

**KELOWNA CHAMBER OF COMMERCE
INCORPORATED UNDER THE
BOARDS OF TRADE ACT, R.S.C., 1985, C. B-6
JUNE 1, 1906**

BYLAWS

(REVISED JANUARY 2000)

REVISION MARCH 13, 2018

Name and Objects

1. The name of this organization shall be the Kelowna Chamber of Commerce.
2. The object of the Chamber shall be to promote and improve trade and commerce in the City of Kelowna to ensure a high quality of life for all citizens.
3. The usual place of meeting shall be in or near the City of Kelowna in the Province of British Columbia.
4. The Kelowna Chamber of Commerce shall be nonsectional and nonsectarian and shall not lend its support to any candidate for public office.

Interpretation

5. Wherever the words “the Chamber” occur in these Bylaws they shall be understood to mean the “Kelowna Chamber of Commerce” as a body.
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”.
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.
8. Wherever the word “Manager” occurs in these Bylaws, it shall be understood to mean the person appointed by the Board from time to time to fulfill the duties ascribed to the Manager in these Bylaws.

9. Wherever the word “Board” is used in these Bylaws, it is meant to convey the same as “Council” as it is referred to under the Boards of Trade Act.
10. Wherever the words “the Act” occur in these Bylaws, they shall be understood to mean the *Boards of Trade Act*.

Membership

11. Any reputable person of the age of nineteen 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.
12. 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.
13. Any and every reputable person of the age of nineteen years or over, Association, Corporation, Society, Partnership, Government entity or Estate desiring to become a active 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.
14. There are three classes of membership including:
 - (a) Basic membership, which has all the rights and privileges of active membership including the right to hold office and one non-transferable vote so as to participate in any vote on matters the membership considers.
 - (b) Premium membership, which has all the rights and privileges of active membership including the right to hold office and seven votes so as to participate in any vote on matters the membership considers.
 - (c) Honorary membership, which has all the rights and privileges of active membership including the right to hold office and one vote on all matters the membership considers.
15. Any and every application for membership to the Chamber by any eligible person or organization must be submitted to the Board for confirmation.
 - (a) The Board at its sole discretion shall determine the suitability of an applicant for membership in the Chamber. Reasons for declining an Applicant’s Membership Application shall include, but not be limited to the Applicants:

- (i) Credit worthiness,
 - (ii) Association with the Chamber may be perceived as diminishing or harming the reputation of the Chamber,
 - (iii) Pending or past criminal convictions
 - (iv) Unethical business practices,
 - (v) Not supporting the objectives of the Chamber
- (b) If the application for membership is confirmed through a resolution of the Board, the applicant shall be an active member of the Chamber and subject to the Constitution and Bylaws of the Chamber.
- (c) If the application for membership is not confirmed, the dues paid shall be refunded.

The Board may, by resolution, 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. No dues shall be payable by an Honorary Member and they are appointed for life or until such time as they are removed from the roll of members by a majority vote of the Board.

16. Membership shall continue from the time of admittance until a member has, in accordance with the provisions of these Bylaws:
- (a) resigned,
 - (b) been removed from the roll of members by action of the Board, or
 - (c) dies, or, in the case of a members that is not a natural person, is dissolved or otherwise ceases to exist.
17. 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 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.
18. The Board may remove from the roll of members of the Chamber the name of any member who fails to pay dues within three months of the date they fall due. Upon such action by the Board all privileges of membership shall be forfeited.

19. Any member of the Chamber may be expelled by a two-thirds vote of the Board after a hearing at which such member shall have had the opportunity to appear and make representations.

Dues and Assessments

20. 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.
21. The annual dues shall be payable on such terms as the Board by majority vote may determine to offer, provided that any terms of payment approved by the Board shall be offered to all members of the Chamber. 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.
22. Where a member's annual dues are payable by instalments, failure by the member to make payment of any instalment shall be deemed a failure to pay dues, notwithstanding prior payment of instalments on account of the member's dues.
23. 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.

Meetings of Members

24. The annual general meeting of the Chamber shall be held in the first quarter each year, or within a reasonable time after the end of the first quarter, at a time and place determined by the Board.
25. Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board.
26. Special general meetings of the Chamber may be held at any time when requested in writing by the President, a majority of the Board or any ten percent (10%) of the Chamber membership in good standing. The request:
 - (a) must in 1000 words or less state the business to be transacted at the meeting, including any special resolution or exceptional resolution to be submitted at the meeting;

- (b) must be signed by and include the names and mailing addresses of, all the persons making the request;
- (c) may be made in a single record or may consist of several records, in similar form and content, each of which is signed by one or more of the requisitioning members, and
- (d) must be delivered or mailed by registered mail to the Chamber.

If a requisition under this section consists of more than one record, the requisition is received by the Chamber on the first date by which the Chamber has received compliant requisition records from members who, in the aggregate, comprise at least 10% of the Chamber membership in good standing. On receiving a request that complies with this section, the Board must call a special general meeting to be held not more than four months after the date on which the request is received by the Chamber to transact the business stated in the requisition and must give notice in accordance with these Bylaws. If the directors do not call a meeting within twenty-one days of receiving the requisition, any member who signed the requisition may call a special general meeting to transact the business stated in the requisition and in that event must provide notice of such meeting in accordance with these Bylaws.

- 27. At least one week notice of annual and any special general meetings of the Chamber, naming the time and place of assembly, shall be given to the members. Such notice shall state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. A notice published in at least one newspaper published within the District, mailed to the last known address of each member, or transmitted electronically to the last known e-mail address of each member shall constitute sufficient notice.
- 28. At any annual or 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.

Board

- 29. The Board shall be comprised of fourteen Directors, and the immediate Past President.
- 30. Directors shall be elected by the membership for a term commencing on the date of the annual general meeting immediately following their election and ending on the date of the third annual general meeting following their election, with one half of the Directors being elected each year.

31. The Board shall manage the Chamber and 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.
32. 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 Act.
33. 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.
34. 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. The duties/powers of any such committee or designate shall be set by the Board.
35. The Board may remove any member of a committee at any time. Any committee may be terminated by the Board at any time.
36. No paid employee of the Chamber shall be a member of the Board or Executive Committee. Directors and Officers of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said Directors or Officers reasonable expense monies.
37. No public pronouncement in the name of the Chamber may be made unless by the President or a person authorized by the Board.
38. Any Director may be suspended from their office or have their tenure of office terminated, by a two-thirds vote of the Board after a hearing at which such Director shall have had the opportunity to appear and make representations.
39. Unless removed by action of the Board, a Director shall hold office until the earlier of:
 - (a) the expiry of the Director's term;
 - (b) the Director's resignation;
 - (c) the Director's death.
 - (d) The Director publicly declares their intention to run for elected public official for any level of government.

40. If the office of any Director of the Chamber shall be or become vacant, the Directors may, by resolution, appoint a person from among the membership to fill such vacancy until the date of the next annual general meeting. A Director so appointed shall not be considered elected to the Board.

Eligibility, Nomination and election of directors

41. All members, including employees and shareholders of members, but excepting Honorary Members, in good standing for at least 30 days prior to the date of the close of nominations are eligible to be nominated for election to the Board, provided that:
- (a) No member shall be eligible to be nominated for election to the Board for a fourth consecutive term, except that a member holding the office of Executive Vice President during the last year of her or his third consecutive term is eligible to be nominated for election to the Board for a further term of one year only;
 - (b) No member who within one year prior to the date of the close of nominations was an elected public official or sought election to a public office is eligible to be nominated for election to the Board.
42. Before the end of each calendar year, the Board shall:
- (a) fix a date for the election of Directors that is at least one month before the end of the first quarter of the next year;
 - (b) fix a date for close of nominations that is not less than 14 days before the date fixed for the election of Directors; and
 - (c) appoint a Nomination Committee of three persons and chaired by the Past President or in his or her absence, a Director, that will ensure all election timelines are met and members are made fully aware of the opportunity to run for the Board and are aware of the obligations and expectations of Directors.
43. The Board shall receive nominations for election to the Board from Chamber members that are submitted in writing with the endorsement of two other Chamber members.
44. Notice that nominations are open must be given to all members at least 30 days prior to the close of nominations. A notice published in at least one newspaper published within the District, mailed to the last known address of each member, or transmitted electronically to the last known e-mail address of each member shall constitute sufficient notice.

45. If there are no more nominations than vacancies, then the nominees shall be deemed elected by acclamation.
46. Voting for election to the Board shall be in accordance with procedures determined by the Board, and may include:
 - (a) voting by ballot at a meeting of the members;
 - (b) voting by mail-in ballot; or
 - (c) voting by electronic ballot,provided always that the procedure for voting:
 - (d) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (e) permits the tallied votes to be presented to the Chamber without it being possible for the Chamber to identify how each member voted.

Meetings of the Board

47. The regular meetings of the Board shall be held as may be necessary to carry on the business of the Chamber.
48. Notice of the time and place for the holding of a meeting of the Board shall be given to every Director not less than seven days before the time when the meeting is to be held by one of the following methods:
 - (a) delivered personally to the Director;
 - (b) mailed by prepaid ordinary mail to the Director's last known address;
 - (c) by telephonic, electronic or other communication facility at the Director's last known address address for that purpose; or
 - (d) by an e-mail message to the last email address provided by the Director to the Chamber.
49. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

50. Any five or more members of the Board shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
51. 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 unless permitted by the Board.

Officers and Executive

52. The Officers of the Chamber are a President, an Executive Vice President, a Secretary/Treasurer and two additional Vice Presidents.
53. The Executive Vice President is the President-elect, and upon the President ceasing to hold office assumes the office of the President without election by the Board or members.
54. The President shall hold office for a term of one year, unless extended for a second year by a two-thirds vote of the Board. Under no circumstances is the President permitted to hold office longer than two years.
55. At the first meeting of the Board after the annual general meeting each year, the Board shall elect the Officers from among themselves for a term of one year, in the following order:
 - (a) the Executive Vice President;
 - (b) the Secretary/Treasurer;
 - (c) the first of the two Vice Presidents; and
 - (d) the second of the two Vice Presidents.
56. The Executive comprises the Officers, and the immediate Past President.
57. Meetings of the Executive shall be held at the time and place determined by the President.
58. Any four or more Officers shall be a quorum of the Executive and a majority of such quorum may do all things within the powers of the Board, except that the Executive does not have authority to:
 - (a) submit to the members any question or matter requiring the approval of members;
 - (b) fill a vacancy among the directors or in the office of public accountant, appoint additional directors or appoint or remove members of any committees;

- (c) create, dissolve or reconstitute any committee of the board;
 - (d) suspend any chair of any committee of the board;
 - (e) establish contributions to be made, or dues to be paid, by members.
59. Notice of the time and place for the holding of a meeting of the Executive shall be given in the manner provided in the section on giving notice of meeting of Directors of this Bylaw to every member of the Executive not less than five days before the time when the meeting is to be held.
60. Unless otherwise specified by the Board (which may, subject to the Constitution modify, restrict or supplement such duties and powers), the Officers of the Chamber shall be specifically charged with administering the financial and business affairs of the Chamber and shall have full responsibility, with power to act, on all routine matters affecting the general administration and finance of the Chamber, and shall have the following specific duties and powers associated with their respective positions:
- (a) 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 general meeting.
 - (b) The Executive Vice President acts as President in the President's absence and assists in performing duties of the President.
 - (c) The Secretary/Treasurer shall keep, or cause to be kept, a proper record of all receipts and expenditures. The Secretary/Treasurer shall provide an annual audit 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 31st of each year. The Secretary/Treasurer shall file, or cause to be filed, annual summaries as required pursuant to the Act and shall give or cause to be given all notices required to members, Directors and auditors, shall attend the meetings of the Board of Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meeting, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Secretary/Treasurer is also responsible for the custody and use of the Corporate Seal.

- (d) The Vice Presidents shall be members-at-large of the Executive, and shall have such duties as the Executive may determine from time to time.
61. Any Officer may be suspended from their office or have their tenure of office terminated, by a two-thirds vote of the Board after a hearing at which such Officer shall have had the opportunity to appear and make representations.
62. Unless removed by action of the Board, an Officer shall hold office until the earlier of:
- (a) the expiry of the Officer's term;
 - (b) the Officer's resignation;
 - (c) the Officer ceasing to be a Director;
 - (d) the Officer's death.
63. If the office of any Officer of the Chamber shall be or become vacant, the Directors may elect from among themselves a person to fill such vacancy until the date of the next annual general meeting.

Manager

64. The Manager appointed by the Board from time to time shall act in support of the Secretary/Treasurer 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 the Manager 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. The Manager shall make such investment of the funds of the Chamber as the Board may direct.
65. 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 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.

Constitution and Bylaws

66. 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.
67. 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.
68. The Constitution and Bylaws shall be binding on all members of the Chamber, its Board and all other persons lawfully under its control.
69. Amendments to the Constitution or Bylaws voted by a majority of members present at any general meeting shall be submitted by the Board to the Minister responsible for administering the Act for approval, and shall not be enforced or acted upon until such approval has been given.

Procedure and Records

70. Parliamentary procedure shall be followed at all meetings of the members and the Board, in accordance with *Robert's Rules of Order*.
71. In the event that the President and Executive Vice President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
72. 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.
73. At any meeting of the Chamber or Board every question shall, unless otherwise provided by the Constitution or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
74. Minutes of the proceedings of all Chamber and Board meetings shall be entered into books to be kept for that purpose, by the Manager, and such minutes shall be signed by the person who presides at the meeting at which they are adopted.

75. The book of minutes of Board meetings may be in electronic form, provided the minutes in such book are unalterable and signed.
76. All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

Oath of Office

77. 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.”

78. Directors, 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 shall faithfully and truly perform my duties as a Director of the Kelowna Chamber of Commerce.”

79. The oaths set out above shall be concluded by the words “So help me God” or “I so affirm”, as the person taking and subscribing to the oath chooses.

Auditors

80. 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.
81. 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 Treasurer at each annual general meeting and at any other time required by the Board.

Employment of Related Parties

82. 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.

Dissolution

83. The Chamber may resolve to apply to the Governor in Council for dissolution of the Chamber by a four-fifths majority of the members of the Chamber present at any general meeting subject to the provisions of these Bylaws.
84. Notice of motion of a proposed application for dissolution 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 application for dissolution shall be taken at a subsequent general meeting. Such proposed application for dissolution shall be plainly stated in the notice of motion.
85. In the event the Chamber resolves to apply to the Governor in Council for dissolution, the Board shall send notice of such resolution to the Minister responsible for administering the Act.
86. The Chamber shall continue to operate notwithstanding a resolution to apply for dissolution until such time as the Governor in Council dissolves the board as a corporation.
87. Subject to such terms and conditions as may be directed by the Governor in Council, upon the dissolution of the Chamber, the assets owned by the Chamber shall be sold and all proceeds and other funds of the Chamber shall be used to pay all outstanding liabilities of the Chamber, and any remaining funds may be distributed to one or more organizations as determined by the Board.