

## **Article 1- Name**

The name of the corporation shall be the West Prince Chamber of Commerce.

## **Article 2 – Interpretation**

2.01

"The Chamber" means the West Prince Chamber of Commerce.

2.02

"The Board" means the Executive Committee and the Board of Directors of the West Prince Chamber of Commerce.

2.03

Words importing the masculine include the feminine and vice versa.

## **Article 3 - Objectives**

The objectives of the West Prince Chamber of Commerce shall be to advance the interests of its members and provide leadership to the business community, and, without restricting the generality of the foregoing, shall include:

1. To promote and improve trade and commerce as well as the economic, civic and social welfare of the area it serves;
2. To advise or make recommendations to all levels of government on any matters affecting the objectives of the Chamber;
3. To make available where possible sources of information to its members respecting general regulations affecting business and industry in the West Prince area;
4. To exchange information with other Chambers of Commerce and Boards of Trade and other organizations;
5. To secure to its members the benefits of cooperation and the furtherance of their legitimate pursuits;
6. To provide leadership which will give businesses a strong collective voice;
7. To provide a forum through which the business community initiates and promotes objectives for the economic and social progress of the area which it serves;
8. To express effectively the views of the business community on matters of local, regional or national importance, and
9. To conduct promotional, fundraising and other such activities as deemed appropriate by the Board.

## **Article 4 - Non-Participation**

The West Prince Chamber of Commerce shall be non-partisan, non-sectional, and non-sectarian and shall not lend its support to any candidate for public office. Any Officer, member of the Board of Directors or Employee, when officially declaring their intention to run as a candidate for any elected office in the Federal Parliament, Provincial Legislature or Municipal Council shall be required to take a leave of absence from their position without pay and if elected, shall resign.

## **Article 5 - Membership**

### 5.01

#### **General Membership**

Every person of good standing who is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the West Prince area shall be eligible for membership in the Chamber. Other entities such as associations, partnerships or societies will be evaluated for membership on a case by case basis by the Board. The voting power of each member, in each such case, shall be assigned to one individual.

#### 5.01.1

Any member in good standing may propose any eligible person or organization as a candidate for membership in the Chamber.

#### 5.01.2

A proposal for membership shall be considered by the Board of the Chamber, and providing that such membership candidate or organization shall undertake, if admitted, to be governed by the by-laws of the Chamber, if such proposal is carried, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to the obligations of the other members.

#### 5.01.3

Membership shall continue from the time of admittance until the member has resigned in accordance with the provisions of these by-laws, or has been removed from the roll of members by action of the officers of the Chamber.

#### 5.01.4

Any member of the Chamber who intends to retire therefrom, or to resign his membership, may do so upon giving to the Secretary ten days notice, in writing, of such intention and upon discharging any lawful liability which is outstanding upon the books of the Chamber at the time of such notice.

#### 5.01.5

The Board of the Chamber may remove from the roll of members the name of any newly enrolled member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Board, all privileges of the membership shall cease, and written notice of same shall be sent to the former member within ten days of such action. Any member of the Chamber may be expelled by two thirds vote of the Board of the Chamber.

#### 5.02

##### Retired Membership

There shall be a category of membership known as Retired Membership for which all retired persons will be eligible. Retired members shall be entitled to vote at meetings, and shall enjoy all other rights and privileges of membership in the Chamber.

#### 5.03

##### Student Membership

There shall be a category of membership known as Student Membership for which all university and college students shall be eligible. Student members shall not be entitled to vote at meetings, but shall enjoy all other rights and privileges of membership in the Chamber.

#### 5.04

##### Life Membership

The Life Membership Committee hereinafter referred to, may make a recommendation to the Board of the Chamber for the election of any member of the Chamber, to Life Membership in the Chamber. If conferred, Life Membership shall be awarded at the Annual Dinner Meeting of the Chamber, and shall include all the privileges of active membership, and Life Members shall be exempt from the obligation to pay annual dues.

#### 5.05

##### Honorary Membership

Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by the Board of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary Membership shall include all the privileges of active membership except that of holding office, and Honorary Members shall be exempt from the obligation to pay annual dues.

### **Article 6 - Dues and Assessments**

#### 6.01

The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to approval by the membership.

#### 6.02

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 a general meeting shall state the nature of the proposed assessment.

#### 6.03

The annual membership fee of members shall be payable to the Chamber on or before the member's anniversary date of membership in the Chamber.

### **Article 7 - Officers and Board**

#### 7.01

The Officers of the Chamber shall be the immediate Past President, President, President-Elect, Vice-President, Treasurer, and Secretary.

#### 7.02

The Board of the Chamber shall consist of:

1. The officers of the Chamber as shown, with voting privileges,
2. up to seven other members of the Chamber, to be elected as Directors with voting privileges,
3. The Mayor of the Towns of O'Leary and Alberton and the Chair of the Village Commission of Tignish, or a designated representative, without voting privileges.

### **Article 8 - Election of Officers and Board**

#### 8.01

##### Nominations

The President shall appoint, at a meeting not later than two months prior to the Annual General Meeting, a Nominating Committee consisting of three members, preferably Past Presidents, who shall nominate members for the following offices: President, President-Elect, Vice-President, Treasurer, Secretary, and five members of the Board, after having obtained the consent of members nominated. The report of the Nominating Committee shall be in the hands of the General Manager one month prior to the Annual Meeting, who shall send it to the General Membership no later than three weeks before the Annual Meeting.

8.01.1 Any five members may nominate any member for an office not later than two weeks before the Annual Meeting. Such nominations shall contain the signatures of the five members and the signature of the nominee stating that he is willing to stand for office. All Committee Chairmen should be ex-officio members of the Board providing their Committee is a standing Committee.

8.02

### Ballots

When necessary, the Board shall cause to be sent by post, facsimile or email to each member, not later than one week prior to the date of the Annual General Meeting, a ballot paper containing the names of all persons nominated who are eligible for election. The form of the ballot and the procedure of balloting shall be determined by the Board. Ballots cast on forms other than those issued by the Board shall not be valid. The ballots shall be verified and counted by two or more scrutineers appointed by the Board, and a report of the scrutineers shall be submitted at the Annual Meeting.

The nominee receiving the majority of votes shall be declared duly elected.

## **Article 9 - Vacancies on Board**

9.01

Where a member of the Board dies or resigns his office or is absent for three consecutive meetings of the Board, the Board may, by a vote of the majority of Board members present at any meeting thereof, appoint a member of the Chamber to be a member of the Board in place of the member who has died, resigned, or is absent.

9.02

The member so appointed shall hold office until the next annual election.

## **Article 10 - Meetings**

10.01

### **General Meetings**

General Membership Meetings of the Chamber shall be held quarterly on such date as the Board may determine. Notice of these meetings shall be given at least three days prior to the meetings through a newspaper or otherwise as deemed expedient by the Board.

10.02

### **Special General Meeting**

A Special General Meeting shall be called by the Board, or a majority of its members by: A notice inserted in one or more newspapers published within the area which the Chamber serves two days prior to the meeting, or a circular letter, by ordinary mail or fax, to each member at least one week prior to meeting.

10.03

### **Special Meeting**

A special meeting shall be called at the request of not less than fifteen members presented to the President in writing, or may be called by the Board.

10.04

### **Board Meetings**

Board Meetings shall be held quarterly at the call of the President, or may be called by the General Manager at the written request of any two members of the Board.

10.04.1

The meetings of the Board shall be open to all members of the Chamber but they shall take no part in such meetings.

10.05

### **Executive Committee Meetings**

Meetings of the Executive Committee shall be held at the call of the President, no less than monthly. The Executive Committee shall be at liberty to fix the frequency, dates and places of its meetings, and to otherwise regulate its meetings as it deems proper.

10.06

### **Annual Meetings**

The Annual Business and Dinner Meetings of the Chamber shall be held before the end of February in each year at the time and place determined by the Board. At least two weeks' notice of the Annual Meetings shall be given to the membership.

## **Article 11- Chamber Records**

All Records of the chamber shall be open at all reasonable hours to any member of the Chamber.

## **Article 12 - Quorums**

12.01

A quorum of members at any Annual, General or Special general Meeting shall consist of not less than fifteen members.

12.02

A quorum of members at any Board meeting shall consist of not less than seven (7) members.

12.03

A quorum of members at any Executive meeting shall consist of not less than three (3) members.

## **Article 13 - Presiding Officer**

At meetings of the Board, and at all other official meetings of the Chamber the President, or in his absence, the President-Elect, or the Vice President, shall preside. In all cases of ties in voting upon any resolutions or motions, he shall have a casting vote.

If all three are absent, any member of the Board present who is chosen for the occasion, by the members present, shall preside, and in all cases of ties in voting upon any resolutions or motions, he shall have a casting vote.

## **Article 14 - Functions of the Board**

### 14.01

The Board shall be empowered

1. Subject to Article 17, to borrow money and to make and issue promissory notes and security therefore,
2. To sue, to purchase, lease, exchange, hire or otherwise acquire and to hold, own, sell, let, convey and deal in any real or personal property or any rights or privileges which the Board may think necessary or expedient with reference to any of the objectives set out in Article 3 of these by-laws,
3. To invest the monies of the Chamber that are not immediately required in the business of the Chamber in such a manner as may from time to time be determined by the Board,
4. To appoint committees or to designate members of the Board or of the Chamber, or others, to examine, consider and report upon any matter, or take such action as the Board may request.
5. The President may exercise this power on behalf of the Board.
6. The Board may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by the Board,
7. To do all such other acts or things as are incidental or conducive to the attainment of the objectives of the Chamber.

### 14.02

The Board shall report on its activities at each general meeting for the information of the general public.

### 14.03

The Board shall not have the authority to alter or to enact any by-law, but it shall have the power to draft by-laws and to submit them for adoption at general meetings of the Chamber.

### 14.04

There shall be formed annually an Executive Committee consisting of the President, President-Elect, Vice-President, Treasurer, Secretary, and Past President.

14.05

The Executive Committee may exercise any or all powers of the Board, subject to the restrictions contained in these by-laws and subject to such further restrictions as may be imposed from time to time by the Board.

## **Article 15 - Duties of Officers, Board, and General Manager**

15.01

President

It shall be the duty of the President to preside at all meetings of the Chamber and of the Board and Executive Committee, to generally promote the objectives of the Chamber and to carry on the affairs of the Chamber

15.02

President-Elect

It shall be the duty of the President-Elect to assist the President to act in his stead when occasion demands, and to promote the objectives of the Chamber.

15.03

First Vice-President

It shall be the duty of the Vice-President to assist the President and President-Elect and to act in their stead when occasion demands, and specifically to promote the objectives of the Chamber.

15.04

Secretary

The Secretary shall maintain an accurate signed record of the proceedings of the Chamber, Board, and Executive Committee at their respective meetings. He shall be responsible for keeping such books of the Chamber as are not the duty of the Treasurer, conducting its correspondence, retaining copies of all official documents and performing all such other duties as properly pertain to his office. At the expiration of his term of office, the Secretary shall deliver to the Chamber, all books, papers and property of the Chamber. Where the Chamber has a General Manager, these duties or any portion of them, may be delegated to the General Manager.

15.05 Treasurer

The Treasurer shall have charge of all funds belonging to the Chamber, and shall deposit them forthwith upon receipt thereof in the name of the Chamber in a financial institution approved by the Board. Out of such funds, he shall issue cheques for the payment of bills when certified by the General Manager. He shall prepare and present at monthly meetings a statement showing receipts and expenditures for the previous month and for the fiscal year to date, prepare and present a financial statement showing the state of the Chamber's finances at the end of the fiscal year and generally carry out such other duties as would ordinarily be required of a Treasurer of the Chamber.



## Directors

### 15.06.1

It shall be the duty of the Directors to attend meetings of the Chamber and the Board, and to devote their best efforts to carrying out the affairs of the Chamber adhering to a duty of good faith and the avoidance of self-interest.

### 15.06.2

Every Director has a duty to disclose any interests, or apparent interest, in any employment, financing agreement or any other contract or discussion that is before the Board before any action is taken by the Board.

### 15.06.3

Any Director that is in a conflict position, or in an apparent conflict position, shall not participate in discussions on any issue in which he or she has, or has the appearance of having, a personal, professional or financial interest until it is determined if the Director is entitled to participate.

### 15.06.4

If it is unclear if the Director is in a conflict position, the other Directors shall vote on whether or not the Director in apparent conflict is in fact in conflict. A Simple majority of the Directors entitled to vote shall decide.

### 15.06.5

If it is determined by the Board that a Director is in a position of conflict the Director who is found to be in a conflict position shall be entitled to make a presentation to the Board but shall not be present during the discussion and voting period in relation to the matter in question.

## 15.08

### General Manager

It shall be the duty of the General Manager to keep a proper record of all meetings of the Chamber, of the Board, and of all standing and other committees. He shall notify all members of their assessment of annual dues, and assist the Treasurer in collecting them, He shall issue notices of all meetings, conduct all necessary correspondence, act as a secretary to all committees unless otherwise directed, retain copies of all official letters, preserve all official documents, and generally carry out all such other duties as would ordinarily be required of a General Manager, or as may be assigned to him by the Officers of the Chamber or by the Board. It shall be his duty to promote interest and cooperation of the members in carrying out projects of the Chamber and the management thereof.

He shall have charge of the office of the Chamber, the staff and the management thereof.

The General Manager shall be hired by the Board and be paid an annual salary and other consideration as set forth in a contract of employment to be reviewed annually at the first meeting of the Board following its election.

### **Article 16 - Signing Authority**

Signing authority shall be vested in any two of the following four: President, President-Elect, Treasurer and General Manager. These two shall sign all notes, drafts, cheques and security deposits.

### **Article 17 - Borrowing Power**

17.01

Subject to 17.02, the Board is hereby authorized from time to time:

1. To borrow money upon the credit of the Chamber in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
2. To issue debentures or other securities of the Chamber,
3. To pledge or sell such debentures or other securities at such prices as may be deemed expedient;
4. To mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property (real and personal, immovable and moveable), undertaking and rights of the Chamber, present and future, to secure any debentures or any money borrowed or to be borrowed, or any obligation of liability of the Chamber, present and future; and
5. To delegate to such officer(s) or director(s) of the Board as the Board may designate all or any of the foregoing powers to such an extent and in such a manner as the Board may determine

17.02

These by-laws shall remain in force and be binding on the Chamber as regards any party acting on the faith thereof until a copy, certified by the Secretary of the Chamber under the Chamber's Seal, of a by-law repealing or replacing this by-law has been received by such party.

### **Article 18 - Fiscal Year**

This fiscal year of the West Prince Chamber of Commerce shall terminate on the thirty-first day of December in each year.

### **Article 19 - Annual Report**

The Board shall present a general report of the affairs of the Chamber to be prepared by the President together with an audited financial statement to December 31st last preceding, at each Annual General Meeting.

## **Article 20 - Corporate Seal**

The Chamber shall have a common seal, which shall bear as a device the words "West Prince Chamber of Commerce, organized 1903". The General Manager shall have custody of the Corporate Seal.

## **Article 21 - Amendments**

These by-laws may be added to, repealed or amended by a vote of two thirds of all the members present at any general meeting of the Chamber, provided that due notice of such amendments has been provided in writing at least 30 days previous to the meeting at which the same is to be voted upon.

## **Article 22 - Affiliation**

The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the Atlantic Provinces Chamber of Commerce or any other organization in which membership may be in the interests of the Chamber.

## **Article 23 - Form of Oath**

The President and President-Elect shall, before entering upon the duties of their office, take and subscribe before any Justice of the Peace, an oath in the form following:

"I \_\_\_\_\_ swear that I will faithfully and truly perform my duties as \_\_\_\_\_ of the West Prince 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 adapted to promote the objectives for which the said Chamber was constituted, according to the true intent or meaning of the same. So help me, God."

## **Article 24 - Auditors**

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 each year. An audited financial statement shall be presented at each Annual Meeting and at any other time required by the Board.

## **Article 25 – Procedure**

Parliamentary rules shall be followed at all General and Board meetings in accordance with "Roberts Rules of Order".