

**Fall River and Area Business Association**

**BY-LAWS**

**Revision Date: March 1, 2012**

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held on January 26, 2012.**

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## **ARTICLE I – DEFINITIONS**

Section 1 **“Act”** means the *Boards of Trade Act*, R.S. 1985, c.B-6.

Section 2 **“Board”** or “Board of Directors” shall be understood to mean the Board of Directors of the Fall River and Area Business Association.

Section 3 **“Association”** shall be understood to mean the Fall River And Area Business Association.

Section 4 **“Area”** shall be understood to mean that geographical location within and for which this Association was established including; Fall River, Waverley, Lakeview, Windsor Junction, Grand Lake, Fletchers Lake, Wellington, Oakfield, Stanfield International Airport and Halifax Aerotech Park.

Section 5 **“Executive”** or “Executive Committee” shall be understood to mean the committee of officers of the Fall River And Area Business Association.

Section 6 **“Member”** shall be understood to mean a member of the Fall River and Area Business Association as defined in Article IV of the by-laws.

Section 7 **“Organization”** shall be understood to mean any sole proprietorship, partnership, corporation, or other business venture, directly or indirectly engaged, or interested in; trade, commerce or the economic welfare of the area.

Section 8 **“Special Resolution”** shall mean a resolution passed by not less than three fourths of membership 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.

## **ARTICLE II – NAME AND OBJECTIVES**

Section 1 The name of this association shall be the Fall River and Area Business Association.

Section 2 The objective of the Fall River and Area Business Association will be to promote, support, and be the voice of business for members and organizations of the area.

Section 3 The usual place of meeting of the Fall River and Area Business Association shall be in the community of Fall River and Surrounding Area.

Section 4 Fall River and Area Business Association shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office, and shall be governed by the Board of Directors as herein constituted.

### **ARTICLE III – HEAD OFFICE**

Section 1 The Head Office of the Fall River and Area Business Association shall be at such place in the community of Fall River and Surrounding Area as the Board of Directors from time to time may determine.

### **ARTICLE IV – MEMBERSHIP**

Section 1 Every reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area, shall be eligible for membership in the Fall River and Area Business Association, and such person shall subscribe to the values, objects, and mission of the Association.

Section 2 Every sole proprietorship, association, corporation, partnership, society or estate, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area, shall be eligible for membership in the Fall River and Area Business Association, and such aforementioned association shall subscribe to the values, objects, and mission of the Association.

Section 3 At any meeting of the Board of Directors and/or any general meeting of the Association, an eligible candidate for membership may make application to join the association. Such application shall be subject to review by the Board of Directors/Executive.

Section 4 If such a proposal is carried by a majority vote of the members of the Board of Directors present at the meeting, such candidate shall thenceforth be a member of the Fall River and Area Business Association, and shall have all rights and be subject to all obligations of the other members.

Section 5 Membership shall continue from the time of admittance until 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 Board of Directors.

Section 6 Any member of the Association who intends to resign their membership may do so, at any time, upon giving the secretary notice in writing of such intention, and upon discharging any lawful liability, which is standing upon the books of the Association against them at the time of such notice.

Section 7 Persons who have distinguished themselves by some meritorious or community service may be elected Honorary Members by a majority vote of the Board of Directors. Privileges of Honorary Membership shall include all the privileges of active membership, and shall be conferred upon the individual and not the organization they represent.

Section 8 Any member of the Association may be expelled by a two-thirds vote of the Board of Directors at a meeting of the Board where two weeks notice of motion has been provided to both the Board and the member in question. Upon expulsion of a member, the member shall forfeit any fees paid for the current year of membership.

## **ARTICLE V – DUES AND ASSESSMENTS**

Section 1 The amount of annual dues, payable by members of the Association, shall be determined annually by the Board of Directors.

Section 2 The date on which annual dues are payable by members of the Association shall be determined annually by the Board of Directors.

Section 3 New members joining the Association are responsible for paying a prorated portion of the membership fees due for their initial year of membership. The Board shall determine the calculation by which the prorated portion is determined.

Section 4 Other assessments may be levied against any members of the Association provided they are recommended by the Board of Directors and are approved by a majority of the members present at a general meeting of the Association. The notice calling such a general meeting shall state the nature of the proposed assessment.

Section 5 The Board of Directors may remove from the role of members the name of any member who fails to pay their annual dues within thirty (30) days of their admission, or of any other member who fails to pay such dues within three (3) months of the date on which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited. The Board shall notify the member in writing that their membership has been forfeited.

## **ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS**

Section 1 Every member of the Fall River and Area Business Association, who is a member in good standing with the Association, shall be eligible to be elected to the Board of Directors, except members in the following categories:

- (i) Members who do not; own, or operate, or are engaged in employment within, an organization (as defined in Article I, Section 4) within the area;
- (ii) Honorary members; and
- (iii) Spouse/Partner (either: married, common-law or registered domestic partner) or immediate family relation of current Board member

Section 2 The Executive Committee of the Board of Directors shall be:

- (i) The President of the Board;
- (ii) The First Vice-President of the Board;
- (iii) The Second Vice-President of the Board;
- (iv) The Treasurer of the Board; and
- (v) The Secretary of the Board

Section 3 The Board of Directors shall be comprised of

- (i) The Executive Committee, as detailed in Section 2, and;
- (ii) At least 6 Directors at-large to be drawn from the membership of the Fall River and Area Business Association and elected according to the process laid out in the by-laws.

Section 4 The Board of Directors shall be elected from among the members of the Association each year at the annual general meeting by ballot. They shall remain in office for one year or until their successors shall be appointed, but no such Executive Committee member, with the exception of the Secretary and Treasurer, shall hold the same office for more than two years in succession.

Section 5 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 of Nova Scotia, and Municipal Government in the area it serves, any commissions or committees deemed necessary by a vote of the majority of members present at any Board meeting.

Section 6 Any 6 or more members of the Board of Directors lawfully met shall be a quorum and a majority of such quorum may do all things within the power of the Board.

Section 7 The council shall frame such by-laws, rules and regulations as appear to it, best adapted to promote the welfare of the Association, and shall submit them for adoption at a general meeting of the Association called for that purpose.

Section 8 The Boards or at its request, the President, may appoint committees or designate members of the Board or the Association to examine, consider and report upon any matter or take such action as the Board may request.

Section 9 Where a member of the Board of Directors dies or resigns from office, or is absent from three consecutive meetings of the Board of Directors, the Board may, at any meeting thereof, elect a member to the Board to replace the Board member who had died, resigned or is absent.

Section 10 Any member of the Board may be suspended or terminated from office at any meeting of the Board if, in the opinion of the Board, there is just cause for the suspension or termination of the member. Notice of a motion to suspend or terminate a Board member shall be filed with the Board at least ten days in advance of such meeting and by a resolution being passed by a majority vote of those in attendance at the meeting of the Board. The Board member shall be at liberty to appeal the decision of the board directly to the membership at the next meeting.

Section 11 Officers of the Fall River and Area Business Association shall receive no remuneration for services rendered, but the Board may grant any of these said Officers reasonable expense monies. All such expenses shall be reported in the treasurer's report at the general meetings.

Section 12 Any member of the Board of Directors (including the Executive Committee) who runs for public office shall resign from their position on the Board once they publicly declare their intentions. Public office is defined as municipal, provincial or federal office. Such member is eligible for re-instatement of their position if he or she is not successful in their bid for public office by way of the Board/Executive voting to re-instate.

Also, if such candidate is successful in their bid for public office, such candidate is eligible for re-election to the Board after allowing one full year to expire upon completion of their term in public office.

Section 13 The Board of Directors 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 Association provided, however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act*.

## **ARTICLE VII – NOMINATIONS**

Section 1 The President shall, one month 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 Association President, the current First Vice-President and the current Second Vice-President.

Section 2 The said committee shall submit to the secretary, two weeks prior to the annual meeting, the names of their recommendations for the positions of President, First Vice-President, Second Vice-President, Secretary and Treasurer, and for the (minimum) 6 additional Directors. The membership will then be notified, at least one week 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 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 general meeting by ballot or show of hands.  
In the event of an election:

- a. Each member shall be entitled to one vote; and
- b. A Director candidate shall be chosen by a majority vote of those members who are eligible and are present at such meeting.

## **ARTICLE VIII – ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

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

*"I affirm that I will faithfully and truly perform my duty as \_\_\_\_\_ of the Fall River and Area Business Association, 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 Association was constituted according to the true intent and meaning of the same.*

## **ARTICLE IX – RULES OF ORDER**

The Fall River and Area Business Association will follow Robert's Rules of Order in conducting the affairs of the Association.

## **ARTICLE X - DUTIES OF EXECUTIVE COMMITTEE**

Section 1 **President**

- a. Acts as the chief spokesperson of the association, or may delegate this responsibility to another;
- b. Chairs Board of Directors and Executive meetings and regulates the order of business at such meetings;

- c. Communicates what he/she believes to be concerns of the Association;
- d. In conjunction with the secretary, signs all papers and documents requiring signature on behalf of the Association, unless another individual is designated the authority by the Board;
- e. Calls all Board and Executive Committee meetings;
- f. Delivers Board of Directors report to the membership at the annual meeting;
- g. Serves, by virtue of position, as member of all standing committees, advisory groups, task forces and other committees of the Association;
- h. Represents the Association at such functions as he/she may be able to attend including such meetings as recommended by the Board of Directors; and
- i. 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 Association that are consistent with these by-laws.

#### **Vice-President**

- a. Assumes the duties of the President when he/she is unable to fulfill their duties as President; and
- b. Co-chairs the annual general meeting in conjunction with the President

#### **Treasurer**

- a. Has charge of all funds of the Association and shall deposit, or cause to be deposited, said funds in a chartered bank selected by the Board;
- b. Pays amounts approved by the Board and shall keep a regular account of the income and expenditures of the Association;
- c. Provides input in the preparation of the Association's annual budget;
- d. Signs all notes, drafts and cheques with the President; and
- e. Oversees the financial affairs of the association and ensures the goals the goals and objectives of the Board are implemented

#### **Secretary**

- a. Responsible for keeping the books of the Association;
- b. Conducts the Association's correspondence and retains copies of all official documentation; and
- c. Maintains an accurate record of the proceedings (minutes) of the Association and of the Board of Directors.

## **ARTICLE XI - MEETINGS**

Section 1 The annual general meeting of the Fall River and Area Business Association shall be held within the first 90 days of each new fiscal year at a time and place to be determined by the Board of Directors. At least two weeks' notice of the annual general meeting shall be given to the membership.

Section 2 General meetings or special general meetings of the Association may be held at any time when summoned by the President, or when requested by any 6 members of the Board of Directors, or any 10 members of the Association. At least one week notice of such meetings shall be given to the Association membership.

Section 3 The Board shall meet monthly to carry on the business of the Association except when otherwise resolved by the Board. The meetings of the Board shall be open to all members of the Association, who may attend but shall take no part in any of the proceedings unless requested to do so by the Board.

Section 4 Notice of all meetings, naming the time and place of assembly, shall be given by the secretary. A notice may be inserted in one or more of the newspapers, published within the area, and/or circulated via email and this shall constitute sufficient notice. A circular letter signed by the President, or a printed flyer, or an email, mailed to the last known address of each members shall also constitute sufficient notice. The accidental omission to give notice of any meeting or the non receipt of the notice by any member does not invalidate anything done at the meeting.

Section 5 At any annual or special general meeting of the Association, fifteen 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 Association and Board meetings shall be entered in books to be kept for that purpose by the Secretary.

Section 7 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted, or at the request of the President, the Secretary may sign the minutes.

Section 8 All books of the Association shall be opened at all reasonable hours to any member of the Association, free of charge.

Section 9 In the absence of the President, and Vice-President, the meeting will appoint a Chair to act temporarily.

## **ARTICLE XII – VOTING RIGHTS**

Section 1 Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of a proprietorship, association, corporation, partnership or society member shall, in each such case, be assigned to individuals.

Section 2 Voting at any Association or Board meeting shall normally be by a show of hands or, if requested by the Chair, by any other means necessary to determine the number of votes for said purposes.

Section 3 Motions or amendments shall be carried at any Association or Board meeting by a majority vote unless otherwise stipulated in these by-laws.

## **ARTICLE XIII – BY-LAWS/OTHER**

Section 1 These by-laws may be amended or repealed by a special resolution of the members in a majority vote (three fourths) of the members present at any annual or specific general meeting of the Association. Notice of any proposed change may be mailed or emailed to the last known address of every member of the Association at least ten days in advance of such meeting.

Section 2 These by-laws shall be binding on members of the Fall River and Area Business Association, its Board of Directors, and all persons lawfully under its control.

Section 3 The adoption of these by-laws hereby repeals any and all former by-laws.

Section 4 The association shall seek the approval of the membership, in a majority vote (three fourths), in seeking and/or securing borrowing of any monies in the name of the association.

Section 5 Any use of the seal of the association/society must be used at the discretion of the President and one other executive of the association. All documents sealed must be duly noted in the minutes as business conducted by the association.

Section 6 Execution of contracts, deeds, bills of exchange and other instruments and documents on behalf of the association/society must be reviewed and executed at the discretion of the President and have the support by a majority (three fourths) of the board of directors of the association.

#### **ARTICLE XIV – FISCAL YEAR**

Section 1 The fiscal year of the Fall River and Area Business Association shall commence on the 1<sup>st</sup> day of April of each year.

#### **ARTICLE XV – AUDITORS**

Section 1 Financial Audits shall not be considered unless, a majority, of the General Membership deem it necessary to conduct an audit of the books at the end of any particular fiscal period. In the event of a Financial Audit, the audited financial statements shall be presented at or following the annual meeting. The Auditor may attend the annual general meeting and answer questions and inquiries concerning the financial statements of the Association and the Auditor's opinion of the Statement as detailed in the Auditor's report.

#### **REVISIONS**

January 26<sup>th</sup>, 2012 – Amendment of:

#### **ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS**

Section 6 – Quorum of The Board of Directors amended from 7 to 6.