

Bylaws

Fredericton Chamber of Commerce

Adopted
May 21st, 2008

Amended
June 3, 2010

Amended
May 30, 2012

Amended
June 3, 2014



Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

ARTICLE I – NAME AND OBJECT

Section 1 The name of this organization shall be the Fredericton Chamber of Commerce.

Section 2 The objects of the Fredericton Chamber of Commerce shall be:

- a) to promote, improve, and foster commercial, industrial, agricultural and civic development and progress of Fredericton and surrounding areas;
- b) to facilitate educational events as a resource to help members, and organizations succeed;
- c) to facilitate networking and promotional opportunities to raise the profile of the local business and organizational community;
- d) to join with the Canadian Chamber of Commerce in advocacy efforts to all levels of government; and,
- e) to develop, present and implement informed views and opinions of members to all levels of government and other organizations as deemed advisable by the Board of Directors and to promote good governance and sound legislation at all levels.

Section 3 The usual place of meeting shall be in the City of Fredericton.

Section 4 The Fredericton Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office and shall be governed by a Board of Directors as herein constituted.

ARTICLE II – HEAD OFFICE

Section 1 The Head Office of the Fredericton Chamber of Commerce shall be at such place in the City of Fredericton as the Board of Directors may from time to time determine.

ARTICLE III – INTERPRETATION

Section 1 Wherever the word the "Chamber" occurs in these bylaws it shall be understood to mean the "Fredericton Chamber of Commerce.

Section 2 Wherever the words the "Board of Directors" or "Board" occur in these bylaws, they shall be understood to mean the "Board of Directors of the Fredericton Chamber of Commerce".

Section 3 Wherever the words the "Executive Committee" or "Executive" occurs in these bylaws it shall be understood to mean the "Executive Committee of the Fredericton Chamber of Commerce".

Section 4 "Act" means the Board of Trades Act (Canada)

ARTICLE IV – SEAL

Section 1 The Seal of the Chamber shall be a design formed by two concentric circles between which shall be the name of the Chamber and inside which shall be the date,"1947", as shown by the

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

impression.

Section 2 The seal shall remain in the custody of the Chief Executive Officer and shall be affixed to all documents as required.

ARTICLE IV – MEMBERSHIP

Section 1 Every reputable sole proprietorship, association, corporation, partnership, organization, estate, or society directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the greater Fredericton area shall be an eligible candidate for membership in the Chamber. All members shall subscribe to the objects of the Chamber.

Section 2 At any meeting of the Board, any member in good standing may propose any eligible candidate for membership in the Chamber, providing such candidate shall undertake, if admitted, to be governed by the laws, regulations, bylaws and objectives of the Chamber.

Section 3 If such proposal is carried by a majority vote of the Board, such candidate shall thenceforth be a member of the Chamber, and shall have all the rights and be subject to all obligations of the other members.

Section 4 Persons who have distinguished themselves by some meritorious or community service may be elected Honourary Members by a majority vote of the Board for a term to be established by the Board. Honourary Membership shall include all the privileges of active membership other than the right to vote and of holding office and are exempt from paying dues. Privileges of Honourary Membership shall be conferred upon the individual and not the organization they represent. The Board may terminate or expel an Honourary Member at any time by majority vote.

Section 5 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of membership by action of the Board of Directors.

Section 6 Any member of the chamber, who intends to retire therefrom or to resign his or her membership, may do so, at any time, upon giving the Secretary/Treasurer of the Board of Directors 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 him or her at the time of such notice.

Section 7 Upon a majority vote, the Board of Directors may remove from the roll of members the name of any new member failing to pay his or her annual dues within thirty (30) days of his admission, or of any other member who fails to pay such dues within three (3) months of the date they fall due. Upon such action by the Board of Directors, written notice of same shall be sent to the former member within ten (10) days following such decision.

Section 8 The death of an individual member shall terminate their membership.

Section 9 Members use of the Chamber's trade-name/trade-marks shall be subject to such terms and conditions as may be determined from time to time by the Board.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

Section 10 The Board at its sole discretion shall determine the suitability of an applicant or candidate for Membership in the Chamber. Reasons for declining an applicant's membership application or nomination may include, but not be limited to the proposed members:

- a) credit worthiness;
- b) whether association with the Chamber may be perceived as diminishing or harming the reputation of the Chamber;
- c) pending or past criminal convictions;
- d) unethical business practices; and,
- e) not supporting the Objectives of the Chamber.

Section 11 Any member of the Chamber may be expelled by a two-thirds vote of the Board at a meeting of the Board for any of the reasons set out in Article III, Section 10 above, or in the event that the member's continued membership is prejudicial to the reputation of, best interests of, or the fulfilment of the Chamber's objectives, or for any other reason deemed appropriate by the Board where two weeks' notice of motion has been provided to both the Board and the member in question.

Section 12 Any person expelled by the Board may appeal such decision at a special general meeting called for the purpose as provided for in Article XII of these bylaws. A two-thirds majority vote of those members present and entitled to vote shall be required for reinstatement of the expelled member.

ARTICLE V – DUES AND ASSESSMENTS

Section 1 The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to such revisions, if any, as may be directed by a majority resolution of a meeting of the Board. The Board of Directors may create various classifications of membership and impose different dues for each classification.

Section 2 The annual membership fees shall be calculated based on each calendar year and unless a Member is otherwise notified are due and payable within thirty (30) days of receipt of an invoice by a member.

Section 3 Other assessments may be levied against all members, provided they are recommended by the Board of Directors and approved by a majority of the members present at a general meeting shall state the nature of the proposed assessment.

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

Section 1 The Officers of the Board shall consist of:

- a. The President
- b. The First Vice-President
- c. The Second Vice-President
- d. The Immediate Past-President

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

- e. The Treasurer
- f. The Chief Executive Officer and Secretary to the Board (ex-officio) (These positions shall be entitled to notice of meeting of the Board of Directors and to attend such meetings, but shall not be entitled to vote.

Section 2 The Board of the Chamber shall consist of at least twelve (12) elected members plus the Executive Committee, but at no time shall it exceed twenty-one (21) persons. The Directors of the Board will consist of:

- a. The Executive as outlined below (Article VI Section 4);
- b. Twelve Directors at-large to be drawn from the membership and elected according to the election process laid out in the By-Laws;
- c. The Executive Committee may expand by two members to be known as Executive Committee Members at large on approval from the Board;
- d. Chief Executive Officer (ex-officio); and,
No elected member of the Board shall be entitled to compensation, remuneration, or reimbursement other than as approved by the Board.

Section 3 At least six (6) members of the Board shall be elected annually for a two-year (2) term or until their successors are declared elected.

Section 4 After having served continuously for a period of four (4) years the elected members of the Board shall not be eligible to stand for election as a Director of the Board until a period of one (1) full year has elapsed. However, upon completion of two consecutive 2-year (2) terms as Director, they may be elected to the Executive Committee. Members of the Executive Committee will serve the following terms:

- a. The President of the Board – one year
- b. The First Vice-President – one year
- c. Second Vice-President – one year
- d. The Immediate Past-President – one year (renewable at the discretion of the Board)
- e. The Treasurer – two year term (renewable at the discretion of the Board)
- f. Executive Members (two positions as per Article VI - Section 2c above) – one year term (renewable at the discretion of the Board)

Section 5 The Chamber shall be managed and governed by the Board. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province of New Brunswick, and Municipal Government in the area it serves, any commissions or committees deemed necessary or authorize as it may determine or as may be required by a vote of the majority of members present at any Board meeting.

Section 6 Any eleven or more members of the Board lawfully met shall be a quorum and a majority (representing 50% plus 1 in votes) of such quorum may do all things within the power of the Board.

Section 7 The Board or at its request, the President, may appoint committees, task forces, or designate members of the Board or the Chamber to examine, consider and report upon any matter or take such action as the Board may request.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

Section 8 Any member of the Board may be removed from office at any meeting of the Board by a notice of motion being filed with the Chief Executive Officer at least ten days in advance of such meeting and by a resolution being passed by a two-thirds majority vote of those in attendance at the meeting of the Board in the following circumstances:

- a. If he/she ceases to be a member of the Chamber.
- b. If he/she is absent from three consecutive regular meetings of the Board, for reasons other than illness, family tragedy, or
- c. for any other reason deemed acceptable to the Board.

Section 9 Where a member of the Board has been removed from or has vacated the office, (re; Section 8), the Board may, at any meeting thereof, elect a member of the Chamber to be a member of the Board in the place of the removed Board member.

Section 10 The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

Section 11 Any member of the Board of Directors, a committee, task force, or council, (including the Executive Committee) who runs for public office shall resign from their position on the Board, committee, or task force, once they publicly declare their intentions. Public office is defined as municipal, provincial, federal office, or a Trustee of a Board of Education. Such person is eligible for re-election to the Board or to sit on a committee or task force after allowing one full year to expire upon completion of their term in public office, or one full year upon completion of their election campaign for public office if they are unsuccessful.

ARTICLE VII – NOMINATIONS

Section 1 The President shall, two months prior to the annual meeting, appoint a Nominating Committee. The committee shall consist of the Immediate Past President as the Nominating Committee Chair, the current Chamber President, the First Vice President, and the Second Vice President.

Section 2 The said committee shall submit to the Chief Executive Officer, six (6) weeks prior to the annual meeting, the names of their recommendations for the positions of President, First Vice-President, Second Vice-President, Treasurer, Executive Members, and for the twelve (12) Board members. The membership will then be notified, at least one (1) month in advance of the annual meeting, of the nominating committee recommendations, and also invite the membership to submit their own nominations for the Board.

Section 3 Any member of the Chamber may nominate a candidate for any of the six (6) incoming Director positions of the Board (as indicated in Article VI – Section 3) by submitting the name in writing to the Chief Executive Officer. The nomination must be delivered to the Fredericton Chamber of Commerce office no later than one (1) month prior to the Annual General Meeting.

Section 4 Should there be nominations other than the slate recommended by the nominating committee, an election of all proposed incoming Director candidates shall take place at the annual meeting by vote (which may be cast verbally or as otherwise directed. Otherwise, the slate of the

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

Executives and the Board shall be confirmed at the annual meeting by a show of hands. In the event of an election:

- a. each member shall be entitled to one (1) vote; and
- b. 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 by-laws, are or shall be directed to be done at a meeting.

ARTICLE VIII – ELECTION OF OFFICERS AND DIRECTORS

Section 1 The President, First Vice-President, Second Vice-President, Executive Members, Treasurer, and newly elected Directors of the Board shall, before assuming office or as soon thereafter as is possible, take and subscribe before the mayor or before any justice of the peace, an affirmation in the following form:

"I affirm that I will faithfully and truly perform my duty as _____ of the Fredericton Chamber of Commerce, 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 objects for which the said Chamber was constituted according to the true intent and meaning of the same.

ARTICLE IX – DUTIES OF EXECUTIVE

Section 1 The Executive Committee shall exercise such powers as are delegated to it by the Board. It is understood that the First Vice-President and Second Vice-President will be in succession for the Office of the President. A quorum for a meeting of the Executive shall be struck if sufficient members are present to represent 50% plus 1 of the votes of all then current members of the Executive Committee. The Executive Committee roles and responsibilities include all of those listed below (Article X) for Directors as well as the following additional responsibilities:

- a. Report actions/decisions back to the Board of Directors at the first Board meeting after action/decision taken. The Board of Directors may then approve or reverse Committee decisions except when circumstances make this impossible.
- b. Ensure policy decisions are implemented appropriately by staff through monitoring and reporting mechanisms.
- c. The Chief Executive Officer shall report to the Executive Committee on matters associated with the management of human resources of the Chamber. The Chief Executive Officer will coordinate with the Executive Committee all human resource management matters.
- d. Ensure there is an annual strategic plan in place addressing the short-term and long-term objectives of the Chamber.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

- e. Any financial expenditure approved by the Executive Committee shall require the approval of the Board of Directors.
- f. The Executive Committee has the authority to represent the Board and make decisions in the absence of the Board of Directors as and where the need arises.
- g. Vice-Presidents must serve on a variety of committees (minimum of two) as they progress through the ranks of the executive to ensure that they are exposed to as many facets as possible of the Chamber before serving as President.

Section 2 Individual Responsibilities (in addition to the roles and responsibilities in Article X-Section1 above):

President:

- a. in conjunction with the CEO, acts as the chief spokesperson of the organization, or may delegate this responsibility to another;
- b. chairs Board of Directors and Executive meetings voting only in the case of a tie, and regulates the order of business at such meetings;
- c. may indicate to the meeting what he/she believes to be concerns of the Chamber;
- d. is granted signing authority and bank signatory;
- e. reviews performance of the Chief Executive Officer under the direction of the Executive Committee
- f. calls all Board and Executive Committee meetings;
- g. delivers Board of Directors report to the membership at the annual meeting;
- h. is ex-officio member of all standing committees, advisory groups, task forces and other Committees of the Chamber;
- i. represents the Chamber at such functions as he/she may be able to attend including such meetings as recommended by the Board;
- j. with the Chief Executive Officer, signs all papers and documents requiring signatures of behalf of the Chamber, unless someone else is designated by the Board;
- k. has such other powers and duties as are assigned by the Board or as are reserved for this office in accordance with the policies and procedures of the Chamber that are consistent with these By-laws; and,
- l. shall fulfill the duties of the President as outlined in any job description for the position approved by the Board.

First Vice-President:

- a. assumes the duties of the President when he/she is unable to fulfill their duties as President;
- b. with the President, co-chairs the Annual General Meeting; and,
- c. shall fulfil the duties as First Vice-President as outlined in any job description for the position approved by the Board.

Second Vice-President:

- a. assumes the duties of the First Vice-President when he/she is unable to fulfill their duties as First Vice-President;
- b. shall perform functions and duties as directed by the President and the Board; and,

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

- c. shall fulfil the duties of Second Vice-President as outlined in any job description for the position approved by the Board.

Treasurer:

- a. ensures annual appointment of the auditors is conducted at the Annual General Meeting;
- b. shall submit an audited statement thereof for presentation at the annual meeting and at any other time required by the Board;
- c. provides regular updates to the Board of Directors at meetings of the board;
- d. oversees the financial affairs of the organization and ensures the goals and objectives of the Board are implemented by staff;
- e. is a bank signatory;
- f. provides input in preparation of annual budget; and,
- g. fulfils the duties of Treasurer as outlined in any job description for the position approved by the Board.

Immediate Past-President:

- a. provides support and advice to President and chairs various committees and task forces as requested by the Board; and,
- b. shall fulfil the duties of the Immediate Past President as outlined in any job description for the position approved by the Board.

Executive Member:

- a. shall perform functions and duties as directed by the President and the Board;
- b. provides support and advice to the President and chairs various committees and task forces as requested by the Board;
- c. shall fulfil the duties as an Executive Member as outlined in any job description for the position approved by the Board.

Section 3 The Officers authorized to sign all cheques on behalf of the Chamber shall be any two of the following: President, First Vice President, Second Vice President, Treasurer, Past President, and Chief Executive Officer. Any one of the above may verify the bank account.

- a. The Treasurer and the Chief Executive Officer shall have primary cheque signing authority. In their absence, other Officers listed above shall have authority to sign cheques.
- b. These same provisions will apply should electronic commerce be incorporated in the operations of the Chamber.

Section 4 The Chamber shall have its account(s) in a chartered bank selected by the Board.

ARTICLE X – DUTIES OF DIRECTORS

Section 1 In carrying out the mandate of the Board Directors, Directors shall observe the highest standards of ethical conduct as outlined in the Fredericton Chamber of Commerce Board of Director's Code of Conduct – Commitment. They are expected to perform their duties and responsibilities on behalf of the membership of the Chamber as described in the Board of Directors job description.

Section 2

Indemnity of directors and officers - The Chamber shall indemnify the directors or officers of the Chamber, former directors or officers of the Chamber or any person who acts or acted at the Chamber's request as a director or officer of a body corporate of which the Chamber is or was a shareholder or creditor and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceedings to which he has been made a party by reason of being or having been a director or officer of such Chamber or body corporate if:

- (a) he acted honestly and in good faith with a view to the best interest of the Chamber; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Chamber shall also indemnify such directors or officers who have been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Chamber or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such action or proceeding, if such officer or director is fairly and reasonably entitled to such indemnity.

Section 3

Insurance for directors and officers - The Chamber may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE XI – CHIEF EXECUTIVE OFFICER

Section 1

The Board may, upon recommendation of the Executive Committee, and by a two-third's majority vote of those in attendance at a duly called board meeting employ a Chief Executive Officer. The Chief Executive Officer reports solely and only to the Board. Notwithstanding this, however, in urgent matters occurring between Board meetings, he/she may take direction, on the Board's behalf, from the Executive Committee, as represented by the President of the Board. If any conflict, perceived or otherwise, exists in any such direction, the Board's direction will always take precedence.

Remuneration and any contract between the Chamber and the Chief Executive Officer, and all other employees, shall be determined by the Executive Committee.

The Chief Executive Officer and all other employees shall perform their duties in accordance with the Employment and Administration Policy Handbook and job descriptions, as approved by the Board from time to time.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

- Section 2 Strategic Direction and Policies
- a. Leads strategic directions and policies, in collaboration with, and under the direction of the Board.
 - b. Implements approved Board strategic directions and policies.
 - c. Ensures full and complete Chamber compliance with all applicable laws, by-laws, statutes and government regulations
 - d. Is (ex-officio) a non-voting member of, and Secretary to, the Board and the Executive and all committees, sub-committees and task forces approved by the Board and/or the Executive.
 - e. Administers any and all operations fully within the scope of the Chamber’s By-laws.
- Section 3 Operations
- a. Develops and manages the business and financial affairs, which implement the Board’s strategic plan, within parameters and guidelines set by the Board.
 - b. Ensures proper stewardship of all of the Chamber’s assets and facilities.
- Section 4 Personnel
- a. The Chief Executive Officer and all other staff are employees of the Board. All employees report to the Chief Executive Officer.
 - b. Determines appropriate level of staffing required to achieve Chamber objectives, as approved by the Board, and the applicable organization structure, subject to budget controls approved, by the Board, as above.
 - c. Is responsible for all staff recruitment, selection, training, supervision, evaluation, reporting relationships, remuneration, including benefit entitlement, and disciplinary action pertaining to any employees, up to and including termination, if /when so required.
- Section 5 Communications
- a. Provides support for all Board and any other Chamber communications with the public, as well as any to members.
 - b. In collaboration with the President, as chief spokesperson for the Chamber any matters of interest to chamber members, which responsibilities may be delegated to any member of Executive.
 - c. Maintains positive relationships within the Chamber, its members, Chamber affiliates, and various levels of government, media, business community and the broader community of Fredericton.
 - d. Represents the Chamber, when appropriate and as applicable, at the New Brunswick Advisory Committee, Atlantic and Canadian Chambers of Commerce, as well as any appropriate international bodies, such as the World Chambers’ Congress, etc.,
 - e. In collaboration with the President, is responsible for coordinating any and all communication from the Chamber on any matter; including, but not limited to, all speeches by officers, all media releases, all publications and marketing materials.

ARTICLE XII – MEETINGS

- Section 1 The annual meeting of the Chamber shall be held within the first 60 days of each new fiscal year at any time and place determined by the Board. At least two weeks notice of the annual meeting shall be given to the membership.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

- Section 2 General meetings or special general meetings of the Chamber may be held at anytime when summoned by the President, or requested in writing by any eleven members of the Board, or any twenty-five members of the Chamber. At least two weeks notice of general meetings and at least one day's notice of special meetings shall be given to the Chamber membership. Notice of such Meetings shall contain a statement of the purpose of the meeting and shall be signed by the President, Chief Executive Officer, or other member of the Executive in the absence of the President or Chief Executive Officer.
- Section 3 The Board shall meet monthly to carry on the business of the Chamber except when otherwise resolved by the Board. Such meetings shall be open to all members of the Chamber, who may attend but shall take no part in any of the proceedings unless requested to do so by the President. In the normal course, at least thirty (30) days notice shall be provided in advance of such meetings.
- Section 4 The Executive shall meet monthly to carry on the business of the Chamber and to provide direction to the Board except when otherwise resolved by the Executive. Such meetings shall be closed to all members of the Chamber who are not on the Executive. In the normal course, at least thirty (30) days notice shall be provided in advance of such meetings. In the normal course, meetings of the Executives shall take more than ten (10) days prior to any Board hearing.
- Section 5 At any annual, general, or special meeting, 15 members 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.
- Section 6 Minutes of the proceedings of all board meetings shall be entered in books to be kept for that purpose by the Chief Executive Officer.
- Section 7 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber free of charge.
- Section 8 In the absence of the President, First Vice-President, and Second Vice-President, the meeting will appoint a Chair to act temporarily.
- Section 9 When deemed acceptable by the Executive or the Board, a meeting of the Executive or the Board as applicable may be held via web, video, or telephone conferencing and all those in attendance may cast his or her respective vote electronically or verbally as the case may be.

ARTICLE XIII – VOTING RIGHTS

- Section 1 Every member in good standing represented at any special, general or annual general meeting shall be entitled to one vote providing that the vote of a proprietorship, association, corporation, organization, partnership, estate, or society member shall, in each such case, be assigned to individuals. If deemed acceptable by the Board, members may vote electronically at any such meetings.

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

Section 2 Proxy Votes – Members may be represented at any Annual Special, General Meeting by a representative of another member. However, no delegate at any meeting shall hold more than one (1) proxy vote.

ARTICLE XIV – COMMITTEES

Section 1 The Board may appoint such special or standing committees that they may deem from time to time to be in the interests of the Chamber to do so, including committees established to oversee specific funding initiatives such as a scholarship committee.

Section 2 The Board shall appoint a Chair and/or Vice-Chair for each standing committee.

ARTICLE XVI – COMMUNICATIONS/NOTICES

Any communication and/or notice given, or required to be given by the Chamber or in accordance with these by-laws may be given through means customary for Board communications and may include, but shall be limited to pre-paid mail, facsimile, telecopier, e-mail, or other electronic means provided always that any such notice is in writing.

ARTICLE XV – BY-LAWS

Section 1 Amendment – These bylaws may be amended or repealed in whole or in part and other by-laws may be made by an affirmative vote of two-thirds of the members present at any annual, special, or general meeting of the Chamber provided that notice of any proposed change shall have been provided to the last known address, email address, or facsimile number of every member of the Chamber at least ten (10) days in advance of any such meeting.

Section 2 Binding – Such bylaws shall be binding on members of the Chamber, its Officers and all persons lawfully under its control.

Section 3 Adoption – With the adoption of these bylaws all former bylaws are hereby repealed.

ARTICLE XIV – AUDITORS

Section 1 Auditors shall be appointed by the members present at the annual meeting and they shall audit the books and accounts of the Chamber at least once each year. An audited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Board. The Auditor shall attend the Annual General Meetings and answer questions and inquiries concerning the financial statements of the Chamber and the Auditor's opinion of the statement as set out in the Auditor's report.

Section 2 The fiscal year of the Chamber of Commerce shall be May 1 to April 30.

ARTICLE XV – DISSOLUTION

Section 1 The Chamber may be dissolved if a resolution of the directors to dissolve is approved by at least

Bylaws – Fredericton Chamber of Commerce – Adopted May 29, 2014

two-thirds of the members present at a general meeting provided ten days notice of such meeting and resolution shall have been provided each member.

Section 2 The resolution must state 1) the intent to dissolve; 2) that the Chamber will have no debts or liabilities, or that the debts or obligations of the Chamber have been provided for or protected; 3) that the chamber will part with its property and distribute it to an organization with similar purposes not carried on for the profit or gain of its individual members.

Section 3 The Secretary of Chamber shall provide notice of such dissolution to the Minister of Industry or such other official designated under the Boards of Trade Act.

ARTICLE XVI – PROCEDURE

Section 1 Parliamentary procedure shall be followed at all general and board meetings, in accordance with **Robert’s Rules of Order.**

Article XVII – Transition

Section 1 These bylaws shall replace the current bylaws of the Chamber in their entirety effective upon being duly made by the members at an annual meeting.

_____ **Date:** _____
President,
Fredericton Chamber of Commerce

_____ **Date:** _____
Chief Executive Officer,
Fredericton Chamber of Commerce