



CONSTITUTION & BYLAWS

Revised February 25, 2021

Adopted at the AGM: February 25, 2021

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, otherwise known as Electoral Area C of the Columbia Shuswap Regional District.
- 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/Executive Director 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 10% increase in dues per annum. Increases in excess of 10% 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 Executive Director shall act as Secretary at all Chamber meetings in a non-voting capacity.
- 5.2 The individual serving as the Economic Development Officer for the South Shuswap region may be appointed a Director on the Board. This Director will serve in an advisory capacity and will not hold voting rights on the Board.
- 5.3 The individual serving as the Tourism Manager for the South Shuswap region may be appointed a Director on the Board. This Director will serve in an advisory capacity and will not hold voting rights on the Board.
- 5.4 The total number of voting Directors on the Board shall not be any less than ten (10) and not exceed fourteen (14) in number.
- 5.5 Any member who chooses to run, and to serve as a Director on the Board, must be a member in good standing and have been a member of the Chamber for at least sixty (60) days prior to the date of the Annual General Meeting;
- 5.6 In the event there are more candidates to serve as Directors as there are vacancies on the Board, Directors shall be elected by the membership at the Annual General Meeting by ballot or by show of hands.
- 5.7 The Directors shall be elected for a two (2) year term, or such additional number as may be determined from time to time by the members.
- 5.8 No Director shall hold their place on the Board for any more than three (3) consecutive terms (ie six (6) years in total);
- 5.9 After a minimum one (1) year period off of the Board, a former Director may rerun and if elected, serve on as a Director on the Board for no more than three (3) consecutive terms (ie six (6) years in total in succession);
- 5.10 The Executive shall be composed of a President, Vice-President and Treasurer who shall be elected by the Directors at the first regular Board Meeting following the Annual General Meeting.
- 5.11 No member of the Executive shall hold the same office for more than one (1) two-year term in succession.
- 5.12 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.

- 5.13 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.
- 5.14 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.
- 5.15 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.
- 5.16 Fifty percent (50%) of the number of active Directors on the Board, lawfully meeting, shall be a quorum and a majority of such may do all things within the powers of the Board.
- 5.17 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.
- 5.18 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.
- 5.19 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.
- 5.20 The Executive Director of the Chamber shall be an Ex-Officio member of the Board and shall serve as Secretary on the Executive. He/she have all of the privileges of a Director in attendance at Board or Committee meetings excluding that of voting. With the exception of the Executive Director, no member of the Board or the Executive shall receive remuneration for services rendered but the

Board may grant any of these said Officers reasonable expense monies if required or requested.

- 5.21 The President, Vice-President and Treasurer and Directors, before taking office, shall familiarize himself/herself with the Consent to Act as a Director, the Director's Code of Conduct and the Conflict of Interest Policies of the Chamber.

By signing these documents, a Director will attest that he or she will faithfully and truly perform his/her duty as a Director of the South Shuswap Chamber of Commerce and that he/she will, in all matters connected with the discharge of such duties, do all things as he/she truly conscientiously believes to be adapted to promote the objectives for which the said Chamber was constituted according to the true intent and meaning of same.

- 5.22 The regular board meetings of the Chamber shall be open to all members of the Chamber, who may attend, but may not take part in any of the proceedings unless otherwise called upon to do so.

- 5.23 From time to time, in-camera meetings of the Board may be held in which case the meeting itself will be confined to Board members only.

- 5.24 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.

- 5.25 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~~ ensure that a general report of the activities of the year is presented at the Annual General Meeting.

- 5.26 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.

- 5.27 The Treasurer shall present to the Board, a quarterly report on the income and expenditures of the Chamber and shall present to the membership at each Annual General Meeting, the Income Statement and Balance Sheet for the Chamber. He or she shall be one of the authorized signatories for the bank account held by the Chamber.

- 5.28 The Board may, from time to time, employ an Executive Director who will be responsible to the Board for the general management of business and affairs of the Chamber. The Executive Director 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 Secretary shall deliver to the Chamber, all books, papers and other property of the Chamber.
- 5.29 The Executive Director is a non-voting member on any or all committees, advisory groups, task forces and other committees of the Chamber.

Article 6 - Meetings

- 6.1 The Annual General Meeting of the chamber shall be held once every calendar year (12 month period) 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 and shall contain enough information to allow the member to make a reasoned decision.
- 6.4 The Board of Directors shall meet from time to time, at least six (6) 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 Executive Director acting in his or her capacity as 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 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 Notwithstanding the terms under Clause 7.2, every member in good standing represented at any general meeting shall be entitled to one vote provided that vote providing that the vote of an Association, Corporation, Partnership, or a deceased Member shall, in each such case, be assigned to the appropriate individuals representing such members. Each member shall be entitled to appoint representatives on the basis of the membership formula, but voting delegates will be limited to a maximum of four (4). Voting at Board or general meetings shall normally be by show of hands, or if requested by the President, by standing vote. A roll call shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.
- 7.2 Partnered members of the Chamber, namely those members who have a full membership at another Chamber of Commerce other than the South Shuswap Chamber of Commerce (hereinafter referred to as the "Home Chamber") and have a partnered membership with the South Shuswap Chamber of Commerce have relinquished, pursuant to the terms of their membership, any right to vote at a general meeting or run as a director or officer of the South Shuswap Chamber of Commerce as those rights to vote and run as a director or officer are the entitlements of the member through their "Home Chamber".
- 7.3 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 January in each year.

Article 11 - Borrowing

11.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, 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.

11.2 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Article 12 - Auditors or Accountants

11.1 The Chamber may appoint auditors or an accounting firm to do a Compilation Engagement or an Audit and if so appointed they shall review or audit the books and accounts of the Chamber at least once in each year in which they are so appointed. A financial statement shall be reviewed or audited and presented by the Treasurer at each Annual General Meeting and at any other time required by the Board.

Article 13 - 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: February 25, 2021

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Chamber President: Lynn Ewart