

Bylaws

of the

East Hants & Districts
Chamber of Commerce

**Passed at a Special General Meeting
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BYLAWS OF THE EAST HANTS & DISTRICTS CHAMBER OF COMMERCE

INTRODUCTION

Name

1. The name of this organization is the East Hants & Districts Chamber of Commerce (“EHCC”).

MEMBERSHIP

Eligibility

2. Any person that is directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the East Hants & Districts and the surrounding area is eligible for EHCC membership. “Person” includes a sole proprietorship, association, corporation, partnership, society or individual. An individual must be at least 16 years old.

Objects

3. All EHCC members must subscribe to the values, objects and mission of the EHCC, as set out in the EHCC strategic plan or policy, as applicable.

Admission

4. Any eligible person will be admitted to the EHCC if that person
 - a. applies to the EHCC and
 - b. upholds the values, objects and mission of the EHCC and
 - c. pays applicable membership dues

Membership Fees & Categories

5. The Board will set the annual membership fees. The Board may designate membership categories by policy. Fees may vary for different membership categories. If a member does not pay their membership fee within 1 month of joining the EHCC, or if an existing member does not pay their membership fees within 3 months of the due date, the membership will be revoked.

Termination of Membership

6. An EHCC member may be expelled by a two-thirds vote of the Board members present at a Board meeting. Quorum for that meeting is eight. Two weeks notice, by regular means, of the motion must be given to both the Board members and the EHCC member in question.

Appeal of Expulsion

7. An expelled person may appeal the Board’s decision at a special general meeting called for that purpose. Of the EHCC members present at that special general meeting, either in person or if applicable by proxy, a majority vote (50% plus one) is required to reinstate the expelled member.

BOARD OF DIRECTORS

Composition of Board of Directors

8. The Board of Directors (also called *the Board*) consists of
 - a. the Executive, as set out below
 - b. up to eight (8) Directors-at-Large elected from the membership
 - c. a Municipal Liaison for the Municipality of East Hants: The municipality may recommend the appointment of a Municipal Liaison (typically a councillor or senior employee), subject to Board approval. The Municipal Liaison is an *ex officio* position that is non-voting.

Power

9. The Board of Directors has the general power of administration for the EHCC. The Board is responsible for conducting the business, discipline and management of the EHCC and its affairs. It may make or authorize representations to and communicate with government, commissions, committees and other organizations.

Duty

10. The Board of Directors has the duty to
 - a. manage EHCC affairs between Annual General Meetings
 - b. ensure Board activities follow the by-laws
 - c. supervise staff, establish policies and provide guidance

Accountability

11. The Board of Directors is accountable to the EHCC membership.

Regular Board Meetings

12. The Board shall meet regularly (generally on a monthly basis) to carry on the EHCC business. These regular meetings are open to all EHCC members. Any member may attend, but may not take part unless asked to do so by the Chair.

Additional Board Meetings

13. Additional Board meetings will be called at the
 - a. President's discretion, or
 - b. request of three (3) or more Board members

Quorum

14. Quorum for a Board meeting is at least five (5) Board members, including at least one of the Executive but not including the Municipal Liaison. A majority of that quorum may do all things in the Board's power.

Minutes

15. The Secretary or someone delegated by the Secretary will take minutes at all Board meetings. A complete record of all minutes must be kept together at the EHCC office. The minutes shall be signed by the person who presided at the meeting at which they are

adopted, or, on the President's direction, an EHCC employee or Secretary may sign the minutes.

Unpaid Positions

16. No Board member will receive direct remuneration for services rendered as a Board member. Reasonable expenses may be paid, and the Board may set a policy for reimbursement of reasonable expenses for EHCC work.

Removal from Board - Automatic

17. A Board member shall be removed from their position on the Board automatically if that Board member:
 - a. ceases to be an EHCC member, or
 - b. ceases to work for an EHCC member and within 30 days does not become an EHCC member or go to work for another EHCC member, or
 - c. is absent from three consecutive regular Board meetings or more than 40% of the regular Board meetings in the year between AGMs, unless the absences are approved by motion of the Board for reasons of illness, family tragedy, or another reason acceptable to the Board. The motion may be retroactive.

Removal from Board - On Motion

18. A Board member may be removed from their position on the Board, if the Board has reasonable grounds to believe that the Board member is not of good character and for that reason is unable to promote the objects of the EHCC. The requirements for such a motion are:
 - a. It may be made at a regular Board meeting or a meeting for that purpose only.
 - b. All Board members must be given, in the regular way, at least one week's notice of the nature of the proposed motion.
 - c. Quorum for that Board meeting is eight (8) people or three-quarters of the current Board members, whichever is less.
 - d. A majority of 2/3 of the Board members present at the meeting is needed to pass the motion.

Vacant Seat

19. If a Board member has vacated his or her position or has been removed, the Board may elect a replacement Board member to the end of the term. However if the seat is vacated prior to halfway through the two year term, the Board may choose instead to have the remaining one year of the term filled by an election at the AGM.

Public Office

20. A person who holds public office is not eligible to be a Board member. Any Board member who runs for public office must take a leave of absence from the Board once he or she publicly declares the intention to run. Public office is defined as municipal, provincial, federal office, or a School Board. If elected, the Board member must resign from the Board.

EXECUTIVE

Composition

21. The Executive are the:
- a. President/Director - elected by EHCC membership at the AGM
 - b. Vice-President/Director - elected by EHCC membership at the AGM
 - c. Second Vice-President/Director - elected by EHCC membership at the AGM
 - d. Treasurer/Director - elected by EHCC membership at the AGM or if not elected, appointed by the Board at its first meeting after the AGM
 - e. Secretary/Director - elected by EHCC membership at the AGM or if not elected, appointed by the Board at its first meeting after the AGM
 - f. Past-President/Director - *ex officio* position with a vote on the Board. This position is held by the person who most recently served as president, prior to the current president. If that person is unavailable, the Board may ask the previous past-president to be past-president. Otherwise the past-president position will be vacant.

Role of the Executive

22. The Executive has the roles and responsibilities listed below for Directors. In addition, the Executive has the following responsibilities:
- a. Ensure policy decisions are implemented appropriately by staff, through monitoring and reporting mechanisms.
 - b. Ensure a strategic plan is in place for the EHCC's short-term and long-term objectives.
 - c. Report its actions and decisions back to the Board of Directors at the first Board meeting after that action or decision is taken. The Board may then approve or reverse Committee decisions, unless circumstances make it impossible.

Maximum Term

23. No person may hold the position of President, Vice-President or Second Vice-President for more than three (3) consecutive years.

President's Role

24. The President's responsibilities:
- a. Act as the chief spokesperson of the organization. The President may delegate this responsibility to another person.
 - b. Chair Board and Executive meetings, voting only in the case of a tie, and regulate the order of business at those meetings.
 - c. May indicate to the meeting what he/she believes to be concerns of the EHCC
 - d. Call Board and Executive Committee meetings
 - e. Deliver Board of Directors' report to the membership at the annual general meeting.
 - f. Represent the EHCC at those functions that he/she can attend, including meetings recommended by the Board.
 - g. Sign all papers and documents requiring signatures on behalf of the EHCC, unless the President or the Board designates someone else.

- h. Any other powers and duties assigned by the Board or reserved for this office under EHCC policies and procedures that are consistent with these bylaws.

Vice-President's Role

- 25. The Vice-President's responsibilities:
 - a. Assume the duties of the President when the President is unable to fulfil them
 - b. Any other powers and duties assigned by the Board or reserved for this office under the EHCC policies and procedures that are consistent with these bylaws.

Second Vice-President's Role

- 26. The Second Vice-President's responsibilities:
 - a. Assume the duties of the Vice-President when the Vice-President is unable to fulfil them
 - b. Any other powers and duties assigned by the Board or reserved for this office under the EHCC policies and procedures that are consistent with these bylaws.

Treasurer's Role

- 27. The Treasurer's responsibilities:
 - a. Oversee the financial affairs of the EHCC, and ensure the financial goals and objectives of the Board are implemented by staff
 - b. Provide monthly updates to the Board meetings
 - c. Provide input in the preparation of the annual budget
 - d. Oversee regular verification of the monthly banking statements
 - e. Ensure an independent review of the EHCC's financial affairs is completed annually.
 - f. Present financial statements at the EHCC Annual General Meeting, and any other time required by the Board.
 - g. Oversee the preparation of a financial statement to be filed with the Registrar of Joint Stock Companies (reference s. 19 of the *Societies Act*). The statement must be in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year. It must be either
 - i. audited and signed by its auditor or,
 - ii. if there is no auditor, by two directors.
 - h. Any other powers and duties assigned by the Board or reserved for this office under the EHCC policies and procedures that are consistent with these bylaws.

28. Secretary's Role

- The Secretary's responsibilities are to ensure
 - a. Proper documentation is filed at the Nova Scotia Registrar of Joint Stock Companies, including.
 - i. the financial statement (provided by the Treasurer) and a list of directors and officers with addresses, occupations and start date, within 14 days of the EHCC Annual General Meeting (reference s. 19 and s. 20 of the *Societies Act*)

- ii. notice of any change in directors, within 14 days of the change (reference s. 20 of the *Societies Act*)
- iii. a copy of any special resolution, within 14 days of the resolution
- iv. notice of any change in Registered Office or Registered Agent, within 14 days of the change (reference s. 17 and s. 7 of the *Societies Act*)
- b. Minutes are taken at each Board meeting and general meeting and kept in an organized manner as a permanent record.
- c. A register of members is kept (reference s. 18 of the *Societies Act*).
- d. Any other powers and duties assigned by the Board or reserved for this office under the EHCC policies and procedures that are consistent with these bylaws.

29. **Past –President’s Role**

The Past-President’s responsibilities:

- a. Provide support and advice to the President and committee chairs, as requested by the Board.
- b. Any other powers and duties assigned by the Board or reserved for this office under the EHCC policies and procedures that are consistent with these bylaws.

Signing Officers

30. The Officers authorized to sign cheques on behalf of the EHCC shall be any two of the following: President, Vice-President, Second Vice-President, Treasurer and Secretary.

DIRECTORS

Duties

31. The duties of every Director include
- a. participate by attending meetings and training sessions, reading information and reports to the Board, asking questions, contributing opinions and voting.
 - b. understand the Board’s role and operations
 - c. avoid conflicts of interest and if applicable, disclose any conflict of interest
 - d. review budgets, Treasurer’s reports, financial statements and other financial information
 - e. use the principle of fiscal responsibility

Eligibility

32. Every Director must be an EHCC member or work for an EHCC member.

Term of Director-at-Large

33. A Director-at-Large term is two years long, as follows: **a.** In odd years (years ending with 1,3,5,7 or 9), four Director-at-Large terms will begin with a two year duration. Starting in 2015, four terms will begin at the AGM in 2015 and end at the AGM in 2017. **b.** In even years (years ending with 2,4,6,8 or 0), four Director-at-Large terms will begin with a two year duration. Starting in 2016, four terms will begin at the AGM in 2016 and end at the AGM in 2018.

Four Year Maximum

34. After having served four years continuously as a Director-at-Large, a person is not eligible to stand for election as a Director-at-Large until one full year has elapsed.

Re-Election

35. To be eligible for re-election as a Director, that Director must have attended at least 60% of the regularly scheduled meetings in the previous year, unless otherwise approved by the Board.

Committees

36. The Board may appoint committees or designate Board members, EHCC members or others, to examine, consider and report, or take action on any matter.
- a. Every committee must have a mandate, subject to Board approval.
 - b. Every committee should report regularly to the Board.
 - c. The Board shall appoint a chair for each committee.
 - d. Committees may include non-members of the EHCC, on approval by the Board.

MEMBERSHIP MEETINGS

Meaning of ‘General Meeting’

37. A *general meeting* is a meeting for all members of the EHCC. At least one general meeting must be held every year, called the Annual General Meeting or AGM.

Special General Meeting

38. A *special general meeting* is a general meeting where the membership considers and votes on a special resolution.

Special Resolution

39. A *special resolution* is a resolution of the Chamber membership which requires a majority of at least three-quarters of the members present at a general meeting. (Reference s. 2(e) of the *Societies Act*.) A special resolution is necessary to
- a. change the EHCC name or alter its objects (s. 10(f) of the *Societies Act*)
 - b. have the EHCC become a member of another society or association with similar objects (s. 10(g) of the *Societies Act*)
 - c. make, repeal or amend EHCC bylaws (s. 13(1) of the *Societies Act*)
 - d. issue debentures or mortgage real property (s. 10(d) of the *Societies Act*)
 - e. surrender the EHCC certificate of incorporation (s. 26 of the *Societies Act*)
 - f. any other matter set out by law, in the bylaws or by the Board if it decides a matter should be put to a special resolution

AGM

40. The EHCC must hold an Annual General Meeting in the first three (3) months of each fiscal year (reference s. 19 of the *Societies Act*.). The Board will set the time and place of the AGM.

General Meetings other than the AGM

41. In addition to the AGM, a general meeting or special general meeting of the EHCC membership shall be held if
- a. a majority of Board members request one in writing, or
 - b. at least twenty (20) EHCC members request one in writing.

Notice of a General Meeting

42. Notice of any general meeting, including the AGM and a special general meeting, must be given
- a. to all EHCC members at least fifteen (15) calendar days before the meeting
 - b. by fax, regular mail or email if the member has given the EHCC an email address, and
 - c. with a statement of the purpose of the meeting. If a Special Resolution will be proposed at the meeting, the draft resolution must be included with the notice.

Lack of Notice

43. Accidental omission to give notice of a general meeting to any member, or the non-receipt of notice by any member, does not invalidate business done at the meeting.

Quorum

44. Twenty-five (25) members shall be a quorum at a general meeting. Unless otherwise provided, a majority of members present, including by proxy, can do and perform all business at the meeting.

Temporary Chair

45. In the absence of the President, Vice-President and Second Vice-President, the general meeting will elect a Chair to act temporarily.

Vote of Member

46. Every Chamber member in good standing represented at any general meeting has one vote. The vote of a proprietorship, association, corporation, partnership, or society member shall be assigned to an individual, to vote on the member's behalf.

Proxy Votes

47. A member may vote by proxy at a general meeting, if the proxy is given for no more than one meeting. (Reference s. 15(2)(b) of the *Societies Act*.)

NOMINATIONS

Nominating Committee

48. At least two months before the AGM, the Board shall appoint a Nominating Committee consisting of:
- a. the Past President, if available.
 - b. the current EHCC President, if that person is not going to run in the election, and
 - c. two or more other EHCC members (or representatives of members)

The Nominating Committee reports to the membership at the AGM.

Recommendations

49. All EHCC members shall be invited to submit suggestions for nominations to the Board. The Nominating Committee may also consider its own suggestions and recruit possible Board members.

Proposal to Members

50. At least fifteen (15) days before the Annual General Meeting, EHCC members should be notified of the slate proposed by the Nominating Committee. The Board will decide the manner of notification, for example by email or by posting it on the website. If necessary, the Board can pass a motion to extend the deadline to fewer than 15 days before the AGM.

Nominations from General Membership

51. Once notice of the proposed slate is given to the membership, members have one week or until the AGM (whichever is shorter) to make any further nominations. The EHCC must notify its members of these further nominations (in the same way as in the previous clause). In addition, nominations from the floor will be called for at the AGM.

Elections

52. If there are nominations other than the slate recommended by the Nominating Committee, an election of all proposed incoming candidates shall take place at the Annual General Meeting, by secret ballot. Otherwise, the slate of the Board shall be confirmed at the Annual General Meeting by a show of hands.

Rules for Elections

53. The Board may set out more detailed election rules, including for proxies, in a separate policy. That policy cannot be changed or modified within 60 days before an election.

Affirmation

54. The President, Vice-President, Second Vice-President, Secretary, & Treasurer, and newly elected Directors-at-Large of the Board shall, on assuming office or as soon after that as possible, take an affirmation in the following form:

"I affirm that I will faithfully and truly perform my duty to the East Hants & Districts Chamber of Commerce. I will, in all matters connected with the discharge of that duty, do all things, and those things only, that I truly and conscientiously believe promote the objects of the Chamber."

BYLAWS & PROCEDURES

Binding

55. These bylaws are binding on EHCC members, officers and all persons lawfully under its control.

Fiscal Year

56. The EHCC fiscal year is the calendar year from January 1 to December 31.

Financial Reviews and Audits

57. For the EHCC's financial affairs, an annual review of the EHCC books and accounts must be done at the end of every fiscal year. The financial statements produced from this review must be presented at the Annual General Meeting and any other time the Board requires.

Seal

58. The Secretary is responsible for keeping custody of the seal. The seal shall be affixed to documents, as required.

Rules of Order

59. The Board shall, by policy, set out the Rules of Order to be used at general meetings and Board meetings.

EHCC Books

60. Any EHCC member may review the EHCC permanent books and records during regular office hours.

Dissolution

61. If the EHCC is dissolved, any funds or assets remaining after paying all debts will be paid to a registered and incorporated charitable organization, selected by Special Resolution. In no event will any members receive any assets of the EHCC.

Meanings

62. In these bylaws
- a. "Board" or "Chamber Board of Directors" or "EHCC Board" normally means the Board of Directors of the East Hants & Districts Chamber of Commerce
 - b. "Board member" normally means a member of the Board of Directors of the East Hants & Districts Chamber of Commerce

- c. “EHCC member” or “member” or “Chamber member” normally means a member of the East Hants & Districts Chamber of Commerce
- d. “Director” normally means a Director of the Board of Directors of the East Hants & Districts Chamber of Commerce
- e. “Director-at-Large” means a Director who is not also a member of the Executive
- f. “EHCC” or “Chamber” normally means the East Hants & Districts Chamber of Commerce as a body
- g. “*ex officio*” An *ex-officio* position is held by a person because of their office: it is not an elected position and does not have a fixed term. It may or may not have a vote.
- h. “Executive” normally means the Executive of the East Hants & Districts Chamber of Commerce
- i. “*Societies Act*” refers to the Nova Scotia *Societies Act*, RSNS 1989, c. 435.

Transition

- 63. These bylaws shall replace the current bylaws of the EHCC in their entirety. These bylaws are effective on being passed by a special resolution at a general meeting, retroactive to that date once filed at the Nova Scotia Registry of Joint Stock Companies.