

BOWEN ISLAND CHAMBER OF COMMERCE
BY-LAWS

**BOWEN ISLAND CHAMBER OF COMMERCE
BY-LAWS**

TABLE OF CONTENTS

Table of Contents	1
Article 1 - Name and Objectives	2
Article 2 - Interpretation	2
Article 3 - Membership.....	2
Article 4 - Dues and Assessments	3
Article 5 - Board of Directors	3
Article 6 - Terms of Office	4
Article 7 - Elections and Appointments.....	5
Article 8 - Duties	5
Article 9 - Meetings	6
Article 10 - Finances	7
Article 11 - Voting Rights	7
Article 12 - Affiliation	7
Article 13 - Confidentiality	8
Article 14 - Amendments.....	8
Article 15 - Repeal of Former Bylaws.....	8

**BOWEN ISLAND CHAMBER OF COMMERCE
BYLAWS**

ARTICLE 1 - NAME AND OBJECTIVES

- 1.01 - The name of this organization is The Bowen Island Chamber of Commerce. Hereinafter known as the "Chamber".
- 1.02 - The objectives of the Chamber are to enhance the quality of life in the community by actively supporting business, economic growth and diversification on Bowen Island.
- 1.03 - The Chamber will support and encourage the interests of business in municipal, regional, provincial and national matters and will act on behalf of its members in all such matters.
- 1.04 - The usual place of meeting shall be on Bowen Island, British Columbia.
- 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 - Wherever the words "Board Members" occur in these bylaws, they shall be understood to mean the Officers and Directors who constitute the "Board of Directors".

"Officer" or "Officers" is deemed here to include the President, Vice-President and Secretary/Treasurer.

"Member" means a member of the Chamber in good standing.

"Nominee" means a person appointed by a member firm as its representative in accordance with rules as established by the Board.

"Person" includes a natural person, a body corporate, a partnership, a society, or an unincorporated organization.

"District" shall mean that area within and for which this Chamber was established as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c.18, s1).

ARTICLE 3 - MEMBERSHIP

- 3.01 - Any person who is interested in enhancing the quality of life in the community by actively supporting business, economic growth and diversification of Bowen Island 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 Chamber may require. Every application shall be accompanied by payment of the annual membership fees applicable to the applicant.
- 3.03 - New membership in the Chamber requires approval by the Board.
- 3.04 - There shall be the following classes of membership in the Chamber:
- a. Member - those persons having complied with the requirements for membership and whose annual membership fees are in good standing.
 - b. Life member - may be conferred, by a vote of seventy five per cent (75%) of the Board Members, 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 fees.
 - c. Honorary member - may be conferred, by a vote of seventy five per cent (75%) of the Board Members, 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 for the term of 1 year.
- 3.05 - A member having been given written notice may be expelled from membership by a vote of seventy five per cent (75%) of the Board Members. Five (5) days notice specifying the purpose of the meeting has to be given to the Board members and at which meeting not less than seventy five per cent (75%) in number of the Board shall be present.
- 3.06 - A member who is delinquent in paying the annual membership fee for three (3) months and has received written notice of same, is deemed expelled.
- 3.07 - A member may withdraw from membership in the Chamber by giving notice in writing. A member who withdraws after the annual fee has been paid shall not be entitled to a refund.

ARTICLE 4 - FEES AND ASSESSMENTS

- 4.01 - There shall be an annual membership fee payable by each member except Honorary and Life Members. The Board 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 the Board recommends them and the assessments are 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 AND CHAMBER MANAGEMENT

- 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
- o a minimum of five (5) and up to eleven (11) elected Directors,
 - o one non voting member appointed by Bowen Island Municipality and
 - o one (1) immediate Past President who shall be a non-voting member of the Board for one year.
- 5.02 - The Officers shall be: President, Vice-President and Secretary/Treasurer.

- 5.03 - 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 Bowen Island Municipality or the Board of the Greater Vancouver Regional District as the Board may determine.
- 5.04 - The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber provided, however that such powers are consistent with provisions of the Board of Trade Act.
- 5.05 - The Board may invite representation to any Board or General Meeting to provide information, comment, discussion or participation on behalf of their respective interests from any organization that the Board deems appropriate.
- 5.06 - The administration and management of the Chamber shall be in charge of a Manager appointed by the Board. The Manager's position will be a paid position, having supervision and authority over the administration and personnel of the Chamber's office. The Manager will be a non-voting attendee at all Board meetings with the exception of any in-camera meeting called by the Chair.
- 5.07 - The President and the Manager shall be non-voting members of every committee unless otherwise directed by the Board.
- 5.08 - The meetings of the Board shall be open to all members of the Chamber who may attend, but may not take part in any of the proceedings unless requested to do so by the Board.
- 5.09 - Public announcements in the name of the Chamber shall be made only by the spokesperson authorized by the Board.

ARTICLE 6 - TERMS OF OFFICE

- 6.01 - All Board Members shall be a member or a nominee of a member organization in good standing of the Chamber. The term of office of the Officers shall be for one year.
- 6.02 - The Directors shall be elected for a two (2) year term, of which, up to 5 directors and up to 6 directors are elected in alternating years (subject to paragraph 7.10).
- 6.03 - Board Members absent from three (3) consecutive meetings without sending regrets will be considered to have resigned their office. Any Board Member absent from 4 Board meetings will be subject to termination from the Board by majority vote.
- 6.04 - No paid employee of the Chamber shall be a member of the Board.
- 6.05 - Any Board Member may be suspended from office or have their tenure of office terminated if, by majority vote of the Board, the member is deemed to be grossly negligent in the performance of their duties. A Board Member so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting. Any appeal must be presented in writing to the President or Chair prior to adoption of the agenda of the next general meeting.

ARTICLE 7 - ELECTIONS AND APPOINTMENTS

- 7.01 - The Election of Directors (subject to provisions in paragraph 7.10) shall take place at the Annual General Meeting. The vote shall be by ballot.
- 7.02 - The Election of the Officers shall take place at the first Board meeting following the Annual General Meeting and if a vacancy occurs the Board will immediately elect a replacement.
- 7.03 - All Chamber members in good standing are eligible for nomination to the Board.
- 7.04 - All Board Members of the Chamber must either reside or work on Bowen Island.
- 7.05 - Whenever possible candidates for President and Vice President must have served on the Board during the preceding year.
- 7.06 - In October, the President shall appoint a Nominating Committee. The Chair of the committee shall request a call for nominations from the membership.
- 7.07 - Any members in good standing may submit nominations for the position of Board member, however such nominations must be in writing and have the signed consent of the member nominated and must be delivered to the Nominating Committee by January 31st of each year.
- 7.08 - The nominating committee is responsible to nominate at least the number of Board members to be elected.
- 7.09 - The Chair of the Annual General Meeting will call for nominations from the floor and a nominee accepting the nomination will be considered a candidate for the Board.
- 7.10 - A vacancy among the Directors shall be immediately filled by the Board of Directors. Such appointed Board Member shall serve for the balance of the term of the Board Member, for which they were replacing.

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 and Board meetings and shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what may concern the Membership of the Chamber. It shall be the duty of the President, Secretary/Treasurer and Manager to present a general report of the activities of the year at the Annual General Meeting. The President shall have custody of the corporate seal.
- 8.03 - The Vice-President or designated Board member shall act in the absence of the President.
- 8.04 - The Secretary/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 the Treasurer shall pay, or cause to be paid, amounts approved by the Board and shall keep, or cause to be kept, a regular account of the income and expenditures of the Chamber. The Secretary/Treasurer shall make such investment of the funds of the Chamber as the Board may direct and shall ensure that a monthly report on the finances of the Chamber is made at the Board meeting. Any two Officers must sign all cheques. The President and one other Officer shall sign all contractual agreements requiring signatures on behalf of the Chamber after ratification by the Board.

- 8.05 - The Secretary/Treasurer shall ensure that records of the Chamber are kept, correspondence is conducted and copies of official documents are retained. The Secretary/Treasurer shall ensure that an accurate record of the proceedings of the Chamber and of the Board is kept.
- 8.06 - No Board Member is precluded from contractual work for any organization including the Chamber; however it is deemed a conflict of interest not to divulge the contract that may affect the Chamber and that member must exclude themselves from discussion and 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 fiscal year end of the Chamber – sec 10.05. At least 21 days notice of the Annual General Meeting shall be given.
- 9.01.2 The Chamber shall hold at least four (4) General Meetings a year, including the Annual Meeting. The Board of Directors within the requirements of article 9.01.1 shall decide time and place. At least 14 days notice of such meetings shall be given.
- 9.01.3 Upon written request of not less than 10 members, the President shall call a Special General Meeting within twenty-one (21) days and at least one days notice of such meetings shall be given.
- 9.01.4 A Notice inserted in one or more of the local newspapers published within Bowen Island or a written notice mailed either electronically or by post to members naming the time and place of assembly shall constitute sufficient notice.
- 9.01.5 A quorum at a General Meeting shall be fifteen (15).

9.02 - DIRECTORS MEETINGS

- 9.02.1 The Board shall meet at least ten (10) times a year. The Board shall decide time and place.
- 9.02.3 A quorum at a Board Meeting shall be 50% rounded up to the nearest whole number of the voting members of the Board.
- 9.02.4 Upon written request of 50% of the Board Members, the President shall call a Board Meeting within twenty-one (21) days.
- 9.02.5 In camera meetings are closed to all but elected Board Members and others invited by resolution of the Board and deal with property, personnel, legal and/or other sensitive material.

9.03 - COMMITTEE AND TASK FORCE MEETINGS

- 9.03.1 The Board shall establish the Committees and Task Forces of the Chamber. The Board shall approve the Chair of each Committee or Task Force. 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 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 on file. No Committee or Task Force report, result or information shall be released by any Committee, Task Force or Chamber member except in accordance with Article 5, paragraph 5.09 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.

9.03.3 No Committee or Task Force 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 Board shall have approved the sum.

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 - The Board, 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 contracts 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 voting members present and voting at a General meeting.

10.03 - The funds and the property of the Chamber shall be used and applied only to promote the objectives for which the Chamber was constituted. No Board Member shall be remunerated for being or acting as a Board Member, but a Board Member shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Chamber.

10.04 - An audit of the books and accounts of the Chamber will be made annually by an auditor who has been appointed annually by the Members and approved by the Board.

10.05 - The fiscal year of the Chamber shall be from January 1st to December 31st.

10.06 - 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 reviewed statements of the Chamber's finances for acceptance by the membership.

10.07 - The Secretary/Treasurer will present an operating budget for approval by the Board before the beginning of the new fiscal year. The budget is to cover the forthcoming fiscal year, and when approved, the Manager shall be empowered to carry out the provisions contained therein.

ARTICLE 11 - VOTING RIGHTS

11.01 - Subject to paragraph 3.04 every member or nominee of a member 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 majority of those present, by ballot.

11.03 - Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided for 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 - CONFIDENTIALITY

- 13.01- Board Members each year at the first Board Meeting after the Annual General Meeting are required to sign an "Oath of Confidentiality".

ARTICLE 14 - AMENDMENTS

- 14.01 - These 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 twenty – one (21) days before the meeting.

ARTICLE 15 - REPEAL OF FORMER BYLAWS

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