

**BY-LAWS
OF
MAHONE BAY TOURISM & CHAMBER OF COMMERCE**

Part I-Name and Object

Section 1

NAME The name of this organization shall be the Mahone Bay Tourism & Chamber of Commerce.

Section 2

OBJECT The object of the Mahone Bay Tourism & Chamber of Commerce, an organization of businesses, professionals, and local volunteers, is to promote local interests, build a healthy economy, and sustain/grow the community's tourism and business environments.

Section 3

MEETING

PLACE The usual place of meeting shall be in the Town of Mahone Bay.

Part II-Interpretation

1. In these by-laws unless there be something in the subject or context inconsistent therewith

(a) "Society" means Mahone Bay Tourism and Chamber of Commerce.

(b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

(c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.

5. Membership in the Society shall not be transferable.

6. (a) The following shall be admitted to membership in the Society:

(i) any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society

(ii) Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area

(iii) Associations, corporations, societies, or partnerships directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area

(b) Each member agrees to pay an annual or pro rata membership fee, any changes to which will be determined at a Special or General Meeting

7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from January 1 to December 31.

10. (a) The ordinary or annual general meeting of the Society shall be held within four months after the end of each fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

11. Seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by email or facsimile or by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by email or facsimile when transmission has been confirmed and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

12. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the Board approved financial statements, including balance sheet and operating statement;

Election of directors for the ensuing year;

Election of officers;

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

15. (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;

(b) If there is no chair or if at any meeting the chair is not present at the time of holding the same, the Vice-Chair shall preside as Chair;

(c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice- Chair is present at the holding of the same, the members present shall choose someone of their number to be Chair.

16. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

17. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every member shall have one vote and no more.

DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society. It is proposed that there be nine directors of the Mahone Bay Tourism and Chamber of Commerce, each elected at an Annual General Meeting for a term of up to five consecutive two year terms. All members in good standing are eligible for election as directors. Any member of the Society shall be eligible to be elected a director of the Society. Once a member has served as a director, he/she must wait a full year before being eligible for election to a second or subsequent period of up to five consecutive two year terms.

22. See Para 23c the retiring Chair may continue to serve a further year as Past Chair, thereafter, waiting a full year before being eligible for election to a second or subsequent period of up to five consecutive two year terms.

23. (a) Directors shall be elected by members at each ordinary or Annual General Meeting of the Society.

(b) The report of the nominating committee will be presented as a proposed slate at the Annual General Meeting. Notwithstanding the report of the nominating committee, other candidates may be nominated from the floor of the Annual General Meeting.

(c) The Past-Chair will help provide continuity of governance as well as act as the chair of the nominating committee, charged with canvassing current directors to ensure that they are able and intent on serving their complete mandate and, as under normal circumstances three directors will have reached the end of the mandate, the past-chair and at least one other member will act as a nominating committee and will canvass the membership for suitable candidates for the Board.

(d) Each Director, including each officer, shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and their heirs, executors, administrators, successors and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter, or thing made, done, or permitted by him/her in or about the execution of their duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own wilful neglect or default.

24. (a) The election of directors will be arranged so that the term of three of the directors may/will end each year, providing for renewal of the organization through the election of three new directors to replace the retiring directors. Continuity will be provided as six directors will have at least one more year on the Board. Directors shall be elected by members at each ordinary or Annual General Meeting of the Society.

(b) Each director will serve on at least one Committee of the Chamber and provide liaison between the Committee and the Directors, reporting on behalf of the Committee from time to time. The director need not be the chair of the Committee. (Committee chairs are both functional and developmental.)

25. At the first ordinary or Annual General Meeting of the Society and at every succeeding ordinary or Annual General Meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible re-election.

26. In the event that a director resigns their office or ceases to be a member in the Society, whereupon their office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

27. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed.

28. Meetings of the board of Directors shall be held monthly or as often as the business of the Society may require and shall be called by the Secretary. Officers will meet as often as required. A meeting of directors may be held at the close of every ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.

30. The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors' present shall preside as Chair at meeting of the Board.

31. As per Para 16 - The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

POWERS OF DIRECTORS

32. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine the co-ordinator's duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persona as the directors decide.

OFFICERS

33. All directors may be signing officers. Expenditures of the Chamber require signatures of any two directors, one of whom would be an officer.

(a) There are a minimum of four and maximum of five officers. The officers of the Society shall be a Chair, a Vice-Chair, a Past-Chair, a treasurer and a secretary. The officers of treasurer and secretary may be combined.

(b) The report of the nominating committee will be presented as a proposed slate at the Annual General Meeting. Notwithstanding the report of the nominating committee, other candidates may be nominated from the floor of the Annual General Meeting.

34. Officers (Executive) are chosen from among the directors and excepting the past-chair, officers are elected by the directors annually at the first meeting of directors immediately following the Annual General Meeting.

35. (a) The Vice-Chair shall, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may request the Vice-Chair to do so.

(b) See 23b. In the absence of a Past Chair, any other director nominated by the Chair can be chair of the nominating committee.

(c) The Past-Chair will help provide continuity of governance as well as act as the chair of the nominating committee, charged with canvassing current directors to ensure that they are able and intent on serving their complete mandate and, as under normal circumstances three directors will have reached the end of the mandate, the past-chair and at least one other member will act as a nominating committee and will canvass the membership for suitable candidates for the Board.

(d) There will be no compensation paid to directors or directors acting as officers of the Chamber of Commerce.

36. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to them by the members. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer.

(b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

37. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. They shall state, in their opinion, that the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting.

38. 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, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law. As there is no appointed auditor, this statement will be signed by two Directors R.S.;c. 435, s.19

39. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

40. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.

41. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

42. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

44. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chairman and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

46. The borrowing powers of the Society may be exercised by special resolution of the members.