

DRAFT

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BY-LAWS DEER ISLAND CHAMBER OF COMMERCE

The Deer Island Chamber of Commerce shall be defined as an organization established to promote and improve trade and commerce as well as the economic, civil and social welfare of the district.

DEFINITIONS

1. In these BY-LAWS:
 - a. "Chamber" means the Deer Island Chamber of Commerce
 - b. "District" means the area within and for which this chamber was established as defined in the Certificate of Registration under the Boards of Trade Act (initial BOT).
 - c. "Member" and "Membership" refers to all members recorded in the membership register, including the directors, that are in good standing with dues paid for the current year.
 - d. "Board" means the Board of Directors of the Deer Island Chamber of Commerce

NAME AND OBJECTIVES

2. The name of this organization shall be DEER ISLAND CHAMBER OF COMMERCE.
3. The objectives of the Deer Island Chamber of Commerce shall be to:
 - a. promote and improve commerce and the economy of the island,
 - b. promote the island as a vacation destination by developing and supporting tourism on the island
 - c. improve civil and social welfare on the island
 - d. to encourage environmental sustainability
4. The usual place of the meetings shall be any location on Deer Island NB as determined by the board.
5. This organisation shall be religiously and politically neutral.

MEMBERSHIP AND MEMBER RIGHTS AND RESPONSIBILITIES

6. Membership is open to any business, society, charitable organization, educational or health institution, corporations, partnerships or estates or person who support the objective of the Chamber.
7. Membership shall consist of a minimum of 20 members who are recorded in the membership register and have paid the annual membership fee for the current year.
8. Membership classes:
 - a. Business – any business operating in the district
 - b. Individual:
 - i. any person living in the district (resident)
 - ii. any person not living permanently in the district, but owning a property in the district
 - iii. any person with an sustainable interest in the objectives of the Chamber and willing to support the objectives of the Chamber. Membership applications defined under this article (6.a.c.) need the approval by the board to become a valid membership.
 - c. Non-Profit organization – any non-profit organization operating in the district
9. All membership classes have the same rights and privileges.
10. Membership starts with submitting the completed and signed membership form (exception Article 8)b)iii)) to the chamber.

11. Every member is entitled to attend any members meeting of the Chamber.
12. Every member is entitled to one vote at any members meeting of the Chamber. Proxy votes will be permitted at all member meetings, provided the proxy is filed (submitted by fax or email is allowed) with the Board prior to meeting at which the vote is taken. The proxy ballot must be issued and used only by a member.
13. Any member is entitled to hold any office/position.
14. Membership shall cease/ends:
 - i. Upon death
 - ii. By membership resignation by a 30-days written notice to the board before the fiscal year ends.
 - iii. By non-payment of annual dues.
 - iv. By a vote of 2/3 majority of the members, if the member acts against the objectives of the Chamber.
15. The Chamber is not obligated to return any membership fees when membership ceases/ends.
16. Membership is not transferrable
17. Municipal, provincial and federal political (government) representatives can be included in mailings and are allowed to attend meetings, but are not considered members of the Chamber.

MEMBERSHIP DUES AND FISCAL YEAR

18. The Board will set membership fees for the following fiscal year and announce them to the members at the General Annual Meeting, held in April of each year.
19. The fiscal year of the Chamber shall start on the 1th day of March and shall end on the last day of February of the following calendar year.
20. Membership dues are for the fiscal year and are payable within 30 days of commencement of the year of admittance to the chamber.
21. New members joining after the commencement of the fiscal year, shall pay dues within 30 days after the membership has started.

22. New members joining after September 30, shall pay dues equal to 50% of the annual dues for the current year.

AUDIT

23. The annual financial statement of the Chamber shall be reviewed by an audit committee of two individuals appointed by the membership at the annual general meeting
24. The audit committee shall not include a Director and may include a member (s) of the community who is not a Chamber member but who is known by the membership to be knowledgeable in financial matters.

DIRECTORS

25. Any member of the Chamber in good standing is eligible to be elected a director of the Chamber
26. A director may serve a maximum of two terms, with each term being a length of two years.
27. The membership shall elect up to 10 directors to manage the Chamber. The minimum number of directors is 6. The group of directors shall be called the board.
28. Directors will retire from office at the end of the general meeting when their successors are elected.
29. The board may appoint signing officers - when officers are elected by the members (Article 46)-, an executive committee or any other committees required to manage the operations and activities of the Chamber to attain its objectives. As long officers are not appointed the board member shall take over the officer positions (Article 39 to 45) following the officers tasks descriptions.
30. The Directors shall attend all Board of Director Meetings and vote on matters pertaining to the operation of the Chamber. They may develop strategies and action plans and will make decisions to manage the affairs of the Chamber appropriately.

BOARD OF DIRECTORS MEETINGS

31. The Board shall meet monthly.

32. Board meetings may be at the call of the President or not less than three (3) members of the Board.
33. All meetings of the Board of Directors require notice and must
 - a. specify the date, place and time of the meeting
 - b. be given to the Directors seven (7) days prior to the meeting;
 - c. Be given to the Directors by written, telephone or electronic means;
 - d. Notice can be waived for Board meetings with the unanimous approval of the Board;
 - e. The non-receipt of notice by any Director shall not invalidate the proceedings, so long as reasonable efforts have been made to give notice.
34. Quorum for the Board is 5 (five). No business can be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
35. Directors may attend meetings electronically or by phone with permission of the Directors present.
36. Votes of Directors may be taken electronically if a decision is required between meetings
37. At any meeting by the Directors every question, unless otherwise required by the by-laws, shall be by ordinary resolution determined by the majority of the votes cast on the question. In case of equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

OFFICERS

38. If the board - in accordance to Article 27 - decides to appoint officers, the officers shall include a President, Vice President, 2nd Vice President, Corporate Secretary and Treasurer.
39. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

40. The Vice Presidents shall perform the duties of the President during the absence, illness or incapacity of the President or when the President may request him/her to do so or in their absence any other Director.
41. The Corporate Secretary shall:
- a. Have responsibility for the preparation and custody of all books and records including:
 - i. The minutes of members' meetings
 - ii. The minutes of directors' meetings
 - iii. The register of members, and
 - iv. have custody of the Seal, if any, which may be affixed to any document on resolution of the Board of Directors
42. A Recording Secretary may be appointed to take minutes at meetings of the Board and membership. This person need not to be an officer or director.
43. The Treasurer shall have responsibility for the custody of all financial books and records of the Chamber and carry out all other duties as assigned by the board.
44. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Chamber by the officers or directors designated by the Board of Directors.

ELECTIONS

45. At the Annual Meeting of the Chamber, members will vote on the slate of Officers and Directors after nominations from the floor.
46. Following the Annual Meeting of members, the retiring board members will resign and the newly elected Board will assume their duties and responsibilities at the next Board meeting.
47. All candidates and voting members shall be members in good standing for a period of not less than 3 months prior to the annual elections.
48. The Board of Directors may appoint any member in good standing to fill a vacancy that occurs between annual meetings if there is a death, resignation or persistent absenteeism by a director for more than six months. To prevent the persistent absenteeism vacancy fill, the board member might appoint another board member by proxy ballot.

MEMBERSHIP MEETINGS

49. The President shall preside over all meetings of the Chamber.
50. Membership meetings of the Chamber shall be held annually.
51. All voting matters of the Chamber shall be by a show of hands. A simple majority of those present is sufficient for the adoption of any motion.
52. At any meeting by the members every question, unless otherwise required by the by-laws, shall be by ordinary resolution determined by the majority of the votes cast on the question. In case of equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

ANNUAL MEETINGS OF MEMBERS

53. An Annual Meeting shall be held within the first three (3) months after the end of the fiscal year (first day of March until last day of February of the following year) of the Chamber in conjunction with the regular meeting. The agenda will include the reading of the minutes of the previous annual meeting, the presentation of an annual financial report, the appointment of an auditor and the election of Directors. Additional business may be added after the completion of these items.

SPECIAL MEETINGS OF MEMBERS

54. A Special Meeting may be called:
 - a. at the written request of a quorum (Article 54) of members in good standing.
 - b. by the President.
 - c. by any three (3) or more of the Directors.

55. A quorum of members for any annual, general or special meeting shall be 20% of the voting membership or at least nine (9) voting members, whichever number is greater.

MEETING NOTIFICATIONS

56. Member Meeting notifications have to:
- a. Specify the date, place and time of the meeting;
 - b. Be given to the members ten working days prior to the meeting;
 - c. Be given to the members by written, telephone or electronic means.

AMENDMENT

57. Members may repeal, amend or add to these bylaws by a special resolution voted on by a quorum of members at a duly called General or Special Meeting. The motion to amend the bylaws must pass by a two-thirds (2/3) majority vote to be carried.
58. Proposed amendments must be circulated 30 days prior to the general or special meeting where they will be considered.

DISSOLUTION

59. The chamber may, by special resolution, surrender its certificate of incorporation after satisfaction of all its debts and liabilities.
60. If there remains any property whatsoever, whether financial assets or real property and other tangible assets such as furniture and fixtures, they shall be liquidated and disbursed to:
- a) Member chambers of commerce and board of trade in good standing at time of dissolution, proportionately according to their annual membership fee as a percentage of total annual dues;
 - b) Some other not for profit organization in the Atlantic Region having objectives that are similar or complementary to those of the corporations; and/or
 - c) Any combination of these two.

The decision regarding disbursement of the net proceeds shall be that of the Board of Directors at its last meeting.

