



**KELOWNA CHAMBER OF COMMERCE INCORPORATED UNDER
THE "BOARDS OF TRADE ACT" REVISED STATUTES
OF CANADA ON JUNE 1, 1906**

**BYLAWS
(REVISED January, 2000)
(REVISED February, 2009)
(REVISED March, 2013)
(REVISED March, 2014)
REVISION January, 2016**

ARTICLE I - NAME AND OBJECTS

Section 1 - The name of this organization shall be the "Kelowna Chamber of Commerce".

Section 2 - The object of the Chamber shall be to **foster a positive business environment in the Kelowna region by providing members with leadership, advocacy, and services of value.**

Section 3 - The usual place of meeting shall be in or near the City of Kelowna in the Province of British Columbia.

Section 4 - The Chamber shall be nonsectional and nonsectarian and shall not lend its support to any candidate for public office, nor support a specific business endeavour of one person or corporation.

ARTICLE II - INTERPRETATION

Section 5 - Wherever the words "the Chamber" occur in these Bylaws they shall be understood to mean the "Kelowna Chamber of Commerce" as a body.

Section 6 - Wherever the word "Board" occurs in these Bylaws, it shall be understood to mean "The Board of Directors of the Kelowna Chamber of Commerce".

Section 7 - Wherever the word "District" occurs in these Bylaws, it shall mean that area contained within the boundaries of the City of Kelowna and the boundaries of the Central Okanagan Regional District as they are defined from time to time.

ARTICLE III - MEMBERSHIP

Section 8 - Any person of the age of nineteen (19) years or over, directly or indirectly engaged or interested in trade and commerce in the City of Kelowna, Association, Corporation, Society, Partnership, Government Entity or Estate desiring to become a member of the Chamber shall apply in writing in a form approved by the Board. The application shall be accompanied by payment of the prescribed dues outlined in Section 16. Any and every application for membership to the Chamber by any eligible person or organization must be submitted to the Board for approval. If the application for membership is confirmed, the applicant shall be an active member of the Chamber and subject to the Constitution and Bylaws of the Chamber. If the application for membership is not confirmed, the dues paid shall be refunded.

Section 9 -Associations, Corporations, Societies, Partnerships, Government Entities or Estates directly or indirectly engaged or interested in trade and commerce in the City of Kelowna may become members of the Chamber.

Section 10 - The Board may, by resolution, confirmed by a majority of the members, present at the next Board meeting, appoint as an Honorary Member any person who has distinguished themselves by some meritorious or public service to the City of Kelowna or the District. An Honorary Member shall be presented with a suitable certificate as Honorary Member of the Chamber. Honorary membership shall include all the privileges of active membership except that of holding office. No dues shall be payable by an Honorary Member and they are appointed for life. Honorary Members have the right to vote in accordance with Article VII.

Section 11 - 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 by action of the Board by majority vote.

Section 12 - Any member of the Chamber, who intends to retire therefrom or to resign their membership, may do so, at any time upon giving to the Board one (1) month's notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice.

Section 13 - The Board, by a majority vote, may remove from the roll of members of the Chamber the name of any member who fails to pay their dues within three (3) months of the date such dues are payable. Upon such action by the Board all privileges of membership shall be forfeited.

Section 14 - Any member of the Chamber may be expelled by a four-fifths (4/5) vote of the Board.

Section 15 - Any Association, Corporation, Society, Partnership, Government Entity, or Estate eligible for membership may acquire more than one membership by undertaking to pay the annual dues of each such membership and may designate an individual to represent each such membership. Such designated individuals shall have the right to vote in all matters in which members of the Chamber may vote. Any Association, Corporation, Society, Partnership,

Governmental Entity or Estate shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.

ARTICLE IV - DUES AND ASSESSMENTS

Section 16 - The annual dues payable by the members of the Chamber shall be determined from time to time by the Board with the approval of at least two thirds (2/3) of the members of the Board.

Section 17 - The annual dues shall be payable in advance upon the renewal date of membership. The Board shall be entitled from time to time to set the amount of interest payable by members whose dues are not paid within 30 days of their membership anniversary.

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 plainly state the nature of the proposed assessment.

ARTICLE V - EXECUTIVE AND BOARD

Section 19 -

- a) All members, except Honorary Members, in good standing for at least 30 days prior to the date of the close of nominations are entitled to be nominated to the Board.
- b) All Directors shall be elected by the membership for a term of two (2) years commencing on March 1st immediately following their election, with one half of the Directors being elected each year. The Board is responsible for overseeing the management of the Chamber.
- c) The Board shall be comprised of the following:
 - i) a President;
 - ii) the immediate Past President of the Chamber;
 - iii) one (1) appointee from the City of Kelowna;
 - iv) up to four (4) appointed positions per year at the discretion of the Board to fill specific needs from key sectors or to bring particular expertise to the Board;
 - v) fourteen (14) elected Board members; and
 - vi) the CEO of the Chamber will be an ex-officio and non-voting member of the Board.

Appointees will be non-voting members of the Board.

- d) The Board shall appoint the Past President or in their absence, another Director, to a Nomination Committee of three persons, chaired by that individual, which shall encourage

nominees to run for the Board and ensure a full slate for the election. The Nomination Committee will present a recommended slate to the Board for approval. The Nomination Committee is appointed anew each year and serves from September to January and then disbanded.

- e) The Board shall receive such further nominations from Chamber members as are submitted in writing with the endorsement of two (2) other Chamber members.
- f) Written notice of the fact that nominations are being sought must be transmitted to the last known address of all Chamber voting members at least 31 days prior to preparation of ballots.
- g) If there are no more nominations than vacancies, then the nominees, as approved by the Board, shall be deemed elected by acclamation.
- h) The Executive shall consist of the President, the Executive Vice President, Treasurer, two (2) other Vice Presidents elected in accordance with (i) below, the Past President, and the CEO of the Chamber as an ex-officio and non-voting member. The President serves as the chief volunteer and public representative of the Chamber, **provides leadership and chairs meetings of the Board, and serves as an ex-officio member to all committees. It shall be the duty of the President to present a general report of the activities of the year at the annual meeting. The Executive Vice President acts as President in the President's absence and assists in performing duties of the President. The Executive Committee is assigned tasks by the President.**

The Treasurer serves as a member of the Finance Committee.

- i) Four (4) Vice Presidents shall be elected each year by a majority vote of the Board from among the elected Directors at the first regular Board meeting following the inauguration of the Board. From these four (4) Vice Presidents a Treasurer and an Executive Vice President is elected by the majority vote of the Board at the first regular Board meeting following the inauguration of the Board. The Executive Vice President will become the President Elect for the following year without the necessity of further election by the members.
- j) A person shall not be eligible to be elected to more than three (3) consecutive terms of office as a Director, provided that a person may be elected to one (1) further year in office as President after serving three (3) consecutive terms. A person may again run for office as a Director or President after being off the Board for at least one (1) year. A person serving as Past President shall be considered to be on the Board for the purpose of this clause.
- k) Any elected Director or staff member who is seeking public office (City Council, Regional District, Mayor, MLA, MP, School District) must resign from the Board upon stating their intentions to seek public office. They may again seek election to the Board no sooner than one (1) year following their termination of public office, or in the event they were

unsuccessful in their bid to seek public office, one (1) year following their statement to seek public office.

Section 20 - Attendance at Board meetings is considered mandatory for all members of the Board. Where a member of the Board dies or resigns their office, or is absent from three (3) meetings of the Board in a calendar year, the Board may, at any meeting thereof, appoint a member of the Chamber to be a member of the Board, in the place of the member who died or resigned or who was absent and such person so elected shall be a member of the Board until the next election of Directors and the member being replaced shall cease being a member of the Board. A Board appointee shall not be considered elected to the Board and shall be entitled to seek election for three (3) consecutive terms as a Board member through the regular Board election process.

Any Executive or Board member may be suspended from their office or have their tenure of office terminated, if in the opinion of the Board, they are negligent in the performance of their duties.

Section 21 - The Board shall make or authorize petitions, briefs, or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it deems necessary.

Section 22 - The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any Bylaws of the Chamber provided, however, that such powers are not inconsistent with the provisions of the *Boards of Trade Act*.

Section 23 - Any five (5) or more elected members of the Board, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

Any three (3) or more elected members of the Executive, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

Section 24 - 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 25 - The Board or, at its request, the President, may appoint committees or designate members of the Board or others, to examine, consider and report upon any matter or take such action as the Board may request.

Section 26 - The Board may suspend any chair of a committee at any time. Any committee may be terminated by the Board at any time.

Section 27 - Board members of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.

Section 28 -

- a) The President, before taking office, shall take and subscribe before the Mayor or before any Justice of The Peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as President of the Kelowna 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 adopted to promote the objects for which the said Chamber was constituted, according to the true intent and meaning of the same. So help me God."

- b) Elected Directors, appointed Directors and Past President will take the following oath:

"I swear that I shall faithfully and truly perform my duties as a Director of the Kelowna Chamber of Commerce. So help me God."

Section 29 - The regular meetings of the Board shall be held monthly or as required. The meetings are open to all members of the Chamber who may attend but may not vote. Such members may take part in the proceedings of the Board when permitted to do so by the Board.

Section 30 - No public pronouncement in the name of the Chamber may be made unless by the President or a person authorized by the Board.

Section 31 - The President shall preside at all meetings of the Chamber and Board. The President shall, with the CEO of the Chamber, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board.

Section 32 - The Executive Vice President shall act in the absence of the President and the meeting of the Chamber or the Board shall appoint any one of the other three Vice Presidents or the Past President as Chairman of the meeting, where both the President and Executive Vice President are absent.

Section 33 - The presiding officer at a meeting shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what they may think concerns the Chamber.

Section 34 - The CEO of the Chamber appointed by the Board shall act as the official secretary and 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 they shall keep a regular account of the income and expenditure of the Chamber and submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Board. They shall make such investment of the funds of the Chamber as the Board may direct.

Section 35 - The CEO of the Chamber shall be responsible to the Board for the general control and management of the business, finances, and affairs of the Chamber. The CEO shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters and such other duties as properly appertain to the CEO's office. The CEO shall, with a person appointed by the Board, sign and when necessary, seal with the seal of the Chamber, of which the CEO shall have custody, all papers and documents requiring signature or execution on its behalf. The CEO shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of the CEO's term of office, the CEO shall deliver to the Chamber all books, papers and other property of the Chamber. **The indemnification of officers is protected by provision of D & O insurance.**

ARTICLE VI - MEETINGS

Section 36 - The annual meetings of the Chamber shall be held in the first (1st) quarter each year, or within a reasonable time after the end of the first (1st) quarter, at a time and place determined by the Board.

Section 37 - Regular general meetings of the Chamber shall be held at least annually at the time and place designated by the Board.

Section 38 - Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by a majority of the Board or any ten percent (10%) of the Chamber membership in good standing. The notice of special business shall contain sufficient information to allow the member to make a reasoned decision.

Section 39 - At least one (1) week notice of the annual meeting or of any regular or special general meeting shall be given.

Section 40 -

- a) The Board shall meet as often as may be necessary to carry on the business of the Chamber in accordance with Section 29.
- b) Extraordinary meetings of the Board may be called by the President or any two members of the Board. The CEO must make every diligent effort to give at least twenty-four (24) hours notice to each Director of each Board meeting.

Section 41 - Notice of all general and special general meetings of the Chamber, naming the time and place of assembly, shall be given by the CEO. A notice in one or more of the newspapers published within the district or a circular letter signed by the CEO and transmitted to the last known address of each member shall constitute sufficient notice.

Section 42 - At any annual or special general meeting, 35 members shall constitute a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

Section 43 - Minutes of the proceedings of all Chamber and Board meetings shall be entered into books to be kept for that purpose by the CEO.

Section 44 - The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 45 - All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE VII - VOTING RIGHTS

Section 46 - Voting at a Board meeting shall normally be done by a show of hands, or if requested by the Chair, by standing vote. A roll call vote shall be taken if requested by five (5) Directors providing such request receives the approval of the majority of the assembled.

Section 47 - Every voting member as designated on the annual dues statement and in good standing shall be entitled to vote as determined by their membership level. Members are entitled to the following number of votes according to the level of membership held: Individuals, Bronze, Not For Profit and Honorary Member memberships receive one vote. Silver memberships are entitled to three votes, Gold memberships are entitled to five votes and Platinum and Presidents Circle memberships are entitled to ten votes.

Section 48 - The method of voting of members at the annual or special general meeting, shall be as determined by the Directors at a Board meeting and shall be:

- a) at any meeting of the members normally by show of hands or if requested by the Chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of the majority of the members assembled; or
- b) by mail ballot or electronically mailed to the last known address of each member, which ballot shall be deemed to have been given on the second business day following the day the ballot was transmitted. The accidental omission to give a ballot or the non-receipt of a ballot by any of the members entitled to receive one does not invalidate that vote.

Section 49 - The presiding officer shall only vote at any meeting of the Chamber in case of a tie. Upon an appeal being made from a decision of the presiding office, the vote of the majority shall decide.

Section 50 - Motions of amendments shall be carried by any Board or general meeting by a majority vote unless otherwise provided in these bylaws.

ARTICLE VIII - CONSTITUTION AND BYLAWS

Section 51 - The Constitution and Bylaws may be repealed or amended by a majority of the members of the Chamber present at any general meeting subject to the provisions of these Bylaws.

Section 52 - Notice of a proposed alteration to the Constitution or Bylaws shall be distributed in writing to all Chamber members of good standing at their current address (e-mail or postal) at least two (2) weeks prior to the motion being considered at a subsequent general meeting.

Section 53 - The Constitution and Bylaws shall be binding on all members of the Chamber, its Board and all other persons lawfully under its control.

ARTICLE IX - AFFILIATION

Section 54 - The Chamber, at the discretion of the Board, shall have the 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 Board.

ARTICLE X - FISCAL YEAR

Section 55 - The fiscal year of the Chamber shall commence on the first day of January in each year and terminate on December 31 of each year.

ARTICLE XI - AUDITORS

Section 56 - Auditors shall be appointed by the members present at the annual general meeting and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the CEO at each annual general meeting and at any other time required by the Board.

ARTICLE XII - PROCEDURE

Section 57 - Parliamentary procedure shall be followed at all general meetings and Board meetings, in accordance with "Robert's Rules of Order".

ARTICLE XIII - EMPLOYMENT OF RELATED PARTIES

Section 58 - No spouse or child of an Officer, Director or staff member of the Chamber shall be employed by the Chamber or any endeavour operated by the Chamber from which the Chamber receives a financial benefit, without the prior approval of the Board.

ARTICLE XIV – APPOINTMENT TO COMMITTEES

Section 59 – Terms of references will be developed which will set out specific powers for each committee.

ARTICLE XV – DISSOLUTION CLAUSE

Section 60 – 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 allowed and determined by the Board.