

SECHELT & DISTRICT CHAMBER OF COMMERCE

BY-LAWS

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**SECHELT AND DISTRICT CHAMBER OF COMMERCE
CONSTITUTION AND BYLAWS**

ARTICLE 1 - NAME AND OBJECTIVES

- 1.01 - The name of this organization is The Sechelt and District Chamber of Commerce. Hereinafter known as the "Chamber"
- 1.02 - Mission Statement: The "Chamber" is dedicated to enhancing the quality of life in the community by actively supporting business, economic growth and diversification in Sechelt and the Surrounding District.
- 1.03 - The Chamber will support and encourage the interests of business in municipal, provincial and national matters and will act on behalf of its members in all such matters. The Chamber will act as a business information Centre for the community.
- 1.04 - The usual place of meeting shall be within the District of Sechelt.
- 1.05 - The "Chamber" shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 2 - INTERPRETATION

- 2.01 - The headings contained in these bylaws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these bylaws.
- 2.02 - Wherever the words "The Board" occur in these bylaws they shall be understood to mean "The Board of Directors of the "Chamber".
- 2.03 - In these bylaws, unless there is something in the subject of context inconsistent therewith:
 - "Director" or "Directors" means a Director of, or the Board of Directors of, the Chamber.
 - "Member" means a member of the Chamber.
 - "Nominee" means a person or persons appointed by a member firm as its representative(s) in accordance with rules as established by the Board.
 - "Officer" or "Officers" means an Officer of or the Officers of the Chamber.
 - "Person" includes a natural person, a body corporate, a partnership, a society, or an unincorporated association.

ARTICLE 3 - MEMBERSHIP

3.01 - Every person who is interested in enhancing the quality of life in the community by actively supporting business, economic growth and diversification of the District of Sechelt and District and the Province of British Columbia shall be eligible for admission to membership of the Chamber on being accepted for membership in the manner, and upon complying with the requirements for membership, as set out in these bylaws.

3.02 - Applications for membership shall be in writing, shall provide such information as the Directors may require and shall be sponsored by a member, staff or official representative of the Chamber. Every application shall be accompanied by payment of the annual membership fees as may be applicable to the applicant.

3.03 - Application for, or transfer of, membership in the Chamber shall be accepted upon approval of the Directors.

3.04 - There shall be the following classes of membership in the Chamber:

Member - those persons, including their nominees, having complied with the requirements for membership and whose annual membership fees are in good standing.

Life member - may be conferred upon those of the membership who have given long and outstanding service to the Chamber. They shall have the same privileges as membership, but are exempt from payment of all dues.

Honourary member - may be conferred upon those who gain distinction in public, business or professional affairs. They shall have all privileges of membership, except that of holding office within the Chamber or voting at meetings and are exempt from payment of dues.

3.05 - Membership in the Chamber shall be terminated and the rights and privileges of membership cancelled and forfeited in the following events:

A member may be expelled from membership by a vote of seventy five per cent (75%) of the Directors present at a meeting of the Directors where five (5) days notice specifying the purpose of the meeting has been given to the Directors and at which meeting not less than seventy five per cent (75%) in number of the Directors shall be present;

A member who is delinquent in paying the annual membership fee for three (3) months is grounds for being expelled, and may be voted on as per article 3.05

A member may withdraw from membership in the Chamber by giving ten (10) days notice in writing. A member who withdraws after the annual fee has been paid shall not be entitled to a refund. A prorated refund will be given if a business member moves from the area.

ARTICLE 4 - DUES AND ASSESSMENTS

- 4.01 - There shall be an annual membership fee payable by each member except Honourary and Life Members. The Directors shall determine the annual membership fees and the date when such fees shall be paid.
- 4.02 - Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE 5 - OFFICERS AND BOARD

- 5.01 - The operation of the Chamber, the direction of its affairs and the control of its property shall be vested in the Board of Directors, consisting of twelve (12) Directors; eleven (11) of whom are to be elected, and one (1) immediate Past President. In addition, there shall be a voting representative from the District of Sechelt.

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 British Columbia or the council of the District of Sechelt and District, as the Board may determine or as may be required by vote of a majority of members present at any general meeting.

The Chamber shall invite representation to the board to provide information, comment, discussion or participation on behalf of their respective interests from the following organizations: the Sechelt Band, the Sunshine Coast School Board District#46, Capilano College, the Sunshine Coast Arts Council or any other organization that the board deems appropriate.

- 5.02 - The administration and management of the Chamber shall be in charge of a salaried Executive Director appointed by the Board of Directors. The Executive Director shall have supervision and authority over the administration and personnel of the Chamber's office and committees established by the Chamber. The Executive Director will be at all Board meetings a non-voting attendee with the exception of any in-camera meeting called by the President.
- 5.03 - The President and the Executive Director shall be ex-officio members of every committee unless otherwise ordered by the Board of Directors.
- 5.04 - The meetings of the Board and Committees shall be open to all members of the Chamber unless otherwise ordered by the board.
- 5.05 - Public pronouncements in the name of and approved by the Chamber shall be made only by the spokesperson authorized by the Chamber Board of Directors.
- 5.06 - Non-Profit Organization Directors and Officers Liability Insurance shall be mandatory.

ARTICLE 6 - TERMS OF OFFICE

- 6.01 - All Directors shall be members in good standing of the Chamber. The Directors shall be elected for a two (2) year term, one half (1/2) of the Directorate retiring each year, subject to paragraph 7.09
- 6.02 - Terms of office of incoming directors and officers shall commence at the first board meeting following their election when they will take and subscribe to an oath of office as hereinafter prescribed and shall continue until the end of the period for which they are elected or until their successors take office, whichever event shall occur first.
- 6.03 - The office of President, or 1st Vice President, shall not be held for more than three (3) consecutive years by the same person.
- 6.04 - The members of the Chamber may remove any Director or Officer before the expiration of their term of office upon the vote of not less than seventy five per cent (75%) of the members of the Chamber present at a General Meeting.
- 6.05 - Directors may serve a maximum of three (3) consecutive two (2) year terms with the exception of the immediate past President who shall continue to serve the terms of office until the end of the period for which appointed or until the successor takes office; whichever event shall occur first.
- 6.06 - Directors absent from three (3) consecutive meetings or four (4) meetings in one (1) year, will be considered to have resigned their office. The Board of Directors may reinstate such a member by a majority vote held by ballot.

ARTICLE 7 - ELECTIONS AND APPOINTMENTS

- 7.01 - The Annual Election of Directors shall be held by mail ballot during or before the month of March each year.
- 7.02 - In September the President shall appoint a Nominating Committee consisting of the Immediate Past President, the Executive Director, and the 1st Vice President to be Chair of the Nominating Committee, and two (2) others from the membership of the Chamber, who shall nominate members to at least the number of Directors to be elected. Simultaneously through a mailing the Chair shall request a call for nominations from the membership.
- 7.03 - Any five (5) members in good standing may submit nominations for the position of Director, such nominations, in writing and having the consent of the member nominated, must be delivered to the Nominating Committee January 1st of each year.
- 7.04 - The Board of Directors shall appoint an Election Committee if required, none of whom are members of the nominating committee, consisting of three (3) members, which shall be responsible for the proper conduct of elections and shall be in complete charge of such procedures during the elections.
- 7.05 - If an election is required there shall be mailed, electronically or by post no later than February 1st to all members in good standing a ballot containing the names of all

persons nominated for the position of Director, with an attachment giving occupations and background of Chamber of Commerce experience and offices held, the ballot to be in such form as shall ensure its secrecy. All such ballots shall be returned to the Chair of the Elections Committee no later than 5pm on the final Friday of February.

- 7.06 - Whenever an election is required to elect more than one half (1/2) the total Board of Directors, the seven nominees receiving the greater number of votes shall be elected for the two (2) year terms and the next in sequence for the one (1) year terms.
- 7.07 - The Nominating Committee shall also nominate no later than May 31st from the new Board the incoming 1st and 2nd Vice Chair, and the Treasurer.
- 7.08 - There shall be a meeting of the incoming Board of Directors after the annual election of the Directors and before the Annual General Meeting to confirm the 1st Vice President as Chair and receive any further nominations and elect the incoming 1st and 2nd Vice Presidents, Treasurer.
- 7.09 - A vacancy among the officers or the elected Directors shall be filled by the Board of Directors for the duration of the unexpired term of such vacancy, and such appointed Director shall be deemed to be an elected Director for purposes of these bylaws.

ARTICLE 8 - DUTIES

- 8.01 - The duties of officers shall be such as their title by general usage would indicate and such as may be assigned to them respectively by the Board of Directors and as outlined herein:
- 8.02 - The President shall preside at all General Meetings of the Chamber, Board and shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what may concern the Chamber. Any two of the President, 1st Vice President, Treasurer or Executive Director shall sign all contractual agreements requiring signatures on behalf of the Chamber. It shall be the duty of the President and Executive Director to present a general report of the activities of the year at the Annual Meeting.
- 8.03 - The 1st Vice-President shall act in the absence of the Chair and, in the absence of both of these officers, the 2nd Vice- President, shall act.
- 8.04 - The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a recognized Canadian financial institution selected by the Board. Out of such funds they shall pay, or cause to be paid, amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber and shall submit an audited statement or professional "comment" thereof for presentation by a qualified accountant to the annual general meeting and at any other time required by the Board. They shall make such investment of the funds of the Chamber as the Board may direct and shall report on the finances of the Chamber at each regular Board meeting. The President and Executive Director will act in the absence of the Treasurer.

- 8.05 - All Officers of the Chamber must either reside or work in area from Egmont to Port Mellon.
- 8.06 - No Officer or Director is precluded from seeking contractual work for the organization by their position as a director, but must exclude themselves from discussion or voting on such contracts.
- 8.07 - Any Officer or Director seeking public office must take a leave of absence from the Board of Directors during the campaign for such office.

ARTICLE 9 - MEETINGS

9.01 - GENERAL MEETINGS

- 9.01.1 The Annual General Meeting of the Chamber shall be held no later than ninety (90) days after the financial year end of the Chamber. Written reports of the President and Executive Director will be submitted to the membership at this meeting.
- 9.01.2 The Chamber shall hold at least four (4) General Meetings a year, including the Annual Meeting. Time and place shall be decided by the Board of Directors within the requirements of article 9.01.1.
- 9.01.3 Upon written request of five per cent (5%) of the membership in good standing, the Executive shall call a General Meeting within twenty-one (21) days.
- 9.01.4 Notice of General meetings shall be in writing and shall be mailed either electronically or by post to members by the President at least six (6) days before each meeting.
- 9.01.5 A quorum at a General Meeting shall be constituted by five per cent (5%) of the members in good standing.

9.02 - DIRECTORS MEETINGS

- 9.02.1 The Board of Directors shall meet at least ten (10) times a year. Time and place shall be decided by the Board of Directors.
- 9.02.2 Notice of Directors Meetings shall be in writing and shall be mailed either electronically or by post to the Directors at least six (6) days before each meeting or in special or emergency situations may be given to each Director personally giving at least forty-eight (48) hours notice as may be reasonable under the circumstances. Accidental omission to give notice to all Directors or the non-receipt of notice by any Director shall not invalidate the proceedings of any Directors Meeting. A quorum as defined in article 9.02.3 is always required.
- 9.02.3 A quorum at a Directors Meeting shall be fifty percent (50%) of the voting members of the Board.
- 9.02.4 Upon written request of thirty three per cent (33%) of the Directors in good standing the President shall call a Directors Meeting within twenty-one (21) days.

9.03 - COMMITTEE AND TASK FORCE MEETINGS

- 9.03.1 The Committees and Task Forces of the Chamber shall be established by the Board of Directors. The Chair of each Committee or Task Force shall be approved by the Board. It shall be the duty of the chair of each committee or task force to take charge of all business referred to the committee or task force by the Board and/or the Executive Committee, and to report thereon. A record of each Committee or Task Force proceeding shall constitute a part of the transactions of the Chamber and shall be kept amongst its archives. No Committee or Task Force report, result or information shall be released by any Committee or Task Force or Chamber member except in accordance with Article 5, paragraph 5.07 herein.
- 9.03.2 No action or resolution of any committee of the Chamber shall be binding upon or expressive of, the opinions or authority of the Chamber unless and until such action or resolution shall have been approved by the Board of Directors.
- 9.03.3 No Committee of the Chamber or any member thereof shall contract any debt on its behalf which in any manner or to any extent renders the Chamber liable to the payment of any sums, unless the sum shall have been approved by the Board of Directors.

9.04 PROCEDURES

- 9.04.1 The proceedings of all meetings shall be governed by Roberts Rules of Order.

ARTICLE 10 - FINANCES

- 10.01 Funds for the operation of the Chamber shall be raised by annual dues, special assessments, voluntary contributions, fees for service and fund raising activities.
- 10.02 Signing authority for the Chamber shall be vested in any two of the Executive Director, President, 1st Vice President and Treasurer.
- 10.03 The Board of Directors, on behalf of and in the name of the Chamber, shall have the power to acquire, sell or lease real estate, or mortgage the same, incur debts or enter into contract of any kind to further the interests of the Chamber, provided, however, that no purchase, sale or mortgage of real estate shall be made until approved by a majority of the members present and voting at a General Meeting of the Chamber; provided, however, that notice of intention to so acquire, sell, purchase, lease, or mortgage shall have been given to the membership in a notice calling the special meeting.
- 10.04 The Finance committee shall have the authority to authorize reallocation of expenditures up to the amount of \$1,000.00 for an unbudgeted item without approval by the Board of Directors and must report the transaction to the Board of Directors at their next meeting.
- 10.05 The funds and the property of the Chamber shall be used and applied for such purpose only as is calculated to promote the objects for which the Chamber was constituted. No Director shall be remunerated for being or acting as a Director or elected Officer,

but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Chamber.

- 10.06 An audit or "comment" of the books and accounts of the Chamber will be made annually by a qualified accountant, duly appointed by the Board of Directors.
- 10.07 The fiscal year of the Chamber shall be from January 1st to December 31st.
- 10.08 At an Annual General Meeting of the membership, not exceeding ninety (90) days following the end of the fiscal year, there shall be submitted the audited, or commented statements of the Chamber's finances for acceptance by the membership.
- 10.09 The Treasurer shall form a Budget Committee in September consisting of the President, the 1st Vice President, the Treasurer, and the Executive Director, to present a budget for approval of Directors before the beginning of the new fiscal year. The budget is to cover the forthcoming fiscal year, and when approved, the Executive Director shall be empowered to carry out the provisions contained therein.

ARTICLE 11 - VOTING RIGHTS

- 11.01 Subject to paragraph 3.04 every member and nominee in good standing represented at any general meeting shall be entitled to one vote.
- 11.02 Voting at Board or General Meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote or as in the case of 7.05, by ballot. A roll call vote at board meetings shall be taken if requested by twenty five percent (25%) of the directors present provided such request receives approval of sixty six per cent (66%) of the members assembled. No proxy votes shall be permitted.
- 11.03 The presiding Chair shall vote only when their vote will affect the result.
- 11.04 Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided in these bylaws or by any Act of Legislature or Parliament.

ARTICLE 12 - AFFILIATION

- 12.01 The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the British Columbia Chamber of Commerce, or any other organization in which membership may be in the interests of the Chamber.

ARTICLE 13 - OATH OF OFFICE

- 13.01 The oath of office shall be in the following form and shall be taken and subscribed before either of the Mayor of Sechelt and District or any Justice of the Peace.

"I (name) swear (or affirm) that I will faithfully and truly perform my duty as (name of office) of the Sechelt and District 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 Sechelt and District Chamber of Commerce was constituted, according to the true intent and meaning of the same. I so swear (or affirm).”

ARTICLE 14 - AMENDMENTS

- 14.01 This Constitution and bylaws may be made, amended, or replaced by a majority vote of members in good standing in attendance at any General Meeting, or at any special meeting called for that purpose, provided that any such proposed amendment shall be stated in written notice of such meeting, and such notice to be given to the membership at least ten (10) days before the meeting.

ARTICLE 15 - REPEAL OF FORMER BYLAWS

- 15.01 With the adoption of these bylaws, all former bylaws are hereby repealed.