

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 In these by-laws, unless the content otherwise requires, the following DEFINITIONS 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 President, Past-President (or Past-Chair as the case may be), 1st Vice-President, 2nd Vice-President, Secretary and/or the Treasurer;
 - (d) "Board" means the Executive, eight Directors, one nonvoting representative from the Municipal Council of the City of Port Alberni; one nonvoting Representative of the Alberni Clayoquot Regional District; one nonvoting representative from each of the Hupacasath and Tseshaht First Nations; up to three additional nonvoting discretionary representatives from organizations as determined by the Board. The Past-President (or Past-Chair, as the case may be) is considered to be a nonvoting position.
 - (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 members Executive, Directors, and appointed representatives.
- (j) "Special Meeting" means a meeting of all Executive, Directors and Members, being called by the President, and/or a majority of the 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 President, 1st Vice-President, 2nd Vice-President, 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 then in office.
- (n) "Written Notice" means communication to the member 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
 MEMBERSHIP society, whose beliefs, constitution, by-laws and/or objects supports
 CONDITION the object of the Chamber as stated in Part I, Section 2 is eligible for
 membership in the Chamber.

Section 2
 ACCEPTANCE Any person, organization or corporation as described in Part III,
 Section 1, who applies for Membership will only be admitted as a
 member of the Chamber upon acceptance by way of special resolution
 at an Annual General Meeting or Special Meeting.

Section 3 An approved member 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, attention 'Alberni Valley Chamber of Commerce Secretary';
- (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 Executives and 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 Executives and Directors at a meeting of the Board.

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 those who have 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, held at least quarterly, of the Chamber shall be held at a time and place that the board decides.
- Section 2
NOTICE At least ten days notice of the meeting shall be given to members by way of Chamber bulletin, newsletter, newspaper advertisement, 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 President may call a special meeting of the Chamber members. When requested in writing by a majority of members of the board, the President shall call a special meeting. At least 10 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 President, 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.
- Section 8
Majority to
Have Full
Power A majority of members present at a meeting are competent to do and perform all acts which are directed to be done at a meeting under the Boards of Trades Act or these by-laws.

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 President of the Chamber or the 1st or 2nd Vice-President in his/her 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 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 President, 1st Vice-President, 2nd Vice-President, Secretary and 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
EXECUTIVE TERM OF OFFICE Officers shall serve a one-year term and shall be elected by a majority of the members present at the meeting. Officers may be re-elected for a further term but shall not serve for more than two consecutive terms in each executive position.

Section 6a
DIRECTORS TERM OF OFFICE The directors shall serve a one-year term and shall be elected each year by a majority of the members present at the meeting. No director shall serve more than six consecutive terms.

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 Executive and Directors is invalid only by there being less than the prescribed number of Executive and Directors in office.

Section 9
MEMBERS SPECIAL RESOLUTION TO REMOVE DIRECTOR OR OFFICER The members may, by special resolution, remove a Director or Officer 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 Executive or 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
PROCEDURES Voting shall be by the showing of hands, or if requested by a member and approved by a special resolution of the members in good standing present, by a ballot vote.

Section 3
PROXY Proxy voting is not permitted.

Section 4
PRESIDING OFFICER The President or presiding officer shall manage the vote.

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

Part VII-Proceeding of the Board

Section 1
BOARD
MEETINGS
& POWERS (a) The Board shall meet together at times and at places they deem fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit;
(b) Ten days' notice of such a meeting will be given to the Board, by email or any other such method adopted.
(c) A quorum shall be the majority of the Executive and Directors then in office as outlined in Part II Section 1(m). Each Executive and 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 ten days notice to the members;

Section 2
BOARD'S
DELEGATIONS (a) The Board may delegate any, but not all of their powers to committees consisting of Executive, Directors, or members, as they see fit.

- (b) The President may appoint a committee chairman or designate members of the Board, or other members, to examine, consider and report upon any matter or take such action as the Board 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/her office terminated for just cause; and
- (e) The Board may remove any other member of a committee and replace that member with another member of their choice.

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

Section 4
VOTING &
TIE VOTES Questions arising at a meeting of the Board or committee meeting shall be decided by a majority of votes. In the case of a tie, the presiding officer has the deciding vote.

Part VIII-Directors and Officers

Section 1
DIRECTORS
AND
OFFICERS The Executive and Directors will manage the Chamber and may exercise all powers and do all acts and things that 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:

- (a) All laws affecting the Chamber;
- (b) These by-laws;
- (c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Chamber in Board Meetings.

Section 2 A minimum of 8 Directors are to be elected together with, The President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary.

Section 3
ELECTION All Directors and Officers are to be elected at an Annual General 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
TERMIN-
ATION Any Officer or Director may be suspended from their office or have their tenure of office terminated if, in the opinion of the Chamber Executive and Directors, they are negligent in the performance of their duties. Such a person so suspended, shall have the right to appeal the 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
REMUNER-
ATION The Directors and Officers of the Chamber do not receive remuneration for their service. They are, however, able to receive reimbursement for reasonable expenses incurred in the execution of their duties.

Part IX-Duties of Officers

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

Section 2
PRESIDENT
SUPERVISION The President shall supervise the other officers and directors in the execution of their duties.

Section 3
REPORT TO
GENERAL
MANAGEMENT The President shall present a general report of the activities of the year at the Annual General Meeting of the Chamber.

Section 4
FIRST VICE-
PRESIDENT The 1st Vice-President shall carry out the duties of the President during his/her absence.

Section 5
SECOND
VICE-
PRESIDENT The 2nd Vice-President shall carry out the duties of the President when the President and the 1st Vice-President 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 Executive, Directors, members and others when needed.
(c) Be the President of the finance committee, if one is in place.

Section 8
APPOINTED
SECRETARY In the absence of the Secretary from a meeting, the Board 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 CEO not less than on an annual basis and shall negotiate the salary and/or benefits for the CEO.
 - (c) Meet as often as required to control the day-to-day operation of the Chamber, and the CEO.

Section 2 Meetings of the Executive committee will be held at a time and place as called by the President. Reasonable notice of such meetings is expected to be given to Executive in order for them to attend.

Section 3 A quorum for the meetings of the Executive committee's is 3, of the President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer.

Section 4 SIGNING AUTHORITY Signing authority of the Chamber for the purpose of executing documents, signing notes, bank drafts and cheques shall be any 2 of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and CEO.

Part XI-Nominating Committee

Section 1 PRESIDENT APPOINTS COMMITTEE The President shall, no later than the last Board or Executive meeting in January, appoint a nominating committee consisting of three voting members of the Chamber in good standing, at least one of them shall 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 MEETINGS The Nominating Committee will meet at times and places as deemed necessary to fulfill their responsibilities.

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

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

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

Section 6 QUALIFICATION The nominees for the position of President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer must have completed at least 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 Board may,
DIRECTORS by special resolution, on behalf of and in the name of the Chamber
RIGHTS 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
BORROWING powers of the Board, but a restriction imposed expires at the next
RESTRIC- general meeting.
TIONS BY
MEMBERS

Part XIII - Corporate Seal

Section 1 The Corporate Seal is the responsibility of the President 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 BINDING These by-laws shall be binding to all members of the Chamber and to all persons lawfully under its control.

Part XV-Expenditures Authority

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

Section 2 EXECUTIVE The Executive may authorize expenditures up to \$2,500.

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

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

Part XVI – Financial Statements

Section 1 AUDITORS Meeting. A year end audited financial statement shall be presented by the Treasurer or in his/her absence the Secretary 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 AFFILLIA-TION The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce and the Associated 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 FISCAL YEAR The fiscal year of the Chamber shall commence on the first day of January each year.

Section 3
REFER-
ENDUM
RESOLU-
TION

The Board may, at its discretion, submit any questions by referendum to the members. This shall be done by the secretary mailing to them the proposal, with pertinent information and a ballot form. If within 21 days from the posting of the ballots, replies from at 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
MEETINGS
OF THE
BOARD

The meetings of the board shall be open to all members of the Chamber who may attend but may not take part in any of the proceedings.

Part XVII-Date of Revision

The date of this revision of the By-laws is _____, 2019.