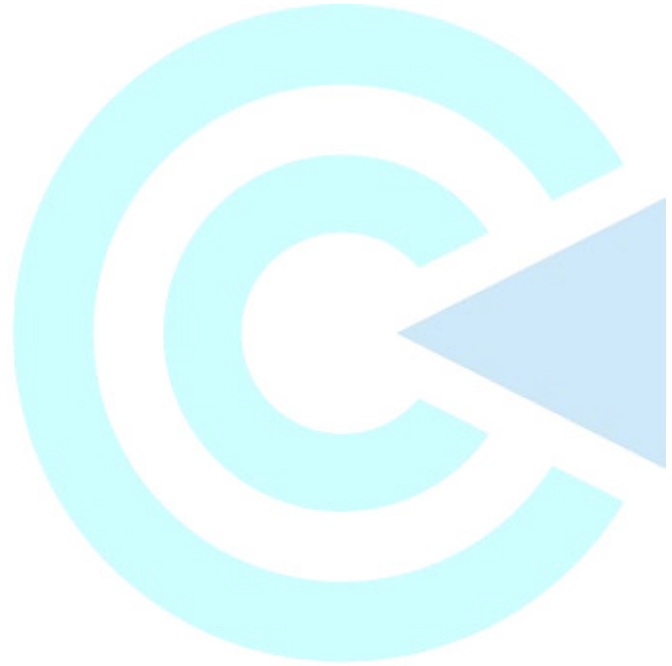


**BY-LAWS**



**CHILLIWACK  
CHAMBER OF  
COMMERCE**

As approved by Membership on February 15, 2011

Where Business Happens!

ARTICLE 1 - NAME AND OBJECTIVES .....	6
1.1 Name .....	6
1.2 Objectives .....	6
1.3 Meeting Place.....	6
1.4 Candidate not for Public Office .....	6
ARTICLE 2 - INTERPRETATION .....	6
2.1 Headings .....	6
2.2 Definitions.....	6
ARTICLE 3 - MEMBERSHIP .....	7
3.1 Eligibility of Persons.....	7
3.2 Applications .....	7
3.3 Memberships.....	7
3.4 Notice of Resignation .....	7
3.5 Failure to pay dues .....	7
3.6 Honorary Membership.....	8
3.7 Expulsion .....	8
ARTICLE 4 - DUES AND ASSESSMENTS .....	8
4.1 Dues .....	8
4.2 Other Assessments .....	8
ARTICLE 5 - Officers .....	8
5.1 Officers .....	8
5.2 Executive.....	9
5.3 Employees.....	9
5.4 Term of Office .....	9
5.5 Oath.....	10
5.6 Seal and Custody.....	10

ARTICLE 6 - board of directors .....	10
6.1    Composition of the Board of Directors.....	10
6.2    Vacancies .....	10
6.3    Ex-Officio Members .....	10
6.4    Length of Service .....	11
6.5    Suspension or Termination .....	11
6.6    Powers.....	11
6.7    Other Powers Consistent with the <i>Board of Trade Act</i> .....	11
6.8    Definition of Quorum .....	11
6.9    Creation of By-laws, Rules & Regulations.....	11
6.10   Spokesperson .....	12
6.11   Paid Employees vs. Board Officers .....	12
6.12   Signing Authority.....	12
ARTICLE 7 - PROTECTION OF MEMBERS OF THE BOARD.....	12
7.1    Acting in Good Faith .....	12
7.2    Exemption from Liability .....	12
7.3    Indemnification.....	12
7.4    Insurance.....	13
ARTICLE 8 - ELECTIONS.....	13
8.1    Directors.....	13
8.2    Officers .....	13
8.3    Nominating Committee.....	13
8.4    Nominations.....	14
8.5    List of Nominees.....	14
8.6    Voting .....	14
ARTICLE 9 - MEETINGS .....	14
9.1    Annual General Meetings .....	14
9.2    Regular General Meetings .....	14

9.3	Special General Meetings .....	14
9.4	Board Meetings.....	15
9.5	Notice of Meetings.....	15
9.6	Quorum for General Meetings.....	15
9.7	Keeping of Minutes (Books).....	15
9.8	Access to Books of the Chamber .....	15
ARTICLE 10 - VOTING RIGHTS.....		15
10.1	Voting Rights .....	15
10.2	Voting Procedures.....	15
10.3	Presiding Officer May Vote in a Tie.....	15
10.4	Rule of Majority.....	16
ARTICLE 11 - BY-LAWS .....		16
11.1	Creation or Amendment of By-Laws.....	16
ARTICLE 12 - AFFILIATION .....		16
12.1	Affiliation at the Discretion of the Board .....	16
ARTICLE 13 - FISCAL YEAR.....		16
13.1	Determination of Fiscal Year.....	16
ARTICLE 14 - AUDITORS .....		16
14.1	Appointment of Accountants .....	16
14.2	Rules of Procedure at Meetings .....	16
ARTICLE 15 - REPEAL OF FORMER BY-LAWS .....		17
15.1	Former By-Laws Repealed .....	17
ARTICLE 16 - DISSOLUTION.....		17
16.1	Dissolution and Disposal of Assets.....	17

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## ARTICLE 1 - NAME AND OBJECTIVES

### 1.1 Name

The name of this organization shall be the CHILLIWACK CHAMBER OF COMMERCE.

### 1.2 Objectives

The objectives of the Chamber shall be to promote and improve trade and commerce, agriculture and the economic, civic and social welfare of the District.

### 1.3 Meeting Place

The usual place of meeting shall be within that area of British Columbia known as the City of Chilliwack.

### 1.4 Candidate not for Public Office

The Chamber shall be non-sectional and non-sectarian and shall not give its support to any candidate for public office.

## ARTICLE 2 - INTERPRETATION

### 2.1 Headings

The headings contained in these By-laws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these By-laws.

### 2.2 Definitions

In these By-laws, unless there is something in the subject or context inconsistent therewith:

- (a) the “Act” means the *Boards of Trade Act*, Revised Statutes of Canada, 1970 c. B-8, and includes all amendments thereto and regulations, if any, made pursuant to the Act;
- (b) the “Board” means the Board of Directors of the Chamber;
- (c) “Chamber” means “the Chilliwack Chamber of Commerce”;
- (d) “Director” or “Directors” means a director of, or the Board of Directors of, the Chamber;
- (e) “District” means that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Act;
- (f) “Executive” means the President, the Vice-President, the Past-President, the Secretary-Treasurer and the Executive Director;

- (g) “Member” or “Members” means a member or members of the Chamber in good standing;
- (h) “Officer” or “Officers” means an Officer of, or the Officers of, the Chamber;
- (i) “person” includes a natural person, a body corporate, a partnership, a society, an unincorporated association, a cooperative association, and any other association or organization approved by the Directors.

## **ARTICLE 3 - MEMBERSHIP**

### **3.1 Eligibility of Persons**

Every reputable person, directly or indirectly engaged or interested in trade, commerce, agriculture or the economic and social welfare of the District, shall be eligible for admission to membership in the Chamber on being accepted for membership in the manner and upon complying with the requirements for membership as set out in these By-laws.

### **3.2 Applications**

Application for membership shall be in the form and shall provide such information as the Directors may require.

### **3.3 Memberships**

Application for membership in the Chamber shall be accepted upon the approval of the Directors; provided that a member may propose a person for membership, in accordance with the Act, at a general meeting of The Chamber and that person shall be a member upon that proposal being carried by a majority of two-thirds (2/3) of the members present at that meeting.

### **3.4 Notice of Resignation**

Any Member of the Chamber who intends to retire therefrom or to resign his or her membership may do so at any time upon giving 10 days notice in writing to the Chamber and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice. A Member who resigns after the annual fee has been paid shall not be entitled to a refund.

### **3.5 Failure to pay dues**

The Board may remove from the roll of Members the name of any newly enrolled Member failing to pay his or her dues within thirty (30) days of admission, or of any other Member who fails to pay such dues within three (3) months of the date on which

they fall due after notice in writing from the Chamber. Upon such action by the Board, all privileges of membership shall be cancelled.

### **3.6 Honorary Membership**

- (a) Persons who have distinguished themselves by some meritorious or public service, or who have made a significant contribution to the betterment of the community may be elected an “Honorary Member” by a majority vote of the Directors. Such recognition shall be for a term of one year and may be repeated. An Honorary Member shall not be eligible to stand for election as an Officer or Director of the Board; but, otherwise, an Honorary Member shall have all rights and privileges of individual membership, provided that an Honorary Member shall not be required to pay an annual membership fee.
- (b) All Past-Presidents no longer serving on the Board will receive a lifetime Honorary Membership.

### **3.7 Expulsion**

Any Member of the Chamber may be expelled by a two-thirds (2/3) vote of the Board.

## **ARTICLE 4 - DUES AND ASSESSMENTS**

### **4.1 Dues**

The basis for and amount of annual dues payable by Members shall be determined annually by the Board.

### **4.2 Other Assessments**

Assessments other than annual dues may be levied against each Member of the Chamber, provided such assessments 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 - OFFICERS**

### **5.1 Officers**

The Officers of the Chamber shall include the following:

- (a) **President:** The President shall be the chief elected officer and shall preside at all meetings of the Chamber and the Board if present thereat. He or she shall regulate the order of business at such meetings, receive and put forward lawful motions to the Members and communicate to the meeting what he or she may think concerns the Chamber. It shall be the duty of the President to present a general report of activities of the year at the Annual General Meeting. The President shall have such other duties as may be prescribed by the Board. The Vice-President shall succeed to the office of President of the Chamber.

- (b) **Vice-President:** The Vice-President shall assist the President and in his or her absence or in the event the President is unable or unwilling to act as President, the Vice-President shall temporarily take up the duties of the President. The Vice-President shall succeed the President as President of the Chamber.
- (c) **Secretary-Treasurer:** In addition to the responsibilities of the secretary as may be provided by the Act, the Secretary-Treasurer shall be in charge of all funds of the Chamber. He or she shall cause to be kept proper accounts of the income and expenditures of the Chamber and shall make regular reports as to its financial position as the Directors may require. Save as may be provided by the Act, the Secretary-Treasurer may, with the approval of the Directors, cause his or her duties or any part thereof to be carried out by a person who the Directors may approve and all such duties carried out by such person shall have the force and effect as if carried out by the Secretary-Treasurer.
- (d) **Immediate Past-President:** The Immediate Past-President shall remain a voting Member of the Executive and the Board for two calendar years after his or her term of President. He or she shall be Chairman of the Nominating Committee and shall have such duties as directed by the President or the Board.
- (e) **Executive Director:** The Executive Director shall be appointed by the Executive to conduct and manage the day-to-day affairs of the Chamber and to perform such duties as may be directed by the President or by the Directors. The Executive Director shall be a non-voting member of the Executive.
- (f) **Other Officers:** The Members may elect such other Officers as may be recommended by a majority of the Board. Any such elected Officer will have such duties as may be directed by the President and the Board and will be deemed to be a voting member of the Executive and otherwise subject to the terms and conditions of this Article 5, notwithstanding any provision to the contrary.

## 5.2 Executive

The President of the Board will also be President of the Executive which will consist of the President, the Past-President, the Vice-President, the Secretary-Treasurer and the Executive Director. A quorum of the Executive shall be a simple majority.

## 5.3 Employees

The Executive Director may employ such officials, servants, employees or agents as he or she may see fit or as may be directed by the Directors for the proper conduct of the affairs of the Chamber and to assist the Directors in their functions and duties.

## 5.4 Term of Office

The term of office for all Officers shall commence on the date of their election at an annual general meeting of the Chamber and, subject to anything to the contrary set out in these By-laws, shall continue until the end of the period for which they were elected or



until their successors shall have been duly elected at an annual meeting of the Chamber, whichever event shall occur first.

## **5.5 Oath**

The President and the Vice-President and such other Officer of the Chamber as the Directors may require shall, before entering upon the duties of office, take and subscribe before the mayor of the City of Chilliwack, 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 (name of office) of The Chilliwack 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 Chamber of Commerce was constituted, according to the true intent and meaning of the same. So help me God.”*

## **5.6 Seal and Custody**

The seal, an impression of which is affixed on the margin hereof, shall be the corporate seal of the Chamber. The Executive Director shall be the keeper of the corporate seal.

# **ARTICLE 6 - BOARD OF DIRECTORS**

## **6.1 Composition of the Board of Directors**

The Directors shall consist of the Executive, excluding the Executive Director, together with up to ten (10) additional Board Members elected from the members of the Chamber.

## **6.2 Vacancies**

The Directors may appoint any Member in good standing to fill a casual vacancy among the Directors or Officers, provided however that any such appointments shall be for a one-year term (or the balance thereof) only.

## **6.3 Ex-Officio Members**

- (a) The Immediate Past President shall be an ex-officio Member of the Board with voting rights.
- (b) The Directors may appoint a representative from one or more Members to be an ex-officio Member of the Board without voting rights.

#### **6.4 Length of Service**

No Member shall stand for election as a Director for more than two, two-year terms in succession, Notwithstanding the foregoing, a Member who has already served two, two year terms is eligible for election as an Officer of the Chamber and otherwise subject to Article 5 of these By-laws.

#### **6.5 Suspension or Termination**

Any Director may be suspended from his or her office or have his or her tenure of office terminated if he or she be absent for three consecutive meetings of the Board, or if, in the opinion of the Board, he or she is remiss in the performance of his or her duties. Any Director so suspended or whose tenure of office has been terminated, shall receive notification in writing. Any Director so suspended or whose tenure of office has been terminated shall have a right of re-hearing before the Board provided that he or she delivers to the President a written notice of request for a re-hearing within twenty (20) business days from the date of a letter advising him of the decision of the Board and of his or her right to a re-hearing. On the re-hearing by the Board, the Board shall permit the applicant to make any relevant submissions he or she may wish to make. Any decision by the Board arising from the re-hearing shall be provided to the applicant in writing in a timely manner.

#### **6.6 Powers**

The Directors shall have charge of the management of the affairs of the Chamber and shall have the authority to exercise all powers of the Chamber as are not by the Act or by these By-laws or by statute or otherwise lawfully required to be exercised or done by the Chamber in general meeting but subject, nevertheless, to the provisions of all laws affecting the Chamber and rules, not inconsistent with these By-laws, which are made from time to time by the Chamber in general meeting, provided that no rule made by the Chamber in general meeting shall invalidate a prior act of the Directors that would have been valid if that rule had not been made.

#### **6.7 Other Powers Consistent with the *Board of Trade Act***

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 *Board of Trade Act* (Canada).

#### **6.8 Definition of Quorum**

Five (5) or more Members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

#### **6.9 Creation of By-laws, Rules & Regulations**

The Board shall from time to time frame such By-laws, rules and regulations as appear to be best adapted to promote the welfare of the Chamber.

**6.10 Spokesperson**

No public pronouncement in the name of the Chamber may be made unless authorized by the Executive or by some person or persons to whom the Executive has delegated this authority.

**6.11 Paid Employees vs. Board Officers**

No paid employee of the Chamber, including the Executive Director, shall be a Member of the Board. The Directors of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these Directors reasonable expense monies.

**6.12 Signing Authority**

Unless otherwise directed by the Board, the signing authority shall be any two of the following: President, Vice-President, Immediate Past-President, the Secretary-Treasurer or the Executive Director, provided at least one shall be the President, Vice-President or the Immediate Past-President. They shall be empowered to sign and/or seal any document or papers on the Chamber's behalf.

**ARTICLE 7 - PROTECTION OF MEMBERS OF THE BOARD**

**7.1 Acting in Good Faith**

Every Member of the Board in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Chamber and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**7.2 Exemption from Liability**

No Member of the Board shall be liable for the acts, omissions or defaults of any other Member of the Board or for any loss, damage or expense to the Chamber, or for any other loss, damage or misfortune whatever which may happen in the execution of his or her duties as a Member of the Board or in relation to them.

**7.3 Indemnification**

The Chamber shall indemnify and save harmless a Member of the Board, or a former Member of the Board, and his or her respective heirs and legal representatives, from and against all costs, liabilities and expenses (including without limitation legal costs on a solicitor and client basis) which may be incurred by reason of being or having been a Member of the Board, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Chamber; and

- (b) he or she had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.

#### **7.4 Insurance**

The Chamber may purchase and maintain insurance for the benefit of any Member of the Board, or former Member of the Board, against such liabilities and in such amounts as the Board may determine from time to time.

### **ARTICLE 8 - ELECTIONS**

#### **8.1 Directors**

At each annual general meeting of the Chamber such number of Directors shall be elected as may be required to fill any vacancy among the Directors for a term of two (2) years.

#### **8.2 Officers**

At each annual general meeting of the Chamber, a Vice-President and a Secretary-Treasurer shall be elected if the term of office of the then current Vice-President and Secretary-Treasurer is at an end. Should the then serving Vice-President be unable or unwilling to act as President of the Chamber, then a President shall also be elected. The election of the Vice-President shall constitute his or her election to the office of President when the term of office of the then current President is at an end and he or she shall succeed to that office accordingly.

#### **8.3 Nominating Committee**

On or before October 31 of each year, the President shall strike a Nominating Committee to be headed by the Immediate Past President and to be comprised of not less than three (3) Members in addition to the Immediate Past President. The Nominating Committee shall receive nominations for the offices of Vice-President and Secretary-Treasurer to be elected at the annual general meeting of the Chamber and, should the serving Vice-President be unwilling or unable to act as President of the Chamber, then the Nominating Committee shall also receive nominations for President. Further, the Nominating Committee shall receive nominations for the vacancies of Directors to be filled at the annual general meeting of the Chamber.

The Nominating Committee shall have the power to place names of Members in nomination where the committee has not received sufficient nominations to fill the vacancies of Directors or Officers or where the Nominating Committee feels that there are Members who are particularly qualified to act as a Director or Officer and whose names should be placed in nomination. Nominations received or proposed by the Nominating Committee shall be delivered to the Secretary-Treasurer thirty (30) days prior to the annual general meeting.

#### **8.4 Nominations**

Nominations for the Officers and Directors of the Chamber who are to be elected may be made by any Member of the Chamber and shall be made in writing and delivered, together with the written consent of the nominee, to the Secretary-Treasurer at the offices of the Chamber no later than thirty (30) days prior to the annual general meeting at which the nominees are to be elected.

#### **8.5 List of Nominees**

The Secretary-Treasurer shall prepare a list to be presented at the annual general meeting of the Chamber of all those persons who are eligible for election and who have been duly nominated for election as a Director or Officer and in the case of nomination for an office, the particulars of same.

#### **8.6 Voting**

The Member receiving the greatest number of votes for election to an office shall be declared elected to that office and Members receiving the greatest number of votes for election as Directors shall be declared elected until all vacancies to be filled at the annual and general meeting of the Chamber have been filled. Where there is only one nomination for a particular office, the person nominated shall be declared elected by acclamation. Where the number of Members nominated for Directors is equal to or less than the number of vacancies to be filled, the Members nominated for election as a Director shall be declared elected by acclamation.

### **ARTICLE 9 - MEETINGS**

#### **9.1 Annual General Meetings**

The annual general meeting of the Chamber shall be held in each year at the time and place determined by the Board. At least two weeks' notice of the annual general meeting shall be given.

#### **9.2 Regular General Meetings**

Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board. At least one week's notice of such meeting shall be given.

#### **9.3 Special General Meetings**

Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by a majority of Members of the Board, or at least 20 Members of the Chamber. At least seven days' notice of such meetings shall be given.

#### **9.4 Board Meetings**

The Board shall meet from time to time (at least 10 times per year) as may be necessary to carry on the business of the Chamber.

#### **9.5 Notice of Meetings**

Notice of all meetings, naming the time and place of assembly, shall be arranged by the Executive Director. In the case of a general meeting a notice inserted in one or more of the newspapers published within the District or a circular letter mailed or e-mailed, or faxed to the last-known address, e-mail address or fax number of each Member shall constitute sufficient notice.

#### **9.6 Quorum for General Meetings**

At any general meeting, those members present 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.

#### **9.7 Keeping of Minutes (Books)**

Minutes of the proceedings of all General and Board meetings shall be entered in books to be kept for that purpose. The entry of such minutes may be signed by such person or persons as may from time to time be designated by the Board

#### **9.8 Access to Books of the Chamber**

All books of the Chamber shall be opened at all reasonable hours to any Member of the Chamber, free of charge, upon one weeks notice in writing to the President.

### **ARTICLE 10 - VOTING RIGHTS**

#### **10.1 Voting Rights**

Every Member in good standing represented at any General Meeting shall be entitled to one vote; provided a corporation, society, partnership or an unincorporated association or any other organization member shall be entitled to such number of votes and representation as determined from time to time by the Board.

#### **10.2 Voting Procedures**

Voting at Board or General Meetings shall normally be by a show of hands or, if requested by the President, by a standing or ballot vote. A roll call vote shall be taken if requested by five Members provided such request receives approval of two-thirds of the Members assembled. No proxy votes shall be permitted.

#### **10.3 Presiding Officer May Vote in a Tie**

The presiding Officer shall vote only in case of a tie.

#### **10.4 Rule of Majority**

Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these By-laws.

### **ARTICLE 11 - BY-LAWS**

#### **11.1 Creation or Amendment of By-Laws**

These By-laws 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 Member at a previous general meeting, and duly entered as a minute to the meeting of the Chamber. Such By-laws shall be binding on all Members, Officers and all other persons lawfully under its control and shall come into force on the date approved at a general meeting.

### **ARTICLE 12 - AFFILIATION**

#### **12.1 Affiliation at the Discretion of the Board**

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, or any other organization in which membership may be in the interests of the Chamber.

### **ARTICLE 13 - FISCAL YEAR**

#### **13.1 Determination of Fiscal Year**

The fiscal year of the Chamber shall commence on the first day of January or such other month as the Directors from time to time determine, in each year.

### **ARTICLE 14 - AUDITORS**

#### **14.1 Appointment of Accountants**

An Auditor or Auditors shall be appointed by the Members present at the annual general meeting and shall audit the books and accounts of the Chamber at least once in each year. The auditor shall be a qualified professional, e.g. Certified Accountant, Certified General Accountant. An audited financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board.

#### **14.2 Rules of Procedure at Meetings**

Parliamentary procedure shall be followed at all General and Board Meetings in accordance with "Robert's Rules of Order."

## **ARTICLE 15 - REPEAL OF FORMER BY-LAWS**

### **15.1 Former By-Laws Repealed**

With the adoption of these By-laws, all former By-laws are hereby repealed.

## **ARTICLE 16 - DISSOLUTION**

### **16.1 Dissolution and Disposal of Assets**

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized educational organizations or a local unit of government or other non-profit agency as determined by the Board of Directors. In no case shall remaining funds be distributed to Members of the Chamber.



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