

SALT SPRING CHAMBER OF COMMERCE BYLAWS

Approved and accepted by membership: June 18, 2014 (2014 AGM)



Signed: _____; _____
President Vice-President

Accepted by Industry Canada under Boards of Trade Act.

A copy of the *Boards of Trade Act* is available online at <http://laws-lois.justice.gc.ca/eng/acts/B-6/>

Note: all previous sets of constitution and bylaws are on file at the Chamber Office and open for inspection by any member during regular office hours, free of charge.

INDUSTRY CANADA REGISTRATION NUMBER: 898078076RC0001
Non-Profit Society NUMBER: 000906-7

Name

1. The name of the organization shall be the Salt Spring Island Chamber of Commerce.

Definitions

2. In these bylaws, unless the context otherwise requires:
 - (a) “Chamber” means the Salt Spring Island Chamber of Commerce;
 - (b) “Board” means the Salt Spring Island Chamber of Commerce Board of Directors;
 - (c) “AGM” means the Annual General Meeting of the Salt Spring Island Chamber of Commerce;
 - (d) “SSI” means Salt Spring Island, and wherever the word “SSI” or “Salt Spring Island” occurs in these bylaws, it shall mean that area, within and for which this Chamber was established, as defined in the *Certificate of Registration* filed with Industry Canada under the *Boards of Trade Act*.
 - (e) “Board member” or “Director” means a Chamber member serving on the Board of Directors;
 - (f) where the singular or masculine language is used, it shall include the plural and feminine.

Objectives

3. The objectives of the Chamber shall be to:
 - (a) promote and improve trade and commerce on SSI;
 - (b) encourage investment opportunities and economic development;
 - (c) serve as an advocate for business, growth and the well-being of trade and commerce on SSI;
 - (d) develop a true cross section of informed views and effectively present these to all levels of government;
 - (e) build a diverse and competitive economy that provides opportunity for all who invest, work and live on SSI; and
 - (f) create and nurture an effective membership organization that provides value and purpose to its members.
4. The Chamber shall be nonsectarian and shall not lend its support to any candidate for public office.

Membership

5. Any reputable person, association, business, corporation, society, partnership or foundation, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of SSI, is eligible for membership in the Chamber.

6. When an applicant to the Chamber is accepted and pays fees that applicant becomes a member.
7. The Board shall have the right to refuse acceptance, for just cause, any application for affiliation or membership of whatsoever kind, by a two-thirds majority vote of the Directors and provided that such refusal may be confirmed or overruled at the next general meeting, by a vote of more than 51% of the registered voting members.
8. Every member shall comply with these bylaws, and such rules and regulations as may from time to time be enacted by the Board or Chamber.
9. Membership shall continue from the time of admittance until the member has resigned in accordance with the provisions of these bylaws or a member has been removed from the roll of members by action of the Board or Manager.
10. Any member of the Chamber, who intends to retire or resign his/her membership may do so, at any time, upon giving the Executive Director ten days' notice in writing of 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 notice.
11. The Board or Executive Director may remove from the roll of members the name of any member who fails to pay his/her renewal of annual dues. Upon such action by the Board or Executive Director, all privileges of membership shall be forfeited.
12. 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 year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
13. Any member of the Chamber may be expelled by a two-thirds vote of the Board.

Dues and Assessments

14. The annual dues payable by members of the Chamber shall be determined annually by the Board. Other assessments and fees may be levied against members at any time, provided they are determined and approved by the Board.

Voting Rights

15. 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 a foundation member shall in each case be assigned to individuals.

16. Only a member in good standing, present at a meeting of members, is entitled to vote. A member in good standing who cannot be present at the meeting, but wishes to vote, may do so by proxy.
17. Voting by proxy shall be in writing whereby the proxy is identifiable and registered with the Chamber office and shall be limited so that any voting member in good standing cannot represent more than one other voting member in good standing on any one voting issue. A proxy card must be used at the meeting, and a call for proxy cards is separated from the regular show of hands vote.
18. Voting at general membership meetings shall normally be by a show of hands or, if requested by the presiding officer, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled. A recorded vote or vote by confidential ballot shall be taken at all Board meetings, upon the request of at least three (3) Directors. The vote result on any motion at a Board Meeting must be recorded in the Minutes.
19. If a time-sensitive matter requiring a vote arises between regularly scheduled Board meetings, a Board member may initiate a vote by sending an email containing a motion to all Board members. The motion must be seconded, and if seconded can then be voted on by Board members via email. A vote taken by email will be recorded in the minutes of the next Board meeting and be considered part of that meeting.
20. At general membership meetings and Board meetings, the presiding officer shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
21. Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these bylaws.

Meetings

22. The Annual General Meeting (AGM) of the Chamber shall be held in the month of June in each year, following the fiscal year-end for the Chamber (March 31), at a time and place determined by the Board. At least two weeks' written notice of the AGM will be given to the members .
23. Special general meetings of the Chamber may be held at any time when requested in writing by any three Directors or any ten members of the Chamber. Notice in writing must specify the purpose of the meeting, including a description of the matters that will be voted on at the meeting, be signed by those requesting the meeting, and delivered to the Executive Director. At least one day's notice of such meetings shall be given.

24. The Board shall meet monthly at a time and place of its choosing, as may be necessary to carry on the business of the Chamber. At least one week's notice of such meeting shall be given to the Board, and notice will be accompanied by a proposed Agenda.
25. Notice of all meetings, naming the time and place of assembly, and including a reminder of the right to vote by proxy, shall be provided by the Chamber office. Advertisement in the local paper, notice circulated to the members by email, or notice mailed to the last known address of each member by the Manager will constitute sufficient notification. The accidental omission to give notice of a meeting, or the non-receipt by any of the members entitled to receive such notice, does not invalidate proceedings at that meeting.
26. The usual place of meeting shall be in the town of Ganges on Salt Spring Island
27. A quorum for any annual or general meeting is 10% of the registered voting membership and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are directed to be done at such meeting.
28. No business shall be conducted at an AGM if at any time a quorum is not present. Should a quorum cease to be present, the business then in progress shall be suspended until a quorum has again been established, or until the meeting has been adjourned or terminated.
29. The President must call a new AGM within 30 days of the date of the suspended meeting.
30. Minutes of the proceedings of all general and Board meetings shall be entered in books of the Chamber to be kept for that purpose by the Executive Director.
31. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
32. All books, together with all incoming and outgoing correspondence of the Chamber, shall be open at all reasonable hours to any member of the Chamber, free of charge.
33. Meetings by telephone or other communication facilities as to permit all persons to participate in the meeting to hear each other are acceptable where all directors consent either generally or in respect of a particular meeting.
34. In the absence of any governing rule herein, all general meetings and Board meetings shall be conducted in accordance with latest edition of Robert's Rules of Order.

Board of Directors and Officers

35. The governance, management and administration of the affairs of the Chamber shall be vested in the Board of Directors.
36. The Board will consist of a president, two vice-presidents, a treasurer, a secretary, and up to ten (10) but not less than five (5) other members. The president, vice-presidents and treasurer will be elected by resolution of the Board at the first Board meeting after the AGM. The Executive Director shall serve as secretary and shall be ex-officio without vote.
37. The Board shall be elected from among the members each year at the AGM by ballot. Directors shall be elected for a term of two years and are eligible for re-election to one subsequent term. No Director shall serve for longer than four (4) years unless otherwise approved by the Chamber membership.
38. No officer or Director, with the exception of the treasurer, shall hold the same office for more than two years in succession. The retiring president shall be, ex officio without vote, a member of the Board for two years. The Board seats are to be numbered to ensure appropriate staggering.
39. Officers of the Chamber shall receive no remuneration for services rendered, except the Executive Director if acting as secretary, but the Board may grant any of these said officers reasonable expense monies.
40. A Director shall cease to hold office when:
 - (a) The Director ceases to be a member of the Chamber;
 - (b) The Director dies or becomes permanently incapacitated;
 - (c) The Director resigns from the Board;
 - (d) The Director fails to pay the annual dues within one month of the due date;
 - (e) The Director is absent from three consecutive Board meetings or misses four Board meetings in any fiscal year unless a leave of absence is approved by the Executive;
 - (f) The Director holds a salaried position in the Chamber;
 - (g) The Director, as an individual or partner, is concerned with, or participates in, any contract with the Chamber of Commerce;
 - (h) The Director willfully commits a breach of these Bylaws; or
 - (i) The Director breaches the Directors' Code of Conduct.
41. When a Director ceases to hold office, the Board may by majority vote, at any meeting thereof, appoint a Director to the Board for the duration of the unexpired term of such vacancy. Such appointed Director shall be deemed to be an elected Director for the purposes of these bylaws.

42. Any officer or Director may be suspended from his/her office or have his/her tenure of office terminated if, in the opinion of two-thirds of the voting members of the Board, he/she is grossly negligent in the performance of his/her duties, providing however, that any officer or Director 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 and require a membership vote.
43. The Board 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 vote of a majority of members present at any general meeting.
44. Any six (6) or more members of the Board plus the president or his designate, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the Board.
45. Every Director present at a meeting of the Board shall be entitled to one vote, excepting the President who will only be entitled to vote in the event of a tie-vote, so that the tie is broken.
46. The President will preside at all general and Board meetings. The President will regulate the order of business at such meetings and with the Manager, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It will be the duty of the President to present a general report of the Chamber activities of the year at the AGM.
47. The Board shall frame such bylaws, rules and regulations best adapted to promote the business interests of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
48. Meetings of the Board shall be open to all members in good standing of the Chamber. Members may, by previous written request, make a presentation to the Board. Members are entitled to attend the entire meeting, but may not take part in any of the proceedings.
49. 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 *Boards of Trade Act*.
50. No paid employee of the Chamber shall be a member of the Board.
51. No public pronouncement or correspondence in the name of the Chamber may be made without the authorized consent of the Board of Directors.

52. In accordance with the Boards of Trade Act (R.S.C. 1985, c.B-6), all Board members, following the AGM and before taking office, shall have reviewed the Board of Directors' Code of Conduct, the Bylaws, Mission and Vision statements and shall take and subscribe before a notary public or before any justice of the peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty to act in the best interests of the membership as a Director of the Salt Spring Island 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 said Chamber was constituted according to the true intent and meaning of the same."

53. The Board may suspend any president from office or have his/her office terminated for just cause.
54. One or the other vice-president shall act in the absence of the president and, in the absence of both these officers, the treasurer shall preside.
55. The Board will appoint at least three people to be signing officers for the fiscal year, one of which will be the president.
56. The role of the officers is:
- (a) The president shall chair all meetings and act in a leadership role for the Board.
 - (b) The vice-presidents, one of them, will chair all meetings that the president is not present at, and will act in a leadership role for the Board subservient only to the president.
 - (c) The secretary shall be responsible for ensuring minutes are taken and kept of all Board meetings, general correspondence, and have custody of the seal of the Chamber.
 - (d) The treasurer shall oversee the finances of the Chamber and make regular reports to the Board regarding the Chamber's income and expenditures.
57. The Board may employ an Executive Director to handle the day-to-day business activities of the Chamber, and such other duties as the Board deems suitable, with a mutually agreed contract approved by the Board whose appointment shall continue at the discretion of the Board until his or her resignation. The Executive Director may serve as secretary.

Committees

58. The Board will authorize the appointment of executive, standing or ad hoc committees as deemed necessary and choose the Chairperson for each

committee. The Board may also designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.

59. Members may indicate their availability and interest to join one or more committees by giving notice to the Executive Director. The Executive Director will keep the Board informed on a regular basis.
60. The President, by virtue of position, is automatically deemed to be a member, but not a Chairperson, of any and every committee of the Board.
61. Each Committee may recommend to the Board the creation of a task force with specific tasks to support initiative. The Board will prescribe the nature of work or study to be carried out by each Committee. Each Committee may make decisions and take actions necessary to carry out these aims and objectives, but any decision or action which may involve the expenditure of Chamber funds will be referred to the Board for vote.
62. No Committee has power to bind the Chamber or to issue any public statement, which may be construed as Chamber policy, unless authorized by Board vote.
63. Committee members shall receive no remuneration for services rendered, but the Board may grant any of these said committee members reasonable expense monies.
64. The Board may terminate any committee or suspend or terminate the presiding officer of any committee from office.

Bylaws

65. Bylaws may be made, repealed or amended by a majority of the members of the Chamber present at any general meeting. Notice of such proposal will be given in writing to the members at least one week in advance of a general meeting and two weeks in advance of the AGM.
66. Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.
67. Such bylaws must be first approved by the members and then shall come into force and be acted on only when they have been approved by Industry Canada.

Fiscal year

68. The fiscal year of the Chamber shall commence on the first day of April in each year.

Accredited Accountant

69. An accredited accountant shall be appointed by the members at the AGM, and shall audit the books and accounts of the Chamber at least once each year, unless the requirement for an audit is waived by the members at the AGM.
70. A financial statement, as at March 31, shall be presented by the Treasurer at the AGM and at any other time required by the Board.

Affiliation

71. The Chamber, at the discretion of the Board of Directors, shall have the power to affiliate with the Canadian Chamber of Commerce, the BC Chamber of Commerce, or any other organizations in which membership may be in the best interests of the Chamber