

## General

These bylaws are drawn up in the accordance with the Board of Trade Act. R. S., B-8, s.1. Hereafter called the “act”. If it is of concern that any Article or Section of these by-laws is at variance with any part or section of the Act, the terms and conditions of the Act shall prevail.

## Article I – Name and Objects

1.01 The name of this organization shall be the Greater Bathurst Chamber of Commerce – La Chambre de Commerce du Grand Bathurst.

1.02 The objectives of the Chamber shall be to promote and improve trade and commerce for the economic and social progress of the Greater Bathurst area: to effectively express the views of the business community on matters of regional or national importance; to provide leadership which will give business a strong collective voice: to facilitate business and social contact among members of the Chamber; and to communicate topical information on subjects of interest to the members.

1.03 The Greater Bathurst Chamber of Commerce shall be non-sectarian and politically non-partisan and shall be governed by a Board of Directors as hereinafter constituted.

1.04 The English and French versions of these By-laws are equally official By-laws of the Chamber.

## Article II – Head Office

2.01 The head office and usual place of meeting of the Greater Bathurst Chamber of Commerce shall be at such place within the Greater Bathurst area as the Board of Directors may determine from time to time.

## Article III – Interpretation

3.01 Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean “The Greater Bathurst Chamber of Commerce – La Chambre de Commerce du Grand Bathurst” as a body.

3.02 Wherever the words “The Board” occur in these by-laws, they shall be understood to mean “The Board of Directors of The Greater Bathurst Chamber of Commerce – La Chambre de Commerce du Grand Bathurst”.

3.03 Wherever the words “Greater Bathurst Area” occur in these by-laws, they shall be understood to mean the following regions: Allardville, Bathurst, Beresford, Nigadoo, Petit-Rocher, Pointe-Verte, Belledune and their respective surrounding areas.

## Article IV – Seal

4.01 The Seal of The Chamber shall be a design formed by two concentric circles between which shall be the name of The Chamber beneath which shall be the words “Inc. 1913”, as shown by the impression hereon.

4.02 The Seal shall remain in custody of the General Manager and shall be affixed to all documents as authorized by the Board.

4.03 Notwithstanding 4.02 above, the Seal may be affixed to any document required in verification of Certificate of Origin by the General Manager alone or by any member of the staff or of the Executive Committee who is designated for that purpose by the Executive Committee.

#### Article V – Membership

5.01 Any person, business or organization that supports the objectives of the Chamber may apply for membership, subject to approval of the Board.

Non-political Associations, Corporations, Societies, Partnerships or Estates that support the objectives of the Chamber may apply for membership subject to approval of the Board. However, the voting power of such memberships shall in each case be assigned to individuals.

5.02 Each association, corporation, partnership or society which is a member shall be entitled to designate a representative or representatives (in accordance with such limitations established by the Board from time to time) who shall be deemed to be members of The Chamber and who may exercise all the rights and privileges of such membership.

5.03 Application for membership shall be made on a form approved by the Board and may be divided into such classification as may be determined from time to time by the Board.

5.04 Applications for membership shall be granted subject to the approval of the Board.

5.05 Each application for membership shall be accompanied by the fees for the year as may be prescribed.

5.06 Membership shall continue from time to time of admittance until a 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 Board.

5.07 A member shall be considered to be a member in good standing when all dues and other liabilities on the books of the chamber are paid in full.

5.08 The Board may remove from the roll of members the name of any member who fails to pay his membership fees within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

5.09 Any member of The Chamber, who intends to retire there from or to resign his membership, may do so at any time upon giving ten days notice in writing to the Secretary of such intentions, and upon discharging and lawful liability which is outstanding upon the books of The Chamber against him at the time of such choice.

5.10 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Board. Such recognition shall be for such term as determined by the Board. Honorary membership shall include all the privileges of membership, except that of the holding office. Honorary members shall be exempted from the payment of membership fees

5.11 Any member of The Chamber may be expelled by two-thirds vote of the Board provided that the Board shall have determined that such membership is prejudicial to the best interests of The Chamber and provide that the member in question shall have had an opportunity, upon thirty days notice from the Board, to show cause why such membership should not be terminated.

#### Article VI – Membership Fees and Assessments

6.01 The annual fees for membership in The Chamber shall be determined annually by the board.

6.02 The membership fees shall be paid annually on the first day of January.

6.03 No assessments other than annual membership fees may be levied against all members, unless the Board and approval by a majority of the members present at a general meeting of The Chamber recommend them. The notice calling such general meeting shall state the nature of the proposed assessment.

#### Article VII – Officers and Directors

7.01 The Officers and The Chamber shall be the President, Vice-President (President-Elect), Secretary-Treasurer. 2<sup>nd</sup> vice president

7.02 The Executive Committee of the Board shall consist of these Officers (7.01), the Immediate Past President, and the General Manager.

7.03 The Board shall be composed of:

a) Ten (10) elected Directors (including the Officers; representing four (4) directors from Bathurst and one Director for each of the following regions: Allardville, Beresford, Nigadoo, Petit-Rocher, Pointe-Verte and Belledune)

b) One executive Director (non-voting)

c) Others at the discretion of the Board (non-voting)

d) In any of the regions, excluding Bathurst, described in Article 7.03, the number of elected Directors will increase to two members for the individual regions that will have attained one hundred (100) members within the Chamber. Additionally, any incremental 50 members attained over 100, will result in one additional director.

e) In the event that the position for the 10 directors mentioned in A are not filled, there would be at large positions created to fill any vacancies in A.

7.04 The terms of office for elected members of the Board shall two years renewable.

7.05 The term of office for The Officers, members of the Executive Committee, shall be one year, renewable. No such officer, with the exception of the Secretary-Treasurer, shall hold the same office for more than two years in succession. The term for the positions of Secretary-Treasurer is for a maximum of four (4) years, subject to annual approval by the Board.

7.06 The Board shall govern and have the general power of administration of The Chamber on behalf of the members. It may adopt such rules and regulations deemed necessary in regards thereto so long as they are consistent with the provisions of these by-laws. The Board shall have the authority to do all such things on the behalf of The Chamber, which are consistent with

the objectives of The Chamber. No public pronouncements in the name of The Chamber may be made unless authorized by the Board or by some person or group of persons to whom the Board has designated this authority.

7.07 The Board or, at its request, the President may appoint committees or designate members of the Board of the Chamber to examine, consider and report upon matter or take such action as the Board may request.

7.08 Any six or more Directors lawfully met shall constitute a quorum at meetings of the Board and a majority of such quorum may do all things within the power of the Board.

7.09 If any member of the Board is absent for three (3) consecutive meetings of the Board, the Board may appoint another member of The Chamber in place of the member who is absent.

7.10 The Board may delegate any of its powers (except such as are specified to be exercised by the Board) to the Executive Committee and may from time to time revoke such delegation.

7.11 The Executive Committee shall generally carry on the business of The Chamber between meetings of the Board and shall report its activities to the Board. It shall be responsible for the supervision of the activities of The Chamber, control of the Chamber's finances within budget limitations, the organization and functioning of Chamber committees, and such responsibilities as may be delegated to it from time to time.

7.12 Any three or more voting members of the Executive Committee shall constitute a quorum at meetings of the Executive Committee.

#### Article VIII – Nominations

8.01 The Annual Election of Directors shall be held in May of each year at the Annual General Meeting of the Chamber

8.02 The Board shall appoint a Nominating Committee consisting of the President, the General Manager, and one member of the Board and at least two (2) members of the general membership at least ninety (90) days prior to each annual meeting of The Chamber. The Chair of the committee shall also appoint a scrutineer to supervise and conduct the annual general election in accordance with the rules and guidelines set out by the Board.

The Nominating Committee will validate nominations based on the following:

- The Nominating Committee will give due consideration to fair representation of the membership.
- Nominees for Director must adhere to the principles of the Greater Bathurst Chamber of Commerce and be prepared to function within the parameters of the By-Laws and Code of Conduct. Nomination forms must be signed by three (3) nominators (3 different members) in good standing and the nominee.

8.03 No less than forty-five (45) days prior to the Annual General Meeting, an invitation shall be circulated by fax and e-mail to all members in good standing to submit nominations.

8.04 The Nominating Committee shall submit its report to the Board at least 15 days prior to the annual meeting. Subject to amendment and/or approval by the Board, the report shall be emailed, mailed or faxed to all Chamber members at least 10 days prior to the annual meeting.

8.05 Nomination of candidates willing to allow their names to stand for election as members of the Board of Directors or for any of the Director positions will be accepted provided each such nomination is signed by a minimum of three members, and each nominee is a member in good standing of the Chamber, and has consented in writing to accept office if elected. Completed nominations must reach the Chamber office no later than three weeks (21 days) prior to the annual meeting.

#### Article IX – Election of Directors

9.01 Where there is only one nominee for any office or only such number of nominees as there are positions available on the Board of Directors, such office or positions shall be filled by acclamation at the annual meeting.

9.02 In the event there are no further nominations of candidates willing to allow their name to stand for election as members of the Board within the time limited, the nominees shall be declared duly elected members of the Board.

9.03 If further nominations are received from the floor, the annual election of members of the Board shall be conducted by ballot; which ballot, in a form approved by the Board shall be distributed to each member present. The nominating Committee shall act as scrutineers for the election. Eliminate this point.

9.04 In the event that any member of the Board vacates his/her office, the Board shall have the power to fill such vacancy by appointing in his place another member of the Chamber to serve the balance of the Board member's term.

9.05 Any member of the Board, including the general manager, who is a candidate in any election: (i.e. municipal, regional, provincial or federal) must take a leave of absence from the Board for the duration of that election campaign. If the member is subsequently elected he/she must resign from the Board upon such election.

9.06 Elected representatives to, or individuals directly employed by the Federal Parliament, the Provincial Legislature or any Regional or Municipal Council are not eligible to be elected to the Board of Directors.

#### Article X – Election and duties of Officers

10.01 Immediately after adjournment of the annual meeting, the Board of Directors shall appoint from its members, the officers and the Executive Committee for the upcoming year.

10.02 In the event that any Officer vacates his office, the Board shall have the power to fill such vacancy by appointing in his place another member of the Board of Directors of the Chamber to serve the balance of the Officer's term.

10.03 The President and Vice-President shall before assuming office or as soon thereafter as possible take and subscribe to an oath in the following form: "I \_\_\_\_\_ swear that I will faithfully and truly perform my duties as President/Vice-President of The Greater Bathurst

Chamber of Commerce and that I will, in all matters connected with this discharge of such 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 Greater Bathurst Chamber of Commerce was constituted, according to the true intent and meaning of the same. So help me God”.

10.04 The President shall be chief executive officer of the Chamber and shall preside at all meetings of the Chamber, the Board and the Executive Committee. The President shall be a member of all committees and shall exercise such authority and perform such duties as the Board shall prescribe from time to time and shall serve as principal spokesman for the Chamber.

10.05 The Vice-President shall generally assist the President and in the absence of the President, he shall preside at the meetings and otherwise perform the duties of the President.

10.06 The Secretary-treasurer shall have charge of the records and the funds of the Chamber and will supervise the keeping of records and the funds of The Chamber's revenue and expenditures. The Secretary-Treasurer shall report annually to The Chamber on its financial standing and perform such other duties as may be directed by the Board.

10.07 The officers authorized to sign all papers, documents and cheques requiring signature on behalf of The Chamber, shall be any two of the following: President, Vice-President, Secretary-Treasurer and General Manager. Any one of the above officers may endorse cheques for deposit or may verify the bank account. Add 2<sup>nd</sup> vice president

#### Article XI – General Manager

11.01 The General Manager shall be appointed by the Board and shall be responsible to the Board through the Executive Committee.

11.02 The General Manager shall have responsibility for the Management and administration of The Chamber, and shall exercise authority over the affairs and personnel of The Chamber, subject to the direction of the Executive Committee. The General Manager shall be responsible for program planning and research; the provision of staff support to various committees; membership development and relations; the planning and management of meetings; the seminars, conferences and special events; financial planning and management; public and media relations; and such duties as may be assigned from time to time by the Board. The General Manager shall serve as recording Secretary to the Board and Executive Committee and shall keep, or have kept, minutes of the proceeding of The Chamber, have the care and custody of its records, and attend to the publication of its reports. He/she, when authorized, serve as a spokesman for The Chamber.

11.03 The General Manager shall be a non-voting member of the Board and Executive Committee (except in any matter relating to remuneration and any contract between the Chamber and General Manager where the General Manager may be excused) and shall serve as a non-voting member of all Chamber committees, except the Nominating Committee.

11.04 Remuneration and any contract between The Chamber and The General Manager shall be determined by the Executive Committee and subject to the approval of the Board.

#### Article XII – Meeting

12.01 The annual meeting of the Chamber shall be held within five (5) months after the fiscal year-end, at a time and place determined by the Board

12.02 Special general meetings of The Chamber may be called by the President, the Executive Committee, The Board, or upon the written request of thirty (30) members of The Chamber. Notice of such special general meeting shall contain a statement of the purpose of meeting and shall be signed by the President or General Manager.

12.03 Notice of annual or special general meetings, naming the time and place of assembly, shall be emailed, mailed or faxed to the last known address of each member at least ten (10) days prior thereto or shall be placed in one or more of the newspapers published within the Greater Bathurst area at least five (5) days prior thereto.

12.04 Thirty (30) members shall constitute a quorum at annual or special meetings 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 each meeting.

12.05 The Board and Executive Committee shall meet at least monthly to carry on the business of The Chamber, except when otherwise resolved by the voting members of the Board or Executive Committee respectively. Meetings of the Board shall be open to all voting members of the Chamber and such persons may speak on the invitation of the Chairman, however only members of the Board shall be entitled to vote or introduce or second motions at these meetings.

12.06 Minutes of the proceeding of all annual and special general meetings of The Chamber and all Board and Executive Committee meetings shall be kept and shall be signed by the person who presides the meeting at which they are adopted.

#### Article XIV – Committees

13.01 The Board shall have the power to appoint such standing or special committees as it may deem advisable, and to delegate matters to such committees with such instructions and upon such conditions as the Board may determine.

13.02 The Board shall appoint a Chairman for each standing or special committee and shall provide to such Chairman terms of reference for such committees. The Chairman of such committees shall be entitled to receive notice of all Board meetings and shall attend regularly to advise and report to the Board at such meetings.

#### Article XV – Fiscal year

14.01 The fiscal year of The Chamber shall end on December 31<sup>st</sup> of each year.

#### Article XVI – Review of Financial statements

15.01 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. The Secretary-Treasurer or his representative at each annual meeting and at any other time required by the Board shall present a financial statement.

## Article XVII – Procedure

16.01 Parliamentary procedure, where not at variance with these by-laws, shall be followed at all general and Board meetings in accordance with Roberts Rules of Order.

## Article XVIII – Borrowing and Banking Authority

17.01 The Board of The Chamber may from time to time:

a) Borrow money upon the credit of The Chamber by obtaining loans or advance or by way of overdraft or otherwise;

b) Issue, sell or pledge securities of The Chamber including bonds, debentures, debenture stocks, in such sums at such terms and at such price as they may deem expedient;

c) Without in any way limiting the powers herein conferred upon the Board give security or promises to give security, agreements, documents and instruments in any manners or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations of liabilities as aforesaid or otherwise of The Chamber heretofore now or hereafter, or incurred directly or indirectly or otherwise.

17.02 The Board shall have the authority to, from time to time appoint any banks, banking institutions or trust companies as bankers to The Chamber.

## Article XIX – By-laws

18.01 These by-laws may be amended or repealed by an affirmative 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 emailed, mailed or faxed to the last known address of every member of The Chamber at least ten (10) days in advance of any such meeting.

18.02 These by-laws shall be binding on members of The Chamber, its Officers and all persons lawfully under its control.

18.03 With the adoption of these by-laws all former by-laws are hereby repealed.