

Boundary Country Regional Chamber of Commerce – Bylaws and Constitution

Article 1 - Objects

- 1.1 The principal objects of the Boundary Country Regional Chamber of Commerce are the promotion of economic activity to the benefit of all residents of the Boundary area. This encompasses economic activity within the region, and between the Boundary area and elsewhere in the world. It includes but is not limited to:
- (a) Fostering a strong business climate, quality of life, community development and tourism,
 - (b) being the advocate for and leader of business,
 - (c) providing relevant information and sources of information to its *Members*,
 - (d) working with other complementary organizations to promote economic activity beneficial to the region, and
 - (e) encouraging a high standard of integrity among its *Members*.

Article 11 - Interpretation

- 2.1 "Act" means the Board of Trade Act, R.S., c.B-8 (Canada), under which the Chamber is established
- 2.2 "Active Membership" means members in good standing that have voting rights
- 2.3 "Authorized Representative" means an individual appointed by a Member in accordance with the Chamber's schedule of Authorized Representatives provided for in the schedule of Annual Dues, as established by the Board from time-to-time
- 2.4 "Board" means the Board of Directors of the Chamber
- 2.5 "Chamber" means the Boundary Country Regional Chamber of Commerce
- 2.6 "Director" means a member of the Board
- 2.7 "Executive Director" identifies the senior staff position of the Chamber. This title may vary from time-to-time at the discretion of the Board
- 2.8 "Material Interest" means a matter that could monetarily affect the Director or the Member, of which the Director is the Authorized Representative, the spouse of the Director, and any organization in which the Director or the Member he or she represents is a shareholder, officer, or director.
- 2.9 "Member(s)" means organizations and individuals which hold membership in the Chamber. It does not refer to their representatives.
- 2.10 "Membership" identifies all Members including "Regular Members", "Associate Members", and "Life Members".

- 2.11 *"Officers"* refers to the immediate President, Vice President, Past President and Executive Director.
- 2.12 *"Other Committees"* means all Committees established from time-to-time by the Board except Standing Committees
- 2.13 *"Register"* means the Register of Members and their Authorized Representatives
- 2.14 *"Special Resolution"* means a resolution which must be ratified by at least two-thirds of the Members present and voting at a meeting.
- 2.15 *"Standing Committees"* are Nominating & Audit/Finance.

Article 111 - Membership

Active Membership Eligibility

- 3.1 Any individual directly engaged in trade, commerce or economic welfare of the Boundary area is eligible for Membership in the Chamber.
- 3.2 Any incorporated or unincorporated organization, including any association, corporation, society, partnership, trust, or estate, directly engaged in trade, commerce or economic welfare of the community is eligible for Membership in the Chamber. They may only exercise Membership rights through Authorized Representatives in accordance with these Bylaws
- 3.3 Each Regular Member must designate in writing one (1) Authorized Representative and (1) Alternate Authorized Representative.
- 3.4 Each Authorized Representative:
- (a) exercises the rights and privileges of the Member in the Chamber,
 - (b) may be changed from time-to-time in writing,
 - (c) is the agent of the Regular Member
 - (d) is deemed to be acting for and binding the Regular Member

Associate Membership Eligibility

- 3.5 Any incorporated or unincorporated government body, registered charity, trade union, or church is eligible for Associate Membership in the Chamber
- 3.6 Any incorporated or unincorporated organization, including any association, corporation, society, partnership, or trust, indirectly engaged in trade, commerce or economic welfare of the community, but having their physical presence in another community, so long as they are a Chamber Member in good standing in that community is eligible for Associate Membership in the Nelson & District Chamber of Commerce
- 3.3 Each Associate Member shall appoint one Authorized Representative, and may appoint one or more alternative representatives.
- 3.4 Associate Members carry the same rights and responsibilities as Regular Members, except that they are not entitled to run for a position on the Board, or vote in person at Annual General Meetings or otherwise

Life Membership Eligibility

- 3.5 The Board, by a majority vote of the Directors, may award Life Membership in the Chamber to any individual who in the opinion of the Board, has distinguished themselves by some mentorious or public service in furthering the objects of the Chamber.
- 3.6 Life Memberships carry the same rights and responsibilities as Regular Memberships, except that they are exempt from the payment of any Annual Dues and are not entitled to run for a position on the Board.

Honorary Membership

- 3.7 Individuals who have distinguished themselves in public service or business or professional activity may be elected an honorary member of the Chamber by a majority vote of the Board. Such membership is for a term of one (1) year but may be extended for an additional year by a majority vote of the Board.
- 3.8 Honourary membership shall include the privileges of regular membership except that of holding office in the Chamber, and such honorary member shall be exempt from payment of all Chamber dues.

Annual Membership Dues and Assessments

- 3.9 Annual Membership dues and other assessments shall be determined from time to time by the Board of Directors.
- 3.10 A Membership applicant, other than a Life Member, receives the privileges and obligations of Membership upon submission of application for Membership, and upon payment of the annual Membership dues.
- 3.11 Annual Membership dues are payable by each Member not later than thirty (30) days after the beginning of the Chamber's fiscal year.

Register of Members

- 3.12 The Chamber shall keep a current Register of Members and their Representative(s). Only those names that appear on the Register are considered Members or Authorized Representatives.
- 3.13 Upon resignation or removal from Membership
 - (a) an individual or organization ceases to be a Member of the Chamber
 - (b) The Member's name and the names of its Authorized Representatives are removed from the Register.

Termination of Membership

- 3.14 Any Member who fails to pay the annual dues within the thirty (30) day limit ceases to be a Member and is automatically removed from the Register.

- 3.15 A Member may resign from Membership at any time upon written notice to the Board.
- 3.16 Membership in the Chamber is subject to review by the Board. The Chamber reserves the discretionary right to cancel the Membership of an Active, Associate, Life or Honorary Member if the conduct of such Member, in the Board's opinion, has legal or ethical implications detrimental to the Member, and/or the Chamber.
- 3.17 Written notice of the Board's intention to cancel will be given to the Member. The notice will:
- (a) set out a time and place for a meeting with the Board,
 - (b) indicate that the Membership is under review and may be revoked at the meeting,
 - (c) provide sufficient reasons to enable the Member in question to prepare to answer the complaint, and
 - (d) Notify the Member that it is entitled to attend the meeting to hear the reasons for the review and to make a reply
- 3.18 Upon resignation or termination of Membership, the benefits of Membership of Authorized Representatives are terminated

Article 1V - The Board of Directors

Composition

- 4.1 The board shall be managed by a board of Directors composed of:
- (a) 9 Directors from the 5 Zones elected in accordance with Article IV, and the immediate Past President; Representatives as follows with:
- Zone 1 (Christina Lake) 1 Representative
 - Zone 2 (Grand Forks) 1 Representative
 - Zone 3 (Greenwood) 1 Representative
 - Zone 4 (Midway) 1 Representative
 - Zone 5 (Rock Creek and Area) 1 Representative
 - Community Futures – 1 Representative
 - Credit Union – 1 Representative
 - 2 Directors at large
- (b) Officers of the board are elected in accordance with the Officers Election Policy.
- (c) Seats held by organizations who contribute a substantial financial contribution will cease to exist upon the termination of these contributions and upon approval of the Board of Directors.
- (d) If the immediate Past President is unable to serve in that position, the Directors shall appoint one of the available Past Presidents.

Eligibility for Election as a Director

- 4.2 Any individual Active Member or any Authorized Representative of an Active Member may be elected to the Board after ninety (90) days of holding Membership in the Chamber.
- 4.3 No employee of the Chamber is eligible to serve as a Director during his or her employment
- 4.4 No former employee of the Chamber is eligible to be elected as a Director until two (2) full years following his or her employment by the Chamber

Nominations

- 4 5 In each year, no later than the February regular Board Meeting the President shall appoint a Nominating Committee consisting of the Authorized Representatives from at least three (3) Chamber Members at least one (1) of whom is a Past President of the Chamber. This committee elects its own chair.
- 4.6 The Nominating Committee may put forward one (1) or more names for each position on the Board
- 4 7 The Nominating Committee must receive the following from each nominee before the close of nominations
- (a) Written consent of intent to serve as a Director,
 - (b) Nomination signatures for each nominee provided by two (2) Members. Nominating Committee members must not provide nomination signatures for any nominee.
- 4 8 The Nominating Committee must review the eligibility of all nominees in accordance with these By-laws.
- 4.9 The Nominating Committee will present to the Members assembled at the last annual general meeting of the year a list of eligible nominees for election to the Board.
- 4.10 The Nominating Committee will appoint a Past President of the Chamber along with one (1) Active Member representative to act as Election Scrutinizers
- 4.11 At least sixty (60) calendar days prior to the regular Board meeting, the Members of the Chamber shall be advised of the right to nominate members for a position on the Board. All such nominations shall:
- (a) Be submitted in writing to the Executive Director
 - (b) Be signed by two (2) Member nominators for each nominee
 - (c) Show the written consent of each nominee
- 4 12 Nominations will close fourteen (14) calendar days of the annual general meeting except in the case where there have not been sufficient nominations to fill a particular position.
- 4 13 If there is not adequate representation from each zone then directors shall be appointed.

Directors Term

- 4.14 Terms shall be as follows:

- (a) Directors elected in accordance with Article 1V shall have a term of two(2) years,
- (b) One year, ½ (4) the Directors-at-large, and the next year, the other ½ (3) Directors-at-large
- (c) The President elected in accordance with Article 1V shall have a term of one(1) year
- (d) The term of each Director shall commence on the 1st day of January and continue for two (2) calendar years

Election Procedure – Directors at large

- 4.15 The Members of the Chamber shall be notified no later than three (3) calendar days prior to the annual general meeting of the year as to all nominees

- 4.16 The six (6) nominees for election as members of the Board receiving the largest number of votes are elected for two (2) year terms
- 4.17 If there is a tie for the last position(s) to be filled, the selection is made with a second vote under the direction of the election scrutinizers, with only those nominees who have tied for the position(s) on the ballot.
- 4.18 Only Members and Authorized Representatives, in good standing for thirty (30) days prior to, the annual general meeting will be allowed to vote.
- 4.19 The Election Scrutinizers, or their designate, will declare which nominees are successful, the length of the term they are to serve individually and that all positions have been filled.
- 4.20 The total number of votes cast for each nominee is confidential.

Online, Mail – In Ballot

Voting can be held by one of the following means as determined by the Directors:

- 4.21 Secret ballot at the membership meeting convened for the business of Director Election, or
- 4.22 Mail-in ballot, or
- 4.23 Electronic ballot

For all voting; with the exception of Secret Ballot, the following will determine the validity of the vote:

- 4.24 Ballots contain the names of all members duly nominated as described in Article 4 9.
- 4.25 Ballots shall be delivered to eligible voters within the membership, not less than fourteen (14) days prior to the deadline for submission, delivery is deemed 48 hours after date of mailing of ballot or notification of electronic ballot availability;
- 4.26 Ballot shall be received at the Offices of the Boundary Country Regional Chamber of Commerce by the deadline for submission,
- 4.27 Ballots shall clearly identify the candidates to whom the vote is to be registered;
- 4.28 Ballots shall not have more X's or marks than offices to be filled

Re-election to the Board

- 4.29 Directors who have served a total of three (3) consecutive terms as a Director are not eligible for election to a new term, which commences within two (2) years of retirement from the Board.
- 4 30 The three- (3) consecutive terms rule is suspended to enable the immediate Past President, President, and Vice President, to hold office as members of the Board

Resignation of a Director

- 4 31 A Director may resign his or her term at any time and will strive to give written notice of his or her resignation at least ninety (90) days before the date of the next election of Directors

Removal of a Director

- 4.32 A Director ceases to be a member of the Board if such Director
- (a) is absent from three (3) consecutive Board meetings,
 - (b) ceases membership or is a representative of a non-member,
 - (c) declares bankruptcy, or is declared insolvent,
 - (d) is convicted of an indictable offence under the Criminal Code of Canada,
 - (e) is declared unsound of mind,
 - (f) establishes his or her principal residence outside of the Chamber catchment area, unless and to the extent specifically waived by the Board,
 - (g) is removed from the office of Director by a seventy-five (75) percent vote of the Members at a regular or special meeting of the Chamber if in the opinion of the Board the Director is grossly negligent in the performance of his or her duties

Board Vacancy during a Term

Director – Vacancies

- 4.33 Where a vacancy occurs amongst the Directors, the Directors shall appoint an Active Member to serve as a Director for the remainder of the term of the vacant Director position. In the event that the vacancy is that of the President or Vice President the Directors shall elect a replacement from among themselves.

Responsibility of the Board

- 4.34 The government of the Chamber, the direction of its affairs, and the control of its property shall be vested in the Board
- 4.35 The Board has the full power and authority to do all things necessary to accomplish the objects of the Chamber which fall within the law and which are authorized through these Bylaws; responsibilities of the Board shall include but are not limited to:
- a) are expressly empowered to make, alter, amend and repeal such policies, rules and regulations as the Directors determine are in the best interest of the Chamber;
 - b) shall from time to time appoint a Executive Director;
 - c) shall keep the membership reasonably and properly informed;
 - d) shall enforce the provisions of these Bylaws,
 - e) shall, in the case of any ambiguity or doubt in the interpretation of these Bylaws and policies of the Chamber resolve the ambiguity or doubt and their decisions will be final and binding;
 - f) shall act honestly, in good faith and in the best interest of the Chamber and exercise care, diligence and skill of a reasonably prudent person,
 - g) Subject to the Act, the Boundary Country Regional Chamber of Commerce may from time to time.
 - Borrowing power must not be exercised without the authorization of a special resolution,
 - In order to carry out the purposes of the Chamber the Directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money

in the manner they decide, and, in particular but without limiting the power, by the issue of debentures,

- A debenture must not be issued without the authorization of a special resolution;
- The Board of Directors are responsible to ensure all terms associated with a existing debenture agreements are adhered to.

Meetings of the Board

- 4.36 The Board must meet regularly and not less than eight (8) times per year at such times and places as it determines
- 4.37 Meetings of the Board may be called at any time on at least forty-eight (48) hours' notice to the Directors:
- (a) by the President, or
 - (b) by the Executive director upon the written request of at least three (3) Directors
- 4.38 Seven (7) or more voting members of the Board shall constitute a quorum.
- 4.39 The Board may, subject to these Bylaws, adopt rules and regulations for conducting its meetings.
- 4.40 The President will preside at all meetings of the Board
- 4.41 In the absence or inability of the President, meetings will be chaired by:
- (a) the Vice-President, or
 - (b) the Past President, or
 - (c) if both are absent or unable, any Director then present and with whose consent is chosen for the occasion

Article V – Officers

President – Vice President Election

- 5.1 The Directors shall, not later than the first Board of Directors meeting after the annual general meeting of the year, elect from amongst the Directors described in Article IV a President and Vice President to serve a term until the March 31st the following year

The President

- 5.2 No person shall hold the office of President for more than two (2) consecutive terms
- 5.3 The President is a voting member of all Standing Committees, advisory groups, task forces and Other Committees of the Chamber

- 5.4 The President also has such other powers and duties as are assigned by the Board or as are reserved for this office in accordance with the policies and procedures of the Chamber that are consistent with these By-laws.

The Vice-President

- 5.5 No person shall hold the office of Vice-President for more than two (2) consecutive terms.
- 5.6 The Vice-President assists the President and exercise the powers and responsibilities of the President in the case of his or her absence or disability
- 5.7 The Vice-President also has such other duties as may be assigned, from time by the President or by the Board that are consistent with these By-laws.

The Executive Director

- 5.8 The Executive Director is responsible for:
- (a) implementing the policies of the Chamber and the Board
 - (b) attending to the general day-to-day management and control of the business affairs of the Chamber, and
 - (c) exercising such other powers and responsibilities as are assigned to, by, or on behalf of the Board or as are reserved for this office in accordance with the policies and procedures of the Chamber that are consistent with these By-laws.
 - (d) has custody of the seal of the Chamber, subject to any limitations imposed by the Board, and
 - (e) is a non-voting member on all Standing Committees, advisory groups, task forces and Other Committees of the Chamber

Officers of the Board

- 5.9 The Officers of the Board shall be the President, the Vice President, the Past President and the Executive Director. The Officers shall have the power to take action between meetings of the Directors on all matters delegated to them by the Directors of the Board
- 5.10 The Officers of the Board shall be ex-officio to all Committees of the Chamber

Article V1 – Committees

- 6.1 The Directors shall appoint members of the following Standing Committees after each annual general meeting and the persons appointed to these committees shall serve one year or until their successors have been appointed.

(a) Finance/Audit Committee

(b) Nominating Committee

The Directors may increase the number of members of these Committees at any time

- 6.2 Any member in good standing shall be eligible to be appointed as a member of the Standing Committees
- 6.3 The President shall appoint the chairperson of each standing committee.

Other Committees

- 6.4 The Board may establish such other Committees as it requires and may:
- (a) Define the powers and duties of Other Committees
 - (b) Appoint the Chair of each of Other Committees
 - (c) Dissolve, suspend, or re-establish Other Committees
- 6.5 The Director shall appoint the members of each Committee in consultation with the chairperson of that Committee and, except for the Standing Committee set out in Article 6.1, the members of a Committee shall remain as a member of that Committee until the Directors replace them or the Committee is disbanded.
- 6.6 Members in good standing, including their Authorized Representatives, any of their directors, officers, and employees, may be appointed to Other Committees.
- 6.7 Any Officer may attend and participate in any Committee meeting but shall not be entitled to vote unless they have been appointed as a member of the Committee pursuant to this part
- 6.8 No Committee member shall be remunerated for being or acting as the member of a committee except for reimbursement of all expenses necessarily and reasonably incurred while engaged in the business of the society

Article V11 - Meetings of the Chamber

Annual General Meeting

- 7.1 The Annual General Meeting of the Chamber shall be held once in each calendar year, within ninety (90) days following the last day of the Chamber's fiscal year
- 7.2 At least fourteen (14) days written notice of the Annual General Meeting shall be given to the members of the Chamber

Procedures for Annual, and General Chamber Meetings

- 7.3 Members will be given written notice of Annual and General Meetings at least fourteen (14) days in advance of the meeting date
- 7.4 A quorum for all Annual and General Meetings shall be fifteen (15) members in good standing thirty (30) days prior to the date of the meeting
- 7.5 Any resolution subject to a vote at an Annual or General Meeting shall be decided by a show of hands
- 7.6 The presiding meeting Chair votes only in the case of a tie
- 7.7 A Member wishing to bring forward a motion(s) pertaining to the work or business of the Chamber, which is beyond the scope of the General Meeting agenda must provide a written explanation which specifies the matter to be brought before a General Meeting and the

desired resolution proposed three (3) weeks (21 days) prior to the adjournment of the General Meeting.

Special General Meetings

- 7.8 Special General Meetings of the Chamber are held.
- (a) at such times as approved by a two-thirds (2/3) vote of the board, or
 - (b) upon the written request of 10% or more voting members of the Chamber.
- 7.9 The Special General meeting will be held within twenty-one (21) days of receipt of the written request from the Members
- 7.10 The written notice for Special General Meetings shall Consist of several documents in similar form each signed by one or more requisitionists and must
- (a) state the purpose of the general meeting,
 - (b) be signed by the requisitionists, and
 - (c) be delivered or sent by registered mail to the address of the society
- 7.11 No other business can be conducted at a Special General Meeting except the issue which caused the meeting to be called
- 7.12 A quorum at a Special General Meeting is fifteen (15) Members in good standing thirty (30) days prior to the date of the meeting.
- 7.13 Matters addressed through a Special General Meeting will be resolved by a Special Resolution

Article V111 - General

Chamber as Politically Non-partisan and Non-sectarian

- 8.1 The Chamber is politically non-partisan and non-sectarian It must not advance the views of any party, candidate for public office or religious entity, nor publicly support the cause of any political or religious entity or representative

Financial Matters

- 8.2 The fiscal year of the Chamber commences on the first (1st) day of January and ends on the thirty-first (31st) day of December.
- 8.3 Any Authorized Representative upon giving reasonable notice and arranging a time satisfactory to the Executive Director may inspect the books of account of the Chamber, free of charge No other person has the right to inspect the books of account of the Chamber except as may be specifically authorized by the Board, these By-laws or the laws of the land.

Auditors

8.4 The books of the Chamber may be audited each year.

8.5 The Members at the Annual General Meeting appoint the Auditors of the Chamber. Appointment of Auditors shall be for a three-year term.

Meeting Notice and Parliamentary Procedure

8.6 Any notice required to be given by these By-laws may, unless otherwise provided in these By-laws, be given by the Chamber to any person entitled to receive the notice:

- (a) personally,
- (b) by any electronic communications facility from which the person may reasonably take notice,
- (c) by publication in a Chamber publication of general circulation to Members,
- (d) by publication in a newspaper circulating in the Boundary area,
- (e) by ordinary pre-paid post addressed to the Member at the address that last appears on the Register.

8.7 The procedure at meetings and any other proceedings of the Chamber, to the extent such procedure has not been prescribed in these By-laws or set by the Board, follows the authority of the most recently published edition of Robert's Rules of Order.

8.8 The Chair of any meeting or proceeding may designate any person, to act as procedural parliamentarian for the conduct of the meeting and the rulings of that person so designated are final and binding

8.9 A Board or committee member may participate in a meeting by means of telephone or other electronic communication facilities as long as all participating can make effective communication. A person participating in a meeting by these means is deemed present at that meeting

8.10 At all meetings of the Board.

- (a) every question is decided by a majority of the votes cast on the question,
- (b) each Director has one vote on each question,
- (c) the presiding Officer votes only in the case of a tie.

8.11 A resolution in writing which is authorized in writing or electronically by all the Directors or committee participants entitled to vote at a meeting is as valid as if it had been passed at a meeting. Each authorization referred to in this paragraph is kept with the minutes of the proceedings of the Board or committee.

8.12 If the date upon which anything must be done under these By-laws falls on a weekend or holiday, such date is extended to the next succeeding business day.

Remuneration

- 8.13 No Member, Director or committee member may receive any wages, salary, or payment from the Chamber except reimbursement of reasonable expenses incurred in performing his or her duties on behalf of and at the request of the Chamber
- 8.14 Members, Directors or committee members are not prohibited from providing goods and services to the Chamber, or working together with the Chamber for potential profit, provided that such arrangements are competitive and transparent in the circumstances.

Minutes of proceedings open for inspection

- 8.15 The Minutes of Board meetings are open to any Authorized Representative for inspection free of charge during normal business hours of the Chamber

Execution of Documents and Seal

- 8.16 The Chamber seal may be affixed by any person designated by a resolution of the Board to any document authorized to be executed by the Chamber.

Indemnity to Directors, Officers and others

- 8.17 Every Director, Officer and committee member and his or her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding which is commenced or otherwise arising from any act of omission occasioned or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.
- 8.18 The Chamber must purchase and maintain insurance for the benefit of any person referred to in these By-laws against such liabilities and in such amounts as the Board may determine.

By-laws

- 8.19 The By-laws may be amended, repealed or replaced by a Special Resolution at any Annual or General meeting. The proposed changes must accompany the Notice of Meeting
- 8.20 All previous By-laws of the Chamber are repealed as of the coming into force of these By-laws. Such repeal does not affect the previous operation of any By-law repealed or affect the validity of any act done under previous By-laws
- 8.21 All prior resolutions (or proceedings purporting to be resolutions) of the Members, of the Board and of any Committee, and all acts of any person upon the authority of such prior resolutions and all prior elections or appointments of Directors, Officers and Members of Committees are hereby ratified and confirmed.
- 8.22 The By-laws shall come into force on approval of the Minister of the Government of Canada Registering Office

BY-LAWS APPROVED by Resolution of the Board January 11, 2011.