

**SOUTH SHUSWAP CHAMBER
OF COMMERCE**

**CONSTITUTION
& BYLAWS**

Revised & Adopted December 2013

South Shuswap Chamber of Commerce

Constitution & Bylaws

Article 1 - Name & Contacts

- 1.1 The name of this organization shall be the South Shuswap Chamber of Commerce.
- 1.2 The objectives of the South Shuswap Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social well-being of the district.
- 1.3 The usual place of meeting shall be within the South Shuswap, primarily the Sorrento/Blind Bay area.
- 1.4 The South Shuswap Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article 2 - Interpretation

- 2.1 Wherever the words 'the Chamber' occur in these bylaws, they shall be understood to mean the South Shuswap Chamber of Commerce as a body.
- 2.2 Wherever the words 'Board of Directors', 'Chamber Board' or 'Board' occur in these bylaws, they shall be understood to mean the Board of Directors of the South Shuswap Chamber of Commerce.
- 2.3 Wherever the word 'Executive' occurs in these bylaws, it should be understood to mean the Executive Officers of the Board of Directors of the South Shuswap Chamber of Commerce, namely the President, Vice-President, Immediate Past President and Treasurer.
- 2.4 Wherever the word 'District' occurs in these bylaws, it 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 (RS, c18, s1).

Article 3 - Membership

- 3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District shall be eligible for membership in the Chamber.
- 3.2 Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or economic and social welfare of the District may become members of the Chamber.
- 3.3 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.
- 3.4 Any member of the Chamber who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the Secretary or General Manager ten days' notice in writing of such intention, and upon discharging any unlawful liability which is standing upon the books of the Chamber against them at the time of such notice.
- 3.5 The Chamber Board or such person to whom the Board has delegated such authority, may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within ninety (90) days of their admission, or of any other member who fails to pay such dues within three (3) months of the date of which the membership fees fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- 3.6 Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the chamber. Such recognition shall be for a term of one (1) year and may be repeated. Honourary membership shall include all of the privileges of active membership except that of holding office. Honourary members shall be exempt from paying dues.
- 3.7 Any member of the Chamber may be expelled by two-thirds vote of the Board of Directors.

Article 4 - Dues & Assessments

- 4.1 Annual dues payable by members of the Chamber shall be reviewed annually. The Board shall have the authority to approve up to a 5% increase in dues per annum. Increases in excess of 5% are subject to majority membership approval at a general or special meeting.

- 4.2 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 a general meeting shall state the nature of the proposed assessment.

Article 5 - Board of Directors & Executive Officers

- 5.1 The Board of Directors shall be composed of a President, Vice-President, Treasurer and a minimum of seven (7) directors. The Chamber General Manager shall serve as Secretary for the Chamber Board in a non-voting capacity.
- 5.2 The individual serving as the Columbia Shuswap Regional District Economic Development Officer for Area “C” & Tourism Shuswap rep for Area “C” may serve as an appointed Director on the Board. This Director will serve in an advisory capacity and will not hold voting rights on the Board.
- 5.3 The total number of voting Directors on the Board shall not exceed ten (10) in number.
- 5.4 The Directors shall be elected for a one (1) year term, or such additional number as may be determined from time to time by the members.
- 5.5 The Executive shall be composed of a President, Vice-President and Treasurer, who together with seven (7) other members, shall be elected from the members each year at the Annual General Meeting by ballot or by show of hands and shall remain in office for a one (1) year period or until their successors shall be appointed.
- 5.6 No member of the Executive shall hold the same office for more than two (2) terms in succession.
- 5.7 Where a member of the Board dies or resigns his/her office, or is absent from three (3) consecutive meetings of the Board, the Board of Directors may, at any meeting thereof, elect a member to the Board, in the place of the member who had died or resigned or is absent.
- 5.8 Any Executive Officer or Board member may be suspended from his/her office or have his/her tenure of office terminated if, in the opinion of the Board, they are grossly negligent in the performance of his/her duties, providing however that any Officer or 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. Reinstatement can be made by a majority vote.

- 5.9 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 or territory, or others, as it may determine or as may be required by a vote of a majority of members present at any general meeting.
- 5.10 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 not inconsistent with the provisions of the Board of Trade Act.
- 5.11 Any five (5) or more members of the Board, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the Board.
- 5.12 The Board shall frame such bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- 5.13 The Board, or at the request of the President, may appoint committees or designate members of the Board of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.
- 5.14 The Board may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be disbanded by the Board.
- 5.15 No paid employee of the Chamber shall be a member of the Board or be an Executive Officer. The General Manager of the Chamber shall be an Ex-Officio member of The Executive, the Board and each committee of the Chamber and shall have all the privileges of a Director excluding that of voting. Officers of the Chamber shall receive no remuneration for services rendered but the Board may grant any of these said Officers reasonable expense monies if required or requested.
- 5.16 The President, Vice-President and Treasurer and Directors, before taking office, shall take an oath in the following form:

"I swear that I will faithfully and truly perform my duty as (name of office) of the South Shuswap 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 objectives for which the said Chamber was constituted according to the true intent and meaning of the same”

- 5.17 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.
- 5.18 No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
- 5.19 The President shall preside at all meetings of the Chamber and shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the members what he/she may think concerns the Chamber. The President shall vote only in the case of a tie vote on any motion before the Chamber. The President shall, with the Treasurer, or such other persons as may be designated by the Board, sign all papers and documents requiring signature on behalf of the Chamber. It shall be the duty of the President to present a general report of the activities of the year either at the Annual General Meeting or at the annual installation of the Officers.
- 5.20 The Vice-President shall act in the absence of the President, and in the absence of both of these officers, the meeting shall appoint a chair to act temporarily.
- 5.21 The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank or credit union selected by the Board. Out of such funds the Treasurer shall pay 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 thereof for presentation at the Annual General Meeting and at any other time required by the Board. He/she shall make such investment of the funds of the Chamber as the council may direct. He/she shall, with the President, sign all notes, drafts and cheques, unless the Board adopts such other banking resolutions as it may require from time to time.
- 5.22 The Board may, from time to time, employ a General Manager who will also serve as Secretary on the Executive. He/she shall be responsible to the Board for the general management of business and affairs of the Chamber. The General Manager shall be responsible for keeping records and correspondence of the Chamber unless otherwise instructed by the Board. He/she shall retain copies of all letters, preserving all official documents and shall perform all

other duties as properly appertain to his/her office. He/she may be appointed by the Board as signing officer, together with one of the elected Officers of the Chamber and may perform all duties delegated to him/her by the Board. He/she shall maintain an accurate record of proceedings of the meetings of the members and Chamber Board. At the expiration of his/her term of office, the General Manager/Secretary shall deliver to the Chamber, all books, papers and other property of the Chamber.

Article 6 - Meetings

- 6.1 The Annual General Meeting of the chamber shall be held annually at the time and place determined by the Board. At least two (2) weeks' notice of the Annual General Meeting shall be given.
- 6.2 Regular general meetings of the chamber shall be held at least quarterly, at the time and place designated by the Board. At least one (1) week's notice of such meeting shall be given.
- 6.3 Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three members of the Board, or any ten members of the Chamber. At least one day's notice of such meeting shall be given.
- 6.4 The Board of Directors shall meet from time to time (at least ten (10) times per year) as may be necessary to carry on the business of the chamber.
- 6.5 Notice of all meetings, naming the time and place of assembly, shall be given by the General Manager/Secretary.
- 6.6 At any Annual General Meeting, ten (10) 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.
- 6.7 Minutes of the proceedings of all general and council meetings shall be entered in books to be kept for that purpose, by the General Manager/Secretary.
- 6.8 All books of the chamber shall be opened at all reasonable hours to any member of the chamber, free of charge.

Article 7 - Voting Rights

- 7.1 Every member in good standing represented at any general meeting shall be entitled to one vote provided that vote is per individual, association, corporation, society, partnership or estate member.
- 7.2 Voting at Board, general or special meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled.
- 7.3 The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- 7.4 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these bylaws.

Article 8 - Bylaws

- 8.1 Bylaws may be made, replaced or amended by a majority of the members of the Chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as minutes of the Chamber.
- 8.2 Such bylaws shall be binding on all members of the Chamber, its Officers and other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Minister of Consumer & Corporate Affairs.

Article 9 - Affiliation

- 9.1 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, The Regional Chambers or any other organization in which membership may be in the interests of the Chamber.

Article 10 - Fiscal Year

- 10.1 The fiscal year of the chamber shall commence on the first day of September in each year.

Article 11 - Auditors

11.1 The Chamber may appoint auditors at its Annual General Meeting and if so appointed they shall audit the books and accounts of the Chamber at least once in each year in which they are so appointed. An audited financial statement shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

Article 12 - Procedure

12.1 Unless otherwise established in advance by the Board, procedures followed at all meetings of the Chamber shall be in accordance with the 'Rules of Order' by Roberts.

Date of Amendment: December 9th, 2013

President: Brad Davies

To Be Approved at Annual General Meeting Held: