

## Constitution

1. The name of this organization shall be the Parksville and District Chamber of Commerce.
2. The object of the Parksville and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the District.

## ***Bylaws of the Parksville and District Chamber of Commerce***

### **PART 1 – INTERPRETATION**

- (1) In these bylaws, unless the context otherwise requires:

**“The Chamber”** means the Parksville and District Chamber of Commerce as a body;

**"Directors"** means the Directors of the Chamber for the time being;

**“Officers of the Board”** means the President, President Elect, Vice-President, Secretary/Treasurer, and Immediate Past President;

**“The District”** means that area within and for which this Chamber was established, as defined in the Certificate of Registration under the Board of Trade Act, R.S.C. 18;

**"Society Act"** means the Society Act of British Columbia from time to time in force and all amendments to it;

**"Registered address"** of a member means the member's address as recorded in the register of members.

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa, and words importing a person include a male person, a female person and a corporation.

### **PART 2 — MEMBERSHIP**

- (1) The members of the Chamber are those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members
- (a) Any reputable person directly or indirectly engaged or interested in trade or commerce or the economic and social welfare of The District shall be eligible for membership in The Chamber.
  - (b) A Person may apply to the Directors for membership in the Chamber and on acceptance by the Directors is a member.
  - (c) Every member must uphold the constitution and comply with these bylaws.
- (2) The annual dues payable by members shall be determined annually by The Executive, subject to ratification by a majority at a general meeting of The Chamber.

- (3) A person ceases to be a member of the Chamber
  - (a) by delivering his or her resignation in writing to the Secretary of his intention, and by discharging any lawful liability which he may have to The Chamber,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
- (4) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - (c) A member of The Chamber may be suspended for a specified period of time by a majority vote of The Directors for conduct unbecoming a member of The Chamber.
- (5) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Chamber, and the member is not in good standing so long as the debt remains unpaid.

### **PART 3 — MEETINGS OF MEMBERS**

- (1) General meetings of the Chamber must be held at the time and place, in accordance with the Society Act, that the Directors decide.
- (2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- (3) The Directors may, when they think fit, convene an extraordinary general meeting.
- (4) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (a) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (6) An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **PART 4 — PROCEEDINGS AT GENERAL MEETINGS**

- (1) Special business is:
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the Directors;
- (iv) the report of the auditor, if any;
- (v) the election of Directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

- (2) Business, other than the election of a President and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (a) A quorum is 20 members present or a greater number that the members may determine at a general meeting.
  - (b) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (6) Subject to bylaw 19, the President of the Chamber, the President Elect or, in the absence of both, one of the other Directors present, must preside as President of a general meeting.
- (7) If, at a general meeting
  - (a) there is no president, President Elect or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other Directors present are unwilling to act as the President, the members present must choose one of their number to be the President.
- (8) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(b) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

(1) A resolution proposed at a meeting need not be seconded, and the President of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the President does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

(1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Chamber.

All questions of parliamentary procedure shall be governed by Robert's "Rules of Order" except when these are inconsistent with the By-laws of the Chamber.

## **PART 5 — DIRECTORS AND OFFICERS**

1. 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 thirteen (13) Board members.

The Regional District of Nanaimo, the City of Parksville and the Parksville Downtown Business Association shall be entitled, but not obligated to appoint an ad hoc, non-voting representative to the Board.

The Board shall have the general power of administration. The Board may make or authorize petitions or representation to the Government or Parliament of Canada, the Government or Legislature of British Columbia, the Regional District of Nanaimo or the council of the City of Parksville as the Board may determine or as may be required by a vote of 75% of voting members present at any general meeting.

2. The Officers of the Board shall be the President, President Elect, Vice President, Past President and Treasurer. The Officers may perform such duties as delegated by the Board.
3. 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 offices. The Executive Director will be at all meetings of the Board of Directors and Officers as a non-voting attendee with the exception of any in-camera meeting called by the President.
4. The Chamber shall maintain a valid directors liability insurance policy of at least

\$1 million.

5. The committees of the Chamber shall be established by the Board of Directors. The President of each committee shall be approved by the Board. It shall be the duty of the President of each committee to take charge of all business referred to the committee by the Board, 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 member except in accordance with Article 5.7 within these bylaws.
6. The President and Executive Director shall be ex-officio members of every committee unless otherwise ordered by the Board of Directors.
7. The meetings of the Board and Committees shall be open to all voting members of the Chamber for observation unless otherwise ordered by the Board. Presentations to the Board require 3-days notice and will be at the discretion of the President. In-camera meetings will be open only to the Board of Directors and any others deemed necessary invited by the Board.
8. Public pronouncements in the name of the Chamber shall be made only by the President or Executive Director, or in their absence by the Vice President, or unless the Board had delegated this authority to some other person in some special case or circumstances.
9. Any elected Officer or Director seeking public office must take a leave of absence from the Board of Directors once they have publicly declared their candidacy for public office. This leave of absence would be for the duration of the political campaign.

## **PART 6 – TERMS OF OFFICE**

1. All directors shall be voting members in good standing of the Chamber. The Directors shall be elected for a two (2) year term, one half (1/2) of the directors retiring each year, subject to Article 5.5 of these bylaws.
2. Terms of office of incoming directors and officers shall commence at the first Board meeting following their election when they sign off on the Directors Code of Conduct, Directors Code of Ethics and the Roles & Responsibilities of Director documents.
3. The office of President or Vice President shall not be held for more than two (2) consecutive terms by the same person.
4. The voting members of the Chamber may remove any Director or Officer before the expiration of his or her term of office upon the vote of not less than seventy-five percent (75%) of the voting members of the Chamber present at a General Meeting. The Board of Directors may remove any Director before the expiration of his or her term of office upon the vote of 2/3 of all voting Directors.
5. 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 their term of office until the end of the period or until their successor takes office, whichever event

shall occur first. Directors who are in the position of Vice President at the end of their term may go on to serve as President and Past President as above.

6. Directors absent from three (3) consecutive meetings or four (4) meetings in one (1) twelve (12) month period, will be considered to have resigned their office. The Board of Directors may reinstate such a Director by a majority vote held by ballot.
7. No direct family relations shall serve on the Board at the same time. Direct family members are spouse, parents and grandparents, children and grand children, brothers and sisters, mother in law and father in law, brothers in law and sisters in law, daughters in law and sons in law. Adopted, half, and step members are also included in immediate family.

## **PART 7 – ELECTIONS AND APPOINTMENTS**

1. Prior to the end of the year the President shall appoint a Nominating Committee consisting of the President, Past President and Vice President and two (2) others from the voting members of the Chamber, who shall nominate voting members to at least the number of Directors to be elected. Simultaneously through a mailing, electronically or by post the President shall request a call for nominations from the voting members.
2. Any two (2) voting members in good standing may submit nominations for the position of Director. Such nominations, in writing and having the consent of the voting stakeholder nominated, must be delivered to the Nominating Committee not less than forty-five (45) days prior to the Annual General Meeting each year.
3. Every Director will be nineteen (19) or more years of age.
4. If an election is required, the Board of Directors shall appoint an Election Committee, consisting of three (3) members, who are not seeking election to the board, which shall be responsible for the proper conduct of elections and shall be in complete charge of such procedures during the election.
5. If an election is required notification shall be given to the membership twenty-one (21) days prior to the Annual General Meeting. Name, occupations, background of experience and offices held information on all persons nominated for the position of Director shall be circulated electronically to the voting members. The election shall be conducted electronically from twenty-one (21) days to ten (10) days prior to the Annual General Meeting. The electronic election shall be held in such a format as to ensure secrecy of the vote.
6. Whenever an election is required to elect more than one half (1/2) the total Board of Directors, the four (4) 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. The Board of Directors will determine the terms of nominees elected by acclamation.
7. A vacancy among the officers or the elected Directors shall be filled by the Board of Directors for the duration of the term of such vacancy, and such appointed Director shall be deemed to be an elected Director for purposes of these bylaws.

## **PART 8 – DUTIES**

1. 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:
2. The President shall preside at all Meetings of the Chamber and meetings of the Board of Directors 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.
3. It shall be the duty of the President and Executive Director to present a written report of the activities of the year at the Annual General Meeting.
4. Any two of the President, Vice President, Treasurer or Executive Director shall sign all contractual agreements requiring signatures on behalf of the Chamber.
5. The Vice President shall act in the absence of the President, and in the absence of both of these officers, the Treasurer shall act. Directors in attendance will appoint the meeting President in absence of all three of these officers.
6. 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 financial statements audited by a qualified accountant to the Annual General Meeting and at any other time required by the Board. They shall make investments of the funds of the Chamber as the Board may direct and shall report on the finances of the Chamber at quarterly Board meetings. The President and Executive Director will act in the absence of the Treasurer.
7. Any Officer or Director has the duty to exercise the care, diligence and skill as related to their duties as a Director as outlined in the Code of Conduct and Ethics.
8. Any Officer or Director should ensure that the Chamber complies with all legal requirements and with the objectives of the Chamber.
9. Directors serve as volunteers and do not receive compensation. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Chamber.

## **PART 9 — SEAL**

The Directors may provide a common seal for the Chamber and may destroy a seal and substitute a new seal in its place.

The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## **PART 10 — FUNDS AND SIGNING AUTHORITY**

- (1) Funds for the operation of the Chamber may be obtained from annual dues, special voluntary assessments and contributions, and from other sources from which they may be legally accepted.
- (2) The funds and property of the Chamber shall be used for such purposes only as may be calculated to promote the object as stated in Article 2.
- (3) The fiscal year of the Chamber shall be for the twelve (12) months from January 1<sup>st</sup> to December 31<sup>st</sup>.
- (4) A financial report shall be submitted to a meeting of the Board quarterly.
- (5) A Financial Review of the Chamber's financial position shall be presented to the Board at a regular meeting within ninety (90) days of the close of the fiscal year and to the membership at the Annual General Meeting held in April of each year. A properly qualified accountant, recommended by the Board and approved at the Annual General Meeting, will complete the review.
- (6) Officers of the Board and such others as may be named by the Board shall furnish surety, at the request of the Board, in such amounts as considered adequate, the cost of such surety to be paid by the Chamber.
- (7) Signing authority for the Chamber shall be vested in the Officers of the Board and the Executive Director. These signing authorities shall be aware of, and always act in accordance with Chamber policies, and shall require Board approval for expenditures, beyond the amount specified in such policies
- (8) A debenture must not be issued without the authorization of a special resolution.
- (9) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## **PART 11 – INDEMNIFICATION**

- (1) Every Director, Officer, and committee Member and his other heirs, estate trustee or administrator, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding as the result of any act or failure to act, or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.
- (2)
- (3) In order to carry out the purposes of the Chamber the Directors may, on behalf of and in the name of the Chamber, raise or secure the payment or repayment of money in the

manner they decide, and, in particular but without limiting that power, by the issue of debentures.

## **PART 12 — NOTICES TO MEMBERS**

- (1) A notice may be given to a member, either personally or by mail, electronic or post to the member at the member's registered address or email address.
- (2) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle, or sent by way of email.
- (3) Notice of a general meeting must be given to
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
  - (c) no other person is entitled to receive a notice of a general meeting.

## **PART 13— BYLAWS**

- (1) On being admitted to membership, each member is entitled to, and the Chamber must give the member without charge, a copy of the constitution and bylaws of the Chamber.
- (2) These by-laws shall be effective upon being adopted by a majority in votes cast by members in good standing, either by referendum or at a regularly called meeting of the membership.
- (3) These by-laws may be altered, amended or rescinded by a majority in votes cast by members in good standing, either by referendum or at a regularly constituted meeting of the membership, provided always that 15 days' notice of proposed change or changes shall be given.

## **PART 14 – DISSOLUTION**

- (1) In the event of amalgamation with another Chamber(s), or Board of Trade (s), or other organization, the Chamber's assets shall be transferred to the successor organization.
- (2) In the event the Chamber is about to be dissolved, the Board shall distribute the assets as it sees fit after all outstanding liabilities are discharged.
- (3) In the event of Chamber dissolution any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.