

BY-LAWS OF THE SLOCAN DISTRICT CHAMBER OF COMMERCE

ARTICLE I - NAME AND OBJECTIVES

1. The name of this organization shall be the Slocan District Chamber of Commerce.
2. The object of the Slocan District Chamber of Commerce shall be to promote the commercial, industrial, agricultural, recreational, cultural (01/05) and civic welfare of the Slocan Lake and surrounding district from and including Lemon Creek on the south to Summit Lake on the north, and including the areas of Sandon and Zincton.
3. The usual place of meeting shall be where designated by the Board from time to time.
4. The Slocan District Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall not lend its support to any candidate for public office. Individual Directors, Officers and employees are free to participate in their individual capacities as long as they do not represent themselves as speaking for the Chamber of Commerce.

ARTICLE II - INTERPRETATION

5. Wherever the words "The Chamber" occur in these By-Laws they shall be understood to mean "The Slocan District Chamber of Commerce" body. (20-5-83)
6. Wherever the words "the Board" occur in these By-Laws, they shall be understood to mean "the Board of the Slocan District Chamber of Commerce." (20-5-83)
7. Wherever the word "District" occurs in these By-Laws, it shall mean that area, within and for which this Board was established, as defined in the certificate of Registration under the Boards of Trade Act. (R.S., c, 124, s.l.)
8. Wherever the word "Member" occurs in these By-Laws, it shall be understood to mean an individual, society, body corporate or organization that has been accepted as a Member of the Chamber in accordance with the Act and these By-Laws;
9. Wherever the words "General Meeting" occur in these By-Laws they shall be understood to mean a meeting of members, including annual general meeting, special general meeting or other general meeting of Members of the Chamber.
10. Wherever the words "Special Resolution" occurs in these By-Laws, it shall be understood to mean a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast on that resolution.

ARTICLE III - MEMBERSHIP CONDITIONS

11. Membership in the Chamber shall be available to:

- any individual, whether resident in the District or not, who is directly or indirectly engaged or interested in trade, commerce or the economic, cultural or social welfare of the District;
- any society, body corporate or organization, whether operating in the District or not, who is directly or indirectly engaged or interested in trade commerce or the economic or social welfare of the District.
- an individual, society, body corporate or organization who is not referred to above but is recommended by the Board for membership in the Chamber at any Board Meeting.

ARTICLE IV - MEMBERSHIP CONDITIONS

12. Admission of Members:

An individual or a society, body corporate or organization proposed for membership in the Chamber is only admitted to membership in the Chamber if the proposed Member so consents and their membership is approved at a Board Meeting. An individual or a society, body corporate or organization so admitted to membership in the Chamber is a Member with all the related rights and obligations immediately as of the receipt of such approval.

13. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Board. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership, with the exemption from the payment of annual dues.
14. 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.
15. Each member shall have one vote at General Meetings, and a member must be present at a meeting in order to cast a vote at said meeting. Societies, body corporations or organizations shall designate an individual to represent and vote for them, and an alternate who shall represent and vote for them if the first designee is unable to attend a meeting. No member shall be entitled to cast more than one vote.
16. Every member in good standing shall have the right to stand for election as a Director of the Board of the Chamber.
17. Membership Dues

The membership dues and schedules for different categories of memberships shall be determined from time to time by the Board at any Board Meeting by a Special Resolution. Members shall be notified in writing of the annual membership dues at any time payable by them.

18. A Member whose membership dues or assessments are two months in arrears will have membership suspended. The Member will be advised in writing and offered a 30-day period to reinstate membership by paying dues and assessments. A Member who fails to reinstate membership within the 30-day reinstatement period will automatically be removed as a Member of the Chamber.
19. Other assessments may be levied against all members, provided they are recommended by the Board and approved by a Special Resolution at a general meeting of the Chamber. The notice calling such a meeting shall state the nature of the proposed assessments.

ARTICLE V - MEMBERSHIP TERMINATION AND WITHDRAWAL

20. Membership in the Chamber is terminated when:

- A Member dies, or, in the case of a Member that is a society, body corporate or organization is disbanded, or dissolved;
- A Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
- The Member retires or resigns by providing written notice of such resignation to the President of the Chamber and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; and
- The Member is expelled or removed in accordance with any section on discipline of Members of this By-law or is otherwise terminated in accordance with the Act or By-laws.

21. Upon any retirement from or termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

22. Any member of the Chamber may be expelled by the Board at a Board Meeting by a Special Resolution. The expelled member shall have the right of appeal to the Board by written request within thirty days of being notified in writing of their expulsion. If such appeal is carried by a Special Resolution of the Board, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and the subject to all the obligations of the other members.

ARTICLE VI - DISCIPLINE OF MEMBERS

23. The Board shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:

- violating any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber;
- carrying out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion;
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Chamber, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Chamber.

If written submissions are received in accordance with this provision, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

24. Membership Transferability: A membership in the Chamber may not be transferred.

ARTICLE VII - GENERAL MEETINGS

25. The Annual Meeting of the Chamber shall be held in the first quarter (03/2017) of each year at the time and place determined by the Board. At least one weeks' notice of the Annual Meeting shall be given to all members. (25-1-55)

26. Regular general meetings of the Chamber shall be held at a place and time designated by the Board At least one week's notice of such meetings shall be given. (01/05)

27. Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three members of the Board, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.
28. At any annual, or general or special Meeting of Members, five members shall be 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.
29. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

ARTICLE VIII - BOARD

30. The Board of the Chamber shall consist of four to nine directors who each must be an individual member or individual assignee of a society, body corporate or organization member in good standing.
31. The Board shall have the general power of administration. It may take or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may deem expedient or as may be required by vote of a majority of members present at any general meeting. (25-1-55)
32. The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the Chamber, provided, however, that such powers are not inconsistent with the provisions of the Boards of Trades Act.
33. The Board shall frame such by-laws, 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 of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.
35. No public pronouncement in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this Authority.
36. Board Roles:
 - (a)The president shall preside at all meetings of the Chamber and Board. The president 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. The President shall vote only in case of a tie. Upon an appeal being made from a decision of

the presiding officer, the vote of the majority shall decide. The president shall, with the secretary, 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.

(b) The vice-president shall act in the absence of the president and in the absence of both these officers, the meeting shall appoint a chairman to act temporarily.

(c) The treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank or Credit Union, selected by the Board. Out of such funds the treasurer shall pay amounts approved by the Board and 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 treasurer shall make such investment of the funds of the Chamber as the Board may direct. They shall, with the secretary, sign all notes, drafts and cheques. In the absence of the treasurer, the president or vice-president shall sign. (20-5-83)

(d) The secretary shall be the executive officer of the Board and shall be responsible to the Board for the general control and management of business and affairs. The secretary shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly appertain to his office. They shall, with the president, sign and, when necessary, seal with the seal of the Chamber of which he shall have custody, all papers and documents requiring signature or executions on its behalf and, with the treasurer, sign all notes, drafts and cheques unless someone else is designated by the Board. They shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of their term of office, the secretary shall deliver to the Chamber all books, papers, and other property of the Chamber. (20-5-83)

37. The term of office of a Director shall be automatically terminated:

- if a Director resigns by delivering a written resignation to the President of the Chamber; or, where such resigning Director is the President of the Chamber, by delivering a written resignation to the Vice-President of the Chamber;
- if at a General Meeting an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- on public announcement of the Director's intent to seek public office;
- on death of the Director; or
- if a Director is absent from meetings of the Board continuously for a period of six (6) months.

If the Director who is terminated under this provision is also the President, Vice-President and/or Secretary of the Chamber, such Director's term of office as the President, Vice-President or Secretary as the case may be, shall likewise be automatically terminated.

38. Removal of Directors by the Board

The Board may suspend or remove any Director, which includes the President, Vice-President or Secretary, from office if such Director violates any provision of the Certificate of Formation, By-Laws, or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion. A Director so suspended or removed may appeal such suspension to the Members at the next general meeting, at which time the Members may confirm the decision of the Board or reinstate such Director for the duration of their term of office.

ARTICLE VIII - BOARD ELECTIONS

39. The Board shall be elected from among the members each year at the Annual General Meeting by ballot for a one year term, or until they are removed from office or vacate it as specified under these By-laws.
40. The Board shall elect their own president, vice-president and treasurer at a Board Meeting.
41. The Board may at any of its meetings elect a Member of the Board to fill any vacancy on the Board which may occur during the year.
42. Oath of Office

The President and Vice-President of the Chamber, before starting the duties of their office, shall take and subscribe before a mayor of one of the villages in the district or the Regional District Director for Area H, or before any justice of the peace, take an oath or affirmation in the following form:

"I swear that I will faithfully and truly perform my duty as [] Board of Trade, and that I will, in all matters connected with the discharge of that duty, do all things, and only such things, as I truly and conscientiously believe to be adapted to promote the objects for which the board was constituted, according to the true intent and meaning of the same."*

ARTICLE IX - BOARD MEETINGS

43. The Board shall meet from time to time, normally once a month, as may be necessary to carry on the business of The Chamber. (25-1-55)
44. A majority of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board.

45. The meetings of the Board shall be opened to all members of the Chamber, who may attend but may not take part in any of the proceedings unless invited to do so by the Board. (20-5-83)
46. No Board member may speak to a question for longer than 5 minutes unless they receive permission to do so from the Board. (03/2017)
47. Delegations will be given 10 minutes to present unless a longer period is agreed to by unanimous vote of those members present. (03/2017)
48. Notice of meetings shall be in the form of an annual schedule of meetings. Members will be notified of any changes to the schedule one week in advance (20-5-83)

ARTICLE X - MINUTES

49. Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the secretary.
50. The entry of such minutes shall be signed by the president, or vice-president, or the person who presides at the meeting at which they were adopted.
51. All books of The Chamber shall be opened at all reasonable hours to any member of The Chamber, free of any charge.

ARTICLE XI - BY-LAWS

52. By-Laws may be made, repealed or amended by a Special Resolution of the members of the Chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another member at a previous general meeting and duly entered as a minute of The Chamber.
53. Such By-Laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

ARTICLE XII - COMMITTEES

54. Special committees may be appointed, by the Board, from time to time, but all such committees shall automatically be discharged at the end of the year, unless previously discharged by the Board. (20-5-83)

ARTICLE XIII - AFFILIATION

55. The Chamber, at its discretion, shall have power to affiliate with the Canadian Chamber of Commerce, the B.C. Chamber of Commerce, the Associated Boards of Trade and Chambers of Commerce of Southeastern British Columbia, and any other organizations in which membership may be in the interests of the Chamber. (25-1-55)

ARTICLE XIV - FISCAL YEAR

56. The fiscal year of the Chamber shall commence on the first day of January in each year.

ARTICLE XV - AUDITORS

57. Auditors shall be appointed by the Board 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 Meeting and at any other time required by the Board.

ARTICLE XVI - PROCEDURE

58. Parliamentary procedure shall be followed at all general and Board meetings, in accordance with Robert's Rules of Order. (03/2017)

REPEAL OF PRIOR BY-LAWS

All previous By-Laws of the Slokan District Chamber of Commerce are repealed as of the coming into force of this By-Law.

Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

Above By-Laws passed DAY, MONTH, YEAR

26/03/26


Jan McMurray