

# Alberni Valley Chamber of Commerce

## Constitution and By-Laws

### Part I-Name and Object

- Section 1  
NAME The name of this organization shall be the Alberni Valley Chamber of Commerce.
- Section 2  
OBJECT The object of the Alberni Valley Chamber of Commerce shall be to promote and improve, trade, commerce, and the economic, civil and social welfare of the district.
- Section 3  
MEETING PLACE The usual place of meeting shall be in the City of Port Alberni or the Alberni Clayoquot Regional District in the Province of British Columbia.
- Section 4 The Alberni Valley Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### Part II-Interpretation

- Section 1  
DEFINITIONS In these by-laws, unless the content otherwise requires, the following definitions shall apply:
- (a) "Chamber" means the Alberni Valley Chamber of Commerce;
  - (b) "Directors" means the directors of the Chamber as elected by the members and installed in office pursuant to these by-laws, other than those who are members of the Executive;
  - (c) "Executive" means the **Chair, First Vice-Chair, Second Vice Chair, the Secretary, the Treasurer, the immediate Past Chair. The President/CEO and the immediate Past Chair are non-voting members of the Executive;**
  - (d) "Board" means the Executive, eight Directors, one nonvoting representative from the Municipal Council for the City of Port Alberni; one nonvoting Representative of the Alberni Clayoquot Regional District; one nonvoting representative from each of the Hupacasath and Tseshah First Nations; three additional nonvoting discretionary representatives from organizations as determined by the Board. "
  - (e) "Officers" means members of the Executive;
  - (f) "Registered Address" means the address of a member as recorded in the application for the membership;
  - (g) "Annual General Meeting" means the Annual Meeting of the Executive, Directors and Members to conduct business of the Chamber which is not limited to but includes acceptance of the Annual Financial Report, Election of Officers and Directors for the forthcoming year and an Annual Report of the Chambers activities over the past year.

- (h) "Board Meetings" mean regular meetings of Executive, Directors, and appointed representatives.
- (i) "Regular Meetings" mean regular meetings of the Executive, Directors, and appointed representatives.
- (j) "Special Meeting" means a meeting of all Executive, Directors and members, being called by the Chair at the request of 3 Directors, and/or 10 Members in good standing.
- (k) "Special Resolution" means a resolution passed by sixty-seven percent of the members present at a "Special Meeting", who are entitled to vote at such a meeting;
- (l) "Ordinary Resolution" means a resolution passed by a majority of those members present at an Annual General Meeting or Regular Meeting who are entitled to vote at such a meeting.
- (m) "Quorum" means 20 members in good standing for "Annual General Meeting", "Special Meeting" and "Regular Meeting". Quorum for a Board Meeting will be 7 of the Chair, 1<sup>st</sup> Vice Chair, Second Vice Chair, Secretary, Treasurer and Elected Directors (8). If one or more of these positions are vacant a quorum will be the majority of these Executive and Elected Directors being in attendance.
- (n) "Written Notice" means communication to the members by regular mail, email, or facsimile to their last known contact information of record.

Section 2      The definitions in the Boards of Trade Act apply to these by-laws.  
 TRADE ACT    The following definitions are to be considered interchangeable,  
 (a) "Council" and "Board"  
 (b) "Board of Trade" and "Chamber"

### **Part III-Membership**

Section 1      Any reputable person, corporation, association, organization, or  
 APPLICATION   society, whose beliefs, constitution, by-laws and/or objects supports  
 the object of the Chamber as stated in Part I, Section 2 may apply for  
 membership in the Chamber.

Section 2      Upon registering with the Chamber office and including payment of  
 ACCEPTANCE   annual membership dues, any person, organization or corporation  
 as described in Part III, Section 1, is approved for Membership.

Section 3      A person shall remain a member of the Chamber until:  
 TERMINATION

- (a) They mail or deliver their written resignation, within ten days notice, to the Chamber office;
- (b) They die, or in the case of a company, it is dissolved by the Registrar of Companies;
- (c) In the case of an association, organization or society, it ceases to exist;
- (d) They are not in good standing for three consecutive months.

- Section 4 (a) Persons who have distinguished themselves by meritorious or public service to the community or Chamber may be elected Honorary Members by a majority of those members present at an Annual General Meeting. Honorary memberships shall be for a period of twelve months and shall include all the privileges of active membership without the annual dues requirements.  
(b) Chamber members who have distinguished themselves by continuous meritorious services to the Chamber may be elected as a Lifetime Member by a majority of those members present at an Annual General Meeting. Lifetime membership shall include all the privileges of active membership without the annual dues requirements.
- Section 5  
EXPULSION-  
APPEAL (a) A member may be expelled by a resolution of the board, passed by a majority of Directors present at a Board Meeting;  
(b) The board shall notify the member, by registered mail to the registered address of the member, of the expulsion, which is to be accompanied by a brief statement of the reason or reasons for expulsion;  
(c) Any member so expelled shall have the right to file an appeal at the Chamber office within 30 days of the notice of expulsion sent to such member.  
(d) Any expelled member shall be given the opportunity to be heard at a Board Meeting.  
(e) Expulsion of a member does not absolve a member from any legal or financial liability owed to the Chamber.
- Section 6  
DUES The annual membership dues shall be determined by way of a resolution of the Directors at a meeting of the Board of Directors.
- Section 7  
ASSESS-  
MENTS Additional membership assessments may be levied against all members upon a Special Resolution of the members at any Regular Meeting at which the vote is to be taken. Members shall be given at least seven days written notice of any such additional assessment resolution.
- Section 8  
GOOD  
STANDING  
MEMBERS All members are in good standing except a member who has failed to pay their current annual membership dues or any other debt due and owing by them to the Chamber and they are not in good standing so long as the debt remains unpaid.
- Section 9  
DELINQUENT A member who remains indebted to the Chamber for three consecutive months may be struck from the membership role and forfeits all membership privileges and must re-apply for membership if they wish to be re-instated.

#### **Part IV-Meetings of Members**

- Section 1  
GENERAL  
MEETING Regular Meetings of the Chamber shall be held at a time and place that the board decides.
- Section 2  
NOTICE At least seven days notice of the meeting shall be given to members by way of Chamber bulletin or other adopted means of notice.

The notice of the Regular Meeting shall specify the place, date and hour of the meeting.

- Section 3  
SPECIAL  
MEETING The Chair may call a special meeting of the Chamber members. When requested in writing by three members of the board, or ten members in good standing, the Chair shall call a special meeting. Seven days notice must be given to all members of this meeting. The notice must contain the date, time and location of the meeting and sufficient information to allow the members to make an informed decision.
- Section 4  
AGM The annual general meeting shall be held within the boundaries of the Alberni Clayoquot Regional District electoral areas of City of Port Alberni, Cherry Creek, Beaver Creek, Beaufort and Sproat Lake. The date of the AGM is a date in each year as fixed by the board, and must be within 6 months of the Chamber's Financial Year End.
- Section 5  
BOARD The board shall meet at dates and times specified by the Executive, as required to carry out the business of the Chamber. Absence from 3 consecutive meetings, without permission of the Executive may be construed as a resignation by that member.
- Section 6  
BOARD The Executive shall meet at dates and times specified by the Chair, as may be required to carry out the day-to-day business of the Chamber.
- Section 7  
Meeting  
Places "Regular Meetings", "Board Meetings", and "Special Meetings" may be held at one location, or in multiple locations using electronic communications such as, but not limited to email, video or telephone conferencing etc.

### **Part V-Proceedings at Annual General Meetings**

- Section 1  
QUORUM A quorum at any Annual General Meeting shall be twenty members in good standing.
- Section 2  
NON  
QUORUM If a quorum is not present within thirty minutes of the time appointed for the commencement of the Annual General Meeting, it shall be adjourned to the day and time as determined by ordinary resolution of the members present. If a quorum is not then present within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- Section 3  
CHAIRMAN The Chair of the Chamber or the first or second vice-Chair in his absence, or in the absence of all three officers, then one of the other directors present, shall preside as chairman of the Annual General Meeting.
- Section 4  
APPOINTING The Board of Directors reserves the right to appoint a maximum of three additional representatives without voting privileges as determined by the board.

Section 5  
OATH OF  
OFFICE

The Chair, First and Second Vice-Chairs, Secretary and/or Treasurer, before taking office, shall take and subscribe before the Mayor or his/her designate or before any justice of the peace or any notary public, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as \_\_\_\_\_ of the Alberni Valley Chamber of Commerce, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said board was constituted, according to the true intent and meaning of the same. So help me God."

Section 6  
TERM OF  
OFFICE

An officer shall serve a two year term and may be re-elected for a further 2 term but shall not serve for more than three consecutive terms in any executive position. After an officer has served the maximum three consecutive terms they must take at least a one year absence from the Board.

Section 6a  
DIRECTORS  
TERM OF  
OFFICE

The directors shall serve a two-year term and four directors shall be elected each year. No director shall serve more than three consecutive terms. After a director has served the maximum three consecutive terms they must take at least a one year absence from the Board.

Section 7  
VACANCIES

Where an Executive member or director dies, resigns or is absent for 3 consecutive meetings of the Board, the Board may, by an ordinary resolution at any meeting thereof, elect an interim member in place of the member who has died, resigned, or is absent, to serve in that capacity until the next Annual General Meeting.

Section 8  
VACANCIES  
NON-LIMITED

No act or proceeding of the directors is invalid only by there being less than the prescribed number of directors in office.

Section 9  
MEMBERS  
SPECIAL  
RESOLUTION TO  
REMOVE DIRECTOR

The members may, by special resolution, remove a director before the expiration of his term of office and may, at their discretion, elect a successor to complete the term of office.

Section 10  
EXPENSES

No director shall be remunerated for doing or acting as a director but a director may be reimbursed for any necessary and reasonable expenses while engaged in the affairs of the Chamber.

### **Part VI-Voting Rights**

Section 1  
VOTING

Every member in good standing at a meeting, is entitled to vote and shall have the following voting rights:  
(a) Business, individuals, non-profit organizations, clubs, students, proprietors and societies receive 1 vote per membership.

Section 2      Voting shall be by the showing of hands, or if requested by a member  
PROCEDURES and approved by a special resolution of the members in good standing  
present, by a ballot vote.

Section 3      Proxy voting is not permitted.  
PROXY

Section 4      The Chair or presiding officer shall only vote in the event of a tie.  
PRESIDING  
OFFICER

Section 5      Parliamentary procedure, as outlined in Roberts Rules of Order, shall  
PARLIAMEN- be followed at all Chamber meetings.  
TARY PROCEDURE

### **Part VII-Proceeding of Directors**

Section 1      (a) The directors shall meet together at times and at places they deem  
DIRECTORS fit to dispatch business, adjourn and otherwise regulate their meetings  
MEETINGS and proceedings as they see fit;  
& POWERS (b) Seven days notice of such a meeting will be given to the directors,  
by email or any other such method adopted  
(c) A quorum shall be the majority of the directors then in office as  
outlined in Part II Section 1 m. Each director as so defined shall be  
entitled to one vote.  
(d) The board shall, in addition to the powers hereby expressed or  
conferred on it, have powers as are assigned to it by any by-laws of  
the Chamber, provided that such powers are not inconsistent with the  
provisions of the Boards of Trades Act;  
(e) Such by-laws, rules and regulations as appear to the Board best  
adapted to promote the welfare of the Chamber shall be submitted for  
adoption at any general meeting of the Chamber upon seven days  
notice to the members;

Section 2      (a) The directors may delegate any, but not all of their powers to  
DIRECTOR'S committees consisting of a director, directors, or members, as they  
DELEGATIONS see fit.  
(b) The Chair may appoint committee chairman or designate members  
of the board or of the Chamber or others, to examine, consider and  
report upon any matter or take such action as the Executive may  
request;  
(c) Where the committee members are selected or appointed by others  
than the Board, such appointments must be approved by the Board.  
(d) The Board may suspend any committee chairman from office or  
have his office terminated for just cause.

Section 3      The members of the committee may meet and adjourn as they think  
COMMITTEE proper.  
MEETINGS

Section 4      Questions arising at a meeting of the directors or committee meeting

VOTING & shall be decided by a majority of votes. In the case of a tie, the  
TIE VOTES chairman has the deciding vote.

### **Part VIII-Directors and Officers**

- Section 1      The Directors may exercise all powers and do all acts and things that  
DIRECTORS      the Chamber may exercise and do, and which are not by these by-laws  
or by statute or otherwise lawfully director required to be exercised or  
done by the Chamber in Board meetings, but subject nevertheless  
to:  
(i) All laws affecting the Chamber;  
(ii) These by-laws;  
(iii) Rules, not being inconsistent with these by-laws, which are made  
from time to time by the Chamber in Board Meetings.
- Section 2      The Chair, First Vice-Chair, Second Vice Chair, Treasurer and/or  
Secretary and eight directors shall be elected from the  
members.
- Section 3      All directors and officers are to be elected at an Annual General  
ELECTION      Meeting. Separate elections shall be held for each office of the board  
to be filled and election may be made by acclamation; otherwise it  
may be by ballot.
- Section 4      Any Officer or Director may be suspended from their office or have  
TERMIN-      their tenure of office terminated if, in the opinion of the of the  
ATION      Chamber Executive and Directors, they are grossly negligent in the  
performance of their duties. Such a person so suspended, shall have  
the right of appeal of this suspension, to the membership at the next  
General Meeting.
- Section 5      Any Director or Officer shall take a leave of absence when they run as  
a candidate in any Municipal, Provincial or Federal Election. Should  
this Director or Officer win the candidacy, they will resign from the  
Board of the Chamber.
- Section 6      The Directors and Officers of the Chamber do not receive remuneration  
REMUNER-      for their service. They are, however, able to receive reimbursement  
ATION      for reasonable expenses incurred in the execution of their duties.

### **Part IX-Duties of Officers**

Section 1      The Chair shall preside at all meetings of the Chamber and the  
CHAIR board, except as otherwise provided herein.

Section 2      The Chair shall  
CHAIR      supervise the other officers and directors in the execution of their  
PRESIDENT/      duties

## CEO &

The President/CEO is the lead employee of the Chamber.

### SUPERVISION

Section 3  
REPORT TO  
GENERAL  
MANAGEMENT

The Chair shall present a general report of the activities of the year at the Annual General Meeting of the Chamber.

Section 4  
FIRST VICE  
CHAIR

The First Vice Chair shall carry out the duties of the Chair during his absence.

Section 5  
SECOND  
VICE  
CHAIR

The Second Vice Chair shall carry out the duties of the Chair when the Chair and the First Vice Chair are absent.

Section 6  
SECRETARY

The secretary shall be responsible for all records, correspondence and documentation of the Chamber and shall perform such other duties as may be assigned by the Executive.

Section 7  
TREASURER

The treasurer shall:

- (a) Keep financial records, including books of account, necessary to comply with the Boards of Trade Act.
- (b) Render financial statements to the directors, members and others when needed.
- (c) Be the chairman of the finance committee, if one is in place.

Section 8  
APPOINTED  
SECRETARY

In the absence of the secretary from a meeting, the directors may appoint another person to act as a secretary at the meeting.

### **Part X-Executive Committee**

Section 1  
RESPONSI-  
BILITIES

The Executive Committee shall:

- (a) At every board meeting provide the board with a summary of its activities since the previous board meeting and obtain ratification, by ordinary resolution of the same;
- (b) The executive committee shall review the performance of the President/CEO not less than on an annual basis and shall negotiate the salary and/or benefits for the President/CEO;
- (b) Meet as often as required to control the day-to-day operation of the Chamber, the manager or Executive Director and staff.

Section 2

The Executive Meetings will be held at a time and place as called by the Chair. Reasonable notice of such meetings is expected to be given to members of the committee in order for them to attend.

Section 3

A quorum for the Executive Meetings is 3 of the Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair, Secretary and Treasurer.



Section 2      Bank signing authority for the purpose of signing notes, drafts and  
SIGNING      cheques shall be any 2 of the Chair, first vice-Chair, second  
AUTHORITY      vice-Chair, secretary, treasurer or president/CEO.

Section 3      Members of the Executive Committee are not compensated for their  
REMUNER-      services, but are able to receive reimbursement for reasonable  
ATION      expenses incurred in the execution of these duties.

### **Part XI-Nominating Committee**

Section 1      The Chair shall, no later than the last Board or Executive meeting  
CHAIR      in January, appoint a nominating committee consisting of three voting  
APPOINTS      members of the Chamber in good standing, at least one of them shall  
COMMITTEE      be a member of the board. The nominating committee shall report to  
the members at the Annual General Meeting of those members who  
are prepared to run for election.

Section 2      The Nominating Committee will meet at times and places as deemed  
MEETINGS      necessary to fulfill their responsibilities.

Section 3      The Chair shall remove any member of the Nominating Committee  
TERMIN-      he/she feels is negligent in their duties, and replace that member with  
ATION      another member he/she so chooses.

Section 4      Members of the nominating Committee do not receive remuneration  
REMUNER-      for their services, however they are able to claim reasonable expenses  
ATION      in the execution of their duties.

Section 5      Any member in good standing may submit one or more nominations,  
MEMBER      in writing to the committee prior to the date set for the committee's  
SUBMISSION      report.  
IN WRITING

Section 6      The nominees for the position of Chair, first and second  
QUALIFI-      vice-Chairs, secretary/treasurer must have completed at least  
CATION      one year as a member of a Board of Directors of a Chamber of  
Commerce in Canada.

Section 7      Further nominations may be taken from the floor of a general  
NOMINA-      meeting with the consent of the nominee on the day of elections, so  
TIONS FROM      long as the nominee meets the requirements set out in these bylaws.  
FLOOR

### **Part XII-Borrowing Powers**

Section 1      In order to carry out the purposes of the Chamber, the directors may,  
DIRECTORS      by special resolution of the board, on behalf of and in the name of the  
RIGHTS      Chamber raise or secure the payment or repayment of money in any  
manner they decide and in particular without limiting the foregoing, by  
the issue of debentures.

Section 2      No debenture shall be issued without the sanction of a special

DEBENTURES resolution or the members.  
REQUIRE  
SPECIAL  
RESOLUTION

Section 3      The members may, by special resolution, restrict the borrowing powers  
BORROWING of the directors, but a restriction imposed expires at the next general  
RESTRIC- meeting.  
TIONS BY  
MEMBERS

### **Part XIII - Corporate Seal**

Section 1      The Corporate Seal is the responsibility of the Chair and is located in a  
secure location at the Chamber's Corporate Office

### **Part XIV- By Laws**

Section 1      On being admitted to membership, each member is entitled to, upon  
AVAILA- payment of a reasonable fee set from time to time by the executive  
BILITY committee, receive a copy of the Constitution and by-laws of the  
Chamber.

Section 2      These by-laws shall not be altered, repealed, amended or added to  
CHANGES except by an ordinary resolution of the members, notice first to be  
given by a member and seconded by another member at a previous  
general meeting.

Section 3      The majority of the members of the Chamber present at any Annual  
General Meeting of the Chamber may make by-laws and regulations  
for the government of the Chamber providing for,  
a. The admission and subscription of members;  
b. The imposition of penalties;  
c. The expulsion or retirement of members;  
d. The management of its board, officers and affairs;  
e. The fixing of the date and place of the regular meetings  
of the board;  
f. The powers to be exercised by its Board;  
g. All other matters concerning the government of the  
Chamber not inconsistent with the Board of Trade Act or  
any other law of Canada.

Section 4      After approval of any By-Law additions or amendments by the  
members, approval must be obtained from the Federal Government  
Ministry representative responsible for such matters before it can be  
enacted.

Section 5      These by-laws shall be binding to all members of the Chamber and to  
BINDING all persons lawfully under its control.

### **Part XV-Expenditures Authority**

Section 1      **The President/CEO may authorize expenditures up to \$2,000.**

PRESIDENT/CEO

Section 2      **The executive may authorize expenditures up to \$5,000.**  
EXECUTIVE

Section 3      The board of directors may authorize expenditures up to \$10,000 upon approval by ordinary resolution of the board.

Section 4      Expenditures of more than \$10,000 must be approval by ordinary MEMBERSHIP resolution of the members at a regular meeting.

**Part XVI – Financial Statements**

Section 1      A year end audited financial statement shall be presented by the AUDITORS secretary/treasurer at each Annual General Meeting.

Section 2      The Appointment of an Auditor will be made at the Annual General Meeting of the Chamber

**Part XVII-Miscellaneous**

Section 1      The Chamber, at the discretion of the board, shall have power to AFFILLIA- affiliate with the Canadian Chamber of Commerce and the Associated TION Chambers of Commerce of Vancouver Island, (provincial or regional Chambers) and any other organization in which membership may be in the interest of the Chamber.

Section 2      The fiscal year of the Chamber shall commence on the first day of FISCAL January each year.  
YEAR

Section 3      The board of directors may, at its discretion, submit any questions REFER- by referendum to the members. This shall be done by the secretary ENDUM mailing to them the proposal, with pertinent information and a ballot RESOLU- form. If within 21 days from the posting of the ballots, replies from at TION least 35 percent of the members have been received and an affirmative vote of at least two thirds of the replies indicated, it shall be considered as adopted and shall be effective as if passed as a resolution at an annual general meeting.

Section 4      The meetings of the board shall be open to all members of the MEETINGS Chamber who may attend but may not take part in any of the OF THE proceedings.  
BOARD

**Part XVII-Date of Revision**

The date of this revision of the By-laws is April 28, 2018