



By-Laws

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1. Objects

The objects of the Chamber shall be to promote the business, social and civic welfare of the various communities in the Comox Valley, and to support the interests of their citizens in municipal, provincial, and national issues.

1.0 In these By-Laws, unless otherwise specified:

- a) "The Chamber" shall mean the Comox Valley Chamber of Commerce.
- b) "The Board" shall mean the Board of Directors, as duly elected.
- c) Where the singular person is used, it shall include the plural.

2. Membership

Membership in the Chamber consists of a variety of classifications and may change from time to time.

- 2.0 Members of the Chamber agree to comply with and be subject to the provision of these by-laws.
- 2.1 Any member failing to pay dues within thirty (30) business days after being billed shall cease to be a Member in good standing and shall be removed from the membership.
- 2.2 A Member so removed from membership shall be retained upon payment of its membership dues.
- 2.3 The Board may, by a two-third (2/3) majority vote, remove from the roll any Member who, in the opinion of the Board, commits any action through which these By-laws are contravened, or through which discredit may fall on the Chamber. A Member so removed may appeal from the order of the Board to the membership of the Chamber at any Annual General Meeting, or at any special meeting called as provided by these By-laws. A simple majority vote of the Members present at such a meeting shall be finally determinative.
- 2.4 Any member of the Chamber who intends to resign their membership, may do so, at any time, upon giving notice to the Chamber in writing of such intention.
- 2.5 Persons who have distinguished themselves by some meritorious or public service, or who have made a significant contribution to the betterment of the community may be elected as an honorary life member by unanimous vote of the Board. An honorary life member shall be entitled to all of the privileges of membership in the Chamber, except being part of the board of directors. An honorary life member shall be exempt from the payment of annual membership dues.

3. Dues

- 3.0 The annual dues payable by the members of the Chamber shall be determined annually, as part of the annual budget approval process, by the Chief Executive Officer or Executive Director, and approved by the board, based on annual operating needs.

4. Meetings

- 4.0 The Chamber shall convene in a General Meeting at least once in each fiscal year. This meeting is to be known as the Annual General Meeting.
- 4.1 The date and place of the Annual General Meeting shall be fixed fourteen (14) business days in advance by the Board and notice to be given by way of newspaper advertisement &/or electronic distribution to the members &/or notice on the Comox Valley Chamber Website.
- 4.2 Special General Meetings may be called at the discretion of the Board, or when at least ten (10) members have sponsored a petition directed to the Chair requesting that such a special General Meeting be called. Notice of the date, time, and agenda for such meeting shall be communicated to the Members at least 14 business days before the date for which the meeting is called.
- 4.3 The Board shall meet from time to time as may be necessary to carry on the business of the Chamber. A quorum shall be a simple majority.

5. Representation and Voting Powers

- 5.0 Every member, in good standing, shall be entitled to one vote at the Annual General Meeting, and at the last General Meeting prior to the Annual General Meeting. The voting process can be delivered through a secure, electronic program deemed acceptable by the Chief Executive Officer or Executive Director and Board of Directors.
- 5.1 Unless otherwise provided for in these By-laws, no motion or amendment shall be carried at any Annual or special General Meeting unless it received a majority of the votes cast.
- 5.2 Every organization member shall be entitled to designate one representative as its voting delegate. In addition to the designated vote of the organization member, the representative may also have an additional vote by holding a membership in their own name, which entitles them to voting privileges. No member shall have more than two (2) votes at any meeting.
- 5.3 Proxy voting is not allowed.

6. Quorum

- 6.0 At least 20 accredited members shall constitute a quorum at Annual and Special

General Meetings.

- 6.1 Fifty (50) percent plus one (1) of active Board members shall constitute a quorum at meetings of the Board of Directors.

7. *Policy and Resolutions*

- 7.0 In order that any Policy Statement or Resolution, other than a By-law amendment, be included on the agenda of any Annual General Meeting;

- a) It must be submitted by a Member in good standing in writing to the Chair at least fourteen (14) business days before the date of the meeting.
- b) In addition, the Board of Directors may submit resolutions and/or policy statements and recommendations at least (fourteen) 14 fourteen (14) business days before the date of the Annual General Meeting, and the Chair shall likewise cause same to be communicated to the Members at least seven (7) business days before the date of the meeting.
- c) In the event that the above provisions have not been carried out, any policy statement or recommendations of an urgent nature must be approved by the Board of Directors prior to the plenary sessions. If approved by the Board for presentation at the Annual General Meeting, there must be an affirmative vote in favor of discussing such resolutions and/or policy statements by a majority of the accredited members present at the same Annual Meeting.
- d) Declarations, statements and resolutions shall become part of the policy of the Chamber when they have received the approval of the majority of those present at an Annual General Meeting or when they have been submitted in referendum to the membership and have received the prescribed approval.

8. *Officers and Directors*

- 8.0 The Board shall consist of:

- a) The Chair
- b) The Vice-Chair
- c) The Immediate Past Chair
- d) The Treasurer shall be appointed by the Board
- e) Five to Seven (5-7) Directors

- 8.1 The Terms of the Officers shall begin with their installation or appointment and continue until their successors have been duly installed or appointed.

- 8.2 The Chair and Vice-Chair shall not be eligible for election to the same office for more

- than two (2) consecutive years.
- 8.3 Vacancies on the Board or in any office may be filled by the Board for the unexpired portion of the term.
 - 8.4 All elected Directors shall serve for a two (2) year term and may be re- elected for subsequent two (2) year terms up to a maximum of ten (10) consecutive years.
 - 8.5 The Treasurer shall be appointed by the board.
 - 8.6 Unless a Director attends at least sixty (60) percent of the meetings of the Board of Directors in one elected year, that Director will not be eligible for re-election unless extenuating circumstances are evident. Any Director who absents themself from three (3) consecutive Director's Meetings, unless for reasons deemed acceptable to the Chair, shall be replaced under the terms of By-Law 8.3.
 - 8.7 No paid employee of the Chamber shall be eligible for election or appointment to the Board. Any former employees of the Chamber of Commerce are not eligible to join the Board of Directors until a minimum of 5 years since their last date of employment has elapsed.
 - 8.8 Spouses or partners residing with a current Board member are ineligible to join the Board until the term of the current director is completed. Any parent, sibling or adult children of a current director is (are) also ineligible to join the Board until the term of the current director is completed.
 - 8.9 The position of Vice-Chair to be elected by outgoing Board, at the last Director's meeting prior to the General Meeting at which elections are held.
 - 8.10 The candidate of Vice Chair must be an active Director who has served for a minimum of one year with an attendance of sixty (60) percent of Director's Meetings unless extenuating circumstances are evident.
 - 8.11 Directors wishing to stand as a candidate for Vice-Chair must submit the nomination seven (7) business days prior to the last Directors meeting, prior to the General Meeting at which elections are held.
 - 8.12 If only one nomination for Vice-Chair is received, that nominee will be declared elected by acclamation. -
 - 8.13 In the event more than 4 positions become vacant at the time of election of the Board of Directors, the outgoing Board has the discretion to appoint past members of the Board to fill the additional positions over 4.
 - 8.14 There is no remuneration for being a Director.
 - 8.15 A Director shall be required to take a leave of absence from the Board to seek elected public office before publicly announcing their intentions and if elected the Director must resign from the Board.

- 8.16 A director will cease to be a director if:
- a) the director resigns at any time by giving written notice to the Chair.
 - b) the director becomes financially insolvent and/or files for bankruptcy.
 - c) the director dies.
 - d) the director is terminated by a two-thirds majority vote of the Board of Directors for reasons including, but not limited to, violation of the Board's code of conduct or actions, in any way, detrimental to the Chamber.
 - e) the director's term expires.
- 8.17 A director who is terminated by a two-thirds majority vote under Clause 8.16(d) has the right to appeal the decision. The director must submit a written appeal to the Chair of the Board within 14 days of the Board's decision. The director will have the opportunity to present their case to the Board of Directors at the next scheduled Board meeting. Following the appeal, the Board will reconsider the termination decision, which will require a two-thirds majority vote to uphold.
- 8.18 In extraordinary circumstances, such as a natural disaster, pandemic, or an extreme financial situation, the Board of Directors may extend the term of the Chair and/or Vice Chair by an additional year, by a unanimous vote.

9. *Committees*

- 9.0 The Board of Directors shall have the right to appoint from time to time any committees they deem necessary to carry out the programs and activities of the Chamber.

10. *Nomination and Election of Directors*

- 10.0 Any Member of the Chamber who has been a member in good standing for a minimum of two (2) years may be nominated as a Director, subject to meeting the criteria detailed in the Board Nomination Process and Application Policy.
- 10.1 Nominations for Director shall be in the hands of the Chair of the Nomination Committee at the office of the Chamber ten (10) business days before the date set for the last General Meeting prior to the Annual General Meeting, and shall be accompanied by the written consent of the nominee.
- 10.2 Upon the approval of the Board of Directors the following succession moves shall occur:
- The immediate Vice Chair, subject to their consent, shall automatically become Chair. In the absence of this consent, the Board will select one of the current Directors as Chair.
- 10.3 All qualified nominations received shall be presented at the last General Meeting prior to the Annual General Meeting.

- 10.4 Elections shall be carried out by secret ballot by members in good standing at the last General Meeting prior to the Annual General Meeting. In addition to the usual voting procedure at an AGM, the voting process can be delivered through a secure, electronic program acceptable by the Chief Executive Office or Executive Director and Board of Directors.
- 10.5 The AGM can be conducted virtually or by some other format, should it become necessary due to the inability of the membership to meet in person. (ie. a pandemic, state of emergency etc.)

11. *Duties of Officers and Directors*

- 11.0 The Chair shall preside at all meetings of the Chamber and shall be an ex- officio member of all committees.
- 11.1 In the absence or inability of the Chair to act, the Vice-Chair or next senior member of the Board shall act in their capacity.
- 11.2 The Vice-Chair shall, in addition, perform such other duties as may be required of them and shall be held normally as potential successors to the Chair.
- 11.3 All Directors of the Chamber shall serve as a member of a committee, as required by the undertakings of the Chamber.
- 11.4 The Chief Executive Officer or Executive Director shall be the custodian of the Corporate Seal.

12. *Administration and Management*

- 12.0 The administration and management of the Chamber shall be in the charge of the Chief Executive Officer or Executive Director or secretary as the Board may appoint. They shall keep or have kept the minutes of the proceedings of the Chamber and the Directors, have the care and custody of its books and records, and attend to the publication of reports. They shall be the custodian of the funds of the Chamber and shall cause to be deposited with a recognized financial institution, selected by the Board of Directors, all monies received, and no monies shall be withdrawn therefrom without the signatures of at least two (2) authorized signatories, as duly appointed by the Board of Directors.
- 12.1 All paid employees of the Chamber shall be required to be permanent residents of the Comox Valley during their tenure of employment.

13. *Expenditure Authority*

- 13.0 Any expenditure by the Chamber whenever deemed appropriate shall seek a minimum of 3 bids for goods and services. Guidelines for expenditures are as follows:
Up to \$5,000 - at the discretion of the Chief Executive Officer or Executive Director.

Over \$5,000 - must be approved by the Board of Directors.

13.1 Invitations for bids shall be issued to all Chamber members known to be in a position to provide the goods or services required. Such invitations shall not necessarily be limited to Chamber members.

13.2 Bids shall be in writing, and any decisions in connection therewith shall be made by the appropriate persons or Board.

14. Referendum

14.0 The Board of Directors may at its discretion submit any question by referendum to the members. This shall be done by the Chief Executive Officer or Executive Director communicating to them, the proposal with pertinent information and a ballot form. If within twenty-one (21) business days from the posting of the ballots, replies from at least thirty-five (35) percent of the members have been received and an affirmative vote by at least two-thirds (2/3) of the replies indicate, it shall be effective as if passed as a resolution at an Annual General Meeting.

15. Fiscal Year

15.0 The fiscal year of the Chamber shall commence on the 1st day of January in each year and shall terminate on the 31st day of December.

16. Auditor

16.0 At minimum, a compilation of the books and accounts of the Chamber of Commerce will be performed annually by a qualified accountant.

17. Amendments

17.0 Any amendment to these By-laws may be proposed by the Board or Members provided that at least fourteen (14) business days' notice of the proposed amendments shall be given to all members in advance of the Annual General Meeting at which said amendments are to be considered.

17.1 Any proposed amendment, to become effective, must be ratified by an affirmative vote of at least two-thirds (2/3) of the accredited delegates present at said Annual General Meeting or last General Meeting prior to the Annual General Meeting.

18. Rules of Order

18.0 Parliamentary procedure shall govern at all meetings of the Chamber and of the Board as set forth in "Rules of Order" by Roberts.

19. Borrowing Power

19.0 The borrowing power of the Chamber may be exercised by the Chair or such others of its Executive as the Board may determine, in connection with the resolutions of

the Board authorizing the borrowing.

20. *Publicity*

20.0 All public announcements in the name of the Chamber shall be made by the Chair or their designate.

21. *Books and Records*

21.0 All books and records of the Chamber shall be open to any member in good standing to review within 72 business hours of a written email request to the Chief Executive Officer or Executive Director at executivedirector@comoxvalleychamber.com

21.1 Whenever the Chief Executive Officer or Executive Director is delayed in providing such books and records for unavoidable reasons outside their control, the deadline for fulfilment on that request shall be communicated and extended to account for the delay.

22. *Protection of Members of the Board*

22.0 Every member of the Board in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Chamber and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

22.1. No member of the Board shall be liable for the acts, omissions or defaults of any other member of the Board or for any loss, damage or expense to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the funds of The Chamber may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person or financial institution with whom any of the funds, securities or effects of the Chamber may be deposited, or for any loss occasioned by any error of judgment or oversight on their part, nor for any other loss, damage or misfortune whatever which may happen in the execution of their duties as a member of the Board or in relation to them.

23. *Repeal of Former By-Laws*

23.0 With the adoption of these By-laws, all former By-laws are hereby repealed.

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