Parliamentary procedure shall govern at all the meetings of the Chamber of Commerce

Repeals of Former Bylaws

Section 51 With the adoption of these bylaws, all former bylaws are hereby repealed.