



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

**BYLAWS
(AS REVISED January, 2000)**

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 Kelowna Chamber of Commerce shall be to promote and improve trade and commerce in the City of Kelowna to ensure a high quality of life for all citizens.

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 Kelowna Chamber of Commerce 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 reputable 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, shall be eligible for membership in the Chamber.

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 - Any and every reputable person of the age of nineteen (19) years or over, 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.

Section 11 - Any and every application for membership to the Chamber by any eligible person or organization must be submitted to the Board for confirmation.

Section 12 - 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.

Section 13 - If the application for membership is not confirmed, the dues paid shall be refunded.

Section 14 - The Board may, by resolution, confirmed by a majority of the members, present at the next General Meeting, appoint as Honourary Member any person who has distinguished himself or herself by some meritorious or public service to the City of Kelowna or the District. An Honourary Member shall be presented with a suitable certificate as Honourary Member of the Chamber. Honourary membership shall include all the privileges of active membership except that of holding office.

Section 15 - Any person who has completed forty (40) consecutive years as a member of the Chamber shall be appointed a Life Member and shall be presented with a suitable certificate as a Life Member of the Chamber.

Section 16 - No dues shall be payable by Honourary Members or by Life Members.

Section 17 - 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.

Section 18 - Any member of the Chamber, who intends to retire therefrom or to resign his 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 him at the time of such notice.

Section 19 - The Board may remove from the roll of members of the Chamber the name of any member who fails to pay his dues within three (3) months of the date they fall due. Upon such action by the Board all privileges of membership shall be forfeited.

Section 20 - Any member of the Chamber may be expelled by a four-fifths (4/5) vote of the Board after a hearing at which such member shall have had the opportunity to appear and make representations.

Section 21 - Any Association, Corporation, Society, Partnership, Governmental 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 22 - 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 of the members of the Board.

Section 23 - The annual dues shall be payable in advance upon the anniversary 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 24 - 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 25 -

- a) All voting 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 for a term of two years, commencing December 1st immediately following their election, with one half of the Directors being elected each year.
- c) The Board shall be comprised of the following:
 - i) a President;
 - ii) 14 elected Directors four (4) of whom shall be subsequently elected Vice Presidents by the Board as set out below;
 - iii) one (1) appointee from City Council;
 - iv) up to four (4) appointed positions per year at the discretion of the Executive Committee to fill specific needs from key sectors or to bring particular expertise to the Board;
 - v) the immediate Past President of the Chamber.
- d) The Board shall appoint the Past President or in his/her absence, another Director, to an Election 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.
- e) The Board shall receive such further nominations from Chamber members as are submitted in writing with the endorsement of two other Chamber members.
- f) Written notice of the fact that nominations are being sought must be mailed 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, three other Vice Presidents and the Past President.

i) The four 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. The Executive Vice President shall be elected each year by a majority vote of the Board from among the newly elected four Vice Presidents at the first regular Board meeting following the inauguration of the Board, and in any case prior to January 31st of the following year. 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 two consecutive terms of office as a Director, provided that a person may be elected to one further year in office as President after serving two consecutive terms. A person may again run for office as a Director or President after being off the Board for at least one 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 elected to public office (City Council, Regional District, Mayor, MLA, MP, School District) must resign from the Board upon being elected to public office.

Section 26 - Attendance at Board meetings is considered mandatory for all members of the Board. Where a member of the Board dies or resigns his/her office, or is absent from three (3) meetings of the Board, the Board may, at any meeting thereof, elect a member of the Chamber to be a member of this 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.

Section 27 - The preceding section does not apply to appointments to the Board made pursuant to Section 25 c) iii), iv), and v).

Section 28 - Any Executive 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 Executive or Board member 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.

Section 29 - 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, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 30 - 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 31 - Any five (5) or more members of the Board including at least four (4) elected members lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.

Section 32 - 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 33 - 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 34 - The Board may suspend any chair of a committee from office or have his/her office terminated for just cause. Any committee may be terminated by the Board.

Section 35 - No paid employee of the Chamber shall be a member of the Board or Executive Committee. Executives of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers reasonable expense monies.

Section 36

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 37 - The meetings of the Board shall be 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 38 - No public pronouncement in the name of the Chamber may be made unless by the President or a person authorized by the Board.

Section 39 - The President shall preside at all meetings of the Chamber and Board. The President shall, with the Manager, 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 President to present a general report of the activities of the year at the Annual Meeting.

Section 40 - The Executive Vice President shall act in the absence of the President and the meeting of the Chamber or the Board shall appoint either 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 41 - 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 he may think concerns the Chamber.

Section 42 - The Manager 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 he 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. He/she shall make such investment of the funds of the Chamber as the Board may direct.

Section 43 - The Manager shall be responsible to the Board for the general control and management of the business and affairs of the Chamber. The Manager shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, such other duties as properly appertain to the Manager's office. The Manager shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which the Manager shall have custody, all papers and documents requiring signature or execution on its behalf. The Manager shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of the Manager's term of office, the Manager shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE V1 - MEETINGS

Section 44 - The Annual Meetings of the Chamber shall be held in the month of February each year at a time and place determined by the Board.

Section 45 - Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board.

Section 46 - 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) members of the Board or any fifteen (15) members of the Chamber in good standing.

Section 47 - At least one (1) week's notice of the Annual Meeting or of any regular or special General Meeting shall be given.

Section 48 -

a) The Board shall meet as often as may be necessary to carry on the business of the Chamber but not less than once per month.

b) Extraordinary meetings may be called by the President or any three members of the Board. The Manager must make every diligent effort to give at least twenty-four (24) hours notice to each Director of each Board meeting.

Section 49 - Notice of all meetings of the Chamber, naming the time and place of assembly, shall be given by the Manager. A notice in one or more of the newspapers published within the district or a circular letter signed by the Manager and mailed to the last known address of each member shall constitute sufficient notice.

Section 50 - At any Annual or General Meeting, thirty-five (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 51 - Minutes of the proceedings of all Chamber and Board meetings shall be entered into books to be kept for that purpose, by the Manager.

Section 52 - The entry of such Minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 53 - All books of the Chamber, maintained pursuant to Section 51 of the Boards of Trade Act, shall be opened at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE V11 - VOTING RIGHTS

Section 54 - Voting at a Board meeting shall normally be 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) directors providing such request receives the approval of the majority of the assembled.

Section 55 - Every member as designated on the annual dues statement and in good standing, shall be entitled to one (1) vote.

Section 56 - The method of voting of members shall be as determined by the Directors at a Directors' 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 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 put in a Canadian post office receptacle with sufficient postage. 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 57 - The presiding officer shall only vote at any Annual Meeting or General Meeting 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 58 - Motions of amendments shall be carried by any Board or General Meeting by a majority vote unless otherwise provided in these bylaws.

ARTICLE V111 - CONSTITUTION AND BYLAWS

Section 59 - 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 Section 58.

Section 60 - Notice of Motion of a proposed assessment or any proposed alteration of the Constitution or Bylaws must be given in writing, moved by one member and seconded by another at a General Meeting, and entered as a Minute of the meeting. The vote on the proposed assessment or alteration shall be taken at a subsequent General Meeting. Such proposed assessment or alteration shall be plainly stated in the Notice of Motion.

Section 61 - The Constitution and Bylaws shall be binding on all members of the Chamber, its Board and all other persons lawfully under its control.

ARTICLE 1X - AFFILIATION

Section 62 - 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 63 - The fiscal year of the Chamber shall commence on the first day of January in each year.

ARTICLE X1 - AUDITORS

Section 64 - Auditors shall be appointed by the members present at the Annual 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 Manager at each Annual Meeting and at any other time required by the Board.

ARTICLE X11 - PROCEDURE

Section 65 - Parliamentary procedure shall be followed at all General and Board meetings, in accordance with "Robert's Rules of Order".

ARTICLE X111 - EMPLOYMENT OF RELATED PARTIES

Section 66 - 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.