



SUNSHINE COAST
CHAMBER OF
COMMERCE

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BYLAWS

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SUNSHINE COAST CHAMBER OF COMMERCE BYLAWS

ARTICLE 1 - NAME AND OBJECTIVES

- 1.01 - The name of the organization is The Sunshine Coast 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 prosperity in all districts on the Sunshine Coast from Port Mellon to Egmont (hereafter referred to as "the Lower Sunshine Coast").
- 1.03 - The Chamber will support and advocate for the interests of business in the Lower Sunshine Coast as well as in, 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, or such other place as the Board determines.

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 in good standing 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 prosperity in the Lower Sunshine Coast 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 - Any person may apply for membership in the Chamber and such person shall provide such information as the Directors may require. 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.

Founding sponsor member – those persons who have pledged to be founding sponsors at the inception of the Chamber and who have paid the requisite founding sponsor fee. The rights of the founding sponsor members are laid out in their membership contract with the Chamber.

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 the provisions of this article

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.

ARTICLE 4 - DUES AND ASSESSMENTS

- 4.01 - There shall be an annual membership fee payable by each member except Honourary, Life and Founding Sponsor 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 – BOARD OF DIRECTORS

- 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 not more than eleven (11) Directors.
- 5.02 The Past Chair shall be an ex-officio member of the Board. As well, the Board shall invite ex-officio representation on the board to provide information, comment, discussion and participation by one or more parties on behalf of their respective interests from such community organizations as the Board deems appropriate.
- 5.03 - The Board shall have the general power of administration. It may make or authorize petitions or representations to the all levels of government as the Board may determine or as may be required by vote of a majority of members present at any general meeting.
- 5.04 The Board of Directors will be responsible for recruiting an Executive Director. The administration and management of the Chamber may be delegated by the Board to the Executive Director. The Executive Director will attend all Board meetings as a non-voting attendee. On a day-to-day basis, the Executive Director will liaise with and report to the Chair.
- 5.05 - The Board of Directors shall appoint any one or more Directors to be Officers of the Chamber, as required.
- 5.06 The Chair and Vice-Chair shall be ex-officio members of each committee unless otherwise determined by the Board of Directors.
- 5.07 - The meetings of the Board and Committees shall be open to all members of the Chamber unless otherwise determined by the Board.
- 5.08 - Public pronouncements in the name of and approved by the Chamber shall be made only by the spokesperson authorized by the Board of Directors.
- 5.09 - The Chamber shall procure Directors and Officers Liability Insurance on terms approved by the Board.

ARTICLE 6 - TERMS OF OFFICE

- 6.01 - All Directors shall be members in good standing of the Chamber.
- 6.02 - Directors shall hold office for such term as the members of the Chamber may determine, or in the absence of such determination, until the next Annual General Meeting or until their successors are elected or appointed.
- 6.03 - The members of the Chamber may remove any Director 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.
- 6.04 - 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 election of Directors shall be held at the Annual General Meeting held within 90 days of the end of the fiscal year of the Chamber.
- 7.02 - The Board may appoint a Nominating Committee who may nominate members to stand for election as Directors.
- 7.03 - The membership will be advised that nominations are open and encourage nominations to be submitted to the Nominating Committee. Any member in good standing may submit nominations in writing by a deadline determined by the Nominating Committee.
- 7.04 - It is the goal of the Chamber that the composition of its Board of Directors reflects the diversity of residents and business owners on the Lower Sunshine Coast. In this context, diversity includes geographic location, gender, age, ethnicity, business experience, sexual orientation and other personal characteristics. The Chamber also encourages members to stand for nomination to the Board of Directors so that it remains dynamic and energized.
- 7.05 - Any person nominated must consent to stand for election. Information, including the names of all persons nominated, along with an attachment giving occupations, relevant experience and offices held, shall be circulated, electronically or by post, no later than 21 days before the Annual General Meeting to all members in good standing.
- 7.06 - Voting for directors shall be based on procedures determined by the Board and communicated to the membership in advance.

- 7.07 - At the first Board of Directors meeting following the Annual General Meeting, the Board, by majority vote, shall elect the Chair and Vice Chair and any other positions that the Board considers necessary.
- 7.08 - 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 Chair shall preside at all General Meetings of the Chamber and the Board and shall regulate the order of business at such meetings. In the absence of any directions to the contrary by the Board, the Chair and the Executive Director shall be authorized to sign all contractual agreements approved by the Board.
- 8.03 - The Vice-Chair shall act in the absence of the Chair and, in the absence of both of these officers, a director elected by majority vote of the Directors in attendance at a duly called meeting shall act as the chair for that meeting.
- 8.04 - The Board shall have charge of all funds of the Chamber and shall ensure all funds are held in a recognized Canadian financial institution selected by the Board. The Board shall cause to be kept a regular account of the income and expenditures of the Chamber and shall submit annual financial statements to the Annual General Meeting. The Board shall be authorized to make such investment of the funds of the Chamber as they shall determine. The Executive Director or such other person nominated by the Board shall report on the finances of the Chamber at each regular Board meeting.
- 8.05 - All Directors of the Chamber must either reside or work in the Lower Sunshine Coast.
- 8.06 - No Director is precluded from seeking contractual work for the Chamber by their position as a director but must exclude themselves from discussion or voting on such contracts.

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. A written report from the Board, including but not limited to the financial statements, must be submitted to the membership at this meeting.
- 9.01.2 Upon written request of five per cent (5%) of the membership in good standing, the Board of Directors shall hold an emergency board meeting to determine the date of a Special Meeting and the business to be dealt with, being only such matters as are raised by those members requesting such meeting. Immediately following such Directors' meeting, notice will be circulated to all members including sufficient detail of the business to be considered, at a meeting to be held twenty-one (21) days after the notice of meeting is circulated.
- 9.01.3 The Board shall be entitled to call a Special Meeting at any time to consider specific items of business. Notice of such meeting shall be given immediately with the meeting to be held not less than twenty-one (21) days after notice is circulated to all members.
- 9.01.4 A quorum at a General or Special 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 five (5) days before each meeting. In special or emergency situations notice of not less than forty-eight (48) hours will be considered reasonable. 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.
- 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 not less than thirty-three per cent (33%) of the Directors in good standing, the Chair shall call a Directors Meeting to be held within fourteen (14) days.

9.03 - Committees and Committee Meetings

- 9.03.1 Committees of the Chamber and membership of such committees shall be determined by the Board of Directors. The chair of each Committee shall be appointed by the Board. It shall be the duty of the chair of each committee to take charge of all business referred to the committee and to report thereon. A record of each Committee proceeding shall constitute a part of the transactions of the Chamber and shall be kept amongst its archives. No Committee report, result or information shall be released by any Committee or Chamber member except in accordance with Article 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 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 Robert's Rules of Order.

ARTICLE 10 - FINANCES

- 10.01 Funds for the operation of the Chamber shall be raised by membership dues, special assessments, voluntary contributions, fees for service and fundraising activities.
- 10.02 Signing authorities for the Chamber shall be determined by a majority vote of the Board of Directors. The signing authorities shall include at least two directors and the Executive Director, as resolved by Board resolution, with two signatures required on all transactions over \$1,000.
- 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 a 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 duly called General or Special Meeting of the Chamber.
- 10.04 The Executive Director shall have the authority to authorize reallocation of expenditures up to \$1,000 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 The fiscal year of the Chamber shall be from January 1st to December 31st.
- 10.07 The Executive Director shall present a budget for approval of the Directors before December 31st. The budget is to cover the forthcoming fiscal year, and when approved, the Executive Director shall be authorized to carry out the provisions contained therein.

ARTICLE 11 - VOTING RIGHTS

- 11.01 Subject to the provisions herein, every member in good standing represented at any General or Special meeting shall be entitled to one vote.
- 11.02 Voting at Board or General Meetings shall be by show of hands or by secret ballot if the Board so determines. The Board may allow proxy votes for special resolutions published in advance in the Annual General Meeting or special meeting agenda.
- 11.03 The presiding Chair shall have a second or deciding vote in the event voting is at a stalemate.
- 11.04 Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided in these Bylaws.
- 11.05 For time sensitive matters that cannot be deferred until the next Board meeting, voting can be done by way of a consent resolution via email.

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 - AMENDMENTS

- 13.01 These bylaws may be made, amended, or replaced by a majority vote of members in good standing in attendance at any duly-called 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 14 - REPEAL OF FORMER BYLAWS

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