

SMALLWOOD ERA DEVELOPMENT CORPORATION(SED COR)
P. O. BOX 250
GAMBO, NL, A0G 1T0

BY- LAWS

1. MEETINGS

(a) **Time and Place:** The Corporation shall meet on a monthly basis except, July and August, normally on the first Wednesday of the month. All meetings will be held at the Murphy House.

(b) **Calling of Meetings:** The Board Chair or the Secretary shall call regular meetings and special meetings which, may be deemed necessary. Written notice shall be given at least two weeks before any meeting of the Corporation. This written notice shall specify the time and place of meeting and shall be signed by the Secretary or the Board Chair, or their designate, and shall be mailed or delivered to the usual place of residence or the usual place of business of each member of the Corporation.

(c) **Emergency Meetings:** An emergency meeting may be called by the Board Chair at shorter notice when necessary, but no business shall be transacted at such an emergency meeting other than that indicated in the notice calling such meeting unless all members of the Corporation are present and no objection is taken to the discussion or transaction of business other than that stated in such notice. Notice of an emergency meeting may be given verbally.

(d) **Member's Call Meeting:** The Board Chair shall, when requested to do so by a simple majority of voting members of the Corporation, call a meeting of the Corporation within (3) days thereafter.

(e) **Committee Meetings:** Committees of the Corporation shall meet at the discretion of the Committee Chair.

2. CONDUCT OF MEETINGS

(a) **Rules and Procedure:** The rules of procedure at all meetings of the Corporation shall be according to the "Roberts Rules of Order".

(b) **Resolutions:** At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, the Board Chair having one (1) vote only as a member of the Corporation. Any motion resulting in a tie shall be considered lost.

(c) **Quorum:** A majority of the members of the Corporation shall constitute a quorum. If within half an hour from the scheduled time for any meeting of the Corporation, including the annual meeting, a quorum is not present, the meeting shall stand adjourned and the Board Chair shall appoint a new date for the meeting, to be held within 30 days of the cancelled meeting.

3. ANNUAL MEETING

(a) The Annual General meeting shall be held in May of each year. The date and time of the May meeting shall be set at a previous Board Meeting. A complete report covering all activities of the Corporation during the past year shall be presented at this meeting.

4. MEMBERSHIP

(a) **Qualifications of Members:** Any person shall be qualified who satisfies the requirements of the Board.

(b) **Approval of Members:** The approval of members to the Corporation will be as follows:

1. The Town of Gambo elected representatives shall appoint a Councillor to serve on the **Sedcor Board of Directors**. That individual will serve for a (2) year term. No Council member approved shall serve for more than two consecutive terms. Council representative shall not be permitted to serve as Chair of the Sedcor Board.

2. **The Board** shall be comprised of a Council elected representative, Town Clerk/Manager or other administrative staff, representative from the business community, representative from a community interest group. No member shall serve for more than a two(2) year term and shall serve for no more than two(2) consecutive terms.

3. **The Board** shall have the discretion to approve a maximum of 5 members excluding the Chairperson, Council Representative, Town Administration Staff, which will be at the discretion of the Municipality.

4. **The Board** will ensure that the Board is comprised of adequate representation in such areas as gender and sectoral expertise. The term shall be for two (2) years with no member serving for more than two(2) consecutive terms.

5. **Board Orientation:** All new members shall receive Board orientation.

6. **Board Resignation:** Any member may resign from the Board provided that he or she submits his/her resignation at least two weeks in advance of the date of which he/she wishes to be relieved.

7. **Filling of Vacancies:** The Board Chair and the Board of Directors will accept recommendations and list of possible recruitments from the Nomination Committee.

8. **Remuneration for Board Members:** Each member of the Board of Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred while performing Board duties.

9. **Attendance:** If a Board member's absence is unexplained for three(3) consecutive meetings then that member will be removed from the Sedcor Board.

5. ADMINISTRATION

(a) **Officers:** The Officers of The Board of the Smallwood Era Development Corporation shall be the Board Chair, Vice-Chair, Secretary and Treasurer.

(b) **Board Chair:** The position of Board Chair shall be appointed by the Town of Gámbo. The term for this position is three (3) years.

(c) **Executive Committee:** The Executive Committee shall be made up of four members, including a Chair, Vice-Chair, Secretary and Treasurer. Each position of the Executive Committee shall be for a two(2) year term of approval.

(d) **Nomination Committee:** A nominating committee consisting of members from the Board of the Corporation shall present a roster of names of those individuals who have indicated that they would like to serve on the Sedcor Board. The Board of Directors shall then elect individuals based on the roster supplied by the Nominating Committee. The Nominating Committee shall be aware of the three (3) groups who require representation when compiling their roster, specifically, the municipality, businesses and the community.

(e) **Election of Officers:** Officers shall retain their approval until he/her successor is approved or until he/she ceases to be a member of the Board if such event is sooner.

(f) **Vacating Officers:** When an officer ceases to be an officer of the Board of the Corporation before his/her term of office has expired, the member of the Board of the Corporation shall elect a successor to serve for the remainder of the term.

(g) **Duties of Officers:**

1. **The Board Chair:** The Board Chair shall provide leadership for the Board and Corporation and it shall be his/her duty to ensure that the administration of the corporation be conducted in accordance with any laws, policies or procedures relating thereto; and to communicate from time to time to the Corporation such information and recommend such measures as may tend to the improvement of the operations and functions of the Corporation.

2. **Vice-Chair:** The Vice-Chair will during any vacancy in the office of the Board Chair, or during the absence or illness of the Board Chair, will exercise all the powers and authority and discharge all the duties of the Board Chair.

3. **The Secretary:** The Secretary shall be responsible for taking minutes during Board meetings and other duties are as follows:

(a) All approvals of Officers

(b) the names of the members of the Board of the Corporation present at each meeting.

(c) All resolutions and proceedings of the meetings of the Board of the Corporation.

(d) The Board Chair or the Secretary shall provide each member of the Board with a copy of the minutes of the previous meeting no later than 14 days after the Board Meeting, if requested.

4. **Treasurer:** The Treasurer shall be responsible for the following:

- (a) Maintaining a records of all financial transactions with respect to the Corporation.
- (b) Providing the members of the Board with an up-to-date financial statement at each monthly meeting.

SIGNING OFFICERS

Two signatures required for the signing of cheques or any other documentation. This would include the Board Chair and one other which includes the Secretary or Treasurer or other Board member appointed for this duty by resolution. These individuals shall be empowered by the Board to sign, on the Corporations behalf, all bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents deemed necessary in the course of day to day business of the Corporation.

7. COMMITTEES

(a) The Board of the Smallwood Era Development Corporation may from time to time establish ad hoc committees and prescribe their functions and duties.

(b444) Sedcor will also consist of sub-committees that carry out various functions of the Board. The Chair of this sub-committee will be a sitting board member. This individual will report all information to the Sedcor Board.

8. INVOLVEMENT WITH AREA DEVELOPMENT GROUPS AND EDUCATIONAL ORGANIZATIONS

The Board of the Smallwood Era Development Corporation shall endeavour to provide members with regular presentations from area development groups and from educational organizations in the local area and abroad. The Board of the Corporation shall have as it goal and purpose the mutual sharing of information about their respective development activities and the building of partnerships with these area and regional development groups, educational and government organizations.

9. **CORPORATE SEAL:** The seal of the Board of the Smallwood Era Development Corporation shall have endorsed upon it:

The Smallwood Era Development Corporation - Incorporated on June 28th, 1994.

10. FISCAL YEAR

The fiscal year end of the Smallwood Era Development Corporation shall be December 31st.