

# CENTRAL COAST CHAMBER OF COMMERCE- BYLAWS

*(revised and adopted February 2017)*

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## **ARTICLE I – NAME AND OBJECTIVES**

**SECTION 1:** The name of this organization shall be the Central Coast Chamber of Commerce.

**SECTION 2:** The objectives of the Central Coast Chamber of Commerce shall be to promote and improve trade and commerce, and the economic, civic, and social well-fare of the district. Maximum participation by all residents shall be actively sought.

**SECTION 3:** The usual place of meeting shall be the Denny Island Community Centre, on 105 Marine Drive, Denny Island.

**SECTION 4:** The Central Coast Chamber of Commerce shall be non-sectional and non-sectarian, and shall not lend support to any candidate for public office.

## **ARTICLE II – INTERPRETATION**

**SECTION 5:** Wherever the words “the Chamber” occur in these bylaws, they shall be understood to mean “the Central Coast Chamber of Commerce” as a body.

**SECTION 6:** Wherever the words “the Board” occur in these bylaws, they shall be understood to mean “the Board of the Central Coast Chamber of Commerce”.

**SECTION 7:** Wherever the word “District” occurs in these bylaws, it shall mean that area within and for which this Chamber was established as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c. 18, s.1).

## **ARTICLE III – MEMBERSHIP**

**SECTION 8:** Any reputable person who is engaged or interested in trade, commerce, or the economic or social welfare of the District shall be eligible for membership in the Chamber.

**SECTION 9:** Any reputable Associations, Corporations, Businesses, Societies, Partnerships or Estates directly engaged or interested in trade, commerce, or the economic or social welfare of the District may become members of the Chamber.

**SECTION 10:** Any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the bylaws of the Chamber. The proposed new member shall be submitted in writing to the Board by the sponsor prior to the next General Meeting.

**SECTION 11:** If such proposal is carried by a majority of two-thirds of the members of the Chamber then present, such person or organization shall henceforth be a member of the Chamber, and shall have all the rights and be subject to all the obligations of the other members.

**SECTION 12:** Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members.

**SECTION 13:** Any member of the Chamber who intends to retire therefrom or to resign his/her membership may do so at any time upon giving to the Secretary notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notice.

**SECTION 14:** The Board may remove from the roll of members the name of any newly enrolled member failing to pay his/her annual dues within 30 days of his/her admission, or of any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

**SECTION 15:** Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership is excluded from the payment of annual dues and shall include all the privileges of active membership, included that of holding office.

**SECTION 16:** Any member of the Chamber can be expelled by a two-thirds vote of the Chamber.

#### **ARTICLE IV – DUES AND ASSESSMENTS**

**SECTION 17:** The annual dues payable by members of the Chamber shall be determined annually by the Board, subject to approval at a General Meeting whenever a change in the original amount is involved.

**SECTION 18:** 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 – OFFICERS AND BOARD**

**SECTION 19:** The officers shall be: a president, a vice-president, a secretary, and a treasurer, who together with a minimum of four (4) and a maximum of eight (8) other members, shall be elected at the Annual General Meeting (AGM) and shall form the Board. The retiring president shall be, ex-officio, a member of the Board.

**SECTION 20:** Where a member of the Board dies or resigns his/her office or is absent from three consecutive meetings of the Board, the Board may at any meeting thereof elect a member of the Board in the place of the member who died or resigned or is absent.

**SECTION 21:** Any officer or Board member may be suspended from his/her office or have his/her tenure of office terminated if, in the opinion of the Board, he/she is grossly negligent in the performance of his/her duties, providing however, that any officer or Board member so suspended or whose tenure of office has been terminated shall be at liberty to appeal.

**SECTION 22:** The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others (e.g. the Central Coast Regional District), as it may determine or as may be required by vote of a majority of the Board members.

**SECTION 23:** The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber, provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

**SECTION 24:** Five (5) or more members of the Board, lawfully met, shall be a quorum, and such quorum may do all things within the powers of the Board.

**SECTION 25:** 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.

**SECTION 26:** The Board, or at his/her request, the President, may appoint committees or designate members of the Board, the Chamber or others to examine, consider and report upon any matter or take such action as the Board may request.

**SECTION 27:** The Board may suspend any committee Chair from office or have his/her office terminated for just cause. Any committee may be terminated by the Board.

**SECTION 28:** No paid employee of the Chamber shall be a member of the Board. Chamber Board members shall receive no remuneration for services rendered, but the full Board may grant any Chamber Board members reasonable expense monies.

**SECTION 29:** All members of the newly elected Board at each AGM shall promise to uphold the bylaws of the Chamber in the presence of the general membership and public.

**SECTION 30:** The meetings of the Board shall be open to all members of the Chamber, who may attend and take part in the proceedings, with the exception of voting, which will be done exclusively by the Board members.

**SECTION 31:** No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.

## **SECTION 32:**

- a) The President shall preside at all meetings of the Chamber and 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. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless another Board member is designated by the Board.
- b) The Vice-President shall act in the absence of the President, and in the absence of both these Board members, the Board shall appoint a Chairperson to act temporarily.
- c) The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the Board. Out of such funds, he/she shall pay amounts approved by the Board and shall keep a regular account of the income and expenditures of the Chamber, and shall submit a statement thereof for presentation to the AGM and at any other time required by the Board. He/She shall make such investments of funds of the Chamber as the Board may direct.
- d) The Secretary shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/She shall, with the President, sign 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. At the expiration of his/her term of office, the Secretary shall deliver to the Chamber all books, papers, and other property of the Chamber.

## **ARTICLE VI – MEETINGS**

**SECTION 33:** The AGM of the Chamber shall be held in the month of January in each year at the time and place determined by the Board. At least two weeks' notice of the AGM shall be given.

**SECTION 34:** General meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Board or one third of the Chamber membership. At least one week's notice of such meetings shall be given.

**SECTION 35:** The Board shall meet, preferably, once a month to carry on the business of the Chamber.

**SECTION 36:** Notice of all meetings, naming the time and place of assembly, shall be posted on a public bulletin board and on the Chamber's websites, and emailed to the last known email address of each member of the Board. This procedure, carried out no less than 4 days in advance, shall constitute sufficient notice.

**SECTION 37:** At any annual or general meeting, 50%+1 of the members attending shall be a quorum so long as at least 50%+1 of the Chamber members are present. This majority shall be deemed competent to do and perform all acts which are, or shall be, directed to be done at any such meetings.

**SECTION 38:** Minutes of the proceedings of all general and Board meetings shall be stored in electronic format and posted on the Chamber's website.

**SECTION 39:** Minutes shall be signed by the person who presides at the meeting at which they are approved and adopted.

**SECTION 40:** All books of the Chamber shall be open to any member of the Chamber at all reasonable hours free of charge.

#### **ARTICLE VII – VOTING RIGHTS**

**SECTION 41:** Every member in good standing represented at any General Meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Business, Society, Partnership, or an Estate member shall in each case be assigned to individuals in writing to the Board, and in no case shall any individual have more than one vote.

**SECTION 42:** Voting at Board or General Meetings shall normally be by a show of hands or, if requested by the Chairperson, by a standing vote. A roll call vote or a secret ballot shall be taken if requested by two-thirds of the members assembled.

**SECTION 43:** The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

**SECTION 44:** Motions or amendments shall be carried at any Board or General Meeting by a majority vote unless otherwise provided in these bylaws.

#### **ARTICLE VII – BYLAWS**

**SECTION 45:** Bylaws 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 at a previous General Meeting, and duly entered as a minute of the Chamber.

**SECTION 46:** Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

#### **ARTICLE IX – AFFILIATION**

**SECTION 47:** The Chamber shall have the power to affiliate with the Canadian Chamber of Commerce, provincial or regional Chambers, or any other organizations in which membership may be in the interests of the Chamber.

**ARTICLE X – FISCAL YEAR**

**SECTION 48:** The fiscal year of the Chamber shall commence on the 1<sup>st</sup> day of January in each year.

**ARTICLE XI – AUDITORS**

**SECTION 49:** Auditors may be appointed by a majority of the members present at the AGM in order to audit the books and accounts of the Chamber. A financial statement shall be presented by the Treasurer at each AGM and at any other time required by the Board.

**ARTICLE XII – PROCEDURE**

**SECTION 50:** Parliamentary procedure should be followed at all meetings of the Chamber.