

**THE QUALICUM BEACH
CHAMBER OF COMMERCE**



CONSTITUTION

and

BYLAWS

Approved by the
Membership at the
Annual General Meeting
17 November 2010
& By Industry Canada
01 December 2010

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TABLE OF CONTENTS

	Page
Table of Contents	1
Article 1 – Name and Objectives	2
Article 2 – Interpretation	2
Article 3 – Membership	3
Article 4 – Dues and Assessments	4
Article 5 – Officers and Board of Directors	5
Article 6 – Terms of Office	6
Article 7 – Elections and Appointments	6
Article 8 – Duties	7
Article 9 – Meetings	9
Article 10 – Finances	11
Article 11 – Voting Rights	12
Article 12 – Affiliation	12
Article 13 – Oath of Office	12
Article 14 – Amendments	12
Article 15 – Dissolution	13
Article 16 – Repeal of Former Bylaws	13

THE QUALICUM BEACH CHAMBER OF COMMERCE CONSTITUTION AND BYLAWS

ARTICLE 1 – NAME AND OBJECTIVES

- 1.01 The name of this organization is the Qualicum Beach Chamber of Commerce.
- 1.02 Mission Statement: The Qualicum Beach Chamber of Commerce is dedicated to fostering a positive business environment by providing its members with leadership, advocacy and services of value.
- 1.03 Vision: To be the leading organization that drives economic sustainability in our community.
- 1.04 The chamber will support and encourage the interests of business in municipal, regional, provincial and national matters and will act on behalf of its membership in all such matters. The chamber may act as a visitor information bureau and business information centre for the Town of Qualicum Beach.
- 1.05 To advance the business interests of the Chamber's members
- 1.06 The usual place of meeting shall be in the Town of Qualicum Beach or such other place as the Board shall decide from time to time.
- 1.07 The Qualicum Beach Chamber of Commerce shall be non-partisan and non-sectarian and shall not lend its support to any candidate seeking public office, although it may endorse particular municipal, regional, provincial or federal policies or projects.

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 "The Chamber" means the Qualicum Beach Chamber of Commerce as a body.
- 2.03 "The Board" means the Board of Directors of the Qualicum Beach Chamber of Commerce.
"Director" or Directors means a Director of, or the Board of Directors of the Chamber.
"Member" means member of the Chamber.
"Nominee" means a person or persons appointed by a member firm as its representative(s) in accordance with rules as established by the board.
"Officer" or "Officers" means an Officer of or the Officers of the Chamber.
"Person" includes a natural person, a body corporate, a partnership, a society or an unincorporated association.
For the purposes of these bylaws a "business" can be defined as either a "for profit" or as a "not for profit" business and can further be either publicly or privately owned entities or any combination thereof as the Board may so determine and approve.
Words importing the singular include the plural or vice versa; and words importing a male person include a female person and a corporation.

- 2.04 "The District" means 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., c.18.

ARTICLE 3 – MEMBERSHIP

- 3.01 All persons, corporations or organizations which support the objects of the Chamber and be directly or indirectly engaged or interested in trade or commerce or the economic and social well-being of the District shall be eligible for membership in the Chamber.
- 3.02 Applications for membership shall be in writing and shall provide such information as the Directors may require. Every application shall be accompanied by payment of the initial and annual membership fees as may be applicable to the applicant.
- 3.03 Application for, or transfer of, membership in the Chamber shall be accepted upon receipt by the Board of Directors.
- 3.04 The Board at its sole discretion shall determine the suitability of an Applicant for Membership in the Chamber. Reasons for declining an Applicant's Membership Application shall include, but not be limited to the Applicants:
- a) credit worthiness,
 - b) association with the Chamber may be perceived as diminishing or harming the reputation of the Chamber,
 - c) pending or past criminal convictions,
 - d) unethical business practices,
 - e) not supporting the Objectives of the Chamber.
- 3.05 There shall be the following classes of membership in the Chamber:

Member - A member will pay such fees and dues as the Directors may from time to time determine. A member will have the right to vote on any issue coming before a meeting of the members or in any survey conducted by the Chamber. A member will be entitled to all information distributed by the Chamber, to participate in all advertising and information programs of the Chamber and participate in all affinity programs offered by the Chamber.

Associate/Racking Member - An associate member will pay such fees and dues ,and will be entitled to such privileges as the Directors may from time to time determine, but such fees and dues will be less than that payable by a member. An associate member will not be entitled to vote. An associate member is not eligible for nomination or election to the Board of directors. An associate member may not be a business operating in Qualicum Beach and must be a full member of another Chamber of Commerce in a community where they are based.

Honourary Life Member - Honourary Life Membership may be conferred upon those of the membership who have given long and outstanding service to the Chamber. Honourary Life Membership shall have the same privileges as full membership but shall be exempt from payment of dues. Honourary Life Membership requires a two-thirds majority vote of the Board for confirmation.

- 3.06 Membership in the Chamber shall be terminated and the rights and privileges of membership cancelled and forfeited in the following events:

A member may be expelled from membership by a vote of seventy-five per cent (75%) of the Directors present at a meeting of the Directors where five (5) days notice specifying the purpose of the meeting has been given to the Directors and at which meeting not less than seventy-five percent (75%) in number of the Directors shall be present;

A member or associate member who is delinquent in paying the annual membership fee for two (2) months or failure to pay other financial obligations to the Chamber is grounds for being expelled.

The Board is of the opinion that the conduct of the member is improper, unbecoming or likely to endanger the welfare, interest or reputation of the Chamber.

The member willfully commits a breach of these Bylaws.

A member or associate member may withdraw from membership in the Chamber by giving ten (10) days notice in writing. A member who withdraws after the annual fee has been paid shall not be entitled to a refund. Membership may be transferred with change of ownership of a business.

The death of a member or cessation of operations of a corporation or organization, or relocation of a member may cancel any above obligation respecting payment of membership fees.

ARTICLE 4 – DUES AND ASSESSMENTS

- 4.01 There shall be an annual membership fee payable by each member and associate member. The Directors 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 and/or associate 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 general meeting shall state the nature of the proposed assessment and be delivered to the members thirty (30) days prior to the meeting.

ARTICLE 5 – OFFICERS AND BOARD OF DIRECTORS

- 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 eleven (11) Directors, ten (10) of whom are to be elected and the immediate Past Chair. (see amendment Page 12)

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 Town of Qualicum Beach, as the Board may determine or as may be required by a vote of a majority of members present at any general meeting.

The Board may invite representation to the Board to provide information, comment or discussion on behalf of their respective interests from the Town of Qualicum Beach and the Oceanside Tourism Association or any other organization the Board deems appropriate.

- 5.02 The Officers of the Board shall be the Chair, First Vice Chair, Second Vice Chair, Past Chair and Treasurer. The Officers may perform such duties as delegated by the Board.
- 5.03 The administration and management of the Chamber shall be in charge of a salaried President & CEO appointed by the Board of Directors. The President & CEO shall have supervision and authority over the administration and personnel of the Chamber's offices. The President & CEO 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 Chair.
- 5.04 The Chief Executive Officer (CEO) of the Chamber shall serve as Secretary and be an ex officio Director without a vote.
- 5.05 The committees of the Chamber shall be established by the Board of Directors. The chair of each committee shall be approved by the Board. It shall be the duty of the chair 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 5.07 within these bylaws.
- 5.06 The Chair and President & CEO shall be ex-officio members of every committee unless otherwise ordered by the Board of Directors.
- 5.07 The meetings of the Board and Committees shall be open to all members of the Chamber unless otherwise ordered by the Board. In-camera meetings will be open only to the Board of Directors and any others deemed necessarily invited by the Board.
- 5.08 Public pronouncements in the name of the Chamber shall be made only by the Chair or President & CEO, or in their absence by the First Vice Chair , or unless the Board had delegated this authority to some other person in some special case or circumstances.

- 5.09 Any 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.
- 5.10 Any member of the staff must resign from the Chamber if seeking public office once they have declared their candidacy for public office.

ARTICLE 6 – TERMS OF OFFICE

- 6.01 All directors shall be 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 6.05 of these bylaws.
- 6.02 Terms of office of incoming directors and officers shall commence at the first Board meeting following their election when they will take and subscribe to an oath of office as hereinafter prescribed and shall continue until the end of the period for which they are elected or until their successors take office, whichever shall occur first
- 6.03 The office of Chair or First Vice Chair shall not be held for more than two (2) consecutive years by the same person.
- 6.04 The 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 members of the Chamber present at a General Meeting.
- 6.05 Directors may serve a maximum of three (3) consecutive two (2) year terms with the exception of the immediate Past Chair 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 First Vice Chair at the end of their term may go on to serve as Chair and Past Chair as above.
- 6.06 Directors absent from three (3) consecutive meetings or four (4) meetings in one (1) year, will be considered to have resigned their office. The Board of Directors may reinstate such a member by a majority vote held by ballot.

ARTICLE 7 – ELECTIONS AND APPOINTMENTS

- 7.01 The Annual Election of Directors shall be held in November of each year at the Annual General Meeting of the Chamber.
- 7.02 In September of each year the Chair shall appoint a Nominating Committee consisting of the Chair, Past Chair and First Vice Chair, Chair Elect and two (2) others from the membership of the Chamber, who shall nominate members to at least the number of Directors to be elected. Simultaneously through a mailing, electronically or by post the Chair shall request a call for nominations from the membership.
- 7.03 Any three (3) members in good standing may submit nominations for the position of Director. Such nominations, in writing and having the consent of the member nominated, must be delivered to the Nominating Committee by October 1st of each year.

- 7.04 Every Director will be nineteen (19) or more years of age and will be a resident, property owner or business operator in the District.
- 7.05 The Board of Directors shall appoint an Election Committee, consisting of three (3) members not seeking election to the Board of Directors, which shall be responsible for the proper conduct of elections and shall be in complete charge of such procedures during the election.
- 7.06 If an election is required there shall be mailed, electronically or by post no later than October 15th to all members in good standing a ballot containing the names of all persons nominated for the position of Director, with an attachment giving occupations and background of Chamber of Commerce experience and offices held, the ballot to be in such form as to ensure secrecy. All ballots shall be returned to the Nominations Chair, electronically, by post or hand delivered to the Chamber office no less than ten (10) days prior to the Annual General Meeting.
- 7.07 Whenever an election is required to elect more than one half (1/2) the total Board of Directors, the four five (4) (5) 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.
- 7.08 The Nominating Committee shall also nominate no later than November 25th from the incoming Board of Directors after the annual election of the Directors the First Vice Chair, Chair, Second Vice Chair and Treasurer to serve for the ensuing year.
- 7.09 There shall be a meeting of the incoming Board of Directors after the annual election of the Directors to confirm the Chair, First Vice Chair, Second Vice Chair and Treasurer.
- 7.10 A vacancy among the officers or the elected Directors shall be filled by the Board of Directors for the duration of the unexpired term of such vacancy, and such appointed Director shall be deemed to be an elected Director for purposes of these bylaws.

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 Chair shall preside at all General 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.
- 8.03 It shall be the duty of the Chair and President & CEO to present a general report of the activities of the year at the Annual Meeting.
- 8.04 Any two of the Chair, First Vice Chair, Treasurer or President & CEO shall sign all contractual agreements requiring signatures on behalf of the Chamber.
- 8.05 The First Vice Chair shall act in the absence of the Chair, and in the absence of both of these officers, the Second Vice Chair or Treasurer shall act.

- 8.06 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 either audited or read 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 Chair and President & CEO will act in the absence of the Treasurer.
- 8.07 Any Officer or Director has the duty to exercise the care, diligence and skill as related to their duties as a Director.
- 8.08 Any Officer or Director should ensure that the Chamber complies with all legal requirements and with the objectives of the Chamber.
- 8.09 The Chamber will reimburse any Director or Officer for any liability that they incur as a consequence of serving as a Director or Officer.
- 8.10 No Officer or Director is precluded from seeking contractual work for the organization by their position as a Director, but must exclude themselves from discussion and voting on such contracts at the time of the vote.
- 8.11 Without limiting the generality of the following, the Board shall make and approve Rules, Regulations and Policies consistent with these Bylaws pertaining to:
- Mission, Vision and Values of the Chamber.
 - Governance of the Chamber.
 - Procedures for Election of Directors.
 - Terms of Reference for Committees.
 - Human Resources Policies.
 - Position Descriptions for the Officers and the President & CEO.
 - Signing Officers of the Chamber.
 - Conflict of Interest.
 - Such other matters deemed necessary for the proper conduct of the Chamber's business and operation.

ARTICLE 9 – MEETINGS

GENERAL MEETINGS

- 9.01.1 The Annual General Meeting of the Chamber shall be held within sixty (60) days of the financial year end of the Chamber.
- 9.01.2 The Chamber shall hold a least four (4) General Meetings a year, including the Annual Meeting. Time and place shall be decided by the Board of Directors within the requirements of article 9.01.1.
- 9.01.3 Upon written request of 5 percent (5%) of the membership in good standing, the Officers shall call a General Meeting within twenty-one (21) days.
- 9.01.4 Notice of General Meetings shall be in writing and shall be mailed either electronically or by post to members by the President & CEO at least six (6) days before each meeting.
- 9.01.5 A quorum at a General meeting shall be constituted by ten percent (10%) of the members in good standing.

9.02 DIRECTORS MEETINGS

- 9.02.1 The Board of Directors shall meet at least eight (8) times a year. Time and place shall be decided by the Officers of the Board.
- 9.02.2 Notice of Directors meetings shall be in writing and shall be mailed either electronically or by post to the Directors at least six (6) days before each meeting or in special or emergency situations may be given to each Director personally, giving at least forty-eight (48) hours notice as may be reasonable under the circumstances. Accidental omission to give notice to all Directors or the nonreceipt of notice by any Director shall not invalidate the proceedings of any Directors meeting. A quorum as defined in article 9.02.3 is always required.
- 9.02.3 A quorum at a Directors meeting shall be fifty percent (50%) of the voting members of the Board of Directors.
- 9.02.4 At the written request of thirty-three percent (33%) of the Directors in good standing the Chair of the Board shall call a Directors meeting within twenty-one (21) days.

9.03 COMMITTEE & TASK FORCE MEETINGS

- 9.03.1 The Committees and Task Forces of the Chamber shall be established by the Board of Directors. The Chair of each Committee or Task Force shall be approved by the Board. 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 amongst its archives. No Committee or Task Force report, result or information shall be released by any Committee or Task Force or Chamber Member except in accordance with Article 5, paragraph 5.07 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 of Directors.

9.03.3 No Committee 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 sum shall have been approved by the Board of Directors.

9.03.4 The Board may suspend or terminate the Chair of any Committee or Task Force from office.

9.04 PROCEDURES

9.04.1 The proceedings of all meetings shall be governed by Robert's 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 Signing authority for the Chamber shall be vested in any two of the Chair, Treasurer and President & CEO and one other officer as approved by the Board.
- 10.03 The Board of Directors, 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 contract 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 members present at a General Meeting of the Chamber; provided however, that notice of intention to so acquire, sell, purchase, lease, or mortgage shall have been given to the membership in a notice calling the special meeting.
- 10.04 The Officers of the Board shall have the authority to authorize expenditures up to the amount of \$2,500.00 for an unbudgeted item without the approval of the Board of Directors and must report the transaction to the Board of Directors at their next meeting.
- 10.05 The funds and the property of the Chamber shall be used and applied for such purpose only as is calculated to promote the objects for which the Chamber was constituted. No Director shall be remunerated for being or acting as a Director or elected Officer, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Chamber.
- 10.06 An audit or reading of the accounts of the Chamber will be made annually by a qualified accountant, duly appointed by the Board of Directors. The audit or casual audit shall be approved by an Audit Committee consisting of three (3) members in good standing and presented to the membership according to Article 10, paragraph 10.08 of these bylaws.
- 10.07 The fiscal year of the Chamber shall be from January 1st to December 31st.
- 10.08 At a General Meeting of the membership, not exceeding 90 days following the end of the fiscal year, there shall be submitted the audited/read statements of the Chamber's finances for the year previous for acceptance by the membership.
- 10.09 The Treasurer shall form a budget committee in September consisting of the Chair, First Vice Chair, Treasurer and President & CEO to present a budget for approval of the Directors before the beginning of the new fiscal year. The budget is to cover the forthcoming fiscal year, and when approved, the President & CEO shall be empowered to carry out the provisions contained therein.

ARTICLE 11 – VOTING RIGHTS

- 11.01 Subject to Article 3, paragraph 3.04 every member in good standing at any General Meeting shall be entitled to one vote.
- 11.02 No proxy votes shall be permitted at any General Meeting, Board of Directors' meeting or Committee meeting of the Chamber.
- 11.03 Voting at Board or General Meetings shall normally be by a show of hands or, if requested by the Chair of the meeting, by a standing vote or as in the case of Article 6, paragraph 6.06, by ballot. A roll call vote at a Board meeting shall be taken if requested by twenty-five percent (25%) of the directors present provided such request receives approval of sixty-six percent (66%) of the members assembled.
- 11.04 The presiding Officer shall vote only when his or her vote will affect the result.
- 11.05 Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided by 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 the 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 – OATH OF OFFICE

- 13.01 The oath of office shall be in the following form and shall be taken and subscribed before the Mayor, Acting Mayor of the Town of Qualicum Beach, MLA, MP or any Justice of the Peace.

"I (name) swear (or affirm) that I will faithfully and truly perform my duty as (name of office) of the Qualicum Beach 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 objects for which the Qualicum Beach Chamber of Commerce was constituted, according to the true intent and meaning of the same. I so swear (or affirm)."

ARTICLE 14 – AMENDMENTS

- 14.01 This Constitution and 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 given to the membership at least ten (10) days before the meeting.

ARTICLE 15 – DISSOLUTION

- 15.01 On its being made clear that the Chamber has become incapable of exercising or has ceased to exercise its franchises, the Board shall propose a motion at a general meeting of the Chamber to apply to the Governor In Council of Canada to dissolve the Chamber as a corporation as stipulated in the Boards of Trade Act. All assets of the Chamber will be sold to honour any financial obligations and any excess funds will be distributed to community organizations as recommended by the Board.

ARTICLE 16 – REPEAL OF FORMER BYLAWS

- 16.01 With the application of these bylaws, all former bylaws are hereby repealed.