

**BY-LAWS**  
**Riverport District Board of Trade**

**Article I – Name and Objectives**

- 1.1 The name of this organization shall be the Riverport District Board of Trade.
- 1.2 The objectives of the Riverport District Board of Trade shall be to promote the economic, civic and social welfare of the district of Riverport and surrounding communities.
- 1.3 The usual place of meeting shall be in the district of Riverport, Nova Scotia.
- 1.4 The Riverport District Board of Trade shall be non-partisan, non-sectional and nonsectarian and shall not lend its support to any candidate for public office.

**Article II – Interpretation**

- 2.1 Wherever the words “the board” occur in these bylaws, they shall be understood to mean the officers and directors of the Riverport District Board of Trade as well as the members.
- 2.2 Wherever the words “the council” occur in these bylaws, they shall be understood to mean the officers and directors of the Riverport District Board of Trade.
- 2.3 Wherever the word “district” occurs in these bylaws, it shall mean the area within and for which this board was established, namely: Riverport, Lower LaHave, East LaHave, Middle LaHave, Rose Bay, Lower Rose Bay, Kingsburg, Feltzen South and Bayport.

**Article III – Membership**

- 3.1 Any person directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership on the board.
- 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 may become members of the board.
- 3.3 At any general meeting of the board, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the board, providing such candidate shall undertake, if admitted, to be governed by the bylaws of the board.

- 3.4 If such proposal 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 board and shall have all the rights and the subject to all the obligations of the other members.
- 3.5 Membership of the council shall continue from the time of admittance until they resign in accordance with the provisions of these bylaws or have been removed from the roll of officer or director by action of the council.
- 3.6 Any director of the council, who intends to retire or resign their membership may do so, at any time, upon giving the secretary ten (10) days' notice in writing of such intention, and upon discharging any lawful liability, which is standing upon the books of the board against them at the time of such notice.
- 3.7 The council may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their 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 council, all privileges of membership shall be forfeited.
- 3.8 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the board. 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.
- 3.9 Any member of the board may be expelled by a two-thirds vote of the council.

#### **Article IV – Dues and Assessments**

- 4.1 The annual dues payable by members of the board shall be determined annually by the council and be subject to approval at a general meeting when a change in the original amount is involved.
- 4.2 Other assessments may be levied against all members, provided they are recommended by the council and approved by a majority of the members present at a general meeting of the board. The notice calling such a general meeting shall state the nature of the proposed assessment.

#### **Article V – Officers and Council**

- 5.1 The officers shall be: a president, vice-president, secretary and treasurer, who together with a minimum of four (4) and a maximum of eight (8) other directors, shall be elected from among the members each year at the annual general meeting by a show of hands and shall form the council. They shall remain in office for one year or until their successors are

elected but no such officer or member of council, with the exception of the treasurer, shall hold the same office for more than two years in succession. The council may override this term limit for an additional one-year term with a two-thirds vote but can do so only for two (2) times in succession for the same officer or member of council. The retiring president shall be, ex officio, a member of the council.

- 5.2 The council shall establish a Nominating Committee no later than at its March meeting (i.e., 3 months before the annual general meeting in June). The Nominating Committee shall be comprised of two (2) members of the board.
- 5.3 The Nominating Committee shall seek nominations for the positions of president, vice-president, secretary, treasurer, and directors. A nomination shall only be valid if the individual so nominated agrees to stand for election to the position at the annual general meeting.
- 5.4 At the annual general meeting, the slate of nominations shall be presented. The current president shall call for the election to positions in the order of: president, vice-president, secretary, treasurer, and directors. Before the election for each position, nominations from the floor will be solicited and asked for thrice. Once the nomination process for the position is closed the election for the position shall begin. This shall proceed for all positions.
- 5.5 Before taking office the president and vice-president shall acknowledge and accept their positions at the annual general meeting and shall take an oath in the following form:  
  
*"I swear that I will faithfully and truly perform my duty as ..... of the Riverport 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 objectives for which the said board was constituted according to the true intent and meaning of the same."*
- 5.6 Where a member of the council dies or resigns their office or is absent from three consecutive meetings of the council, the council may, at any meeting thereof, elect a new member to the council from the members of the board.
- 5.7 Any council member may be suspended from their office or have their tenure of office terminated if, in the opinion of the council, they are grossly negligent in the performance of their duties. Any council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting.
- 5.8 The council 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 Nova Scotia, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

- 5.9** The council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the board provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
- 5.10** Any five (5) or more members of the council, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the council.
- 5.11** The council shall frame such bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the board, and shall submit them for adoption at a general meeting of the board called for that purpose.
- 5.12** At any meeting of the council, the council shall have power to appoint committees from members of the council or board, who shall examine and report to the council or the board upon any subject submitted for their action.
- 5.13** The council may suspend any committee chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the council.
- 5.14** No paid employee of the board shall be a member of the council or executive committee. Officers of the board shall receive no remuneration for services rendered, but the council may grant any of these said officers reasonable expense monies.
- 5.15** The meetings of the council shall be open to all members of the board, who may attend, but may not take part in any of the proceedings. If a member wishes to introduce a topic they must submit a summary of the topic two weeks prior to the meeting. The topic shall be added to the meeting agenda and the member proposing the topic shall have the right to speak to the topic at the meeting.
- 5.16** No public pronouncement, poster or written notice in the name of the Riverport District Board of Trade may be made unless authorized by the council or by some person to whom the council has delegated this responsibility.
- 5.17**
- a) The president shall preside at all meetings of the board and council. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the board. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the board, 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 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 a chair to act temporarily.
- c) The treasurer shall have charge of all funds of the board and shall deposit, or cause to be deposited, the same in a chartered bank selected by the council. Out of such funds the treasurer shall pay amounts approved by the council and shall keep a regular account of the income and expenditures of the board and shall submit an audited statement thereof for presentation at 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 as the council may direct. He/she shall, with the president, sign all notes, drafts and cheques.
- d) The secretary shall be the executive officer of the board and shall be responsible to the council for the general control and management of the board's business affairs. He/she shall be responsible for keeping the records of the board, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with the president, sign all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the board and of the council. At the expiration of his/her term of office, the secretary shall deliver to the board, all electronic records, books, papers and other property of the board.

## **Article VI – Meetings**

- 6.1** The annual general meeting of the board shall be held in the month of June in each year at the time and place determined by the council. At least two (2) weeks' notice of the annual general meeting shall be given.
- 6.2** Regular general meetings of the board shall be held at least quarterly, at the time and place designated by the council. A minimum of one (1) week's notice of such meetings shall be given.
- 6.3** Special general meetings of the board may be held at any time when summoned by the president, or requested in writing by any three (3) officers/directors of the council, or any five (5) members of the board. At least one (1) day's notice of such meetings shall be given.
- 6.4** The council shall meet from time to time, generally monthly, as may be necessary to carry on the business of the board.
- 6.5** Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice posted on the board's website and an email from the secretary to the last known email address of each member shall constitute sufficient notice. In cases where a

member does not have an email address, a phone call to the last known phone number of the member shall constitute sufficient notice.

- 6.6 At any annual or general meeting 10 members of the board 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.
- 6.7 Minutes of the proceedings of all general and council meetings shall be recorded by the secretary.
- 6.8 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- 6.9 All records of the board shall be available to any member of the board, free of charge.

#### **Article VII – Voting Rights**

- 7.1 Every member in good standing represented at any annual general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.
- 7.2 Voting at council 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 three (3) members provided such request received approval by a majority of the members assembled
- 7.3 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 the majority shall decide.
- 7.4 Motions or amendments shall be carried at any council or general meeting by a majority vote unless otherwise provided in these bylaws.

#### **Article VIII – Bylaws**

- 8.1 Bylaws may be made, replaced or amended by a majority of the members of the board 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 entered as a minute of the board.
- 8.2 Such bylaws shall be binding on all members of the board, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.

### **Article IX – Affiliation**

- 9.1** The board, at the discretion of the council, shall have power to affiliate with the Canadian Chamber of Commerce, the Atlantic Provinces Chambers of Commerce, the Nova Scotia Chambers of Commerce, or any other organizations in which membership may be in the interests of the board.

### **Article X – Fiscal year**

- 10.1** The fiscal year of the board shall commence on the first day of June of each year.

### **Article XI – Auditors**

- 11.1** Auditors shall be appointed by the members present at the annual general meeting and they shall audit the books and the accounts of the board at least once in each year. An audited financial statement shall be presented by the treasurer at each annual general meeting and at any other time required by the council.