

BY-LAWS of the Bridgewater and Area Chamber of Commerce

1. In these by-laws unless there be something in the subject or context inconsistent therewith;
 - a. Society: means Bridgewater and Area Chamber of Commerce
 - b. Registrar: means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act
 - c. Resolution: means a Motion passed by the Members of the Membership; the Board or a Committee
 - d. Special Resolutions: means a Motion passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

MEMBERSHIP

2. The subscribers to these By-Laws, and such other persons, shall be admitted to Regular Membership in accordance with these by-laws, and none others, shall be Regular Members of the Society, and their names shall be entered in the register of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Membership in the Society shall not be transferrable.
5. Every Regular Member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office. Each Regular Membership shall provide who their designated individual for voting and communicating purposes is, including contact information.
6. The following shall be admitted to Regular Membership in the Society:
 - a. Any individual, business or firm which pays the prescribed membership fees as set by the Board of Directors from time to time, shall have membership representation in the Society.
7. Special Membership of the society shall be provided in accordance with Chamber Policy #3, "Criteria for Special Membership", dated July 10, 2017. Each Application for Special Membership shall be presented to the Board for consideration by the Secretary. Special Membership of the Society shall be entitled to attend any meeting of the Society. Each Special Membership shall provide who their designated individual for communicating purposes is, including contact information.
8. No formal admission to membership shall be required other than the signed Membership Application Form provided by the Secretary. The entry in the Registry of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society. Each Membership shall provide who their designated individual for voting and communicating purposes is, including contact information.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from June 1st in any year to May 31st the following year.

MEETINGS

10. Meetings are as follows:
- a. The Annual General Meeting of the society shall be held within three months after the end of each fiscal year of the Society.
 - b. General Meetings of the Society shall be held at least four times per year, as decided by the Board of Directors.
 - c. A Special General Meeting of the Society may be called by the President or by one third of the number of Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the Society.
11. Three days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of the business, shall be given to the members. Notice shall be given, in writing and by sending it through the post in a prepaid letter addressed to each member at his or her last known address, or by electronic mail. A notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in the properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be ordinary business:
- a. Minutes of preceding Annual General Meeting;
 - b. Consideration of the annual report of the Directors;
 - c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - d. Election of vacant Directors positions for the ensuing year; (To be done in accordance with Election of Directors/Officers Policy # 7 dated October 3, 2017)
 - e. Appointment of Auditors.

All other business transacted at an Annual General Meeting shall be deemed to be Special Business.

13. No business shall be transacted at any Annual, Special or General Meeting of the Society unless a quorum of members is present in person or by proxy, at the commencement of such business, and such quorum shall consist of 35% of paid up members.

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present in person or by proxy, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present in person or by proxy, shall direct and if at such adjourned meeting a quorum of members is not present in person or by proxy, it shall be dissolved sine die.
15.
 - a. The President of the Society shall preside as President at every General, Special or Annual General Meeting of the Society.
 - b. If there is no President or if at any meeting he or she is not present at the time of holding the same, the First Vice President shall preside as President.
 - c. If there is no President or First Vice-President or if at any meeting neither the President nor the First Vice-President is present at the holding of the same, the Second Vice-President shall preside as President.
16. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
17. The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any General Meeting, unless a poll is demanded by at least three members, a declaration by the President that a Resolution (Motion) has been made, carried and an entry to that effect in the Minutes of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members in favour of, or against such resolution.
19. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the President may prescribe and the result of such poll shall be deemed to be the Resolution of the Society in all meetings.

VOTE OF MEMBERS

20. Every Regular Member and an authorized, Special Member shall have one vote and no more. Resolutions other than those requiring a special Resolution may be voted upon via electronic mail. Special Resolutions may be authorized for electronic vote, by the Board of Directors on a case by case, by a Majority Vote.

DIRECTORS

21. The number of elected Directors shall be up to ten. The Past President is not an elected member of the Board of Directors. One Directors position each is available to the appointee of a Council Member from the Municipality of The District of Lunenburg and The Town of Bridgewater. All Directors shall have full voting rights at all Directors Meetings excepting the President whom shall have no vote except in the case of an equality of votes. In the case of an

equality of votes, he or she shall have a casting vote. The Board of Directors may fill any vacant or unfilled Board Position for the remainder of the term, at any time by a Majority Vote. The Maximum number of Board Members, as described above, is 13.

22. Only Regular Members of the Society in good standing shall be eligible to be elected or appointed to serve as a Director of the Society.
23. Directors shall be elected by the Members at the Annual General Meeting of the Society. Fifty percent of the Directors shall be elected at the Annual General Meeting for a two-year term. A Director may serve a maximum of five consecutive two-year terms.
24. At the Annual General Meetings of the Society, all the Directors whose terms expire shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.
25. The Secretary shall maintain a record of all Directorship expiry dates and the number of terms a Director has served.
26. In the event that a Director resigns his or her office or ceases to be a member of the Society whereupon his or her office as director shall ipso facto be vacated, the vacancy thereby created shall be filled for the unexpired portion of the term by the Board of Directors from among the members of the society.
27. The Society may, by Special Resolution, remove any Director before the expiration of the period of the office and the Board of Directors may appoint another person in his or her stead. The person so appointed shall hold office during such time only as the director in whose place he or she is appointed would have held office if he or she had not been removed.
28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of the Directors may be held at the close of every Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, electronically or in writing to each Director within 3 days before the meeting is to take place, but non-receipt of such notice shall not invalidate the proceedings at any meeting of the Board of Directors. Any Director who is absent from three consecutive meetings without reasonable excuse, this at the discretion of the remaining members of the Board, and following confirmation by the Secretary of the dates of absence, will be requested to vacate that office immediately. This decision shall require a two-thirds majority vote by the directors present or by proxy. The Director shall be notified in writing by the President on behalf of the Board of Directors. The vacancy thereby created may be filled for the unexpired portion of the term, by the Board of Directors, from any Regular Member of the Society.
29. No business shall be transacted at any meeting of the Board of Directors unless at least five (5) of the Directors are present in person or by proxy, at the commencement of such business.
30. The President or, in his or her absence, the First Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as President at meetings of the Board.

POWERS OF DIRECTORS

31. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in a General Meeting. In particular, the Directors shall have power to engage an Executive Director and to determine his or her duties and responsibilities and his or her remuneration. The Directors may appoint an Executive Committee, consisting of the Officers and other such persons as the Directors decide.

OFFICERS

32. The Officers of the Society shall be a President, a First Vice-President, a Second Vice-President, the Past-President, the Secretary, and the Treasurer. The Executive Committee shall consist of these Officers.
33. The President shall perform such duties as may be assigned to him or her by the Board of Directors from time to time, and in his or her absence, illness or incapacity his or her duties may be performed by the First Vice-President and the Second Vice-President respectively.

AUDIT OF ACCOUNTS

34. The auditor of the Society shall be appointed annually by the members of the society at the Annual General Meeting and. On failure of the members to appoint an auditor, the Directors may do so.
35. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a Balance Sheet and Operating Account. The auditors shall make a written report to the members upon the Balance Sheet and operating Account and, in every such report, he or she shall state whether, in his or her opinion, the balance sheet is full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the registrar within fourteen days after the annual meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

36. The Society has the power to repeal or amend any of these By-Laws by a Special Resolution passed in the manner prescribed by these By-Laws.

MISCELLANEOUS

37. The Society shall file with the Registrar with its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.

38. The society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.
39. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
40. Preparation of the minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
41. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General meeting at the registered office of the Society.
42. Contracts, deeds, bills of exchange and other instruments and documents may be executed at the direction of the Board, on behalf of the Society by the President or the Vice-Presidents and the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
43. The borrowing powers of the society may be exercised by Special Resolution of the Members.
44. Each Director, including each Officer shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his or her heirs, executors and administrators and estate and effects respectively from time to time and at all times be indemnified and save harmless out of the funds of the society from and against all costs, charges and expenses whatsoever which such officer sustains or incurs in the execution of his or her of their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
45. The President shall have the sole and exclusive authority to appoint, from among the membership, a member or members to act as a representative of The Atlantic Provinces Chamber of Commerce and such member or members shall be ex-officio members of the Board of Directors.
46. The Chamber shall be non-sectional, non-sectarian, and politically non-partisan.
47. A current Member who fails to pay their dues within three months of the date they fall due shall be removed from the role of members. Upon such action by the Board, all privileges of membership shall be forfeited.
48. Membership Dues as set by the Board of Directors shall be charges in accordance with Membership Fee Policy # 4 as approved by the Board on September 22, 2017.

COMMITTEES

49. Roles and Responsibilities (excluding the Executive Committee)
 - a. Appointment of Committees:
Standing committees and ad hoc committees may be established by the Board of Directors or by the Executive Committee and are responsible to the Board of Directors. The Board of Directors may dissolve a committee at any time by majority vote.

- b. **Committee Structure:**
Committees shall be comprised of a chairperson, a vice chairperson and a secretary. Upon recommendation by the committee, the chairperson is subject to board approval. Minutes shall be taken for all committee meetings and be supplied to the Board of Directors. The chairperson of the committee has a vote on committee motions. The Executive Director is an ex officio committee member of all committees, but shall have no vote. At least one member of the Chamber Board of Directors shall participate in each committee. The committee chairperson shall give notice of all committee meetings to the committee members.
- c. **Eligibility:**
All members of the Bridgewater and Area Chamber of Commerce are eligible for committee membership. Committee members who miss three consecutive committee meetings without valid reasons may be removed from the committee by the Board of Directors.
- d. **Reporting:**
Any action a committee is prepared to take must have Board approval. Active committees shall report regularly to the Board through minutes or through presentation at the next meeting of the Board.
- e. **Public Statements:**
Public statement may only be made subject to Board approval.
- f. **Removal of Committee Members:**
Members of committees may be removed by the Board by majority vote.
- g. **Remuneration:**
Committee members shall receive no remuneration for their service except where approved in advance by the Board.
- h. **Terms of Reference/Duties:**
Upon committee recommendation, the Board shall have final approval for the terms of reference for committees.
- i. **Spending:**
All financial requirements of committees must have Board approval before commitments are made, regardless of dollar value.
- j. **Term:**
The committee chair and its members shall have a term of one year. Following the AGM each year, committees and their chairpersons shall be reviewed for approval by the Board of Directors.

Approved by:
The Board of Directors on: October 16, 2017