# VILLAGE OF GAGETOWN

& AREA CHAMBER OF COMMERCE BY-LAWS

Tabled April 20, 2004; Amended April, 2004; Adopted May,2024

# ARTICLE 1 – NAME AND OBJECT

Section 1 - The name of this organization shall be the Village of Gagetown & Area Chamber of Commerce. [chamber]

Section 2 - The object of the chamber shall be to promote and improve trade and commerce and economic, civic and social welfare.

Section 3 - The usual place of meeting shall be in the Village of Gagetown. [the village]

Section 4 - The chamber shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

# ARTICLE 11 – INTERPRETATION

Section 5 - Wherever the word “chamber” occurs, it shall be understood to mean the Village of Gagetown & Area Chamber of Commerce as a body.

Section 6 - Wherever the word “board” occurs it shall mean the board of directors of the chamber [if and when initiated].

Section 7 - Wherever the word ‘area’ occurs in these bylaws it shall mean that area within and for which this chamber was established as defined in the Certificate of Registration under the Boards of Trade Act (R.C.,c18, s.1). ARTICLE 111 – MEMBERSHIP

Section 8 - Any person engaged or interested in the objectives of the chamber shall be eligible for membership.

Section 9 - Associations, corporations, partnerships or estate members shall be assigned one vote with paid membership.

Section 10- At meetings of the chamber or the board any member in good standing may propose any eligible person as a candidate for becoming a member and, if accepted, such person must abide by the by-laws.

Section 11- Membership shall continue from the time of admittance until resignation according to the provisions of these by-laws or been removed by action of the board. Any member may be expelled by two-thirds [2/3] vote of the board.

Section 12- A member who intends to retire or resign may do so by giving the secretary ten [10] days notice in writing and upon discharging any lawful liability standing on the books.

Section 13 - The executive of the board may remove the name of any member failing to pay annual dues within thirty [30] days of the due date and all privileges shall be forfeited.

Section 14 - Persons who have distinguished themselves by meritorious service may be elected honorary member or honorary life member by a majority vote at a general meeting [GM]. Honorary membership shall be for one [1] year and may be repeated. Honorary life membership shall be for the lifetime of the person. These memberships shall include all the privileges of membership except the payment of dues.

Section 15 - Each year the village council will be invited to nominate a member to attend chamber meetings.

# ARTICLE 1V – DUES AND ASSESSMENTS

Section 16 - Annual dues shall be determined by the board and subject to the approval of a GM whenever a change is involved. New members shall pay full annual dues.

Section 17- Other assessments, recommended by the board and approved by a majority of the members at a GM, may be levied. The notice of such a meetings shall state the nature of the proposed assessment.

# ARTICLE V – OFFICERS, EXECUTIVE, SECRETARY AND BOARD

Section 18- The officers are: president, vice-president, secretary and treasurer and shall be elected each year at the annual general meeting [AGM]. Such officers shall constitute the executive. The past president shall remain on the executive [ex-officio].

Section 19 - Three quarters [3/4] or more members of the executive or board, lawfully met, shall be considered a quorum for normal transaction of business.

Section 20- No member shall be president for more than two [2] years in succession.

Section 21 - The executive shall, six [6] weeks prior to the AGM, appoint a nominating committee chairperson who shall select two [2] other members to form the nominating committee. This committee shall submit to the secretary three

[3] weeks prior to the AGM their nominations for the board for the ensuing year.

Section 22- Any vacancy on the executive or board which may occur during the year shall be nominated by the executive or board and ratified by the members at GM.

ARTICLE Vl - DUTIES AND FUNCTIONS OF THE BOARD [if and

when initiated]

Section 23 - The board shall have the general power of administration. It may make or authorize petitions or representations to the governments of Canada, the provinces or others as may be required by vote of a majority of members present at a GM.

Section 23a\* The board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-laws of the chamber provided however, that such powers are not inconsistent with the provisions of the Board of Trade Act.

Section 24 - The board shall frame such by-laws, rules and regulations as appear to it best adapted to promote the welfare of the chamber and shall submit them for adoption at a GM called for that purpose.

Section 25- The board, or at its request, the president, may appoint a committees or designate members of the board or chamber or others, to report and act upon any matter as the board may request.

Section 26- The board may suspend committee chairpersons from office or have the office terminated for just cause, Any committee may be terminated by the board for just cause.

Section 27 - Board meetings shall be open to all members in good standing.

Section 28- No public pronouncement in the name of the Chamber may be made unless authorized by the board.

ARTICLE Vll – DUTIES OF OFFICERS

Section 29- The president shall: preside at all meetings of the chamber and board; regulate the order of business, receive and put lawful motions and communicate what he/she may think concerns the chamber; with the secretary, sign all papers and documents requiring signature on behalf of the chamber, unless someone else is designated by the board; and present a general report of the activities of the year at the AGM. The president shall vote only in the case of a tie. Upon an appeal being made from a decision of the chair, the vote of the majority shall decide.

Section 30- The vice-president shall act in the absence of the president and in the absence of both of these officers the meeting shall appoint a temporary chairperson.

Section 31- The treasurer shall: have charge of all funds; deposit, or cause to be deposited, the same in the financial institution selected by the executive or board; pay amounts approved by the board; keep account of the income and expenditures and submit a verified statement to the AGM and at any time required by the executive or board; make investments of the funds as the board may direct; present a financial statement at the AGM and GM and at board meetings as required by the executive or board. Any two of the president, vice-president and treasurer shall sign all notes, drafts and cheques.

Section 32- The secretary shall: be responsible to the executive or board for the general control and management of business and affairs; be responsible for keeping the minutes; conducting correspondence; retaining copies of official letters, documents; with the president sign and when necessary seal, with the seal of the chamber, of which he/she shall have custody, all

papers and documents requiring signature or execution on its behalf; maintain an accurate record of the proceedings of the chamber and the executive or board; and perform all such other duties as properly pertain to this office. When the term of office ends, the secretary shall deliver, to the board, all books, papers and other chamber property.

ARTICLE Vlll – MEETINGS

Section 33 - The AGM shall be held as soon as possible after January one [1] in each year. At least two [2] week’s notice shall be given.

Section 34- GM’s shall be held as often as required at a time and place designated by The board. At least one week’s notice shall be given.

Section 35 - Special GM’s may be held at any time when summoned by the president or requested in writing by any three [3] members of the board or twenty- five percent [25%] of members in good standing. At least two [2] day notice shall be given.

Section 36 - The board shall meet as required or at the request of at least three [3] of its members or a minimum of 5 members.

Section 37 - Executive meetings shall be at the call of the president or designate.

Section 38- Notice of all meetings naming time and place shall be given by the secretary.

Section 39 - At any AGM or GM twenty percent [20%] members shall be a quorum and a majority of members present may perform all acts which are directed to be done at the meeting.

Section 40- Minutes of the proceedings of all general, and Board meetings shall be entered in books to be kept for that purpose by the secretary.

Section 41 - The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 42 - All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber.

ARTICLE lX – VOTING RIGHTS

Section 43 - Members in good standing represented at any GM shall be entitled to one vote.

Section 44 - Voting at meetings shall be by show of hands or if requested by the chair by a standing vote.

Section 45 - The chair shall vote only in the case of a tie. Upon an appeal being made from a decision of the chair the vote of the majority shall decide.

Section 46- Motions or amendments shall be carried at any executive, Board or general meeting by a majority vote, unless otherwise provided in these By- Laws.

# ARTICLE X – BY-LAWS

Section 47- By-Laws may be made, repealed, or amended, subject to Section 46 of these by-laws, notice of such proposal shall be made in writing at least one

[1] week previously.

Section 48 - The by-laws shall be binding on all members.

ARTICLE Xl – AFFILIATION

Section 49- On motion the chamber may affiliate with any organization in which membership may be in the chamber’s interests.

ARTICLE Xll – FISCAL YEAR

Section 50- The fiscal year shall commence on January first [1] in each year.

ARTICLE Xlll – AUDITORS

Section 51- Auditor(s) shall be appointed at the AGM and shall review the books and accounts at least once a year. A financial Statement shall be presented by the treasurer at each annual meeting and at each Board meeting as required by the Board.

ARTICLE XlV – PROCEDURE

Section 52 - “Roberts Rules” of procedure shall be followed at all meetings.