

HALIFAX CHAMBER OF COMMERCE



BYLAWS

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BYLAWS

ARTICLE 1.00 DEFINITIONS

- 1.1 “Act” means the Boards of Trade Act (Canada).
- 1.2 “Board of Directors” or “Board” means the Board of Directors of the Halifax Chamber of Commerce, referred to in the *Boards of Trade Act* as a “Council of the Board of Trade”;
- 1.3 “Chamber” or the “Chamber of Commerce” means the Halifax Chamber of Commerce.
- 1.4 “Board Committee” means a committee appointed by the Board of Directors from time to time pursuant to Article 5 of these Bylaws.
- 1.5 “Chair” means any person who has held the office of Chair of the Halifax Chamber of Commerce.
- 1.6 “Director” means a Director of the Halifax Chamber of Commerce.
- 1.7 “Officer” means an Officer of the Halifax Chamber of Commerce.
- 1.8 “Chamber Committee” means standing committees, task forces and project teams established by the President/CEO of the Halifax Chamber of Commerce from time to time pursuant to Article 6 of these Bylaws.
- 1.9 “Person” means and includes an individual of the age of majority, a partnership, an association, a body corporate, a government, a government department or agency, and such other bodies or classes of bodies as may from time to time be designated by the Board to be a person.

ARTICLE 2.00 MEMBERSHIP

2.1 Eligibility

Any person who subscribes to the purpose and mission of the Chamber of Commerce shall be eligible for membership.

2.2 Membership

Any eligible person, upon application for membership and after payment of the annual and any other prescribed fees, shall become a member.

2.3 Non-Individual Members

Where a member is not an individual, it shall be represented as a member by individual(s) designated by it in such number as it is eligible to designate based upon its class of membership.

2.4 Classes of Membership and Annual Fees

The Chamber of Commerce shall from time to time determine:

- (a) the classes of membership and the rights and privileges attaching thereto;
- (b) the amount of the annual fee payable by each class of membership;
- (c) where the member is not an individual, the number of representatives to which it is entitled;
- (d) the amount of the annual fee payable by a member for representatives in addition to those determined pursuant to the preceding paragraph;
- (e) until otherwise determined, the classes of membership, number of representatives, and fees of membership and representatives are as set out in Schedule "A".

2.5 Status of Representatives

In these Bylaws, a person designated as a representative or additional representative and for so long as such person continues to be so designated, shall be deemed to be a member for purposes of being eligible for election or appointment to any office, board or committee of the Chamber of Commerce.

2.6 Payment of Annual Fee

Annual fees are due and payable within thirty (30) days of the date upon which an account for same has been mailed to the member at the address of the member as it appears in the records of the Chamber of Commerce.

2.7 Non-Payment

The membership of any person, who is more than three (3) months in arrears in payment of its annual fee or of any other amounts due to the Chamber of Commerce, may be terminated by the Board of Directors.

2.8 Honourary Life Membership

- (a) Honourary Life Memberships may be conferred by the Board of Directors on any person upon a two-thirds vote of the members present at any regular meeting of the Board of Directors.
- (b) Any person being considered for Honourary Life membership must be a known supporter of the Chamber, having distinguished themselves in some outstanding way, must have brought widely recognized honour to their community and, not have held an elected post with the Chamber for at least five years.
- (c) Honourary Life Members shall have all the privileges of regular members except the right to make or second motions, vote and hold office. They shall be exempt from the payment of assessments and annual fees.

2.9 Termination and Suspension of Membership

- (a) Any member may withdraw from membership by submitting to the Chair a written resignation.

- (b) The membership of any member or the representation of any member by a designated person may be terminated by a vote of two-thirds of those cast at a meeting of the Board of Directors provided that the Board of Directors, after having afforded the member an opportunity to show cause why such membership or representation should not be terminated, has found that such membership or representation is prejudicial to the best interests of the Chamber of Commerce. The finding of the Board of Directors shall be final and binding.
- (c) Upon termination of a membership, as provided in the preceding paragraph, any fees paid for the current year shall be refunded.
- (d) Any Officer, Director, or member of any committee who has been charged with an offence that is punishable by imprisonment for a maximum of more than five years shall be suspended as an Officer, Director, or a member of a committee, as the case may be, and if:
 - i. convicted of the offence, the suspension shall be made permanent;
 - ii. acquitted of the offence, shall have full privileges reinstated.

ARTICLE 3.00 BOARD OF DIRECTORS

3.1 Eligibility Requirements

Every member of the Chamber of Commerce who is a member in good standing shall be eligible to be elected to the Board of Directors, except members in the following categories:

- (a) Out of town (outside of HRM)
- (b) Retired
- (c) Spouse of sitting Board Member/Staff Member
- (d) Honourary Life Member

3.2 Composition

The Board of Directors shall consist of:

- (a) up to 24 members, but not less than 11 members, elected in accordance with Article 3.06 (including Officers who are appointed as Directors); and
- (b) up to 2 additional members who may be appointed by the Board of Directors on the recommendation of the Human Resources and Governance Committee in accordance with Article 3.07;

3.3 Term of Service

Subject to Article 3.04, Directors shall serve a two-year term to a maximum of two consecutive two year terms and thereafter, are not eligible for re-election for two (2) years unless elected as an Officer.

3.4 Removal of Directors

The members may, by majority vote, remove any Director before the expiration of their term of office at a meeting called for the purpose of removing the Director.

3.5 Remuneration of Directors

A Director shall be entitled to no remuneration for performing duties as a Director.

3.6 Election Process

- (a) The Human Resources and Governance Committee shall prepare a list of nominees for Directors and Officers (except for the President and Immediate Past Chair), in accordance with approved Nominating Committee process. This process includes the creation of a Nominating Sub-Committee which undertakes this work on behalf of the Human Resources and Governance Committee.
 - i. The Nominating Sub-Committee shall consist of:
 - * Immediate Past Chair of the Board, Chair of the Sub-Committee
 - * Current Chair of the Board
 - * President and CEO of the Chamber
 - * Vice Chair of the Board
 - * Chair of the Human Resources and Governance Committee
 - * one other member of the Chamber of Commerce identified by the Human Resources and Governance Committee
- (b) In preparing a list of nominees for Directors and Officers, the Human Resources and Governance Committee shall ensure that, in their judgment reasonably exercised, they have proposed a list of nominees which fairly represents the types of businesses within the Chamber's jurisdiction.
 - i. Recognizing that the Chamber of Commerce is to diligently and appropriately represent all types of business within its jurisdiction the Human Resources and Governance Committee shall ensure that its selection of nominees fairly represents a wide cross section of businesses with the emphasis being on business leaders from a diverse range of business and to specifically ensure that no one type of business has any significant or undue representation.
 - ii. Recognizing that the Chamber of Commerce is to diligently and appropriately reflect the diversity of business persons within its jurisdiction the Human Resources and Governance Committee shall ensure that its selection of nominees fairly represents this diversity with sensitivity to the changing nature and face of the business community within its jurisdiction.
- (c) The list of nominees prepared by the Human Resources and Governance Committee shall be posted on the Chamber website and in the main office of the Chamber of Commerce not later than the last Friday of February each year.
- (d) At any time during the period from the time of posting of the list and 12 o'clock Noon on the last Friday in March of any year, additional nominations may be

made by presentation in writing at the main office of the Chamber of Commerce of:

- i. The name of the person to be nominated and the position or office to which they are being nominated;
- ii. Confirmation by the person to be nominated of their willingness to serve, if elected;
- iii. The endorsement of not less than five (5) members in good standing of the Chamber of Commerce.
 - (a) An Elections Committee of three (3) members shall be appointed by the Board of Directors and shall be responsible for the balloting and counting process.
 - (b) Within seven (7) calendar days following the close of nominations, if more than the minimum required number of candidates is nominated, a ballot shall be prepared by the Elections Committee and sent to the entire membership by regular post, in an electronic mail message or via an electronic mail message with a link to a website. Ballot must show:
 - i. the list of nominees prepared by the Human Resources and Governance Committee with a resume of not more than 100 words prepared by the nominee.
 - ii. The list of additional nominees with a resume of not more than 100 words prepared by the nominee.
 - (c) Completed ballots must be received at the office of the Chamber of Commerce by 12 o'clock noon at the last Friday of April.
 - (d) The ballot results shall be available at the Chamber of Commerce office by 10:30 am on the Monday following the close of balloting.

3.7 Members Appointed by Directors

To meet special needs or opportunities, up to two (2) additional members may be appointed by the Board of Directors on the recommendation of the Human Resources and Governance Committee. Such appointed members are subject to the same terms and limitations as members who are elected except the eligibility requirement may be waived.

3.8 Vacancies

- (a) In the event of a vacancy occurring on the Board for any reason, the same may be filled by appointment of the Board of Directors upon recommendation by the Human Resources and Governance Committee provided that the person so recommended shall meet all eligibility requirements which would apply if the person were nominated for election.
- (b) Persons so appointed shall serve out the balance of the term of the person who is being replaced, however the time of service shall be considered as applicable under Article 3.03.

3.9 Attendance Requirement

- (a) A member of the Board of Directors who misses the regularly scheduled meeting for three (3) consecutive meetings shall be advised in writing by the Chair and informed that failure to attend the next regular meeting may result in his/her removal from the Board of Directors.
- (b) Any member of the Board of Directors who fails to attend at least 40% of the regularly scheduled meetings during their term shall be ineligible for re-election for a period of two (2) years.

3.10 Powers of the Board of Directors

The affairs and business of the Chamber of Commerce shall be governed by the Board of Directors which shall have authority for and on behalf of and in the name of the Chamber of Commerce to authorize the taking of all such actions and doing of all such things as they deem appropriate in furtherance of the objects and purposes of the Chamber of Commerce and, not to limit the generality of the foregoing, the Board of Directors shall:

- (a) have the sole control and management of all real and personal property now or hereafter acquired by the Chamber of Commerce, including the authority to acquire, let, sell, mortgage or otherwise dispose or charge any such real or personal property on behalf of and in the name of the Chamber of Commerce;
- (b) have authority on behalf of and in the name of the Chamber of Commerce to borrow money and to secure the repayment thereof in such manner as it sees fit.

3.11 Submissions to Government

The Board of Directors may make or authorize petitions, briefs, or submissions to all levels of government or other bodies without reference to the membership of the Chamber of Commerce providing the approval of at least a majority of the Board of Directors present at any regularly called meeting is first obtained.

3.12 Correspondence

The Board of Directors may print and circulate documents, publish articles in the press, conduct correspondence and devise and execute such other measures as the Board of Directors may deem expedient to promote the objects of the Chamber of Commerce.

3.13 Reporting to Membership

- (a) The Board of Directors shall cause a general report of the business of the Chamber of Commerce to be presented at each Annual General Meeting of the Chamber of Commerce. This report shall be made available to each member of the Chamber of Commerce.

3.14 Appointments to Other Organizations

- (a) The Board of Directors may appoint members to serve and represent the Chamber of Commerce with other organizations.

- (b) The Board of Directors shall determine the responsibilities of a member appointed in accordance with Clause (a) when appointing the member.

ARTICLE 4.00 OFFICERS

4.1 Officers

The Officers shall consist of the following:

- Chair
- Vice Chair
- Chairpersons of every Board Committee
- Immediate Past Chair of the Chamber of Commerce
- President (ex-officio) who shall also be Secretary and Chief Executive Officer

Duties of Officers

- (a) The Chair of the Board of Directors of the Chamber of Commerce shall be an ex-officio member of all Board Committees and shall have the following functions and responsibilities:

- i. To preside at all meetings of the Chamber of Commerce Board of Directors
- ii. To represent, along with the President, the Chamber of Commerce and act as spokesperson with other organizations and with the news media;
- iii. To chair the Board of Directors and ensure its decisions are implemented;
- iv. To assign tasks to other Officers; and
- v. To present a report on the state of the Chamber of Commerce at the Annual General Meeting of the organization.

- (b) The Vice Chair of the Board of Directors shall

- i. perform the duties of the Chair of the Board in the Chair's absence
- ii. move to the position of Chair of the Board as per the Chamber of Commerce Election Process Section 3.06.

- (c) The President shall be appointed by the Board and shall have the following functions and responsibilities:

- i. Shall be in charge of the administration and management of the Chamber of Commerce and shall report to the Board of Directors;
- ii. To implement all policies and actions decided at meetings;
- iii. Shall along with the Chair of the Board of the Chamber of Commerce act as spokesperson with other organizations and with the news media.
- iv. Shall keep, or have kept, minutes of the proceedings of the Chamber of Commerce, and the Board of Directors, have the care and custody of its records, and attend to the publication of its reports.
- v. Shall be an ex-officio member of all committees of the Chamber of Commerce; and
- vi. Shall be the Secretary to the Board of Directors of the Chamber of Commerce and the Chief Executive Officer of the Chamber of Commerce.

- (d) The other Officers shall have such duties as are designated by the Board of Directors.

4.3 Removal of Officers

The Board may, by a majority vote, remove an Officer before the expiration of their term of office at a meeting called for the purpose of removing the Officer.

4.4 Vacancy

In the event of the removal, resignation or death of an Officer, the Directors may by a majority vote appoint another person in that Officer's stead. The person appointed to fill a vacancy shall hold office only during such time as the vacating Officer would have held office if the office had not been vacated.

4.5 Remuneration of Officers

No Officer shall be entitled to remuneration for performance of their duties as an Officer except for the President who shall be paid out of the funds of the Chamber of Commerce for their service, such sums, if any, as the Board of Directors may determine from time to time.

4.6 Eligibility

Any member of the Chamber of Commerce shall be eligible for election as an Officer.

4.7 Board Members

By virtue of their office, the Officers, except for the President and Secretary shall be members of the Board of Directors.

4.8 Election of Officers

The nomination and election process shall be identical to and run concurrently with the election of the members of the Board of Directors as provided for in Article 3.06.

4.9 Term of Services

- (a) Subject to Article 4.08(b) Officers shall be elected for a two-year term and may be elected for a maximum of three (3) consecutive two-year terms, with the exception of the President who shall continue to serve at the pleasure of the Board of Directors.
- (b) The Chair, Vice Chair, and Immediate Past Chair positions are one year terms only. The Chair may serve following service as Chair for three (3) consecutive two-year terms as another Officer or Director.

4:10 Attendance Requirement

To be eligible for re-election to an office, an Officer must attend at least 50 percent of the regular meetings of the Board of Directors during the immediately preceding year.

ARTICLE 5.00 BOARD COMMITTEES

5.1 Appointment of Board Committees

Board committees may be established by the Board of Directors to support and facilitate the Board's fulfillment of its stewardship responsibilities. Board committees shall not have decision-making authority on behalf of the Board of Directors and are responsible to the Board of Directors.

5.2 Public Statements

Public statements may only be made at the direction of the Board of Directors.

5.3 Chairpersons of Board Committees

Chairpersons of Board Committees shall be Officers who are appointed by the Board of Directors, and by virtue of their office shall be members of the Board of Directors.

5.4 Duties of Board Committees

The duties of Board Committees shall be as assigned by the Board of Directors from time to time.

5.5 Human Resources and Governance Committee

The Human Resources and Governance Committee shall be responsible for the following stewardship themes, governed by the Committee Charter:

- (a) Hire and counsel the Chief Executive Officer
- (b) Chief Executive Officer and key talent succession;
- (c) Oversight of the Human Resources environment;
- (d) Board effectiveness and efficiency, including nominations, education, evaluation and governance best practice;
- (e) Crisis management; and
- (f) Any other stewardship themes that may be assigned by the Board of Directors from time to time.

5.6 Membership Committee

The Membership Committee shall be responsible for the following stewardship themes, governed by the Committee Charter:

- (a) Oversight of the Chamber's efforts to promote membership;
- (b) Oversight of the Chamber's accountability; and
- (c) Any other stewardship themes that may be assigned by the Board of Directors from time to time.

5.7 Audit and Risk Committee

The Audit and Risk Committee shall be responsible for the following stewardship themes governed by the Committee Charter:

- (a) Fiscal well-being of the organization;
- (b) Review of annual business plan and budget/organizational finances;
- (c) Risk management oversight;

- (d) Oversight of internal controls, quality standards and management information systems;
- (e) Review of the annual business plan/budget; and
- (f) Any other stewardship themes that may be assigned by the Board of Directors from time to time.

5.8 Remuneration of Board Committee Members

Except as otherwise provided, members of Board Committees shall receive no remuneration for their service on the committee.

ARTICLE 6.00 CHAMBER COMMITTEES

6.1 Appointment of Chamber Committees

Chamber Committees may be established by the President from time to time for the purposes of carrying out the Chamber's operational priorities as determined by the Board. Matters referred to Chamber Committees shall be reviewed annually by the Board of Directors to determine their status and continuity. Chamber Committees shall not have any decision-making authority on behalf of the Board of Directors and are accountable to the President who, in turn, is accountable to the Board of Directors.

6.2 Chairpersons of Committees

Chairpersons of Chamber Committees shall be appointed by the President.

6.3 Eligibility

- (a) All members of the Chamber of Commerce are eligible for membership on any Chamber Committee. Chamber Committee members shall be appointed by the Chairperson of said Chamber Committee or by such other means as may be determined by the President when establishing the Committee.
- (b) Any Chamber Committee member who has missed five (5) consecutive meetings called by said Chamber Committee may have their name removed from said Chamber Committee mailing list.

6.4 Duties of Chamber Committees

The duties of all Chamber Committees shall be assigned by the President.

6.5 Sub-Committees

Chamber Committee Chairpersons may appoint sub-committees for specific purposes and these sub-committees are responsible to the Chamber Committee chairperson that appointed them.

6.6 Removal of Members of Chamber Committees

Members of Chamber Committees may be removed by the Chairperson of said Chamber Committee or by the President of the Chamber of Commerce.

6.7 Remuneration of Chamber Committee Members

Except as otherwise provided, members of Chamber Committees shall receive no remuneration for their service on the Committee.

6.8 Governors

- (a) In recognition of their special contribution to the Chamber of Commerce all living Past Chairs shall be members of the Governors of the Chamber of Commerce.
- (b) The Committee shall be chaired by the most recent serving member and may be called together at the request of the chairperson of the Committee or the Chair of the Board of the Chamber of Commerce to provide counsel and advice on all such matters as may be deemed appropriate.

ARTICLE 7.00 MEETINGS

7.1 General Meeting

An annual general meeting shall be held on or before May 31st in each year.

7.2 Special General Meetings

Special general meetings may be called at any time upon resolution of the Board of Directors and shall be called on the written request of ten (10) or more members presented to the Chair.

7.3 Notice

- (a) Notice of any general or special meeting shall be given to members at least seven (7) days prior to the date of the meeting.
 - (i) Notice may be given by electronic mail to each member at their address shown in the records of the Chamber and/or by any other method as may be determined by the Board from time to time, including but not limited to, publication in the *Business Voice* magazine or any other publication of the Chamber.
 - (ii) Notice of any meeting where special business shall be transacted shall contain sufficient information to permit a member to make a reasoned judgment in the decision to be taken.
 - (iii) Notice of any meeting shall remind the member of the right to vote by proxy.

7.4 Quorum

Two (2) members personally present and entitled to vote shall constitute a quorum for a general meeting.

7.5 Meetings of the Board of Directors

The Board of Directors shall meet in the Province of Nova Scotia at least four (4) times during the year. At least twenty-four (24) hours notice of the time and place of the

meetings shall be given to each member of the Board. If notice is sent by mail at least fourteen (14) days notice shall be given to each member of the Board, unless waived. Five (5) members of the Board of Directors present in person shall constitute a quorum.

7.6 Telephone Meetings

- (a) Meetings of the Board of Directors, any Board Committee, and any Chamber Committee may be held as telephone meetings, subject to this section;
- (b) For the purposes of these Bylaws, persons participating in a telephone meeting shall be deemed to be present in person at the meeting;
- (c) No meeting shall be held as a telephone meeting unless notice that such a meeting is to be held by telephone is delivered with the notice of the meeting, and in accordance with the procedure for service of notice for such a meeting and all directors or committee members consent. For the purposes of this section, such notice must include the starting time of the meeting.
- (d) The procedure to be used in a telephone meeting is to be the same as in other meetings of the same committee or board.

ARTICLE 8.00 VOTING

8.1 Majority Rule

At any general or special meeting of the Chamber of Commerce, Board of Directors, Board Committee or Chamber Committee, each member shall be entitled to one vote; and

- (a) A majority of those who are eligible and are present at such meeting are competent to do and perform all acts that, either under the *Act* or under these Bylaws, are or shall be directed to be done at the meeting.

8.2 Calculation of the Vote

A vote taken at any general or special meeting of the Chamber of Commerce shall be conducted by the Chairperson of the meeting and the Secretary of the Chamber of Commerce. The outcome of a vote taken at a meeting must be announced at that meeting unless otherwise determined by majority resolution of the members.

8.3 Proxy Voting

- (a) Any member who is entitled to vote at a general or special meeting of the Chamber of Commerce is entitled to send an individual as a proxy to vote in his place, subject to this section;
- (b) Where a member wishes to vote by proxy, the member must send a letter providing notice of such proxy to the Secretary of the Chamber of Commerce. The letter of notice must be received by the Secretary of the Chamber of Commerce not less than 24 hours before the meeting at which the proxy will vote.

- (c) All notices of proxy must be available for review by members at the office of the Chamber of Commerce, during regular business hours, or during the course of, and at, any meeting to which the proxies relate.
- (d) The letter to the Secretary of the Chamber of Commerce providing notice of a proxy must specify who the proxy representative will be, and whether the proxy may be exercised in all votes, or if not, in which specific matters the proxy may be exercised;
- (e) All persons other than the chairperson of the meeting at which a proxy is exercised may act as proxy.

8.4 Alternate Method Voting

- (a) Alternate method voting is any manner by which a given vote may be cast, that differs from the standard procedure under these Bylaws, and that is approved by the Board of Directors.
- (b) Alternate method voting cannot derogate from the principle (where applicable) that each member is entitled to one vote;
- (c) Alternate method voting cannot derogate from the principle of majority rule under these Bylaws;
- (d) Alternate method voting cannot be used in place of any vote other than a vote taken at a general meeting or a special meeting of the Chamber of Commerce, subject to this section;
- (e) Alternate method voting cannot be used where expressly precluded by these Bylaws, or by a resolution of the Chamber of Commerce;
- (f) Alternate method voting cannot be used unless the specific procedure of the alternate method is approved by the Board of Directors at a directors meeting, which is not less than two weeks before the date of the meeting at which the alternate method vote will be taken;
- (g) Where the Directors have approved the use of an alternate method vote for a meeting, notice that such method will be used, and the details of the procedure, must be given to all members together with the notice of the meeting, and in accordance with the procedure for service of notice for such a meeting-;
- (h) The outcome of an alternate method vote shall be available to all members as soon as is reasonably possible;
- (i) Without limiting the generality of the foregoing, alternate method voting could include a vote by telephone, except where the *Act* requires a meeting. Furthermore, if voting by mail at the Annual meeting, the member must receive fourteen (14) days notice of such a vote prior to the deadline for the acceptance of the vote. The notice shall include sufficient information to permit a member to make a reasoned judgment in the decision to be taken, the ballot must provide

the member's signature, and the ballot must clearly indicate the deadline for the acceptance of votes.

ARTICLE 9.00 FINANCIAL

9.1 Financial Records

The Board of Directors shall cause proper books of account to be kept of receipts and disbursements and of all assets, credits and liabilities of the Chamber of Commerce.

9.2 Annual Statement

The Board of Directors shall cause to be prepared in accordance with generally accepted accounting principles (GAAP), and laid before the Chamber of Commerce at each Annual General Meeting:

- (a) an income and expense statement covering the period from the date at which the last statement was made up to the date of the most recent fiscal year-end of the Chamber of Commerce.
- (b) a balance sheet ~~is~~ at the date of the most recent fiscal year-end of the Chamber of Commerce, accompanied by the auditor's report thereon.

9.3 Auditor

The Chamber of Commerce, at each Annual General Meeting, shall appoint an auditor or auditors to hold office until the next Annual General Meeting.

9.4 Auditor's Access

The auditors shall have a right of access at all times to the books, accounts and vouchers of the Chamber of Commerce, and shall be entitled to require from the Directors and Officers of the Chamber of Commerce such information and explanations as they may deem necessary for the performance of their duties as auditors.

9.5 Fiscal Year

The fiscal year of the Chamber of Commerce shall be the calendar year.

ARTICLE 10.00 OATH OF OFFICE

10.01 The Chair and the Vice Chair of the Chamber of Commerce shall, before entering on the duties of their office, take and subscribe before the Mayor of Halifax, or before any Justice of the Peace, an oath in the form in Schedule "B" of these Bylaws.

ARTICLE 11.00 SEAL

11.1 Common Seal

The Chamber of Commerce shall have a common seal on which the name of the Halifax Chamber of Commerce shall be engraved.

11.2 Custody

The Board of Directors shall arrange for the safe custody of the Common Seal of the Chamber of Commerce with the Secretary of the Chamber of Commerce.

11.3 Execution of Instrument

The Common Seal may be affixed to any instrument in the presence of and contemporaneously with the attesting signatures of any two (2) Officers of the Chamber of Commerce.

11.4 Certification

For purposes of certifying documents or proceedings of the Chamber of Commerce, the Common Seal may be affixed in the presence and contemporaneously with the attesting signature of one (1) Officer of the Chamber of Commerce.

11.5 Board Resolution

The Common Seal of the Chamber of Commerce shall not be affixed to any instrument by any other person without authorization by resolution of the Board of Directors appointing that person for such purpose.

ARTICLE 12.00 GENERAL

12.1 Amendment of Bylaws

These bylaws may be amended in the manner provided by the *Act*.

12.2 Procedure

Parliamentary procedure shall be followed at all meetings of the Chamber of Commerce, its Boards and Committees, in accordance with the Rules of Order by General Henry M. Robert.