



**Bylaws
of the
Niverville Chamber of Commerce**

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Article I: Name and Objectives

- 1.1. The name of this organization shall be The Niverville Chamber of Commerce.
- 1.2. The objective of The Niverville Chamber of Commerce is to encourage sustainable economic development through advocacy for and support of local business.
- 1.3. The usual place of meeting shall be in the town of Niverville.
- 1.4. The Niverville Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to a candidate for public office on a party/political basis.

Article II: Interpretation

- 2.1. Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Niverville Chamber of Commerce" as a body.
- 2.2. Wherever the words "Board of Directors" and "Board" occur in these by-laws, they shall be understood to mean "The Board of Directors of The Niverville Chamber of Commerce."
- 2.3. Director means an elected director of The Chamber.
- 2.4. Officer means an officer of The Chamber who may be an elected director or appointed person in accordance with these bylaws.

Article III: Members

- 3.1. Categories: There shall be two categories of membership in The Niverville Chamber of Commerce.
 - 3.1.1. Category 1: Any business, firm, corporation Association, 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 Chamber.
 - 3.1.2. Category 2: Any individual Any reputable person, 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 Chamber.
- 3.2. Membership must be applied for by presentation of a written application to, and on form supplied by, The Chamber and, if approved by the Board at its absolute discretion, the applicant will become a Member.
- 3.3. The Board of Directors may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or any other member who fails to pay such dues within 90 days of the due date. Upon such action by the Board, all privileges of membership shall be forfeited.
- 3.4. Dues: The annual membership dues will be in an amount as may from time to time be determined by the Board.
- 3.5. Dues payable: Dues will be payable to The Niverville Chamber of Commerce upon application for membership and are subsequently payable on January 1st of each year. Membership dues are not refundable except in the case where application for membership is not approved by the Board.

- 3.6. Voting rights: At any Annual General Meeting or Special Meeting, each member in good standing will be entitled to one vote. In all cases a simple majority vote will govern.
- 3.7. Representation: At any Annual General Meeting or Special Meeting, each Category 1 Member in good standing is entitled to be represented by one voting representative named by that Member. Only the voting representative will be entitled to vote or introduce or second motions.

Article IV: Board of Directors

- 4.1. The Board of Directors shall have supervision, control and direction of the affairs of The Niverville Chamber of Commerce, its committees, and publications. The Board shall determine policies and supervise the disbursement of funds.
- 4.2. The Board shall have general power of administration. It may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of Manitoba, or as others as it may determine or as may be required by vote of a majority of members present at any general meeting.
- 4.3. The Board shall have the power, at its discretion, to affiliate The Chamber with the Manitoba Chambers of Commerce, the Canadian Chamber of Commerce, and any other organizations in which membership may be in the interest of The Chamber.
- 4.4. The Board shall have the authority of forming a corporation such as the Community Development Corporation as long as the intent of the Corporation meets the objectives of The Chamber and its business is conducted accordingly.
- 4.5. No public pronouncement in the name of The Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board has delegated this authority.
- 4.6. Size of Board: The Board shall consist of a total of nine (9) members. These are to be elected at the annual general meeting.
- 4.7. Term of office: The term of office of Directors will be three (3) years concluding at the third Annual General Meeting following their election or appointment. Directors may serve for up to three consecutive terms of office and may then return to the Board after an absence of one full term.
- 4.8. Board vacancies: If a vacancy occurs on the Board, the Board may appoint any member (or authorized representative thereof) to fill any such vacancy for the unexpired portion of the vacating Director's term.
- 4.9. Absence from Board: Any Director who misses three consecutive Board meetings without explanation acceptable to the Board will be deemed to have resigned.
- 4.10. Quorum: Board: Four (4) Directors will constitute a quorum at any meeting of the Board.
- 4.11. Voting decisions of the Board: Voting decisions of the Board shall be arrived at by a simple majority of Board members present (including those attending by teleconference), taken by voice or show of hands unless a secret ballot is requested by any Director. In case of an equal vote, the President shall be entitled to cast a deciding vote, otherwise the motion shall be lost.
- 4.12. Executive: The Executive shall consist of no more than four elected Directors, including the President and Vice-President. The two additional Directors shall be elected by the Board at its reorganizational meeting immediately following the Annual General Meeting and would ordinarily be the Treasurer and Secretary. The Executive shall conduct the day-to-day activities of the organization between Board meetings. All actions of the Executive must be ratified by the Board.

In the absence of the President or Vice-president, any member of the Executive may chair board, special, or annual general meetings.

- 4.13. The President will preside as chair at all meetings of The Chamber the Board, and the Executive. The President will be a member ex-officio of all standing and special committees and will perform such other duties as are usual to the office.

The term of office for the President shall be two-years, with a maximum of two consecutive terms. The President shall be elected by the Board at its reorganizational meeting immediately following the Annual General Meeting.

The Board may suspend any President from office or have his office terminated for just cause.

- 4.14. The Vice-president shall chair meetings in the absence of the President and act in the place of the President on the request of the President. The Vice-president shall be elected by the Board at its reorganizational meeting immediately following each Annual General Meeting.
- 4.15. The Treasurer shall prepare or have prepared interim financial statements and the annual budget for approval by the Board and shall present the financial report at the Annual General Meeting for approval by the membership. The Treasurer will oversee the investment of funds of the Chamber as directed by the Board of Directors. The Treasurer shall, with one other member of the Executive, sign all notes, drafts and cheques. The Treasurer shall be elected by the Board at its reorganizational meeting immediately following the Annual General Meeting.
- 4.16. The Secretary shall keep or have kept the minutes and proceedings of the Annual General Meeting, Special Meetings, Board of Directors Meetings, and Standing and Special Committee meetings. The Secretary shall be elected by the Board at its reorganizational meeting immediately following the Annual General Meeting.
- 4.17. Officers: The officers of The Chamber are:
- (a) the President;
 - (b) the Vice-President
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the senior staff person.

All contracts, documents, and instruments requiring the signature of The Chamber must be signed on behalf of The Chamber by any two Officers, at least one of whom shall be the President or the Vice-President.

- 4.18. Vacancies of the Executive: If the position of the President, Vice-President, Treasurer or Secretary becomes vacant for any reason whatsoever, the Directors may appoint a Director to fill such a position, to hold office until the next Annual General Meeting.

Article V - Meetings

- 5.1. Annual General Meeting: The Annual General Meeting shall be held each year on a date and at a place as determined by the Board of Directors. Notice of the Annual General Meeting must be appropriately communicated to each Member not less than fifteen (15) days in advance thereof.
- 5.2. Special Meetings: Special Meetings may be called by the President or requested in writing by any three (3) members of the Board, or any ten (10) members of The Chamber. At least one day's notice of such meetings shall be given.

- 5.3. Board of Directors meetings: The Board of Directors shall meet from time to time as may be necessary to carry on the business of The Chamber. 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.
- 5.4. Notice of meetings: Notices of the Annual General Meeting and of Special Meetings shall be appropriately communicated to each Member to such address for the Member as appears on the books of The Chamber or, if no address be given therein, then to the last address of such Member known to the Coordinator. Where the provisions of this subsection as to notice have been duly observed, the non-receipt of any notice by any Member will not invalidate any proceeding or transaction at any meeting.
- 5.5. Duties of voting representatives: It shall be the duty of the voting representatives at each Annual General Meeting to:
- (a) review, and if deemed proper, approve the annual financial statements for The Chamber's immediately preceding fiscal year, and the examiner's report thereon;
 - (b) consider, and if deemed proper, ratify and confirm the decisions and actions of the Board since the last Annual General Meeting;
 - (c) elect Directors as required;
 - (d) review the existing by-laws in relationship with new and changed circumstances since the time that the by-laws were established;
 - (e) rescind by-laws which:
 - (i) are no longer applicable or consistent with the objectives of The Chamber, or
 - (ii) have become redundant either through the passage of time or their purpose having been satisfied; and
 - (f) adopt and/or amend by-laws based on events, circumstances and activities that have occurred since the last Annual General Meeting.
- 5.6. Resolutions: No resolution may be discussed at any Annual General Meeting unless the resolution has either
- (i) been submitted by a Member in writing to the Board at least forty-five (45) days before the Annual General Meeting; or
 - (ii) is proposed by the Board; and
- has been appropriately communicated to all Members at least thirty (30) days prior to the Annual General Meeting.
- 5.7. Voting: Voting at general meetings will normally be by show of hands, but on the request of three (3) or more accredited voting representatives, voting will be by:
- (a) roll call; or
 - (b) ballot;
 - (c) unless otherwise stated in these by-laws, a majority vote will carry any motion or resolution and;
 - (d) 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.
- 5.8. Quorum at meetings: Accredited voting representatives from at least twenty percent (20%) of The Chamber's Members will constitute a quorum at any Annual General Meeting or Special Meeting of The Chamber.
- 5.9. Minutes of Meetings Minutes of the proceedings of all general and Board of Director meetings shall be signed by the person who presides at the meeting at which they are adopted.

Article VI – Committees

- 6.1. Standing and Special Committees: Standing or special committees, working groups or task forces may be appointed by the Board from time to time to assist the Board in its governance functions. The terms of reference and duration of appointment will be as set out by the Board.
- 6.2. Nominating Committee: At least thirty (30) days before each Annual General Meeting the Board shall appoint a Nominating Committee composed of the President, any Executive Member and up to three additional Directors. The duties of the Nominating Committee will be as follows:
 - (a) to prepare slates of persons to fill Director vacancies; and
 - (b) to submit these slates to the Annual General Meeting.

Article VII - Parliamentary Authority

- 7.1. Rules: The rules contained in the current edition of Roberts Rules of Order, as revised from time to time, will govern The Chamber in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules The Chamber may adopt.
- 7.2. Order of Business: The order of business of the Annual General and Special Meetings will be fixed by the Chair, subject to change by a majority vote of the meeting in session. The regular order of business may be changed by majority vote of two-thirds of the accredited voting representatives in attendance.

Article VIII – Bylaws

- 8.1. Amendment of By-laws: These by-laws may be amended, repealed or replaced at any Annual General or Special Meeting, by an affirmative vote of two-thirds of the voting representatives present thereat; or by the Board at any meeting thereof by two-thirds vote of the Directors then present, such amendment, repeal or replacement to become effective immediately subject, however, to ratification at the next Annual General Meeting.

Article IX – Financial

- 9.1. Fiscal Year: The fiscal year of The Chamber will end on December 31st, or as the Board may from time to time decide.
- 9.2. Investments: The Board may invest or cause to be invested funds currently surplus to requirements to earn a reasonable return while maintaining required operating liquidity
- 9.3. Financial Statements: The Members shall appoint an examiner at each Annual General Meeting to prepare the financial statements of The Chamber. The financial statements and the examiner's report thereon will be presented at the succeeding Annual General Meeting.
- 9.4. Retention of Documents: Financial records shall be retained by The Chamber for a minimum of seven (7) years; all other documents and data shall be retained as required. The current address of The Chamber shall be the repository of all such records.
- 9.5. Dissolution: The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws. On dissolution of The Chamber, any funds remaining shall be distributed on an equitable basis to member chambers in good standing of The Manitoba Chambers of Commerce, such distribution to be specified by the Board.

Accepted by the membership on the 21st of April, 2016.