

**BYLAWS & CONSTITUTION**  
**OF THE KAMLOOPS AND DISTRICT CHAMBER OF COMMERCE**

**ARTICLE I – NAME**

**BYLAW 1** – The name of this organization shall be the “Kamloops and District Chamber of Commerce”.

**ARTICLE II – OBJECTS**

**BYLAW 2** – The objects of the Chamber shall be:

- a) To promote through its members the progress and development of Kamloops and Region in order to make it a better place in which to live and work.
- b) To unite the members into a close relationship in order to make possible united action in the promotion of matters pertaining to their common interests.
- c) To develop and present informed views and opinions of members to the Municipal Council and/or the Provincial Legislature and/or Federal Government and others as may be deemed advisable.
- d) To promote the economic, civic and social welfare of Kamloops and Region.

**BYLAW 3** – The usual place of meeting shall be designated by the Board.

**BYLAW 4** – The Chamber shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

**ARTICLE III – INTERPRETATION**

**BYLAW 5** – In these bylaws, unless the context otherwise requires:

“Annual General Meeting” means an annual meeting of the Members wherein the Board presents a report of the previous year’s activities and the Members elect the next year’s Board;

“Board of Directors” or “Board” means the Board of Directors of the Chamber;

“Business Day” means any day except Saturdays, Sundays, or statutory holidays in the Province of British Columbia, and if any event, action, payment, or delivery by the parties pursuant to any of the terms of this Agreement is to occur on a Business Day, then such event, action, payment, or delivery, as the case may be, shall occur, be performed, be paid, or be delivered by the parties on or before 5:00 p.m. Pacific Time on such Business Day.;

“Chamber” means the Kamloops and District Chamber of Commerce as a body;

“City” means the city of Kamloops;

“Committees” shall be groups appointed by the Board that meet on an ongoing basis;

“Directors” means any and all Members duly elected or appointed to serve on the Board excluding the Immediate Past President who shall be, ex officio, a member of the Board and includes the Officers, and “Director” means any one of them;

“Executive” means President, the Vice Presidents, the Secretary, the Treasurer, and the immediate Past President of the Board of Directors of the Chamber;

“Executive Director” means the person appointed by the Board to manage the affairs of and personnel of the Chamber’s office;

“Immediate Past President” means the Member who most recently held the position of President of the Board prior to the current President;

“Member” means those persons whose application for membership to the Chamber has been accepted by the Executive Director of the Chamber, including each and every Individual Member, Honourary Member, and Business Member, and “Member” means any one of them;

“Membership” means all of the Members in good standing of the Chamber from time to time;

“Region” means that area within and for which the Chamber was established as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c.124, s.1.);

“Special General Meeting” means a meeting of the Members, other than an Annual General Meeting or a General Meeting, wherein any extraordinary or urgent business is conducted;

“Task Forces” are groups appointed by the Board with a specific task and timeline.

#### **ARTICLE IV – MEMBERSHIP**

**BYLAW 6** – Any person, directly or indirectly engaged or interested in legal trade, commerce or the economic and social welfare of Kamloops and Region shall be eligible for membership in the Chamber.

**BYLAW 7** – Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of Kamloops and Region may become members of the Chamber but the voting power of such memberships shall, in each such case be assigned to an individual or individuals representing each such respective member.

**BYLAW 8** – The Board may remove from the roll of the membership the name of any member who fails to pay annual dues within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited. A member so removed from membership may be reinstated upon payment of its membership dues.

**BYLAW 9** – Any Member of the Chamber, who intends to retire therefrom or to resign its membership, may do so, at any time, upon giving to the Executive Director not less than five Business Days’ written notice stating such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against it at the time of such written notice. Upon resignation or retirement from membership, any annual dues or other assessments paid for the current year shall not be refunded to the former Member. Any indebtedness to the Chamber of any Member who ceases to be a Member for any reason shall remain an obligation of the former Member until paid in full.

**BYLAW 10** – Persons who have distinguished themselves by some meritorious or public service, may be elected honorary members by a majority vote of the Directors. Honorary membership shall include all the privileges of active membership except that of holding office. Honorary members shall be exempt from paying annual dues.

**BYLAW 11** – The membership of any member may be terminated by a two-thirds (2/3) vote of those Directors present at any meeting of the Board of Directors at which a quorum is present, provided that the Board of Directors shall first find by a like two-thirds (2/3) vote that such membership in its opinion is prejudicial to the best interests of the Chamber, and provided that such member shall have had an opportunity, upon written notice of thirty (30) days, to show cause why such membership should not be terminated, and should such member fail to show such cause, its membership shall terminate at the expiration of the said period of thirty (30) days. Upon such termination, the dues paid for the current year shall be refunded. The Board may expel a Member only under the following circumstances:

- a) where the Board believes after reasonable investigation that the Member has contravened these Bylaws; or
- b) where such termination is necessary to preserve the reputation and integrity of the Chamber, its Board or its employees.

**BYLAW 12** – The annual dues payable by members of the Chamber shall be determined annually by the Board.

**BYLAW 13** – The initial payment of dues shall accompany the application for membership.

**BYLAW 14** – Membership in the Chamber shall be on an annual basis and dues shall become payable on the first day of the month in which the member joined.

**BYLAW 15** – Other assessments may be levied against all members, provided they 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 general meeting shall state the nature of the proposed assessment.

#### **ARTICLE V –BOARD OF DIRECTORS**

**BYLAW 16** –The Board of Directors shall be comprised of eleven to thirteen members of the Chamber. The retiring President, or the immediate Past-President shall be an ex-officio, non-voting member of the Board until the next annual meeting. Except as indicated, the foregoing have full voting powers. If a person currently holding an official role with either the BC Chamber of Commerce or Canadian Chamber of Commerce resides in the Greater Kamloops region, they may be invited to be ex-officio, non-voting members of the Board on conditions approved by the Board.

**BYLAW 17** – Except as indicated herein, elected Directors will serve for a term of TWO (2) years. Directors may serve an additional two terms. In addition, if elected as an Executive Officer, Directors may serve up to two additional terms for a maximum of ten years on the Board.

The Board of Directors, prior to the Annual General Meeting of each year, will determine the number of vacancies to be filled on the Board of Directors and whether the term of each of the Director positions to be filled will be ONE (1) year or TWO (2) years. Such determination will

be based on a requirement that not less than FIVE (5) nor more than SIX (6) Directors will have one year remaining in their term of office after the AGM.

**BYLAW 18** –Directors, before taking office, shall take and subscribe before the Mayor of the City or before any Justice of the Peace, an oath in the following form:

*“I affirm that I will faithfully and truly perform my duty as Director of the Kamloops 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.”*

**BYLAW 19** – The swearing in ceremony is to be held at the Annual General Meeting each year. The new Board will take office immediately following the swearing ceremony.

**BYLAW 20** – 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.

**BYLAW 21** – The Chamber will 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.

**BYLAW 22** – A committee dealing with Board Nominations shall submit to the Annual General Meeting of the Chamber its recommendations for the Board of Directors for the ensuing year albeit nominations will be accepted from the floor at the aforementioned meeting providing the concurrence of the nominee has first been obtained. Elections will be conducted by a vote during the Annual General Meeting. ~~The Board will be sworn in at the Annual General Meeting.~~

**BYLAW 23** – If a Director resigns, is terminated or changes the membership status they held at the time of becoming a Director, their position is subject to review by the Board. The Director may be removed from their position if the Board determines, by a majority vote, that the Director’s new position is a conflict of interest or that more than one Director works for the same employer. If they wish to continue as Director, they must remain a member in good standing for duration of their term, which will conclude at the next AGM.

**BYLAW 24** – Any officer or Director may be suspended from his/her office or have his/her tenure of office terminated if he/she has two unexcused absences per term from meetings of the Board or, in the opinion of the Board, he/she is grossly negligent in the performance of his/her duties, providing however, that any officer or Director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

**Commented [AP1]:** As it already states in bylaw 19:

BYLAW 19 – The swearing in ceremony is to be held at the Annual General Meeting each year. The new Board will take office immediately following the swearing ceremony.

The last line of bylaw 22 is redundant

**BYLAW 25** – Where any vacancy on the Board occurs, the Board may appoint by a two thirds vote a Member to the Board until elections at the Annual General Meeting.

**BYLAW 26** – The Directors shall have the general power of administration, may make or authorize petitions or representatives to the Government or Parliament of Canada, the Government or Legislature of the Province of British Columbia, or others as may determine or as may be required by vote of a majority of members present at any general meeting.

**BYLAW 27** – A Director of the Board shall in addition to the powers hereby expressly conferred on, have such powers as are assigned to him/her by any Bylaw of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

**BYLAW 28** – Any six (6) 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.

**BYLAW 29** – The regular 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.

**BYLAW 30** – The Board shall frame such Bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the Chamber and shall submit them for adoption at a general meeting of the Chamber called for that purpose.

**BYLAW 31** – The Board may suspend any President from office or have his/her office terminated for just cause. Any committee or task force may be terminated by the Board.

#### **ARTICLE VI – EXECUTIVE OFFICERS and EXECUTIVE DIRECTOR**

**BYLAW 32** - The Offices of President and Vice Presidents shall be filled by individuals who have been elected to the Board and shall be elected annually by the Board at the Directors Meeting that next occurs after the Annual General Meeting.

- a) The President shall, if present, preside at meetings of the members of the Board and at General Meetings and Annual General Meetings of members of the Chamber. The President shall sign all instruments that require signature by the President, and shall perform all duties as may, from time to time, be delegated by resolution of the Board.
- b) The First or Second Vice-President, in the absence of the President or in the event of the refusal of the President to act, shall be vested with all the powers and shall perform all of the duties of the President. The Vice-Presidents shall perform all other powers and duties as may from time to time be assigned to them by resolution of the Board.

**BYLAW 33** – The Offices of Secretary and Treasurer shall be filled by individuals who have been elected to the Board and shall be elected by the Board of Directors Meeting that next occurs after the Annual General Meeting.

- a) The Treasurer shall keep, or cause to be kept, a proper record of all receipts and expenditures. The Treasurer shall provide a review engagement of the books of the Chamber by a firm of chartered professional accountants and shall cause to be presented at the Annual General Meeting of the Members of the Chamber a copy of the annual financial statements of the fiscal year ending December 31<sup>st</sup> of each year. The Treasurer shall file, or cause to be filed, annual summaries as required pursuant to the Act.

- b) The Secretary will ensure that all minutes of the meetings of the Board be transcribed, signed upon approval and kept as archives.

**BYLAW 34** – The Board shall appoint a salaried Executive Director, who shall be charged with the administration and management of the Chamber. The Executive Director shall have supervision and authority over the administration and personnel of the Chamber’s office. As a non-voting attendee, the Executive Director shall be at all Board meetings and at Governance Committee, in-camera and other meetings at the discretion of the Board.

**BYLAW 35** - In the event the Chamber finds itself in a position that the duly appointed President vacates that office for any reason whatsoever, and either of the Vice-Presidents are not prepared to accept the vacant position, that the following procedure be adopted:

- a) The immediate Past-President is asked to assume the position.
- b) A Past-President be asked to assume the position.
- c) A person of the Board’s choice, who is prepared to accept this position, be asked.

**BYLAW 36** – No paid employee of the Chamber shall hold office on the Board or Executive. Directors and Officers of the Chamber shall receive no remuneration for services rendered in their capacity as Director or Officer of the Chamber, but the Board may grant any of the said Directors or Officers reasonable reimbursement for expenses incurred for carrying out their duties.

**BYLAW 37** – The Executive Director shall have charge of all funds of the Chamber and shall deposit or cause to be deposited the same in a chartered bank or Credit Union selected by the Directors. Out of such funds he/she shall pay amounts approved by the Directors and shall keep a regular account of the income and expenditures of the Chamber and submit reviewed financial statements thereof for presentation to the Annual General Meeting and at any other time required by the Directors. He/she shall make such investment of the funds of the Chamber as the Directors may direct. He/she shall, with the President, 1<sup>st</sup> Vice or 2<sup>nd</sup> Vice have the ability to sign all notes, drafts and cheques. The Executive Director shall be responsible to the Directors for the general control and management of business and affairs. He/she shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to his/her office. He/she shall, with the President, sign and when necessary seal with the seal of the Chamber (or which he/she shall have history) all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Board. The Executive Director shall report to the Board. The Executive Director and staff should be bondable. At the expiration of his/her term of employment, the Executive Director shall deliver to the Chamber all books, papers, electronic data and other property of the Chamber.

**BYLAW 38** - The President shall, with the Executive Director, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. It shall be the duty of the retiring President to present a written general report of the activities of the Chamber during the year. This report together with a copy of the reviewed financial statements shall be presented to the Annual General Meeting.

**BYLAW 39** – Public pronouncements in the name of the Chamber shall be made only by the President, or in the President’s absence by the 1<sup>st</sup> Vice President, or in the 1<sup>st</sup> Vice President’s absence by the 2<sup>nd</sup> Vice President or Executive Director, or where the Board has delegated this authority to some other person in some special case or circumstance, by that person.

## **ARTICLE VII – MEETINGS**

**BYLAW 40** – The Annual General Meeting of the Chamber shall be set by the Board within 120 days after fiscal year end. At least two weeks' notice of the annual meeting shall be given.

**BYLAW 41** – Accredited delegates from at least twenty (20) members shall constitute a quorum at Annual and Special General Meetings.

**BYLAW 42** – Special General Meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three (3) Directors or any ten (10) members of the Chamber.

**BYLAW 43** – The Directors shall meet from time to time (at least six times per year) as may be necessary to carry on the business of the Chamber.

**BYLAW 44** – Notice of all general meetings, naming the time and place of assembly, shall be given by the Executive Director. A notice inserted in one or more of the newspapers published within the Region or a circular letter signed by the President and sent to the last known mail or email address or fax number of each member shall constitute sufficient notice.

**BYLAW 45** – Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Executive Director. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

**BYLAW 46** – All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

**BYLAW 47** – The President shall preside at all general meetings of the Chamber and the Board. He/she shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. In the absence of the President, either of the Vice-Presidents may act in place of the President and, in the absence of these officers, the Board shall appoint a Chair to act temporarily.

## **ARTICLE VIII – VOTING RIGHTS**

**BYLAW 48** – Every member in good standing represented at any General Meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Partnership, or a deceased Member shall, in each such case, be assigned to the appropriate individuals representing such members. Each member shall be entitled to appoint representatives on the basis of the membership formula, but voting delegates will be limited to a maximum of four (4). Voting at Board or general meetings shall normally be by show of hands, or if requested by the President, by standing vote. A roll call shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

**BYLAW 49** – The presiding officer of the General Meeting shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

**BYLAW 50** – Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these Bylaws.

**BYLAW 51** – Directors shall be able to vote on Board meeting matters by electronic vote, providing they adhere to all board policies pertaining to the same.

**BYLAW 52** – Proxy Votes - Members may be represented at any Annual or Special General Meeting by a representative of another member according to the Rules of the Proxy Process. However, no delegate at any meeting shall hold more than one (1) proxy vote.

**BYLAW 53** – Bylaws may be adopted, repealed or amended at any general meeting. Notice of motion to adopt, repeal or amend must be given in writing to the members at least two weeks prior to the general meeting in the same manner as notice of the meeting. Each Bylaw or series of Bylaws to be adopted, repealed or amended must be motioned by one member, seconded by another and passed by a majority of the members present at the general meeting

**BYLAW 54** –Bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. Bylaws shall come into force and be acted upon only when they have been approved by the membership.

#### **ARTICLE IX – BORROWING AND CONTRACTING**

**BYLAW 55** – In order to carry out the purposes of the Chamber, the Directors may, on behalf of and in the name of the Chamber, raise, borrow or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the execution of loan documentation and the issuance of security for such loans on the whole or any part of the present and future assets and undertaking of the Chamber.

#### **ARTICLE X – AFFILIATION**

**BYLAW 56** – 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 and any other organizations in which membership may be in the interests of the Chamber.

#### **ARTICLE XI – FISCAL YEAR**

**BYLAW 57** – The fiscal year of the Chamber shall commence on the 1<sup>st</sup> day of January in each year.

#### **ARTICLE XII – AUDITORS**

**BYLAW 58** – Accountants shall be appointed by the members present at the Annual General Meeting and the appointed accountants shall review or audit the books and accounts of the Chamber at least once in each year. A reviewed financial statement shall be presented at each Annual General Meeting and at any other time required by the Board.

#### **ARTICLE XIII – PROCEDURE**

**BYLAW 59** – Parliamentary procedure shall be followed at all general meetings and Board meetings in accordance with the most recent version of “Roberts Rules of Order”.



#### **ARTICLE XIV – BOARD COMMITTEES AND TASK FORCES**

**BYLAW 60** – The appointment of Committees and Task Forces and participants thereof is at the discretion of the Board.

**BYLAW 61** – The Board shall maintain standing committees that deal with the following each year:

- a) Nominations;
- b) Governance;
- c) Strategic Planning.

**BYLAW 62** – The Board, or at its request, the President, may appoint Committees or Task Forces or designate Members or others, to examine, consider, and report upon any matter or take such action as the Board may request.

**BYLAW 63** – The Board, or at its request the President, may appoint any Board Member as a chair or co-chair of a Committee or Task Force. The Committee/Task Force chair shall name the participants on each Committee/Task Force. The chair, having received instructions and guidelines from the Board, shall diligently investigate the tasks assigned to the Committee/Task Force. Each chair shall designate a person for that Committee or Task Force who shall record the meeting notes of the Committee or Task Force meetings. The Chair shall submit a meeting summary to the Board, on a timely basis and in writing, all Committee activity and any recommendations. Each Committee and Task Force shall submit to the Board, in writing, a full report of the year's activities prior to the Annual General Meeting.

**BYLAW 64** – All Committee/Task Force reports and associated information shall be kept confidential until after the report has been approved by the Board. No decision made by a Committee or Task Force shall be binding upon the Chamber or implemented, until authorized by the Board. No Committee or Task Force shall authorize the payment of Chamber funds without express approval of the Board.

**BYLAW 65** – The President and the Executive Director shall be ex officio members of every Committee and Task Force.

#### **ARTICLE XV – CHAMBER DISSOLUTION**

**BYLAW 66** – If the Board decides that the Chamber needs to be dissolved, then a Special General Meeting of the members must be called at which a 2/3 vote of attendees is required to dissolve the organization. On the dissolution of the Chamber, any funds shall be used to pay any outstanding liabilities of the Chamber. All assets owned by the Chamber must be sold and any remaining funds may be distributed to one or more organizations as determined by the Board.

These bylaws last updated March 17, 2022