

**Constitution
&
Working By-Laws**

Name and Objective

Section 1

- a) The name of this organization shall be **“The Parrsboro & District Board of Trade”**.
- b) The district shall include – west to and including the Village of Apple River, east to and including Bass River, north to and including Southampton, south to Minas Basin.
- c) The objectives of the Parrsboro & District Board of Trade shall be to promote and improve trade and commerce, to further the civil and social business interests of the communities, to coordinate all concerned business groups, parties, etc. presently acting individuals, under one corporate body.
- d) The Parrsboro & District Board of Trade is a non-profit organization and is run by volunteers selected from its membership.
- e) The usual place of the meetings shall be in the Town of Parrsboro at a place selected by the council.
- f) The Parrsboro & District Board of Trade shall be non-sectional and non-sectarian, and shall not lend its support to any candidate for public office.

Definitions

Section 2

The terms used in this document shall be interpreted to mean the following:

- a) **Board** – refers to the entire membership of the Parrsboro & District Board of Trade.
- b) **Council** – refers to the governing body of the Parrsboro & District Board of Trade and shall consist of the Officers and the Directors.
- c) **Officers** – refers to the officers of the Board of Trade namely; President, First Vice President, Second Vice President, Treasurer, Secretary and Past President. The position of treasurer and secretary may be combined.
- d) **Directors** – refers to the 12 Directors duly elected at the annual meeting, who as Directors, act on behalf of the membership.
- e) **Executive** – refers to the executive consisting of the Officers plus two Directors of the council, selected by council.
- f) **Committee and Task Forces** – refers to bodies appointed or selected by the council from time to time for the purpose of enabling the Board to achieve its objectives.
- g) **Staff** – refers to the individuals hired to function as employees of the Board or Council.

Organization

Section 3

The following is an organizational chart describing the role of each participating grouping within the structure of the Board.

General Membership – Business and Community leaders combined with others who share a special interest in the economic and social welfare of the Parrsboro area as stated in section 1 (b) above; who support the Board financially through a membership fee structure and, through active participation, in its program and activities.

Council – the governing body elected by the members and responsible for developing policy, determining the program of action and directing the general activities of the Board of Trade on behalf of the membership.

Executive Committee – Responsible to the Council for the co-ordination of the Board of Trade activities, the review of recommendations to be submitted to the Council and the general transaction of business between Council meetings.

Committee and Task Forces - This means by which the talents and energies of members are utilized. They consider, investigate, recommend and, as authorized by the Council, take action on issues or undertake activities for the benefit of the membership.

Staff – Individuals hired from time to time by and responsible to the Council. They co-ordinate the work of the Board, help ensure that policies and programs are implemented and provide a permanent administrative and functional unit for the organization.

Membership

Section 4

- a) Any reputable person, association, corporation, society, partnership or estate, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the Board of Trade.
- b) Membership fees shall be voted on and set at the Annual Meeting. In the case where fees are not set at the Annual Meeting it is presumed the previous fees will still apply.
- c) Categories of membership will be business and individual. A person operating a business must join at the rate set for a business. However, each subsequent person representing the same business who wishes to be a voting member must join at the rate set for an individual. The rate set for a business may be broken down into sub-categories depending on the size of the business.
- d) The entry of a member's name in the secretary's minute book is sufficient acknowledgement of the member's status.
- e) Membership fees are due in full within 30 days of the Annual Meeting, or the member's admission to the Board.

- f) Any member who fails to pay such dues within 3 months of the date due shall forfeit all rights and privileges of the membership.
- g) Membership in the Parrsboro & District Board of Trade shall not be transferable.
- h) Membership in the Parrsboro & District Board of Trade shall cease upon the death of the member.
- i) Any member of the Board who intends to retire or resign his/ her membership may do so at any time upon giving to the secretary 10 days notice in writing of his/ her intentions, and upon discharging any lawful liability that may be outstanding upon the books of the Board, by him/her at the time of such notice.
- j) Persons who have distinguished themselves by some meritorious or public service to the Board of Trade may be elected Honourary Life Members by a majority vote of the Board of Trade. Candidates for this honour must have been *active* members of the Parrsboro & District Board of Trade for at least 10 years. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- k) Any member of the Board may be expelled by a two-thirds vote of the "full" council.

Officers and Council

Section 5

- a) Any member of the Board of Trade shall be eligible to be elected as a member of the Council.
- b) At the Annual Meeting each year, the members shall elect by ballot, the Officers of the Council. The officers shall be President, a First Vice-President and Second Vice-President, Secretary and Treasurer, who shall be referred to as the Officers; twelve other members shall be elected as Directors. In the case of an officer(s) vacating their office, the Council shall appoint a successor for the remaining term of office.
- c) No officer or member of the Council, with the exception of the Secretary and or Treasurer, shall hold the same office for more than two years in succession. The retiring President shall be an ex-officio member of Council as the Immediate Past President.
- d) If the Immediate Past President should resign or otherwise be unable to perform the function of Past President the position will remain unfilled.
- e) The **Past-President** shall chair the Nominating Committee with two ad-hoc members named by the council from the Board of Trade membership. If there is no Past President, the Chair of Nominations will be named from the membership.
- f) The **President** shall preside at all meetings of the Board of Trade and Council. He/She shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what

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he/she may think concerns the Board of Trade. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Board of Trade, unless someone else is designated by the Council. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

The **Treasurer** shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the Council. Out of such funds, he/she shall pay amounts approved by the Council and shall keep a regular account of the income and expenditures of the Board of Trade and shall submit financial statements thereof for presentation to the Annual General Meeting and at any other time required by the Council. He/She shall make such investment of the funds of the Board of Trade as the Council may direct. He/She shall, with the President, sign all notes, drafts and cheques.

As **Secretary**, he/she shall be an executive officer of the Board of Trade and shall be responsible to the Council for the general control and management of the Council's business affairs. He/She shall be responsible for keeping the books of the Board of Trade, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to the office. He/She shall, with the President, sign and when necessary, seal with seals of the Board of Trade, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/She shall maintain an accurate record of the proceedings of the Board of Trade and of the Council. At the expiration of his/her term of office, the Secretary shall deliver to the Board of Trade all books, papers and other property of the Board of Trade.

- g) In the event that a member of Council resigns his/her office or ceases to be a member of the Board of Trade, whereupon his/her position on the Council shall **ipso facto** be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Council from members of the Board of Trade.
- h) Any Officer or Director who misses more than **three** successive meetings without just cause will forfeit their position on Council by motion of the Council members at a regular meeting. A replacement Officer or Director will be appointed by the Council, by motion at a regular meeting, for the remaining portion of the term. In the case of replacing the President, the Executive shall be responsible for the decision, motion and replacement.
- i) Any eight (8) or more members of the Council, lawfully met, shall be a quorum, and a majority of such quorum may do all the things within the

power of the Council except as stated in section 4 (k) where the "full" Council must vote.

- j) If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Council members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
- k) The President shall appoint committees or task forces as the needs arise, or designate members of the Council, or the membership, to examine, consider and report upon any matter or take such action as the Council may request.
- l) All the committees shall have the power to add members, but only Board of Trade members shall be entitled to vote on matters before the committee.
- m) No paid employee of the Board of Trade shall be a member of the Council.
- n) Members of the Council shall receive no remuneration for the services rendered, but the Council may grant any officer or member reasonable expense monies.
- o) The President and Vice-President, before taking office, shall take and subscribe before the mayor or before any justice of the peace, an oath in the following form: "I swear that I will faithfully and truly perform my duties as _____ of The Parrsboro and District Board of Trade, and that I will, in all matters connected with the 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 said Board of Trade was constituted according to the true intent and meaning of the same. So help me God."
- p) The President shall preside at all meetings of the Board and Council, and in his/her absence, the first Vice-President shall preside. If neither Officer is present, then presiding shall fall to the Second Vice-President.
- q) The Chair will only vote on an issue when there is a tie. In the case of a tie, he/she shall have a casting vote.
- r) The President shall follow a given agenda that will include:
 - 1. Opening
 - 2. Approval of Agenda
 - 3. Conflict of Interest
 - 4. Presentation of the previous minutes and their approval
 - 5. Business arising from minutes
 - 6. Treasurers' report
 - 7. Reports from committees-the committees' reports shall be written and the reports filed by the secretary
 - 8. Correspondence
 - 9. Unfinished business or old business
 - 10. New Business

11. Date of next meeting
 12. The adjournment of the meeting
- s) The President may, with the consent of the Council, 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.

Powers of Council

Section 6

- a) The management of the Activities of the Parrsboro & District Board of Trade shall be vested in the Council 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 Parrsboro & District Board of Trade and are not hereby or by Statute expressly directed or required to be exercised or done by the Parrsboro & District Board of Trade in general meeting. In particular, the Council shall have the power to engage a coordinator and to determine his/her duties and responsibilities and his/her remuneration.

Committees of Council

Section 7

The following standing committees may be appointed as required by the Council:

- a) ✗ Phone Committee
 - b) ✓ Special Events/Fundraising Committee
 - c) ✓ Policy, Procedures & Planning Committee
 - d) ✓ Advertising /Promotions - *Communications*
 - e) ✓ Luncheons Committee
 - f) ✓ Finance Committee/Audit Committee
 - g) ✓ Nominating Committee
 - h) ✓ Membership Committee
 - i) ✗ Newsletter Committee -
- i) The President of the Council shall be an ex-officio member of all Standing Committees.
 - ii) The Chair of each Standing Committee shall be appointed by the members of the Council, from the members of the Council.
 - iii) The Chair of each Standing Committee may appoint other members to its committee from among members of the Board of Trade or from the district at large.
 - iv) Any ad hoc Committee may be created from time to time by the Council.

- v) The council may suspend any chairperson from office or have his/her office terminated for just cause. Any committee may be terminated by council.

Votes of Members

Section 8

- a) At General Meetings, voting is open to all members in good standing. Every member shall have one vote and no more. There shall be no proxy voting.
- b) At Annual Meetings, only members whose dues were paid in full by December 31st of the year for which the Annual Report is being presented (i.e. previous year) are eligible to vote.
- c) Council meetings are open to all members of the Board of Trade; however, only Executive members and Directors are permitted to vote. (Repeated in Section 9 (e) under 'Meetings'.

Meetings

Section 9

- a) Council will meet at least once a month. An Annual Meeting shall be held within 90 days of the end of the fiscal year at the time and place determined by the council. At least two weeks' notice of the Annual Meeting shall be given.
- b) Schedule of meetings is to be set by the Executive.
- c) The Council shall be supplied with copies of the minutes.
- d) At the first Council meeting, following the Annual Meeting, the Council shall, if necessary and applicable, appoint an Administrator for the purpose of conducting the business of the Board.
- e) The meetings of the Council shall be open to all members of the Board who may attend and participate in the meeting but only the Officers and Directors shall vote on any issue brought forward at the meeting.
- f) A General Meeting of the Board will be called at the discretion of the Council but no less than once per quarter. A General Meeting of the Board will constitute and may be considered to fulfill the requirement of the monthly meeting of the Council. Special General Meetings of the council may be held at any time when summoned by the president, or requested in writing by any three members of the council, or any ten members of the Board of Trade. At least one day's notice of such meetings shall be given.
- g) At any Annual or General Meeting ten (10) 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.
- h) Notice of all meetings, specifying the time and place thereof, shall be given either orally or in writing to each Council Member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings of any meeting of the Council.
 - i) The Agenda of the Annual General Meeting shall be:
 - 1. Call to Order
 - 2. Minutes of preceding Annual Meeting
 - 3. President's Annual Report
 - 4. Annual report of Staff – if applicable
 - 5. Annual Financial Statements
 - 6. Review of Fee Structure
 - 7. Review of By-Laws
 - 8. Appointment of Scrutineers
 - 9. Report of Nominating Committee
 - 10. Adjournment
 - j) A meeting of the Council or Executive may be held at the close of every Ordinary or Annual General Meeting of the Parrsboro & District Board of Trade without notice.

Fiscal Year

Section 10

The fiscal year of the Board of Trade shall be from 1 January to 31 December of the given year.

Audit of Accounts

Section 11

- a) The Audit Committee of the Parrsboro & District Board of Trade shall be appointed by the Council. The Treasurer may not sit on this Committee.
- b) The Parrsboro & District Board of Trade shall make a written report to the members as to the financial position of the Board of Trade and the report shall contain a balance sheet and income statement for the operating account. The Audit Committee shall make a written report to the members upon the balance sheet and income statement for the operating account, and in every such report shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Board of Trade and properly drawn up so as to exhibit a true and correct view of the Board of Trade's affairs. Such reports shall be presented at the Annual Meeting. A copy of the balance sheet, showing the

general particulars of its liabilities and assets, a statement of its income and expenditure in the preceding year, audited by the Audit Committee; and a current list of Council members and Executive shall be filed with the Minister of Industry, Department of Justice as outlined in the Boards of Trade Act, Consolidated Statutes and Regulations. Two directors must sign all documents prior to their Federal submission.

- c) The Parrsboro & District Board of Trade has power to repeal or amend any of these By-Laws. Notice of the change must be made to membership two weeks prior to the Annual or General meeting called to deal with the stated business.

Miscellaneous

Section 12

- a) All minutes and correspondence pertaining directly to the business of the Board are to be written and recorded by the Secretary of the Council. The Secretary shall also perform such other duties as may be assigned to her/him by the Council.
- b) The Registration and seal of the Board of Trade shall be in the custody of the Secretary. The seal may be affixed to any document upon resolution of the Council.
- c) The minutes of all the meetings shall be in a minute book and kept by the secretary. The books shall be open at all reasonable hours, to any member of the Board, free of charge.
- d) No public pronouncement in the name of the Board shall be made unless authorized by the council.
- e) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Board of Trade by the President, or the First-Vice President or the Second Vice-President and the Secretary, Treasurer or otherwise prescribed by resolution of the Council.
- f) The borrowing powers of the Parrsboro & District Board of Trade may be exercised by special resolution of the members.
- g) Council members who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members (1) upon nomination or (2) if serving as a Council Member, when the possibility of a conflict is realized.
- h) A conflict of interest does not prevent a member from serving as a Council Member, provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
- i) When there is a question not covered or not defined in these by-laws, the provisions of the Board of Trade Act shall prevail.

- j) The meeting shall be conducted as closely as possible, under parliamentary rules accepted in Canada as outlined in Bourinot.

ELECTIONS

Section 13

- a) The Nominating Committee shall prepare and present to the Annual General Meeting, a list of persons who are standing for election to the Executive and Council.
- b) The Nominating Committee shall ensure that each person running for the position on the Executive and Council Member is eligible and shall be deemed to certify eligibility in presenting the list of candidates to the Annual General Meeting.
- c) The Nominating Committee shall organize the taking of the vote and the counting of the ballots.
- d) Nominations for Council Members may be made and seconded from the floor of an Annual General Meeting with the consent of the candidate.