

Bylaws

Bridgetown & Area Chamber of Commerce Society

**MEMORANDUM OF ASSOCIATION OF THE
BRIDGETOWN & AREA CHAMBER OF COMMERCE SOCIETY**

ARTICLE I **NAME OF ORGANIZATION**

The name of the organization shall be The Bridgetown & Area Chamber of Commerce Society (hereafter referred to as the “Chamber” or “BACC”).

ARTICLE II **PURPOSE**

Section 1 The objects of the Chamber shall be:

(a) To promote and improve commercial, industrial, agricultural, civic interest and social welfare of Bridgetown and surrounding area and to work for effective legislation and good government at all levels.

(b) To strive to achieve accreditations or standards as specified by The Nova Scotia Chamber of Commerce (NSCC), The Atlantic Provinces Chamber of Commerce (APCC), and/or The Canadian Chamber of Commerce (CCC).

(c) To be non-sectional and non-sectarian and shall not lend its support to any candidate for public office and shall be governed by a Board of Directors as herein constituted.

Section 2 The activities of the Society are to be carried on within, or representing members in the Town of Bridgetown & surrounding area.

Section 3 The registered office of the Society is at 271 Granville St. Bridgetown, County of Annapolis, Province of Nova Scotia

Section 4 The Chamber shall acquire by way of grant, gift, purchase, bequest, devise, dues or otherwise, real and personal property, and use and apply such property to the purpose of the Chamber.

Section 5 The Chamber shall buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable to carry out its purpose.

ARTICLE III **BUSINESS OF THE CHAMBER**

Nothing herein contained shall permit the Chamber to carry out any trade, industry, or business. The activities of the Chamber shall be carried on without purpose of gain to any of the members, any surplus or any accretions of the Chamber shall be used solely for the purpose of the Chamber and or the promotion of its purpose,

ARTICLE IV **TERMINATION OF THE CHAMBER**

If for any reason the operations of the Chamber are terminated or wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid some other charitable organization in the servicing area (Specifically Bridgetown & Surrounding area), having objects similar to those of the society.

BYLAWS
OF
BRIDGETOWN & AREA CHAMBER OF COMMERCE SOCIETY

ARTICLE I **NAME**

- Section 1 The name of this organization shall be the Bridgetown & Area Chamber of Commerce Society
- Section 2 Wherever the words "society", "chamber" or "BACC" occur in these bylaws they shall be understood to mean the "Bridgetown & Area Chamber of Commerce Society" 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 Bridgetown & Area Chamber of Commerce Society".
- Section 4 Wherever the words the "Executive" occur in these bylaws they shall be understood to mean the "Executive Committee of the Bridgetown & Area Chamber of Commerce Society".
- 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 proprietorship, association, corporation, partnership, or society directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Town of Bridgetown & surrounding area shall be an eligible candidate for membership in 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 member 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 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 XII 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 members of the Chamber shall be determined annually by the Board.

Section 2 - The annual membership fees shall be payable on January 1, each year.

Section 3 - The Board may remove from the roll of members the name of any member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within 3 months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited. The Executive Assistant 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 Secretary and shall be affixed to all documents as required.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1 - The Executive Committee of the Chamber, elected from the membership, are:

- a. The President of the Board
- b. The Vice-President
- c. The Secretary
- d. The Immediate Past President
- e. The Treasurer
- f. The Executive Assistant (ex-officio)

Section 2 - The Directors of the Board, elected or appointed from the membership, will consist of:

- a. Three elected Directors.
- b. The Executive Committee as outlined above (Article V Section 1)
- c. Three additional Directors at-large, drawn from the membership, chosen by the board "elect".
- d. The Executive Assistant (ex-officio)
- e. Two Liaison Officer positions reserved for the Town of Bridgetown & the County of Annapolis, who may appoint Liaison Officers (typically a counsellor or senior employee) at their option.

Section 3 - Members of the Board shall be elected annually for a one-year term or until their successors are declared elected.

Section 4 - After having served continuously for a period of four years the elected members of the Board shall not be eligible to stand for election as a Director of the Board until a period of one full year has elapsed.

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 four or more members 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 Secretary at least ten 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 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 member of the Board in the place of the removed Board member.
- Section 10 - Any member of the Board of Directors (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, two months prior to the annual meeting, appoint a Nominating Committee. The committee shall consist of the Immediate Past President as the Nominating Committee Chair, the current Chamber President, and two members of the Chamber, of their choosing, who do not intend to run in the election. In the absence of the Past President, the Executive Assistant shall sit on the Nominating Committee, and the President shall be the chair. In the absence of the President, the Vice President shall sit.
- Section 2 - The said committee shall submit to the Executive Assistant or Secretary, six weeks prior to the annual meeting, the names of their recommendations for the positions of President, Vice President, Treasurer, Secretary, and for three elected directors. The membership will be notified, at least a month in advance of the annual meeting, of the nominating committee recommendations, and also inviting membership to submit their nominations for the Board.
- Section 3 - There may be occasions that a member of the nominating committee is interested, or is succession to be nominated for a position as a director or executive member. Any such nomination shall be brought before the board by a notice of motion being filed with the Secretary at least ten days in advance of a regular meeting and by a resolution being passed by a two-thirds majority vote of those in attendance at the meeting of the Board.
- Section 4 - 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 meeting by secret ballot. Otherwise, the slate of the Executives and the Board shall be confirmed at the annual meeting by a show of hands. In the event of an election:
- a. each member organization 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.
 - c. Detailed rules for elections, including proxies, are to be outlined in the policy of the board. These cannot be changed or modified within 60 days of an election of officers

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 1 - The President, Vice President, Secretary, & Treasurer, and newly elected Directors of the Board shall, before assuming office or as soon thereafter as is possible, take and subscribe before the Mayor and/or Warden, an affirmation in the following form:

"I affirm that I will faithfully and truly perform my duty as _____ of the Bridgetown & Area Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adopted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same.

ARTICLE VIII - DUTIES 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. The Executive Committee roles and responsibilities include all of those listed below (Article X) 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 chief spokesperson of the organization, 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 Assistant under the direction of the Membership Committee
- f. calls all Board and Executive Committee meetings
- g. delivers Board of Directors report to the membership at the annual meeting.
- h. is ex-officio member of all standing committees, advisory groups, task forces and other Committees of the Chamber.
- i. represents the Chamber at such functions as he/she may be able to attend including such meetings as recommended by the Board.
- j. with the Executive Assistant, sign all papers and documents requiring signatures of behalf of the Chamber, unless someone else is designated by the Board.
- k. 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.
- l. Shall fulfill the duties of the 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. Ensures annual appointment of the auditors is conducted at the Annual General Meeting
- b. Shall submit an audited statement thereof for presentation at the annual meeting and at any other time required by the Board.
- c. Provides monthly updates to the Board of Directors at Director's meetings.
- d. Oversees the financial affairs of the organization and ensures the goals and objectives of the Board are implemented by staff
- e. Is a bank signatory
- f. Provides input in preparation of annual budget
- g. 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 minutes are kept at each Board and Executive meeting.
- c. Ensure that minutes are kept in an organized manner as a permanent record of the Board.
- 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 and chairs various committees and task forces as requested by the Board.
- b. Shall fulfil the duties of the Immediate Past President as outlined in the job description for the position.

Section 3 - The Officers authorized to sign all cheques on behalf of the Chamber shall be any two of the following: President, Treasurer, & Secretary. Any one of the above may verify the bank account.

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

ARTICLE IX - DUTIES OF DIRECTORS

Section 1- In carrying out the mandate of the Board Directors, Directors shall observe the highest standards of ethical conduct as outlined in the Fredericton Chamber of Commerce Board of Director's Code of Conduct - Commitment. They are expected to perform their duties and responsibilities on behalf of the membership of the Chamber as described in the Board of Directors job description.

ARTICLE X – EXECUTIVE ASISTANT AND OTHER EMPLOYEES

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

- a. Remuneration and any contract between the Chamber and the Executive Assistant, and all other employees, shall be determined by the Membership Committee, subject to approval of the Executive Committee.
- b. The Executive Assistant 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 Assistant shall be the Executive Officer of the Chamber and 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 an ex-officio member of all committees of the Chamber. 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 Assistant 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 Assistant shall deliver to the Chamber all books, papers and other property of the Chamber.
- Section 4 - Excluding the Executive Assistant and all other employees of the Chamber, no Executive Committee member or Board Member shall receive direct remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.
- Section 5 - The Board of Director's mandate will maintain an outward focus and ensure the organization is meeting its reason for existence as outlined in the mission statement.
- a. 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 Assistant, 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: the Executive Assistant is responsible for implementing them.
 - b. Performance of the Executive Assistant will be monitored and reviewed annually by the Executive Committee based on the achievements of results and the adherence to the stated objectives outlined for the Executive Assistant.
- Section 6 - The Board of Directors and Executive are accountable to the membership - the owners of the organization.
- a. The Executive Assistant is accountable to the Board of Directors as an entity. No individual Director has authority over the Executive Assistant.

ARTICLE XI - MEETINGS

- Section 1 - The annual meeting of the Chamber shall be held within the first 90 days of each new fiscal year at any time and place determined by the Board. At least 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 eight members of the Board, or any twenty members of the Chamber. At least two 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 Assistant or Secretary.
- 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 all members of the Chamber, who 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 or more of the newspapers published within the district or a circular letter signed by the Executive Assistant or the Secretary, or a printed flyer, and 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, 20members 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 Assistant or the Secretary.

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 Assistant or Secretary 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 XII - 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 proprietorship, association, corporation, partnership, or society member shall, in each such case, be assigned to individuals.

ARTICLE XIII - 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 - Membership Committee; Business Development Committee; Education Committee; Tourism Committee; Finance Committee; Executive Committee; AGM Committee; Events 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 XIV - BYLAWS

Section 1 Amendment – These bylaws may be amended or repealed by an affirmative vote of two thirds of the members present at any annual or special general meeting of the Chamber provided that notice of any proposed change shall have been 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 Officers and all persons lawfully under its control.

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

ARTICLE XV - AUDITORS

Section 1 Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Board. The Auditor shall attend the Annual General Meetings and answer questions and inquiries concerning the financial statements of the Chamber and the Auditor's opinion of the statement as set out in the Auditor's report.

ARTICLE XVI – PROCEDURE

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

Article XVII – Transition

Section 1 These bylaws shall replace the current bylaws of the Chamber in their entirety effective upon being duly made by the members at an annual meeting.