

**Powell River Chamber of Commerce**

**By - Laws**

**March 2003**

**Powell River Chamber of Commerce**

6807 Wharf Street

Powell River, B.C.

V8A 1T9

Phone: (604) 485 - 4051

Fax: (604) 485- 4272

E-mail: chamber @prcn.org

Website: [www.discoverpowellriver.com](http://www.discoverpowellriver.com)

## Table of Contents

	Page
Article I	Name and Objectives.....3
Article II	Interpretation.....3
Article III	Membership.....4
Article IV	Dues and Assessments.....6
Article V	Executive Officers and Directorate.....6
Article VI	Committees.....10
Article VII	Employees.....10
Article VIII	Meetings.....11
Article IX	Voting Rights.....12
Article X	Affiliation.....13
Article XI	Fiscal Year.....13
Article XII	Audit.....13
Article XIII	Repeal of Former By-laws.....13

## **Powell River Chamber of Commerce By - Laws**

### **Article I - *Name and Objectives***

- 1.1 The name of the organization shall be the Powell River Chamber of Commerce.
- 1.2 The objectives of the Powell River Chamber of Commerce shall be to promote and enhance trade, commerce, and the civic well-being of the Powell River communities.
- 1.3 The office of record and usual place of business of the Chamber shall be 6807 Wharf Street, Powell River, British Columbia, Canada.
- 1.4 The usual meeting place shall be within the District of Powell River.
- 1.5 The Powell River Chamber of Commerce shall be politically non-partisan and non-sectarian, and shall not lend its support to any candidate for public office.

### **Article II - *Interpretation***

- 2.1 The headings contained in these by-laws are for the convenience of reference only and shall not in any way affect the construction or interpretation of the by-laws.
- 2.2 Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean the “ The Powell River Chamber of Commerce” as a body.
- 2.3 Wherever the word “ Executive” or “ Executive Officers” occurs in these by-laws they shall be understood to mean and be inclusive of the President, the First-Vice President, the Second Vice-President, the Treasurer, and the Past President.
- 2.4 In these by-laws, unless deemed inconsistent with the subject of the context therewith:
  - 2.4.a “The Board of Directors”, “ The Board” or “ The Directorate” shall be understood to mean “ The Board of Directors of the Powell River Chamber of Commerce” and be inclusive of all Executive Officers and Directors.
  - 2.4.b “Member” means member of the Chamber.
  - 2.4.c “General Meeting” means a meeting of the membership and includes a luncheon meeting.
  - 2.4.d “Nominee” means a person or persons appointed to the Chamber by a member business, association, corporation, society, or Municipal,

Provincial, or Federal Government, as their representative, in accordance with rules established by these by-laws.

- 2.4.e “Community Representative” means a person or persons as appointed by a Community Partner Organization to liaise by invitation with the Directorate of the Chamber as may be required.
- 2.4.f “Officer” or “Executive Officer” means an Officer or Officers of the Chamber.
- 2.4.g “Person” includes a natural person, a body corporate, a partnership, a society, or an unincorporated association.
- 2.4.h Words importing the singular include the plural and vice versa.
- 2.4.i Words importing a male person include a female person and a corporation.
- 2.5 Wherever the word “District” occurs in these by-laws, it shall mean that area, within and for which the Chamber was established, as defined in the Certificate of Registration under the Board of Trade Act R.S., c. B-8, s. 1
- 2.6 “Significant contractual agreement” means one that exceeds \$750.00 annually.

### **Article III - *Membership***

- 3.1 Any reputable person, association, corporation, partnership, sole proprietorship or society, directly or indirectly engaged or interested in trade, commerce, or the economic and the civic well-being of the Powell River communities and subscribing to the objectives of the Chamber, shall be eligible for admission to membership of the Chamber following acceptance for membership in the manner, and complying with the requirements for membership, as set out in these by-laws.
- 3.2 An association, corporation or society may hold membership in the Chamber but voting power of such memberships shall be assigned to individuals.
- 3.3 Applications for membership shall be in writing and shall provide such information as the directors may require and shall be sponsored by a chamber member in good standing.
  - 3.3.a Applications shall be accompanied by payment in full of any initial and annual membership fees as may be applicable to the applicant.
- 3.4 At any general meeting a member in good standing may propose that an eligible person or organization that has fulfilled the requirements of application, and if admitted, agrees to be governed by the by-laws of the Chamber, subject to a majority vote of those members present, shall then be admitted as a member.

- 3.5 Members of the Chamber shall have all rights and be subject to all obligations of membership as defined in these by-laws.
- 3.6 Application for a transfer of membership into the Chamber from another communities Chamber shall be accepted only upon approval by a majority vote of the Directorate.
- 3.7 There shall be the following classes of membership in the Chamber:
  - 3.7.a Member - Those persons, including their nominees, having complied with the requirements for membership and whose annual membership fees are in good standing.
  - 3.7.b Life Members - Members who have been in good standing for a minimum of fifteen (15) years and have given outstanding service to the Chamber. Such members shall have all privileges of membership but are exempt from payment of dues.
  - 3.7.c Honourary Members - Persons who have distinguished themselves by some meritorious act or contribution of public service. Such memberships shall include all privileges of membership except that of holding office and shall be exempt from payment of dues. Such terms shall be for a one (1) year period and may be repeated.
- 3.8 Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll by action of the Directorate.
- 3.9 Membership in the Chamber shall be terminated and the rights and privileges of membership cancelled and forfeited in one, or more, of the following events:
  - 3.9.a A new member who fails to pay his annual dues within thirty (30) days of his admission
  - 3.9.b A member who fails to pay his annual dues within ninety (90) days of the date they fall due
  - 3.9.c In any case in which the Board is of the opinion that the membership of any person should be reviewed in the general interest of the Chamber, it shall give written notice of not less than seven (7) days to the member, that continuation of his membership will be considered at a meeting of the Board, specifying the time and place thereof. The member shall be invited to attend the said meeting to hear the matters of complaint and respond to the matters. The member may be expelled from the membership upon a resolution for expulsion being passed by a majority vote of the Board.

- 3.9.d A member may withdraw from membership in the Chamber by giving seven (7) days notice in writing and upon discharging all liabilities of the member to the Chamber. A member who withdraws after the annual dues have been paid shall not be entitled to a refund of any portion of their dues.

#### **ARTICLE IV - DUES AND ASSESSMENTS**

- 4.1 Annual dues payable by Members of the Chamber shall be determined by the Directorate. Members will be given a thirty (30) day notice of any change in fee structure.
- 4.2 Annual dues payable by each member shall be due and payable the first day of January in that year for which they are applicable.
- 4.3 Dues shall be non-refundable at all times and not be subject to pro-rating in cases of late payment.
- 4.4 Membership dues for new memberships shall be pro-rated from the first day of the month in which they are paid to December 31 of that year for which they are applicable.

#### **ARTICLE V - EXECUTIVE OFFICERS AND DIRECTORATE**

- 5.1 The Board of Directors shall act honestly, in good faith and in the best interests of the Chamber. The Board shall exercise care, diligence and the skill of a reasonably prudent person in exercising their duties and performing their functions as Executive Officers and Directors of the Chamber. Nothing in contract, contained in these by-laws or by the circumstances of their appointment, shall relieve Executive Officers and Directors from their fiduciary responsibilities to the Chamber.
- 5.2 The Board of Directors shall be composed of a President, a First Vice-President, a Second Vice-President, a Treasurer, the Past President, and seven (7) Directors.
- 5.3 **Duties of Executive Officers**
- 5.3.a **President:** The President shall preside at all regular meeting of the Chamber, and shall be chief executive officer of the Chamber. The President shall, in the general sense, supervise the welfare of the Chamber. The President shall be an ex-officio member of all committees and shall

with one other Officer or their delegate sign all documents requiring signature on behalf of the Chamber.

- 5.3.b **First Vice-President:** The First Vice-President, in the absence of the President, shall shall fulfil all the functions carried out by the President. The First-Vice President shall be an ex-officio member of all committees. The First-Vice president shall supervise with the Second-Vice President the internal operation of the Chamber.
- 5.3.c **The Second-Vice President:** The Second-Vice President shall be an ex-officio member of all committees and assist the Chairperson with the administration of such committees. The Second-Vice-President shall be responsible for arranging meetings of the Executive, Board of Directors and General Membership. The Second-Vice-President shall oversee the Manager with respect to keeping an accurate record of the proceedings of such meetings and housing such records within the Chamber Office of Record.
- 5.3.d **The Treasurer:** The Treasurer shall report to the Chamber at all general meetings. The Treasurer shall be responsible for the preparation of the annual operating budget and ensure that the day to day operations of the Chamber are conducted within the approved budgetary framework. The Treasurer shall consult with the Directorate regarding ways and means to increase the operating revenues to match budgetary needs. The Treasurer shall oversee that Manager with respect to the receipt of all monies paid in and deposit of the same in such banking institutions as may be designated by the Officers of the Chamber.
- 5.3.e **The Past President:** the Past President shall act in an advisory capacity and assume such duties as required by the Directorate.
- 5.4 No member of the Executive shall hold the same office for more than two (2) consecutive terms unless approved by a majority vote of the Directorate.

### **Methods of Elections and Qualifications**

- 5.5 The President shall appoint a Nomination Committee chairperson at least 60 days prior to the Annual General Meeting, who will be responsible to secure nominations for those Executive and Director positions becoming vacant at the Annual General Meeting.
- 5.6 The Nominating Committee shall receive written nominations for each vacancy for which election is to be held. In the event that insufficient nominations have been received to fill all the vacancies, the Nominating Committee shall endeavor to secure one or more nominees to ensure that all of the vacancies are filled.

- 5.7 A call for nominations from the floor shall also be issued by the Nominating Committee Chair prior to the election of the Directorate at the Annual General Meeting.
- 5.8 The Directors shall be elected for a two (2) year term, one half (1/2) of the Directorate retiring each year.
- 5.9 Whenever it is necessary to elect more than one half (1/2) of the Directors, the nominees receiving the greatest number of votes shall be elected for a two (2) year term and the remainder for a one (1) year term.
- 5.10 No member shall be nominated to the Directorate prior to holding membership in the Chamber for a period of one year.
- 5.11 No member shall be nominated unless present at the time of election, unless express consent is given by way of written proxy, presented by a Chamber member.
- 5.12 No more than one (1) officer or employee of any member group may hold office simultaneously.
- 5.13 In the event of a vacancy in any office or Director seat the Board may appoint, by a majority vote, a member in good standing until the end of the current term of the person previously holding that position.
- 5.14 At the Annual General Meeting, a majority vote of those members present shall elect, from the nominees per Bylaws 5.6 and 5.7, Executive and Director positions currently vacant, who shall hold office until others are elected in their stead, or until they are removed from office, or vacate the same under provisions of the bylaws of the Chamber.
- 5.15 Members of the Directorate, before taking office, shall take and subscribe an oath in the following manner:

*“ I swear that I .....will faithfully and truly perform my duties as .....of the Powell River 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 adopted to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same. So swear I.”*

***Powers***

- 5.16 The Board of Directors shall have the general power of administration. It may make or authorize petitions or representation to the Federal, Provincial, and/or Municipal Governments, or others as it determines or as may be required by a vote of a majority of members present at any meeting.
- 5.16.a The Board may poll the members of the Chamber on any questions that it may determine. The results shall not be binding on the Board unless required by a vote of the majority of members present at any general meeting.
- 5.16.b Six (6) members or one half of the standing directorate lawfully met shall constitute a quorum and a majority of such a quorum may do all things which they deem necessary to realize the objectives of the Chamber.
- 5.16.c No paid employee of the Chamber shall be a member of the Directorate.
- 5.16.d No member of the Directorate shall receive remuneration for services rendered, but the Board may grant remuneration for expenses incurred while engaging in Chamber matters.
- 5.16.e No expenses will be reimbursed unless pre-authorized by the Directorate and accompanied by original receipts.
- 5.16.f The Directorate shall frame such by-laws, rules and regulations, as appear to best promote the welfare of the Chamber. Such by-laws shall be submitted for adoption at a general meeting of the Chamber.
- 5.16.g Any member of the Directorate may be suspended and the tenure of office of that Officer of Director terminated, if, in the opinion of the Board, that Officer or Director is grossly negligent in the performance of duties, provided, however, that any Officer or Director is at liberty to appeal the decision of the Board directly to the membership at large at the next general meeting of the Chamber.
- 5.16.h Any member of the Directorate absent from three (3) consecutive meetings, without giving written notice of extenuating circumstances, may, at the Directorate's discretion, be deemed to have resigned from the Board and shall be so advised.

**ARTICLE VI - *Committees***

- 6.1 The Directorate may, at any time, establish a Standing Committee or an ad hoc Committee to deal with any special objective.

- 6.1.a Committees shall report to the Directorate all policy matters and may not announce such matters until the approval of the Board has been received.
- 6.1.b Committees may not contract any debts so as to render the Chamber liable for payment unless under the approval of the Directorate.
- 6.1.c Subject to the terms of reference and approval of the Directorate each committee may adopt such rules and regulations as are considered necessary for the conducting of business referred to it.

## **ARTICLE VII - *Employees***

- 7.2 The Manager shall be an employee of the Chamber and shall be responsible to the elected members of the Directorate for the general control and management of the Chamber's business affairs.
  - 7.2.a The manager shall be responsible for the day-to-day operations of the Chamber office, as delegated by the Board.
  - 7.2.b The Chamber Manager shall supervise all other staff.
  - 7.2.c At the termination of employment the Manager shall deliver to the Chamber documents and other property of the Chamber.

## **ARTICLE VIII - *Meetings***

- 8.1 The Annual General Meeting shall be held no later than 60 days after the fiscal year end, for the purpose of:
  - 8.1.a The election of the vacant Officer positions and the number of Directors necessary to form the incoming Directorate for the next fiscal year, as defined in these by-laws.
  - 8.1.b The review of the yearend financial statements for the preceding fiscal year.
- 8.2 Regular general meetings of the Chamber shall be held at times and places designated by the Directorate, such meetings are to be held at least quarterly. Advance notice of at least one (1) week of such meetings shall be given.
- 8.3 Special general meetings of the Chamber may be held at any time when summoned by the the President or when requested by any three (3) members of the Directorate or any ten (10) members of the Chamber. Notice shall be given, naming the time and place of assembly at least one week in advance.

- 8.4 At any annual or general meeting twenty (20) members in good standing will constitute a quorum and, unless otherwise specially provided, a minority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meetings.
- 8.5 The Board shall meet not less than once in each calendar month. Notice of such meetings shall be conveyed either personally or electronically to all members of the Board at least seven (7) days prior to each meeting, or such lesser period 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 Board of Directors Meeting.
- 8.6 The Executive Officers shall meet from time to time as may be necessary to carry on the business of the Chamber. At least twenty-four (24) hours notice of such meetings shall be given to all members of the Executive.
- 8.7 The President or his delegate, who presided at the meeting for which the minutes were taken, shall review and sign such minutes prior to presentation for adoption.
- 8.8 Original copies of adopted minutes of the proceedings of General, Board and Annual meetings shall be housed at the Chamber Record of Office.

### **ARTICLE IX - *Voting Rights***

- 9.1 Every member in good standing represented at a general or annual meeting shall be entitled to one (1) vote. Voting rights of Corporate members shall be assigned to one individual.
- 9.2 Voting at General, Directorate, or Annual meetings shall generally be by a show of hands unless otherwise requested by the presiding officer or five (5) members.
- 9.3 The presiding Officer shall vote only in the case of a tie.
- 9.4 Motions or amendments shall be carried at any Board or General meeting by a majority vote unless otherwise provided in these by-laws or by any Act of Legislature or Parliament.
- 9.5 All contractual agreements entered into by the Chamber Directorate that propose a contractor other than a business or individual based within the District of Powell River, shall be approved by a majority vote of the Board of Directors.

- 9.6 In all significant contractual agreements entered into by the Chamber Directorate, a public tender process shall be undertaken.
- 9.7 These bylaws may be made, amended, or replaced by a majority vote of Members in good standing in attendance at any General Meeting, 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 seven (7) days before the meeting.
- 9.8 Parliamentary procedure shall be followed at all general or directors meetings in accordance with Roberts Rule's of Order (RONR,1990 edition)

### **ARTICLE X - *Affiliation***

- 10.1 The Chamber at the discretion of the Directorate, shall have the power to affiliate with organizations in which membership may be in the interests of the Chamber.

### **ARTICLE XI - *Fiscal Year***

- 11.1 The fiscal year shall commence the first (1) day of January and end the thirty-first (31) day of December in any given year.
- 11.2 Year end statements for the preceding fiscal year are to be presented at a general meeting within the first 60 days of the new fiscal year.
- 11.3 An annual operation budget shall be presented at first directors meeting of the fiscal year and shall be in effect from the date of presentation and approval by a majority vote of those directors present, to fiscal year end of that year.
- 11.4 Any extraordinary expenditures other than those expenditures itemized in the approved annual operating budget shall be approved by a two-thirds (2/3) majority of the Directorate.

### **ARTICLE XII - *Audit***

- 12.1 Auditors shall be appointed by the Directorate to audit the financial statements of the Chamber at least once during the fiscal year, unless waived in writing by the Directorate.
- 12.2 Financial Statements, approved by a majority vote of the Directorate, at regular monthly meetings, shall be filed for audit.
- 12.3 Upon request, all books of the Chamber shall be opened, at reasonable hours, to any member of the Chamber.

**ARTICLE XIII - *Repeal of Former By-laws***

13.1 With the adoption of these by-laws, all former by-laws are hereby repealed.