

**Greater Langley
Chamber of Commerce
Board Nomination Package
2017/18**



GREATER LANGLEY
CHAMBER OF COMMERCE



In accordance with the Constitution and Bylaws of the Greater Langley Chamber of Commerce, nominations are now open for the Greater Langley Chamber of Commerce Board of Directors.

- A. The completed nomination forms with your picture must be received by the Chamber office prior to 5:00 PM on Monday, June 5, 2017 to be considered by the Board Nomination Team.**
- B. Nomination Forms will be reviewed by the Board Nomination Team.**
- C. The Board Nomination Team will complete their review and make recommendations in accordance with Greater Langley Chamber of Commerce Bylaws.**
- D. If an election is needed, notice will be given to each voting delegate in the Greater Langley Chamber of Commerce membership. If the number of candidates equals the number of vacancies, an Election to the membership will not take place.**
- E. If an election is needed it will take place at the Greater Langley Chamber of Commerce Annual General Meeting on Tuesday, June 20, 2017.**

A Director of the Greater Langley Chamber of Commerce must be committed to leadership and is expected to perform specific duties within the business community. In order to provide you with insight regarding the responsibilities and commitments of an individual member of the Greater Langley Chamber of Commerce Director, we are providing you with information on the responsibilities of Directors in a not-for-profit organization included within this package.

WHAT IS EXPECTED OF DIRECTORS?

The bylaws mandate that any board director shall be a member in good standing, free of any conflict of interest and be willing and able to attend board meetings on a regular basis. In addition, it is highly desirable that candidates should be able to demonstrate a familiarity with the Chamber's operations and activities and a level of involvement that demonstrates an ongoing commitment to the Chamber of Commerce's goals and objectives.

Current involvement in a Greater Langley Chamber of Commerce committee or a task group is an excellent way for a candidate to gain experience and demonstrate commitment. In addition the Board recognizes that to be effective it should represent as broad a range of industry as possible. This is important for the Greater Langley Chamber of Commerce to be effective, forward thinking and have the ability to provide worthwhile input to municipal, provincial and federal regulators on a variety of issues.

Please give these matters your serious consideration while you are completing the enclosed **nomination form, the candidate's profile, 75-word biography and photo (colour - preferably in electronic format)**. When you have completed the nomination form, please mail, e-mail or deliver to the Greater Langley Chamber of Commerce office:

Attention: Colleen Clark
Greater Langley Chamber of Commerce
Suite 207 - 8047 199 Street, Langley BC V2Y 0E2
Phone: 604-371-3770
E-Mail: colleen@langleychamber.com



CRITERIA FOR A BOARD OF DIRECTOR IN A NOT-FOR-PROFIT ORGANIZATION

1. Follow the Chamber of Commerce Bylaws in all respects and diligently work to improve them as and when the opportunity occurs.
2. Review your board package before board meetings to discuss issues responsibly.
3. Attend Chamber of Commerce Monthly Dinner Meetings.
4. Attend and actively and positively participate in all board meetings held bi-monthly at the GLCC office on the Second Tuesday of the month, 5pm start.
5. Allow a minimum of 10 hours a month to involve yourself in Chamber of Commerce work, meetings, attendance, committee work or special projects or events.
6. Represent the member's views and interests at large, honestly and accurately, to advise and act in their interests.
7. Be aware of local, provincial and federal decisions that affect the business climate in Langley and be able to react to them in a fair and discreet manner.
8. Community Director's must also communicate and attend their area BIA or Business Association meetings and report back to the Board.
9. Play an active role in the fundraising process (where applicable).
10. Endorse the collective decision of the Board publicly.
11. Maintain Board business and client confidentiality.
12. Accept promotion of special projects only if you can contribute the appropriate time needed to make it a success.
13. Be involved in one Chamber of Commerce Committees or Teams.
14. Know and understand the roles and responsibilities of Board, committees and staff.

THE DUTIES OF A BOARD DIRECTOR

Duty

The Board of Directors has the sole responsibility for the Governance of an incorporated non-profit organization. In particular, the directors must comply with legal requirements such as properly maintaining the books, records, and minutes; enacting bylaws; ensuring the proper election of officers; and appointing an auditor.

Fiduciary Duty

A fiduciary is any person who maintains a position of trust. Common examples of fiduciaries are agents, lawyers, and doctors. The fiduciary duty of a director is an obligation to act honestly, in good faith and in the best interest of the organization, and to be loyal to the organization. This duty reduces the danger of a director exercising his or her authority in a self-serving manner.

Honesty

The first component of the fiduciary duty is honesty. This is an obligation placed on the director to disclose the entire truth to avoid fraudulent transactions in matters pertaining to his or her office. Examples of a director's breach of the duty of honesty would be misuse of the organization's funds, misappropriation of the organization's property, and improper loans to directors.

Good Faith

The director of an incorporated non-profit organization must pursue the best interests of the organization and good faith must be demonstrated in attaining this end. This means that a director may not pursue any "improper" purpose while acting on behalf of the corporation. The activities of a director are restricted by the objects of the corporation as set out in the bylaws. A prudent director will attempt to remain within the boundaries of his or her legitimate authority. A number of factors are relevant when determining whether a director is acting in the best interests of the corporation. First, something more than a mere assertion of good faith is required. Second, everyone involved in a specific transaction must believe that the transaction is being made in good faith. And, finally, the director's allegations of good faith must be reasonable under the circumstances.

Loyalty and Conflict of Interest

A director must give undivided loyalty to the organization, which means that he or she agrees to subordinate all personal interests to those of the organization. Although directors are generally well-meaning, they may, at times, have difficulty separating their duties from their personal business interests. If this happens, the incorporated non-profit organization and its beneficiaries may suffer.

Conflict of interest may arise in many circumstances. It could occur if a director contracts with the organization and uses his or her office to negotiate terms that are unfair to the

organization but personally advantageous. Or conflict could occur when a director acts on the Board of two or more non-profit corporations that contract with each other. The director owes a fiduciary duty to each corporation and must act in the best interests of each. It would be wise for a director to avoid this situation since conflicts may be inevitable.

If a director negotiates a contract between two non-profit corporations, it is possible that his or her performance will be influenced by conflicting loyalties. Since only one organization may benefit from the director's actions, the director should disclose all relevant facts to each organization in order to avoid any impropriety. Indeed, a director would be wise not to place himself or herself in this position.

This does not mean that a person cannot sit on more than one Board. However, such a position demands that the director act within the scope of authority and not favor any non-profit corporation to the detriment of another and not act in such a case.

Even when contracts do not exist, it is important to understand that the decisions of the board may affect the business or property of a director. Social and political gain may also violate the fiduciary duty. Direct or indirect benefits to relatives, friends, and associates may also be avoided.

Another example of conflict of interest is corporate opportunity, which happens when a director profits from his or her office. A director may not receive compensation for acting as such, but may receive compensation or reimbursement for services or goods provided to the organization. The bylaws of the organization may set out rules governing the provisions of such services.

Duty of Care

The second category of duty imposed on directors is a minimum standard of care in the performance of their activities on behalf of the non-profit organization. The standard test of care is what a "would take under the same circumstances. The director must act honestly, exercise some degree of skill and diligence, and ensure that he or she has the authority to act in compliance with the provision of the organization's constitutions and bylaws.

A professional as director faces a greater risk of liability than the other directors who lack specific expertise. A lawyer, for example, is required to provide competent legal advice to the Board. In other matters over which the director has no special expertise, however, the professional is not required to attain a higher level of performance.

A director who acts honestly and who has met the standards of conduct required by the fiduciary duty and standard of

care is not responsible for errors of judgement that occur while performing his or her duties.

Duty of Diligence

The duty of diligence means that a director must become acquainted with all aspects of the organization including the transaction of business (usually by attending Board meetings), organizational policies and the delegation of tasks. While an elected director is not legally bound to attend Board meetings, he or she does have the duty to stay informed of all events that transpire at meetings, which can be achieved, to a large extent, by reviewing the minutes and financial statements of the organization. When a director does attend a meeting, he or she must exercise the level of judgement and care that an "ordinary person" would take in the same circumstances.

It is prudent for a director to attend whatever Board meetings possible. Not attending may be interpreted as a failure to exercise the proper degree of diligence.

If a director attends a meeting where an illegal act is planned, that director is liable unless he or she immediately registers dissent. Liability can also occur if the director does not properly notify the members and other interested parties about all illegal acts. On the other hand, a director may not be liable for an illegal act if he or she has no knowledge about it and has fulfilled the other duties required. Illegal acts committed by the Board prior to a director's election are not sources of liability.

If a director does not attend meetings because of a long-term illness, he or she should consider relinquishing office if unable to fulfil his or her necessary duties. This will ensure that the director is not held liable for not attending. Because all Board members are obliged to ensure the effective management of the organization, a director who is not adequately fulfilling his or her role may be removed from office if the terms of the organization's bylaws so provide.

While the directors do not have the expertise for certain aspects of management, they often rely on the services of experts (for example, accountants and lawyers) who are not officers and members of the organization. In this case it is the duty of the directors to ensure that the qualifications of the experts are appropriate.

Investment Powers

A director of an incorporated non-profit organization faces great potential liability for the investment and corporate funds. All non-profit organizations maintain the power of investment (except in Ontario, but there the power can be included in the bylaws). The director must consider whether the other directors possess sufficient expertise to invest funds without outside consultation. However, certain investment

responsibilities should never be delegated. These include establishing corporate policy, appointing financial officers, enacting bylaws concerning corporate affairs, reviewing reports at frequent intervals, and establishing the details of employment for employees.

Duty of Skills

In most jurisdictions the law does not specify what levels of skills is required of a director of an incorporated non-profit organization. A director is under no obligation to exercise skills that are beyond his or her level of competence, and directors are not liable for errors of business judgement. (The exception is in British Columbia, where a director must conform to the higher standard that a "reasonably prudent person" would exercise in the same position.) The level of skill required of each director will vary, therefore, according to individual qualifications and experience as well as the range of organizational demands placed upon the director. However if a director does possess specific expertise, he or she is required to use it in the organization's affairs.

Duty of Prudence

A prudent person exercises sound and practical judgement and is cautious and discreet in conduct. Therefore, a director must act in a manner that is both practical and cautious with a view to anticipating the probable consequences of any course of action that the organization might take. The level of knowledge a director has is not relevant to his or her duty of prudence. Prudence must be exercised with practicality in mind, not expertise. The Canada Corporations Act does not include guidelines on the duty of prudence. British Columbia law provides the objective standard of a "reasonably prudent person," and the other Canadian jurisdictions require the directors to exercise organizational matters in a prudent manner.

Continuing Duty

A director cannot necessarily avoid liability through resigning his or her office. A director is responsible for acts already done and neglected while he or she was still in the office. Further the director may remain bound by a continuing duty to the corporation which will vary in length of time according to the circumstances.

In some situations, resignation by a director with the intent to avoid liability could be a breach of duty itself. Resignation in such circumstances may violate the duties of care, diligence, prudence, loyalty and the best interests of the corporation. Even if the organization dissolves, liability continues during the winding up process.

The preceding information is taken from the booklet: "Duties and Responsibilities of directors of Non-Profit corporations" written by Steven Kreiger BA LL.B. 1989/Canadian Society of Association Executives.

GREATER LANGLEY CHAMBER OF COMMERCE ELECTION BYLAWS

4. Board and Officers

4.1 **Government.** The government of the Chamber, the direction of its affairs, and the control of its property, shall be vested in the Board, the 14 members of which shall be elected from among the Members each year at the Annual General Meeting and shall form the Board which shall consist of:

- (a) three Officers, namely:
 - (i) the President;
 - (ii) the Vice-President; and
 - (iii) the Secretary-Treasurer;
- (b) four Community Directors, namely:
 - (i) the Community Director - Aldergrove;
 - (ii) the Community Director - Langley City;
 - (iii) the Community Director - North Langley; and
 - (iv) the Community Director - South Langley;
- (c) six Directors-at-Large; and
- (d) the Immediate Past President, as an ex officio member of the Board.

4.2 **Eligibility for Election as an Officer, Community Director, or Director-at-Large.** Any Individual Member who is in good standing and any Business Member Representative appointed by a Business Member, which is in good standing, shall be eligible for election as any of the Officers, the Community Directors, or the Directors-at-Large. Any person holding elected office in any of the federal, provincial, regional district, or municipal or local government is not eligible to be elected to the Board.

4.3 **Term.** The term of office for each of the Board shall be as follows:

- (a) the Officers, not less than two years or until their successors are appointed;
- (b) the Community Directors, not less than two years or until their successors are appointed, provided that the Community Directors shall be divided equally so that one-half of the Community Directors shall be elected every year;
- (c) the Directors-at-Large, not less than two years or until their successors are appointed, provided that the Directors-at-Large shall be divided equally so that one-half of the Directors-at-Large shall be elected every year; and
- (d) the Immediate Past President, not less than two years.

4.4 **Resignation.** Notwithstanding any of these Bylaws, any member of the Board may resign or retire effective immediately upon delivery of notice in writing of resignation to the Executive Director.

4.5 **Ceasing to be a Business Member Representative.** In the event that at any time during the term of a member of the Board that is a Business Member Representative, such member of the Board ceases to be the Business Member Representative for a specific Business Member for any reason, including without limitation, due to the resignation or termination of employment or engagement of the Business Member Representative by the Business Member or by reason of the failure of the Business Member to remain in good standing then, if approved by a Simple Majority of the Board,

such member may retain his or her position as a member of the Board for the balance of the unexpired term until elections at the Annual General Meeting, provided that the former Business Member Representative immediately upon the occurrence of such event:

- (a) applies and is ratified as an Individual Member in good standing; or
- (b) applies and is ratified as the Business Member Representative for another Business Member in good standing.

- 4.6 **Term Limits.** The Community Directors and the Directors-at-Large may serve a maximum of three consecutive two year terms on the Board. Any of the Community Directors or the Directors-at-Large who wish to serve a longer period must take a one year absence from the Board before submitting their name for re-election.
- 4.7 **Absence.** Where a member of the Board is absent from three consecutive meetings of the Board, the Board may elect to remove that Member from the Board by a Simple Majority and may appoint a Member to be a Member of the Board until elections at the Annual General Meeting.
- 4.8 **Vacancies.** Where any vacancy on the Board occurs, the Board may appoint by Simple Majority a Member to the Board for the balance of the unexpired term until elections at the Annual General Meeting.
- 4.9 **Governance.** 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 of British Columbia, or others, as it may determine or as may be required by vote of a Simple Majority of the Members present at any General Meeting. 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 Act.
- 4.10 **Quorum.** Any six or more members of the Board, lawfully met, whether in person or by electronic transmission means 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 any meeting place of the Board may attend and vote by teleconference call or by electronic transmission means.
- 4.11 **Bylaws.** The Board shall draft or re-draft bylaws, rules and regulations, as deemed necessary to best promote the welfare of the Chamber, and shall submit them for adoption at a General Meeting.
- 4.12 **Dissolution.** Upon the Board determining that the Chamber has become incapable of carrying out its purpose as defined in the Constitution, the Board shall propose a motion at a General Meeting to apply to the Governor In Council of Canada to dissolve the Chamber as a corporation as stipulated in the Act. Prior to dissolution, all assets of the Chamber shall be sold to satisfy any financial obligations, and any remaining funds will be distributed to community organizations as recommended by the Board.
- 4.13 **Oath.** All of the members of the Board before taking office shall take and subscribe before a Mayor of the District or before any Justice of the Peace, an oath in the following form:
- "I swear (or I affirm) that I will faithfully and truly perform my duty as of the Greater Langley 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. So help me God (or I so affirm)."
- 4.14 **Oath.** The meetings of the Board shall be open to all of the Members, who may attend but may not take part in any of the proceedings.
- 4.15 **Indemnification.** The Chamber, in its sole and absolute discretion, may indemnify a member of the Board, or any other individual, acting at the request of the Board, or in any other circumstances that the Board may consider appropriate, against all costs, charges, and expenses, including without limitation, any amount paid to settle an action or satisfy a claim, reasonably incurred by the

member of the Board or other individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the member of the Board or other individual has become involved by reason of association with the Chamber provided that the member of the Board or other individual has at all times acted honestly and in good faith and with a view to the best interests of the Chamber, and, in the case of any proceeding other than a civil proceeding, the member of the Board or other individual had reasonable grounds for believing that the conduct was lawful.

- 4.16 **Insurance.** The Chamber may purchase and maintain directors and officers' liability insurance for the benefit of all members of the Board against any liability incurred as a member of the Board.



<h2 style="text-align: center;">BOARD DIRECTOR NOMINATION FORM</h2>

NOMINEE

I have read and fully understand the preceding pages outlining my responsibilities and obligations as a Director of the Greater Langley Chamber of Commerce and I am a member in good standing of the Greater Langley Chamber of Commerce.

I, _____ am prepared to let my name be considered by the Board Nomination Team for the 2017 Greater Langley Chamber of Commerce Director Election, for a term of 2 years, and will commit to carry out my responsibilities should I be nominated and elected.

ACTION:

I have attached a one-page summary of my background and my community involvement (candidate profile sheet-see next page).

ACTION:

Two nominators, both of whom must be members in good standing of the Greater Langley Chamber of Commerce, have signed below in support of my nomination.

1. _____ <i>Please print nominator's name</i>	X _____ <i>Nominator's signature</i>
_____ <i>Please print nominator's Company Name</i>	
Reason for your nomination: _____ _____	

2. _____ <i>Please print nominator's name</i>	X _____ <i>Nominator's signature</i>
_____ <i>Please print nominator's Company Name</i>	
Reason for your nomination: _____ _____	



**BOARD DIRECTOR
CANDIDATE PROFILE FORM**

Part of the election process is the development of a candidate profile to be included in the election package, which is sent to the membership. Your assistance is required in completing the section below with the necessary information. It will be subject to editing.

Please complete BY TYPING CLEARLY BELOW or COMPLETE QUESTIONS ON A SEPARATE SHEET, and return to the Greater Langley Chamber of Commerce office ATTENTION: Colleen Clark, Executive Director by Monday June 5th at 5:00 PM at colleen@langleychamber.com . Absolutely no nominations will be accepted after this date and time.

Please submit an electronic photography of yourself and a 75 word biography.

Name: _____

Company _____

Position: _____

Phone: _____ E-mail: _____

List Chamber of Commerce/Association Involvement. Do you sit on another board or committee? What other community or business initiatives have you worked on?
How long have you lived in Langley?

What do you think you can contribute as a Board Director?

Why do you wish to serve on the Board of Directors?

What would you like to see accomplished during your term in office?

