



**Lunenburg Board of Trade
By-Laws
As amended February 2, 2012**

ARTICLE 1 - NAME AND OBJECTIVES

1. The name of this organization shall be the Lunenburg Board of Trade, a society under the Societies Act of Nova Scotia.
2. The objectives of the Lunenburg Board of Trade are the advancement of the commercial, industrial and civic interests of the Town of Lunenburg and area, based on the fundamentals of community cooperation and communication.
3. The Lunenburg Board of Trade shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 2 – INTERPRETATION

1. Wherever the words "the Board" appear in these By Laws, they shall be understood to mean "The Lunenburg Board of Trade".
2. Wherever the words "the Council" appear in these By Laws, they shall be understood to mean "the Council of the Lunenburg Board of Trade".
3. Wherever a form of the word "he" appears in these By Laws, it shall be used generically and interpreted to mean a form of the word "she" when applicable.
4. Wherever the President is mentioned in these By Laws, it shall be understood that when absent he shall be replaced by a Vice-President in order of seniority or in their absence, an acting President appointed by the Council or the Board.
5. 'Special Resolution ' means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at the meeting.



6. “Executive” means the President, Vice-President, Treasurer and Secretary.
7. “Member in good standing” means a member whose paid up membership is no more than three months in arrears and who is not otherwise disqualified to represent himself as a member or receive the benefits of membership.
8. “Auditor” means any person appointed to review the financial records of the organization and “audit” is the review of those financial records.
9. “Director” means a member chosen to sit on the Council and includes the Executive.

ARTICLE 3 – MEMBERSHIP

1. Any person, association, corporation, society, or partnership interested in the objectives of the Board may become members of the Board, but the voting power of such memberships shall in each case, be assigned one representative.
2. Membership shall continue from the time of admittance until death, subject to payment of annual membership dues as levied from time to time, or if, by notice, a member has resigned in accordance with the provisions of these By-Laws or has been removed from the roll of members by action of the Council.
3. Upon receipt of an application and membership dues, a membership application shall be put before a Council meeting and Council, by majority vote, shall accept or reject the membership within three meetings of having received the application.
4. Any member of the Board who intends to retire or to resign his membership may do so at any time, upon giving to the Secretary notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Board against him at the time of such notice. Such resignation will be effective on delivery of notice by the Secretary to the next regular meeting of the Council.
5. The Council may remove from the roll of members the name of any member who fails to pay dues within three months of billing date. Upon such action by Council, all privileges of membership shall be forfeited.



6. 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 include all the privileges of active membership except that of holding office, with exemption from payment of annual dues.

7. Any member or Director of the Board may be censured or expelled by a two-thirds vote of the Council for conduct unbecoming a member or Director. No vote on censure or on expulsion may be taken unless at least fifteen days' notice in writing shall be given to the member or Director of the charges preferred, and of the time and place of the Council meeting at which such charges will be considered, At such meeting the member or Director under charge will be accorded a full hearing. A Director may be expelled from the Council and remain a member by direction of the Council.

8. Upon termination of a membership, as provided in the preceding paragraph, any fees paid for the current year shall not be refunded.

ARTICLE 4 –DUES

1. The annual dues payable by members of the Board shall be set annually by the Council.
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 general meeting shall state the nature of the proposed assessment.
3. Council shall have the authority to grant a member relief from payment of dues in the time frame described in Article 3, paragraph 5.

ARTICLE 5 -OFFICERS AND COUNCIL

1. The President, Vice-President, Secretary, and Treasurer with up to eight other members of the Board shall be elected to form the Council. The members of the Council shall hold office until the end of their term or until they shall be removed from office or vacate the same under the By



Laws of the Board. The retiring President shall be an ex-officio voting member of the Council until the next annual meeting.

2. The term of each member of Council shall be two years. A member is limited to holding the office of President or Vice-President for two terms of two years.

3. The President, Vice-President and up to four Directors shall be elected at the annual general meeting of one year and the Secretary, Treasurer and up to four Directors shall be elected at the annual general meeting the following year.

4. The Council each year shall appoint a nominating committee of not less than three members consisting of one Director nominated by Council and two or more members selected from the members at large. The nominating committee shall prepare a nominations list of eligible candidates, each of whom shall have indicated his or her willingness to serve.

5. The Secretary shall receive the nomination list from the nominating committee as well as any other nominations from the membership at large. Nominations from the membership at large shall be in writing, signed by the member nominating the candidate for office and shall be signed by the candidate to indicate their willingness to serve. Nominations and volunteers shall also be accepted from the membership at large during the Annual General Meeting with the consent of the nominee or the volunteer. Any member defeated for an executive position is eligible to be nominated for a subsequent position up for election, including any executive position and Director.

6. Elections shall be in the following sequence: President, Vice-President, Directors, and in alternate years: Treasurer, Secretary, Directors.

7. If there is more than one candidate nominated for any office then a vote of the general membership, by secret ballot, will be held at the Annual General Meeting to choose the officer and/or Director.

8. The Council shall regulate and determine the salaries or compensation of all employees of the Lunenburg Board of Trade.



9. Approved expenses for Directors shall be reimbursed. Approved expenses are those expenses directly related to business carried out on behalf of the Board and which are approved by the Council.

10. The affairs and business of the Board shall be managed by the Council, who shall have the sole management of the real and personal property which may now and hereafter be acquired by the Board. A special resolution of the general membership shall be required to authorize the sale of the real or personal property of the organization, or to borrow funds for use by the Board.

11. The Council shall report at each regular general meeting of the Board.

12. If a vacancy occurs on the Council the Council may, at any meeting thereof, elect member to fill the vacancy by majority vote of the members present. The member so elected shall hold office until the next election.

13. If a Director is unable or unwilling to participate in Council business on a regular basis, Council shall review membership on Council with that person and may, by majority vote, remove him from Council.

14. 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, the Government or Council of municipalities or others, as the case may be, at once, or, if they think proper, refer the same to the Board at any general meeting, but when petitions are forwarded without such reference to the Board, notice of action taken shall be posted at the Board's office. They may print and circulate documents, publish articles in the newspapers, conduct correspondence, devise and execute such other measures as they may deem expedient to promote the objects of the Board.

15. The Council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By Law of the Board, provided, however, that such powers are not inconsistent with the provisions of the Societies Act.

16. The Council shall, if required by the Board, draw up and forward such petitions as may be agreed upon at any meeting of the Board.



17. All petitions must be signed by the President and countersigned by the Secretary with the seal of the Board.

18. At any meeting of the Council, the Council shall have the power to appoint standing or special committees.

19. A quorum for Council meetings shall be 50% of the total number of councillors. A Director participating by video or audio link shall be considered present at the meeting. If no quorum is met and a matter must be dealt with in a timely manner, the Chair may direct that the discussion be continued electronically.

20. The meetings of the Council shall be open to all members of the Board who may attend and take part in any of the proceedings of the meeting without having the power to vote.

21. No public announcement in the name of the Board may be made unless authorized by the Council or general meeting of the Board.

22. The President shall preside at all meetings of the Board and Council. He shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting such matters as he may deem advisable. Upon an appeal being made from a decision of the chair, the vote of the majority shall decide. 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 written general report of the activities of the year at the Annual Meeting.

23. The Vice-President shall act in the absence of the President, and in the absence of the President and Vice-President, the meeting shall appoint a chairman to act temporarily at the meeting.

24. The Secretary shall retain and keep in good order, the files and seal of the Board, prepare the correspondence, retain copies of all incoming or outgoing correspondence, preserve all documents, attend and take minutes of all meetings of the Board and Council and perform all other duties as properly appertain to his office and shall, with the President, sign, and when necessary, seal with the Board seal all papers, documents, contracts, deeds, bills and other instruments requiring signature or execution on behalf of the Board.



25. The Treasurer shall have charge of all funds, collect all dues and revenues belonging to the Board and shall duly deposit the same in the name of the Board in an incorporated bank or trust company approved by the Council. Out of such funds he shall pay, by cheque, amounts approved by the Council and otherwise keep a regular account of the income and expenditures of the Board, a statement of which shall be laid on the table at the Annual Meeting or at such other time as the Council may require. All cheques will be countersigned by any two of the signing officers of the Board. The signing officers are the President, Vice-President and Treasurer and the Executive Director. The Treasurer, if reasonably available, shall sign all cheques.



ARTICLE 6 – MEETINGS

1. The Annual Meeting of the Board shall be held on the third Thursday in November each year, or as set by the Council.
2. Council meetings shall be held monthly or as set by the Council. Any meeting may be cancelled or waived at the discretion of Council.
3. Special meetings of the Board may be called at the requisition of not less than ten percent of the members presented to the President in writing and such meeting shall be called by a notice, at least three weeks in advance, to each member of the Board. Such meetings may be called by the Council in the same manner.
4. All meetings of the Board or Council shall be held at such place or places as the Council may determine, and may be adjourned on motion of Council.
5. A quorum of members at any Annual or special meeting of the Board shall consist of not less than twenty members.
6. Meetings of the Council shall be convened by the Secretary at the insistence of the President or upon request of any six members of the Council.
7. Minutes of the proceedings of all general and Council meetings shall be entered in the books to be kept for that purpose by the Secretary.
8. All books and records of the Board shall be open at all reasonable hours to any member of the Board, free of charge at the office of the Board, 11 Blockhouse Hill Road, Lunenburg, Nova Scotia between the hours of 9:00 am and 3:00 pm, Monday to Thursday.

ARTICLE 7 - VOTING RIGHTS

1. Every member in good standing represented at any general meeting of the Board shall be entitled to one vote.



2. Voting at Council or general meetings shall normally be by show of hand or, if requested by the Chairman, by standing vote. A roll call vote shall be taken if requested.
3. All Council members present at any meeting of the Lunenburg Board of Trade Council, including the person presiding, shall vote on the question or declare that he abstains.
4. Motions or amendments shall be carried at any Council or general meeting by a majority vote unless otherwise provided in these By Laws.
5. Proxy voting is not permitted at any meeting of the Council or Board.

ARTICLE 8 - BY LAWS

1. The By Laws of the Board may be made, repealed or amended by special resolution with a vote of three-fourths of the members present at any general meeting. Notice of Motion of the proposed change(s) must have been presented in writing by one member and seconded by another member at a previous meeting unless at least fifteen days' notice of the special resolution has been provided to the members, in which case amendments to the special resolution shall be permitted at the general meeting.

ARTICLE 9 - COMMITTEES

1. The following standing committees may be appointed annually by the Council:
 1. Business Development
 2. Tourism
 3. Hospitality
 4. Retail
 5. Membership
 6. Marketing
 7. Campground and Visitor Information Centre
2. Additional standing committees, special committees, and task forces may be established and terminated by resolution of the Board and/or the Council and are responsible to Council.

ARTICLE 10 - INDEMNIFICATION



1. Every Director or Officer, former Director or Officer, or person who acts or acted at the Board's request as a Director or Officer of the Board, and the heirs and legal representatives of such person, in the absence of any dishonesty on the part of such person, shall be indemnified by the Board against, and it shall be the duty of the Officers out of the funds of the Board to pay, all costs, losses, and expenses, including an amount paid to settle an action or claim or satisfy a judgement, that such Officer, director or person may incur or become liable to pay in respect of any claim made against such Officer, Director or person in a civil , criminal or administrative action or proceeding to which such person is made party by reason of being or having been an Officer or Director of the Board, whether the Board is a claimant or party to such action or proceeding or otherwise, and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Board and have priority over all other claims.

ARTICLE 11 – AFFILIATION

1. The Board, at the discretion of the Council, shall have the power to affiliate with the Canadian Chamber of Commerce, the Atlantic Provinces Chamber of Commerce, the Nova Scotia Chamber of Commerce, other Boards of Trade and Chambers of Commerce and any other organizations in which membership may be in the interest of the Board.

ARTICLE 12 - FISCAL YEAR

1. The fiscal year of the Board shall commence on the first day of November in each year.

ARTICLE 13 - AUDITORS

1. Two auditors shall be appointed annually by the members of the Board at the annual general meeting and on failure of the members to appoint the Council may do so. Members of the executive from the prior year and the current year shall not be eligible to be appointed as auditors.

2. The Council shall make a written report to the members as to the financial position of the Board and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance



sheet containing particulars required by the Board and properly drawn up so as to exhibit a true and correct view of the Board's affairs and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditors, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.



ARTICLE 14 - PROCEDURE

1. Subject to the following provisions as to the order of business, the proceedings of each meeting shall be at the discretion of the presiding officer and in accordance with Robert's Rules of Order and revisions thereto. Where there is a conflict between the foregoing By Laws and Robert's rules of Order, these By Laws shall take precedence.

1. At the Annual Meeting, the election of officers shall take precedence over all other business after the reading of the minutes and annual reports.

2. At all other meetings the order of business may be:

- a) Call to Order
- b) Approval Agenda (Deletions/Additions)
- c) Approval of Minutes
- d) Business arising from the Minutes
- e) Correspondence
- f) Committee Reports
- g) New Business
- h) Adjournment