

BTRCC Constitution and By-Laws

ARTICLE I: NAME AND OBJECTIVES

Section 1.1

The name of this organization shall be The Bonavista Area Chamber of Commerce. Communities in this organization are situated on the Bonavista Peninsula along and connecting to routes 230/235 between Bonavista and Charleston.

Section 1.2

The objectives of the Bonavista Area Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic, and social welfare of the district.

Section 1.3

The usual place of meeting shall be in the town of Bonavista, with periodic meetings held at other towns in the district.

Section 1.4

The Bonavista Area Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE II: INTERPRETATION

Section 2.1

Wherever the words "The Chamber" occur in these bylaws, they are understood to mean "The Bonavista Area Chamber of Commerce" body.

Section 2.2

Wherever the words "The Board" occur in these bylaws, they are understood to mean "The Board of Directors of the Bonavista Area Chamber of Commerce."

ARTICLE III: MEMBERSHIP

Section 3.1

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

Section 3.2

Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District shall be eligible to apply for membership in the Chamber.

Section 3.3

If such application is carried by a majority of two-thirds of the members of the Board then present, such person or organization shall thenceforth be a member of the

Chamber and shall have all the rights and be subject to all the obligation of the other members.

Section 3.4

Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.

Section 3.5

Any member of the Chamber, who intends to retire therefrom or to resign his or her membership, may do so, at any time, upon giving to the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.

Section 3.6

The Board may remove from the roll of members the name of any newly enrolled member failing to pay his or her annual dues within thirty days of admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited. Members shall be notified in writing and given two weeks notice before being removed from the roll of members.

Section.3.7

Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 3.8

Any member of the Chamber may be expelled by a two-thirds vote of the Board. They must be given reason in writing and allowed right of appeal.

ARTICLE IV: DUES AND ASSESSMENTS

Section 4.1

The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to the approval of the general meetings whenever a change in the original amount is involved.

Section 4.2

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 general meeting shall state the nature of the proposed Assessment.

ARTICLE V: OFFICERS AND BOARD

Section 5.1

The Officers shall be; a president, vice-president, 2nd vice-president/public relations, secretary, and treasurer, who together with six (6) other members representing the geographical areas defined in Section 5.14 (f), shall be elected from among the members by the members at the annual general meeting by ballot and shall form the Board. Directors may remain in office for a term of two (2) years with elections being held on even numbered years, while the executive may remain for a term of two (2) years with elections being held on odd numbered years. At the end of the term an incumbent may run for office. The retiring president shall be, ex-officio, a member of the Board, unless he or she resigns the presidency before the end of the term. Each member has one vote (including only one vote per organization), all members can vote for all the Board of Director positions but only residents of the geographical areas defined in Section 5.14 (f) can be nominated for the director positions. Executive members can be any member.

Section 5.2

Where a member of the Board dies or resigns his or her office or is absent from three consecutive meetings of the Board, the Board may, at any meeting thereof, elect a member to the Board in the place of the member who had died or resigned, or is absent.

Section 5.3

Any, officer or Board member may be suspended from office or have tenure of office terminated if, in the opinion of the Board, he or she is grossly negligent in the performance of his or her duties, providing however, that any officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next general meeting.

Section 5.4

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 of Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of members present at any Board meeting.

Section 5.5

The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaws of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Board of Trade Act.

Section 5.6

Any 60% or more members of the executive plus at least one director or additional executive member, lawfully met, shall be a quorum and a majority of such quorum may

do all things within the powers of the Board. Financial decisions must be based on current reports from the treasurer.

Section 5.7

The Board shall frame constitutional amendments, bylaws, rules, and regulations as 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 5.8

The Board 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. Committees must be assigned a Term of Reference by the Board to include, but not limited to, direction as to: purpose; term; structure; reporting; and authority.

Section 5.9

The Board may suspend any committee chairperson from office or have his or her office terminated for just cause. Any committee may be terminated by the Board.

Section 5.10

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 5.11

The officers of the Chamber, 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 duty as _____ of the Bonavista Area Chamber of Commerce, 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 Chamber was constituted according to the true intent and meaning of the same. So help me God. "

Section 5.12

The meetings of the Board shall be open to all members of the Chamber, who may attend, but may not take part in any of the proceedings unless invited to do so.

Section 5.13

No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

Section 5.14

a) The President shall preside at all meetings of the Chamber and Board. He or she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he or she may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring a signature on behalf of the Chamber, unless someone else is designated by the Board. It

shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.

b) The Vice-President shall act in the absence of the President and, in the absence of both of these officers, the meeting shall appoint the 2nd Vice-President to act temporarily.

c) The 2nd Vice-President/ Public Relations shall act in the absence of the President and Vice-President. The meeting shall appoint the 2nd Vice-President / Public Relations to act temporarily. He or she shall be responsible for Public Relations, press releases, and other media communications.

d) 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 Board. Out of such funds he or she shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and shall submit a statement thereof for presentation to the annual general meeting and at any other time required by the Board. He or she shall make such investment of the funds of the Chamber as the Board may direct. He or she shall, with the President or secretary, sign all notes, drafts and cheques.

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

f) Directors; local and regional, are to represent the geographical area in which they reside. The communities of Catalina, Little Catalina, Melrose, and Port Union shall have 2 local directors; The communities of Bonavista, Elliston, Maberly, and Spillars Cove shall have 2 local directors. The communities in the Port Rexton vicinity (along/adjointing Route 230) not provided for elsewhere in this section shall have 1 regional director. The communities situated between Newmans Cove (along/adjointing Route 235) and Charleston shall have 1 regional director. In the event a representative from a geographical area is not forthcoming the position becomes director at large.

ARTICLE VI: MEETINGS

Section 6.1

The Annual General Meeting of the Chamber shall be held in the month of April, of each year, at the time and place determined by the Board. At least two weeks notice of the AGM shall be given.

Section 6.2

Regular General Meetings of the Chamber shall normally be held bimonthly, at the time and place designated by the Board. At least one week's notice of such meetings shall be given. General Meetings are normally not held during the months of July and August unless circumstances warrant it.

Section 6.3

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 any ten members of the Chamber. At least one day's notice of such meetings shall be given.

Section 6.4

The Board shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber.

Section 6.5

Notice of all general meetings, naming the time and place of assembly, shall be given and made public.

Section 6.6

(a) At any General Meeting five (5) or more members in attendance 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.

(b) At any Annual General Meeting 20 % of 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 6.7

Minutes of the proceedings of all General Board meetings shall be entered in books to be kept for that purpose, by the Secretary.

Section 6.8

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

Section 6.9

By arrangement with the Board, all books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

Section 6.10

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

Section 6.11

Voting at Board or General meetings shall normally be by a show of hands or, if requested by the Chairman, by a standing vote. A roll call vote shall be taken, if

requested by five (5) members provided such request received approval or two-thirds of the members assembled.

Section 6.12

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

Section 6.13

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

ARTICLE VII: BYLAWS

Section 7.1

Bylaws may be made, replaced or amended by a majority of the members of the Chamber present at any General meeting, notice of such proposals having been given in writing by one member and seconded by another at a previous General meeting and duly entered as a minute of the Chamber.

Section 7.2

Such Bylaws shall be binding on all members of the Chamber, its officers, and all other persons lawfully under its control.

ARTICLE VIII: CONSTITUTION

Section 8.1

Modification of the Constitution of the Bonavista Area Chamber of Commerce shall be made by 70% or more of the Board at any General meeting, notice of such proposals having been given in writing by one Board member and seconded by another at a previous General meeting and duly entered as a minute of the Chamber.

Section 8.2

Such modifications shall be binding on all members of the Chamber, its officers, and all other persons lawfully under its control.

ARTICLE IX: AFFILIATION

Section 9.1

The Chamber, at the discretion of the Board shall have power to affiliate with The Canadian Chamber of Commerce, the _____ (provincial or regional Chamber), or any other organizations in which membership may be in the interests of the Chamber.

ARTICLE X: FISCAL YEAR

Section 10.1

The fiscal year of the Chamber shall commence on the first date of January in each year.

Note: The executive elected in the spring of 2006 will remain in office for a term of three (3) years with an election being held in 2009. From that point onward executives may serve for a term of (2) years, having to be re elected every two years.