

EXCERPT FROM BYLAWS – HALIFAX CHAMBER OF COMMERCE OCTOBER 2018

ARTICLE 1.00 DEFINITIONS

- 1.01** “Act” means the Boards of Trade Act (Canada).
- 1.02** “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”;
- 1.03** “Chamber” or the “Chamber of Commerce” means the Halifax Chamber of Commerce.
- 1.04** “Board Committee” means a committee appointed by the Board of Directors from time to time pursuant to Article 5 of these Bylaws.
- 1.05** “Chair” means any person who has held the office of Chair of the Halifax Chamber of Commerce.
- 1.06** “Director” means a Director of the Halifax Chamber of Commerce.
- 1.07** “Officer” means an Officer of the Halifax Chamber of Commerce.
- 1.08** “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.
- 1.09** “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

2.01 Eligibility

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

2.02 Membership

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

2.03 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.

2.04 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".

2.05 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.

2.06 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.

2.07 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.

2.08 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.

2.09 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

3.01 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

3.02 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;

3.03 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.

3.04 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.

3.05 Remuneration of Directors

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

3.06 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.

3.07 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.

3.08 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.

3.09 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.