

HAMPTON AREA CHAMBER OF COMMERCE

By-Laws Amended 2013

ARTICLE I. NAME and OBJECTIVES.

Section 1. The name of this organization is The Hampton Area Chamber of Commerce

Section 2. The objectives of the Hampton Area Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civil, and social welfare of the district.

Section 3. The usual place of meeting shall be in the town of Hampton in the County of Kings in the Province of New Brunswick.

Section 4. The Hampton Area Chamber of Commerce shall be non-sectorial and shall not lend its support to any candidate in public office.

ARTICLE II. INTERPRETATION

Section 5. Whenever the words “The Chamber” occur in these By-Laws, they shall be understood to mean “The Hampton Area Chamber of Commerce”.

Section 6. Wherever the words “The Board” occur in these By-Laws, they shall be understood to mean “The Board of Directors of the Hampton Area Chamber of Commerce”.

Section 7. Wherever the word “District” occur in these By-Laws, it shall mean the area, within and for which this Chamber was established as defined in the Certificate of Registration under the Board of Trades Act (R.S.C.1770 CB-8).

Section 8. Wherever the context makes it possible, words in singular include the plural, and words in plural include the singular, and words importing the masculine gender include the feminine gender.

ARTICLE III. MEMBERSHIP

Section 9. A member in good standing shall be defined as a person who has paid their dues in full within ninety days of receipt of invoice, and is not in contravention with any of the By-Laws.

Section 9a. Any reputable person, directly or indirectly engaged in or interested in trade, commerce, or the economic or social welfare of the District, shall be eligible for membership in the Chamber.

Section 9b. Associations, Corporations, Partnerships, or Estates directly or indirectly engaged in or interested in trade, commerce, or the economic or social welfare of the District may become members of the Chamber.

Section 9c. At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber.

Alternatively:

It shall be the duty of the Chairman of the Membership Committee or such other person as he may from time to time appoint to propose the name or names of any person, association, corporation, etc., eligible for membership who has indicated a desire to join the Chamber.

Section 10. When a person or organization becomes a member, they shall have all the rights and privileges of the Chamber, and be subject to all the obligations and responsibilities of membership.

Section 10a. Membership shall continue from the 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 of Directors.

Section 10b. Any member of the Chamber who intends to retire therefrom or to resign his membership may do so at any time. The secretary shall be given ten days notice in writing of such intention prior to discharging any lawful liability which is standing on the books of the Chamber against him at the time of such notice.

Section 10c. The Board of Directors may remove from the roll of members the name of any newly enrolled member failing to pay his annual dues within thirty days of his admission, or any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

Section 11. Special Memberships

Section 11a. Persons who have distinguished themselves by some meritorious service may be elected Honorary Members by a majority vote of the Board. Such recognition shall be for the term of one year and may be repeated. Honorary Membership shall include all privileges of active membership except that of holding office, and the requirement of paying annual dues.

Section 11b. Life Membership may be granted by a majority vote of the Board. Such recognition shall be offered to recognize meritorious service to the Chamber over an extended period of time.

Section 11c. Any member of the Chamber may be expelled by a two-thirds vote of the Board.

ARTICLE IV. DUES and ASSESSMENTS

Section 12. The annual dues payable by members of the Chamber shall be reviewed annually by the Board of Directors. Whenever an adjustment in the original fee is involved, the approval of the majority of the Membership at a General Meeting will be required.

Section 13. Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such a general meeting shall state the nature of the proposed assessment.

ARTICLE V. OFFICERS and BOARD

Section 14. The officers shall be A President, Vice-President, Secretary, a Treasurer, and the immediate Past President. The office of Secretary and Treasurer may be combined. They, together with other members elected at the Annual General Meeting shall form the Board of Directors. There shall be no more than 12 or no less than 9 Directors in total, including Officers. They shall remain in office for one year or until their successors shall be appointed but no such Officer or member of the Board, with the exception of the Secretary or Treasurer, shall hold the same office for more than two years in succession.

Section 14a. A Nominating Committee comprised of the past president and two other Members named by the past president, shall present a nomination list of the Officer and Board positions to be elected by vote of the Membership at the Annual General Meeting.

ARTICLE VI. RESIGNATIONS

Section 15. Where a member of the Board dies or resigns or is absent from three (3) consecutive meetings of the Board without just cause, the Board may, at any meeting thereof, elect a member of the Chamber, in place of the said member.

ARTICLE VII. SUSPENSIONS and EXPULSIONS

Section 16. Any Officer or Board member may be suspended from his office or have his tenure of office terminated if, in the opinion of the Board, he is grossly negligent in the performance of his duties. Such person will be provided the liberty to appeal the decision of the Board of Directors directly at the next General Meeting, at which time, The Board will have the authority to reinstate the member by a majority vote.

ARTICLE VIII. RESPONSIBILITY

Section 17. The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of New Brunswick, or others, as it may determine or as may be required by vote of the majority of members present at any General Meeting.

Section 18. The Board shall, in addition to the powers thereby expressly conferred on it, have such powers as are assigned to it by any By-Law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Board of Trade Act. (See section 7).

Section 19. 50% + one (1) of the members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all the things within the power of the Board.

Section 20. 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 General Meeting of the Chamber called for that purpose.

Section 21. The Board, or at its request, the President, may appoint Committees or designate members of the Board, the Chamber or others to examine, consider and report upon any matter or take such action as the Board may request.

Section 22. The Board may suspend any Chairman from office or have his office terminated for just cause. The Board may terminate any Committee with just cause.

Section 23. No paid employee of the Chamber shall be a member of the Board or Executive Committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said Officers reasonable expense monies.

Section 24. The President, Vice-President, Secretary and Treasurer before taking office agree to abide by the following oath. "I swear that I will faithfully and truly perform my duty as.....of the Hampton Area Chamber of Commerce and that I will, in all matters connected with the discharge of such duties do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objectives for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God."

Section 25. No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by an individual to whom the Board has delegated this authority, or by the President.

ARTICLE IX. DUTIES OF OFFICERS

Section 26. The President shall preside at all meetings of the Chamber and Board of Directors. The President shall regulate the order of business at such meetings. The President shall receive and put forth lawful motions, and communicate to the meeting what he may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring signatures on behalf of the Chamber, unless otherwise designated by the Board. It shall be the duty of the President to present a written general report of the activities sponsored by as well as those in which the Chamber participated at the Annual Meeting.

Section 26a. The Vice-President shall be vested with all the powers and responsibilities and shall perform all the duties of the President in the President's absence. The meeting shall appoint a Chairperson to act temporarily.

Section 26b. The Treasurer shall have charge of the funds of the Chamber and shall deposit, or cause to be deposited the same in a Financial Institution selected by The Board of Directors. Out of such funds The Treasurer shall pay amounts approved by the Board. The Treasurer shall keep a regular account of revenues and expenses of the Chamber. The Treasurer shall submit an unaudited statement thereof for presentation to the Annual General Meeting and at any time as so required by the Board. The Treasurer shall make such investments of the funds of the Chamber as so directed by the Board. The Treasurer shall be responsible for the invoicing of the annual membership dues.

Section 26c. The Secretary and/or Secretary-Treasurer shall be the Financial Officer of the Chamber and shall be responsible to the Board of Directors for the general control and management of the Chamber's business affairs. The Secretary shall be responsible for keeping the minutes of the Chamber, conducting its correspondence, retaining copies of official documents and shall perform all such other duties as properly pertain to his office. The Secretary shall, with the President, sign all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Chamber. At the expiration of the term of office, the Secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

Section 26d. The signing Officers of the Chamber required for any notes, drafts, or cheques shall be any two of the President, Vice-President, Secretary or Treasurer.

ARTICLE X. MEETINGS

Section 27. The Annual Meeting of the Chamber shall be within 60 days following the end of the fiscal year at a time and place determined by the Board. At least two week's notice of the Annual Meeting shall be given.

Section 28. Regular Meetings of the Chamber may be held monthly at a time and place designated by the Board. At least one week's notice of such meetings shall be given. Meetings shall be open to all members, as well as the general public, but without voting privileges or participation accorded members.

Section 29. Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three members of the Board, or by any ten members of the Chamber. At least one week's notice of such meetings shall be given.

Section 30. The Board shall meet from time to time (at least quarterly) as may be necessary to carry on the business of the Chamber.

Section 31. Notice of all general meetings, naming a time and place of assembly, shall be given to all members in good standing. A notice inserted in one or more of the newspapers published within the district or an email to each member's last known email address, along with a posting of the notice on the Hampton Area Chamber of Commerce website shall constitute sufficient notice.

Section 32. At any Annual or General Meeting, fifteen (15) percent of the members shall be a quorum 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 any such meeting.

Section 33. 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 34. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 35. All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE XI VOTING RIGHTS

Section 36. Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Partnership, or an Estate member shall in each such case be assigned to an individual.

Section 37. Voting at Board or General Meetings shall normally be by a show of hands, or, on request, by secret ballot. A roll call vote shall be taken, if requested by five (5) members, provided such request received approval of two-thirds of the members assembled.

Section 38. The presiding officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 39. Motions or amendments shall be carried at any Board or General meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE XII BY-LAWS

Section 40. By-Laws may be made, replaced or amended by a majority of the members of the Chamber present at any General Meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous General Meeting and duly recorded in the minutes of the Chamber.

Section 41. Such By-Laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force when enacted.

ARTICLE XIII AFFILIATION

Section 42. The Chamber, at the discretion of the Board, shall have the power to affiliate with The Canadian Chamber of Commerce, the Atlantic Provinces Chamber of Commerce, the Saint John Board of Trade, the Sussex and District Chamber of Commerce, The Kennebecasis Valley Chamber of Commerce, The St. Martin's Chamber of Commerce, The Kingston Chamber of Commerce and any other organization in which membership may be in the interests of the Chamber.

ARTICLE XIV FISCAL YEAR

Section 43. The fiscal year of the Chamber shall commence on the 1st day of April and end March 31st of each year.

ARTICLE XV AUDITORS

Section 44. An auditor shall be appointed by the members present at the Annual Meeting and shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board. The year-end statement shall be audited.

ARTICLE XVI PROCEDURE

Section 45. Parliamentary procedure shall be followed at all General and Board Meetings in accordance with “Rules of Order” by Bourinot, or Roberts Rules of Order.