

## SOUTH OKANAGAN CHAMBER OF COMMERCE

### CONSTITUTION

1. The name of the organization shall be the South Okanagan Chamber of Commerce.
2. The purpose of The South Okanagan Chamber of Commerce is to promote and improve trade and commerce and the economic, civic and social welfare of the Communities of Okanagan Falls, Oliver, and Osoyoos, including the towns and the surrounding areas, and the Community At Large.
3. The usual place of meeting shall rotate among the Communities on an annually published schedule.
4. The South Okanagan Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### BY-LAWS

#### PART 1 – INTERPRETATION

1. Wherever the words “the Chamber” occur in these By-laws, they shall be understood to mean “The South Okanagan Chamber of Commerce” as a body.
2. The Council of the South Okanagan Chamber of Commerce is the Officers and Directors of The South Okanagan Chamber of Commerce and shall be referred to hereinafter as “the Board”.
3. Where the word “District” occurs in these By-laws, it shall mean 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, s 1).

#### PART 2 – MEMBERSHIP

4. Any reputable person, directly or indirectly engaged or interested in trade, commerce, or the economic, civic and social welfare of the District shall be eligible for membership in the Chamber.
5. Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in trade, commerce or the economic, civic and social welfare of the District may become members of the Chamber but the voting power of such memberships shall, in each case, be assigned to an individual. Each member, either corporate or individual, shall only have one vote.

6. Any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the By-laws of the Chamber, and pay their annual dues. Proposals for membership in the Chamber shall be made to the Executive Board for recommendation of action to a general meeting.

7. Ratification of the Board's recommendation shall be by a simple majority of the members of the Chamber present. If at a general meeting the candidate is accepted for membership in the Chamber, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.

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 of members by action of the Board.

9. Any member of the Chamber, who intends to retire there from or to resign his/her membership, may do so, at any time, upon giving to the secretary ten days' notice in writing, such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notices.

10. The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his/her admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

11. Persons who have distinguished themselves by some meritorious or public service may be elected as Honourary Members by a majority vote of the Board. Such recognition may be for such term as the Board may decide. Honourary Membership shall include all privileges of active membership except that of holding office, and Honourary Members shall be exempt from the payment of annual dues.

12. Any member of the Chamber may be expelled by a two-thirds vote of the Board.

13. The Board may expel a member only under the following circumstances:  
a) where the Board believes after reasonable investigation that the member has contravened these bylaws; or  
b) where such termination is necessary to preserve the reputation and integrity of the Chamber, its Board or its employees.

A member so expelled may appeal to the next general meeting at which time the recommendation of the Board will be ratified or overruled by a majority decision of the members then present. This decision shall be final.

### PART 3 – DUES AND ASSESSMENTS

14. The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to the approval of the members at the Annual General Meeting whenever a change in the current amount is involved.

15. 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 general meeting shall state the nature of the proposed assessment.

### PART 4 – OFFICERS AND BOARD

16. The Board of Directors of the South Okanagan Chamber of Commerce comprises nine Directors, three Directors from each Community, nominated and elected by the members in that Community. Once elected, the Directors then represent the entire membership in their actions and decisions. For the purposes of electing community directors, the membership is allocated to a Community based on the physical address of the member. Members from outside the area can choose which community they wish to be allocated to. Directors shall be elected each year at the Annual General Meeting by ballot. At the first meeting of the Board after the AGM, the directors shall elect the officers; that is: a President, Vice President, Secretary and Treasurer, from among themselves. These officers shall remain in office for one year, or until their successors are appointed, but no such officer, with the exception of Treasurer, shall hold the same office for more than three years in succession. The retiring president shall be, ex-officio, a member of the Board. The Board will strive to rotate the position of President to each community.

17. Nominations for the offices of President, Vice-President, Secretary-Treasurer, District Directors and Directors shall be made by two members of the Chamber in good standing and must be delivered in writing to the Secretary's office not later than five working days prior to the Annual General Meeting. The nominee must consent to the nomination.

18. Where a member of the Board is absent from three consecutive meetings of the Board, or any vacancy on the Board occurs, the Board may appoint a member of the Chamber to be a member of the Board until Elections at the Annual General Meeting.

19. Any 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, he/she is 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.

20. 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 others, as it may determine or as may be required by vote of a majority of members present at any general meeting.
21. The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any By-law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.
22. A majority of the members of the Board currently in office, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board. A Board member who is unable to be present at the meeting place may attend and vote by teleconference call.
23. The Board shall frame such By-laws, rules and regulations as appear to be 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.
24. 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 Board of Trade Act. All assets of the Chamber will be sold to pay out any financial obligations, and any excess funds will be distributed to community organizations as recommended by the Board.
25. The Board, or at his/her request, the President, may appoint committees or designate members of the Board, the Chamber or other, to examine, consider and report upon any matter or take such action as the Board may request.
26. The Board may suspend any chairman from office or have his/her office terminated for cause. Any committee may be terminated by the Board
27. No paid employee, except the Manager, of the Chamber shall be a member of the Board or Executive Committee. Officers, other than the Manager, of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.]]
28. The President, Vice-President, Secretary and Treasurer, and Directors before taking office shall take and subscribe before the Mayor or before any Justice of the Peace, an oath in the following form:

“I \_\_\_\_\_, swear that I will faithfully and truly perform my duty as a Director of the South Okanagan 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 help me God.”

29. 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.

30. a) The President shall preside at all general meetings of the Chamber and at all meetings of the Board. The President may at his/her option direct the Vice-Presidents to chair the meetings of the Chamber and/or the Board. The Chairman shall regulate the order of business at such meeting, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. He/she 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. The President shall, with the Secretary sign all papers and documents requiring signatures on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.

b) The Vice-President, in the absence of the President or in the event of the refusal of the President to act, shall be vested with all the powers, and shall perform all duties of the President. He/she shall also be responsible for those duties assigned to him/her.

c) 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 selected by the Council. Out of such funds he/she shall pay amounts approved by the Council and shall keep a regular account of the income and expenditures of the Chamber and shall submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Council. He/she shall make such investment of the funds of the Chamber as the Council may direct. He shall, with the President, sign all notes, drafts and cheques.

d) The Secretary shall be responsible to the Council for the general control and management of the Chamber's business affairs. He/she shall be responsible for conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with President, sign and when necessary, seal with the seal of the Chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Council. 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.

e) The Chamber shall require the signature of two members of the Board Executive and the Board shall pass a policy motion authorizing any two of the Executive to be the signing officers in that regard.

31. The Board shall employ a person to manage the Chamber. Subject to the Board, the Executive Director shall manage the affairs and personnel of the Chamber office. The Executive Director shall be an ex-officio Member of the Board and shall have all the privileges of a Director, excluding the right to vote and make motions. Refer to appendix.

#### Part 7 - MEETINGS

32. The Annual General Meeting of the Chamber shall be held in the month of January in each year at the time and place determined by the Board. At least two weeks' notice of the Annual Meeting shall be given.

33. Regular general meetings of the Chamber shall be held at a time and place designated by the Board.

34. Special general meetings of the Chamber may be held at a 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.

35. The Board shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber.

36. Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the Secretary and mailed, faxed or emailed to the last known address of each member shall constitute sufficient notice.

37. At any Annual or general meeting 15 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.

38. Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the Secretary.

39. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

40. All books of the Chamber shall be open at all reasonable hours to any members of the Chamber, free of charge.

41. Every member in good standing represented at any General Meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each such case, be assigned to individuals.

42. Voting at the Board or General 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 members, provided such request received approval of two-thirds of the members assembled.

43. The presiding officer shall vote only in the case of a tie. Upon appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

44. Motions or amendments shall be carried at any Board, or general meeting, by a majority vote unless otherwise provided in these bylaws.

#### PART 8 – BY-LAWS

45. a) By-laws may be made, repealed 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 a minute of the Chamber.

Such By-laws shall be binding on all members of the Chamber, its Officers and all other persons lawfully under its control.

b) A copy of the By-laws of the South Okanagan Chamber of Commerce with amendments appended thereto shall be presented to every member upon being admitted to membership.

#### PART 9 – AFFILIATION

46. 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 and any other organization in which membership may be in the interest of the Chamber.

#### PART 10 – FISCAL YEAR

47. The fiscal year of the Chamber shall commence on the first day of January in each year. The Board will adopt a budget for the Chamber each fiscal year and the Budget will be available to the members as requested.

48. The Board of Directors will appoint external accountants to provide assurance that the financial statements are in accordance with the appropriate accounting standards. These statements, with the external accountant's evaluation, should be presented to the membership within 6 months from the yearend.

49. Parliamentary procedure shall be followed at all general and Board meetings, in accordance with "Rule of Bourinot"