



Arnold's Cove Area  
Chamber of Commerce

Creating Partnerships Today, for a Prosperous Tomorrow

## **Arnold's Cove Area Chamber of Commerce**

Constitution and By-Laws

October 2019

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**ARTICLE I: NAME AND LOCATION**

- 1.01** The name of this organization shall be Arnold's Cove Area Chamber of Commerce (ACACC).
- 1.02** Communities in this organization are situated in the eastern Isthmus region of Newfoundland, and beyond, including towns from Northwest Brook to Long Harbour, Southport to Northwest Brook, and from Goobies to Terrenceville.

**ARTICLE II: INTERPRETATION**

- 2.01** Wherever the acronym "ACACC" appears in these by-laws, it shall be understood to mean Arnold's Cove Area Chamber of Commerce.
- 2.02** Wherever the acronym "AGM" appears in these by-laws, it shall be understood to mean Annual General Meeting of Arnold's Cove Area Chamber of Commerce.
- 2.03** Wherever the words "By-Laws" appear in these by-laws, it shall be understood to mean these by-laws and any other by-laws of the Chamber as amended and which are, from time to time, in force and effect.
- 2.04** the word "District" in these by-laws, it shall mean that area, within and for which this Chamber was established.
- 2.05** The word "Chamber" in these by-laws, is understood to mean "Arnold's Cove Area Chamber of Commerce".
- 2.06** The word "Board" in these by-laws, means "Board of Directors of Arnold's Cove Area Chamber of Commerce".
- 2.07** The word "Executive" in these by-laws, is understood to consist of a President, Vice-President, and Secretary and Treasurer of Arnold's Cove Area Chamber of Commerce.
- 2.08** The word "Director" in these by-laws, is understood to mean 3-6 member Directors, in good standing, voted by members of the ACACC at an AGM or special general meeting for that purpose to serve as Directors of the Chamber to work alongside the Executive to make up the Board of Directors of the ACACC.
- 2.09** The word "Member" in these by-laws, shall mean individuals, corporations, and other organizations or agencies that hold membership with Arnold's Cove Area Chamber of Commerce. It does not refer to their representatives.
- 2.10** The word "Membership" in these by-laws, identifies all signed members in good standing with the Arnold's Cove Area Chamber of Commerce.

**ARTICLE III – VISION, MISSION & OBJECTIVES**

**3.01** ACACC’s VISION is focused on the ideal of *building vibrant and prosperous communities throughout the district through business leadership.*

ACACC’s MISSION is to “Create Partnerships Today for a Prosperous Tomorrow”.

ACACC’s OBJECTIVES are:

- 3.01.1** Strive to be the principle voice of the business community. Address economic issues and matters of significant interest to businesses for the purpose of enhancing opportunities for members, to act as a unified voice for businesses which enables members to accomplish their goals and objectives.
- 3.01.2** To effectively express the views of the local business community on matters of local, provincial and national interest.
- 3.01.3** To act as a primary source of information for the business community.
- 3.01.4** To both promote and improve the economic climate of the area, to support the needs and concerns of the businesses, and to enhance both the civic and social well-being of the community.
- 3.01.5** To work on behalf of local businesses to help eliminate barriers that aid business growth and advance employment opportunities.
- 3.01.6** To support plans and policies that will enhance positive growth of businesses throughout the region represented by the ACACC
- 3.01.7** To proactively seek support from all levels of government on issues that have a possible impact on businesses and communities throughout the region.
- 3.01.8** To actively support business and community based initiatives that improve the prosperity and quality of life in ACACC region.
- 3.01.9** Establish alliances/partnerships with other organizations in the community that shares the values and vision of the ACA Chamber of Commerce.

**Core Values**

**3.02** The core values and beliefs of the Chamber are:

- 3.02.1** To conduct business affairs which protect the member using professionalism and skill, backed by integrity and service.
- 3.02.2** To meet all financial obligations in a responsible manner.

- 3.02.3** To comply with the spirit and letter of business contracts, and manage employees, subcontractors and suppliers with fairness and respect.
- 3.02.4** To keep informed regarding public policies and other essential information which affect our business interests and those of the community.
- 3.02.5** To comply with the rules and regulations prescribed by law and government agencies for the health, safety and welfare of the membership and the community.
- 3.02.6** To keep honesty as our guiding business policy.
- 3.02.7** To provide timely response to items requested by our members, and clients.
- 3.02.8** To seek to resolve controversies through a non-litigation dispute resolution mechanism.
- 3.02.9** To support and abide by the decisions of the Chamber in promoting and enforcing these objectives.
- 3.03** Arnold's Cove Area Chamber of Commerce shall be an apolitical organization and shall not lend its support or endorse any candidate for public office.

## ARTICLE IV: MEMBERSHIP

- 4.01** Businesses, Associations, Corporations, Societies, Partnerships, Municipalities, Sole Proprietorships and individuals directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Region shall be eligible to apply for membership in the Chamber.
- 4.02** If such application is carried by a majority +1 (50%+1) of the Board then present, such person or organization shall be deemed a member of the Chamber and shall have all the rights and privileges thereof and be subject to all the obligation of membership.
- 4.03** 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 members by action of the Board.
- 4.04** Any member of the Chamber, who intends to retire therefrom or to resign his/her membership, may do so at any time, upon giving the Secretary/Administrator ten days notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notice.
- 4.05** The Board may remove from the roll of members the name of any newly enrolled member failing to pay his or her annual dues within thirty days of admission. Any other member who fails to pay such dues within 30 days of the date of which they fall due, shall be notified in writing and given two weeks notice. If dues have not been paid after the two-week notice, upon such action by the Board, all privileges of membership shall be forfeited.

- 4.06 Any member of the Chamber may be expelled by a two-thirds vote of the Board. They must be given reason in writing and allowed right of appeal in form of letter to the Board.

**ARTICLE V: MEMBERSHIP DUES**

- 5.01 The annual dues payable by members of the Chamber shall be determined annually by the Board. All such fees shall be payable by each Member not later than thirty (30) days following the first day of the membership year as specified in Article IV: MEMBERSHIP. Membership Fees are non-refundable.

**ARTICLE VI: EXECUTIVES AND DIRECTORS (THE BOARD)**

- 6.01 The Executive shall be; a President, Vice-President, Secretary (if deemed necessary) and Treasurer, who together with a minimum of three (3) to four (4) directors representing the geographical areas defined in Section 6.14 (f), shall be elected from among the members by the members at the AGM by ballot and shall form the Board of Directors of the ACACC. Directors and Executive may remain in office for a term of two (2) years, with an election being held on an even then odd numbered years as follows:

Position	Duration	Election Year
President	2 Years	Even - 2022
Vice-President	2 Years	Odd - 2021
Treasurer	2 Years	Even -2022
Secretary (if needed)	2 Years	Odd - 2021
Director 1	2 Years	Even -2022
Director 2	2 Years	Odd - 2021
Director 3	2 Years	Even -2022
Director 4	2 Years	Odd - 2021

Directors will fill the position of Director 1,2,3 and 4, when elected. This will ensure we will not have a total turn-over of the Board at the same time. Any Board being voted on, can let their name stand for either of the positions, but only one position per AGM.

At the end of the term an incumbent may run for office. The retiring president shall be, ex-officio, a member of the Board, unless he or she resigns the presidency before the end of the term. Each member has one vote (including only one vote per organization), all members can **vote** for all Board positions, but only members of the geographical areas defined in Section 6.14 (f) can be **nominated** for the director positions. Any member can be voted in as Executive.

- 6.02** Where a member of the Board dies or resigns his or her office or is absent from three consecutive meetings of the Board, the Board may, at any meeting thereof, elect a member to the Board in the place of the member who had died or resigned, or is absent. A teleconference call will be considered as attendance
- 6.03** Any Board member may be suspended from office or have his/her tenure of office terminated if, in the opinion of the Board, he or she is grossly negligent in the performance of his or her duties, providing however, that any Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next AGM.
- 6.04** The Board 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, to Municipalities or Municipal Councils or others, as it may determine or as may be required by vote of a majority of members present at any board meeting.
- 6.05** The Board 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 Chamber provided, however, that such powers are not inconsistent with the provisions of the Board of Trade Act.
- 6.06** There will be a minimum of two (2) Executive and two (2) Directors for a quorum at a Board meeting, and a majority of such quorum may do all things within the powers of the Board. Financial decisions must be based on current reports from the treasurer.
- 6.07** The Board shall frame constitutional amendments, by-laws, rules, and regulations as best adapted to promote the welfare of the Chamber and shall submit them for adoption at the next AGM.
- 6.08** The Board may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request. Committees must be assigned Terms of Reference by the Board to include, but not limited to, direction as to purpose, term, structure, reporting, and authority.
- 6.09** The Board may suspend any committee chairperson or have his/her position terminated for just cause. Any committee may be terminated by the Board.
- 6.10** No paid employee of the Chamber shall be a member of the Board. No member of the Chamber shall receive remuneration for services rendered, but the Board may grant any of the board members reasonable expense monies, which will be approved at the Board meeting before reimbursement.
- 6.11** The Board of the ACACC, before taking office, shall take and subscribe before a mayor in the Arnold's Cove Area Chamber of Commerce, or before any justice of the peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as \_\_\_\_\_ of Arnold's Cove Area 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 Arnold's Cove Area Chamber of

Commerce was constituted according to the true intent and meaning of the same. So help me God. "

- 6.12** The meetings of the Board shall be open to all members of the Chamber, but may not take part in any of the proceedings, unless invited to do so. Non-Board members must provide notice before attending a Board Meeting.
- 6.13** No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
- 6.14** The duties of the Board are as follows:
- a. The President shall preside at all meetings of the Chamber and Board. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the Chamber. The President shall, with the Secretary, sign all papers and documents requiring a signature on behalf of the Chamber, unless someone else is designated by the Board. In the absence of the President, the Vice-President will sign with the Secretary or designate. It shall be the duty of the President to present a general report of the activities of the year at the AGM. The President will serve for a two-year term. The President may serve unlimited terms, if willing, upon receiving a successful vote.
  - b. The Vice-President shall act in the absence of the President and, in the absence of both, the meeting shall be postponed. The Vice-President will serve for a two-year term. The Vice-President may serve unlimited terms, if willing, upon receiving a successful vote.
  - c. The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the Board. Out of such funds he/she shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and shall submit a statement thereof for presentation to the AGM and to report on finances at each board meeting. He/she shall make such investment of the funds of the Chamber as the Board may direct. He/she shall, with the President sign all notes, drafts and cheques. The Treasurer may serve unlimited terms, if willing, upon receiving a successful vote.
  - d. The Secretary shall be the executive officer of the Chamber and shall be responsible to the Board for the general control and management of the Chamber's business affairs. He/she shall be responsible for the keeping of the minutes at Chamber meetings, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his or her office. He/she shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He or she shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of his or her term of office, the Secretary shall deliver to the Chamber all books, papers and other property of the Chamber. The Secretary may serve unlimited terms, if willing, upon receiving a successful vote.

- e. The Executive Director shall assume the duties and responsibilities of the Secretary in the absence of a Secretary role.

The Executive Director will promote membership growth, liaise with Town Councils, Businesses, Government Agencies and Associations.

The Executive Director will take care of day to day management of the Chamber's affairs and operations until such time the Chamber employs an additional employee.

The Executive Director's general functions and responsibilities, set out in a position description, will be revised and approved from time to time by the Board.

The Executive Director position will be an employee of the Chamber and will not be eligible to vote. In the event there are other hired positions, the Executive Director will oversee, and work with that person(s) to ensure ACACC goals are achieved.

- f. Directors; local and regional, are to represent the geographical area in which they reside. In the event a representative from a geographical area is not forthcoming the position becomes director at large.

Directors should be willing to serve on committees of the Chamber and strive to advance the vision and achieve the mission and objectives of ACACC.

Communities in the ACACC district are situated in the eastern Isthmus region of Newfoundland, and beyond, including towns from Northwest Brook to Long Harbour, Southport to Northwest Brook, and from Goobies to Terrenceville and are as follows:

North West Brook, Queen's Cove, Hodge's Cove, Little Hearts Ease, Butter Cove, Gooseberry Cove, Southport, Terrenceville, Swift Current, Garden Cove, North Harbour, Goobies, Come By Chance, Sunnyside, Arnold's Cove, Southern Harbour, Rantem, Chance Cove, Bellevue, Norman's Cove-Long Cove, Chapel Arm, Fair Haven, Little Harbour, and Long Harbour.

**6.15** As a membership organization, the Chamber strives to be active in the democratic process in order to raise public awareness and education regarding their members' interests. As an apolitical organization that does not engage in partisan political activity, these activities will be conducted without endorsing any party or individual running for political office. As such the following will apply:

- a. Board members must avoid situations where personal representations could conflict, or be perceived to conflict, with duties and responsibilities of a Board Member, or the interest of the Chamber as a whole;
- b. Whereas the Chamber is an apolitical organization (per article 3.03) elected officials to public office at a municipal level or higher, cannot hold office as a member of the Board of Directors of the Chamber.**
- c. Board members holding public office or working as a campaign manager of a candidate must take a leave of absence from their Board position until after the election;

- d. The leave of absence of a board member will become effective on the date on which the board member announces their candidacy or commences work as a campaign manager of a candidate;
- e. To ensure that the public is aware of the separation of the board member's personal involvement in the election from their involvement in the Chamber, the Chamber shall publish an advertisement of such leave naming the board member subject to the leave and the dates the leave will be effective;
- f. If elected to public office of municipal level or higher, the board member must then resign their position on the Chamber board. If not elected, the board member may resume their position on the board unless a conflict of interest arises; and
- g. Any dispute as to whether a person is "seeking public office" or "working as a campaign manager for a candidate" shall be determined by the board in their absolute discretion. The Board's decision shall be final.

## ARTICLE VII: MEETINGS

**7.01** All ACACC meetings and events will be held at the place and time designated by the Board.

**7.02** The Annual General Meeting of the Chamber shall be held in September of each year. The Board may give cause to delay the date of an AGM, for not more than six months, providing notice to the Chamber's membership. At least two weeks notice of the AGM shall be given to Members. Business at each annual general meeting shall include:

- a) Approval of meeting agenda
- b) Approval of minutes of last annual general meeting
- c) Annual report of the President
- d) Approval of Financial Statements
- e) Ratification and announcements of Officers and Directors
- f) Approval of By-laws or Amendments thereto
- g) Any other matter authorized by the Board to be brought before the meeting and specified in the notice of meeting
- h) Adjournment

At any AGM, six (6) or more members in attendance shall be a quorum and must include two (2) Executive members and two (2) Directors and two (2) other Chamber members.

**7.03** Regular General Meetings of the Chamber shall normally be held quarterly, at least one week's notice of such meetings shall be given. At this meeting, a quorum shall be six (6) or more members in attendance and must include two (2) Executive members and two (2) Directors and two other members. General Meetings are normally not held during the months of July and August unless circumstances warrant it. This meeting may take place in the form of a training session, networking, professional development, or teambuilding, etc.

- 7.04** Special General Meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three members of the Board, or any ten members of the Chamber. At least three (3) day's notice of such meetings shall be given. At any Special General Meeting six (6) or more members in attendance shall be a quorum and must include two (2) Executive members and two (2) Directors and two (2) other members.
- 7.05** The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber. A quorum needed for Board Meetings shall be a minimum of 4 and must include two (2) Executive members and two (2) Directors. Board Meetings are normally not held during the months of July and August unless circumstances warrant it.
- 7.06** Notice of all general meetings, naming the time and place of assembly, shall be given and made public.
- 7.07** Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose, by the Secretary or Executive Director.
- 7.08** The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- 7.09** By arrangement with the Board, all books of the Chamber shall be opened to any member of the Chamber, by making an appointment with one-week notice, free of charge.
- 7.10** Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Society, Partnership, Sole Proprietorships shall in each case be assigned to individuals.
- 7.11** Voting at Board or General meetings shall normally be by a show of hands or, if requested by the Chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval or two-thirds of the members assembled.
- 7.12** The presiding officer (President/Vice-President) shall vote only in case of a tie. Upon an appeal being made for a decision of the presiding officer, the vote of majority shall decide.
- 7.13** Motions or amendments shall be carried at any Board or General meeting by a majority vote unless otherwise provided in these bylaws.

## **ARTICLE VIII: BY-LAWS**

- 8.01** By-Laws may be made, replaced or amended by a majority of the members of the Chamber present at any General meeting, notice of such proposals having been given in writing by one Board member and seconded by another at a previous Board meeting and duly entered as a minute of the Chamber.
- 8.02** Such By-Laws shall be binding on all members of the Chamber, its Board, and all other persons lawfully under its control.

**ARTICLE IX: CONSTITUTION**

- 9.01** Modification of the Constitution of Arnold's Cove Area Chamber of Commerce shall be made by a majority of the members of the Chamber present at any General meeting, notice of such proposals having been given in writing by one Board member and seconded by another at a previous Board meeting and duly entered as a minute of the Chamber.
- 9.02** Such modifications shall be binding on all members of the Chamber, its Board and other persons lawfully under its control.

**ARTICLE X: AFFILIATION**

- 10.01** The Chamber, at the discretion of the Board shall have power to affiliate with The Canadian Chamber of Commerce, The Atlantic Chamber of Commerce, The Newfoundland Chamber of Commerce, Industry Based Organizations, or any other organizations in which membership may be in the interests of the Chamber.

**ARTICLE XI: FISCAL YEAR**

- 11.01** The fiscal year of the Chamber shall commence on the first day of January of each year.

**ARTICLE XII: COMING INTO FORCE**

- 12.01** These By-laws come into force after its approval at a meeting of the Members called upon at least seven (7) days' notice to the Members. When these By-Laws come into force; it shall repeal all previous By-Laws of the Chamber.

Passed at a meeting of the Members of the Arnold's Cove Area Chamber of Commerce on the \_\_\_\_\_ day of \_\_\_\_\_, 2019.

