

**GREATER NANAIMO CHAMBER OF CONFERENCE**  
**By-laws and Constitution • May 21, 2015**

**ARTICLE 1.0 – NAME**

- 1.1 The name of this organization shall be the Greater Nanaimo Chamber of Commerce.

**ARTICLE 2.0 – PURPOSES**

The Greater Nanaimo Chamber of Commerce is organized for the following purposes:

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- 2.1 To enhance and advance the commercial, industrial, civic and general trade interests of the City of Nanaimo and its surrounding area;
- 2.2 To undertake an active leadership role in the community by initiating, coordinating and developing programs for the benefit of the business community;
- 2.3 To encourage communication between private and public sectors, business and labour;
- 2.4 To be a representative of the business community and speak on behalf of the business community to all levels of government and other community organizations.
- 2.5 The Chamber shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

**ARTICLE 3.0 – INTERPRETATION**

In these bylaws unless otherwise specified:

- 3.1 “The Chamber” shall mean the Greater Nanaimo Chamber of Commerce.
- 3.2 “The Board” shall mean the Board of Directors of the Greater Nanaimo Chamber of Commerce.
- 3.3 “The Executive” shall mean the Executive Committee of the Board of Directors of the Greater Nanaimo Chamber of Commerce.
- 3.4 “The Chair” refers to the person elected or appointed to the office of Chair – the lead volunteer of the Chamber. This is defined as “President” in the Board of Trade Act.
- 3.5 “The Chair Elect” refers to the person elected or appointed to that office and is a volunteer of the Chamber. This position is referred to as the “Vice President” in the Board of Trade Act.
- 3.6 “President and CEO” refers to the person appointed by the Board of Directors to the office of President – the lead paid employee of the Chamber.
- 3.7 Reference to “publication” includes any or all publications of the Greater Nanaimo Chamber of Commerce including the Chamber website and electronic publications.

- 3.8** “Good standing” refers to the requirement that members must be current in their payment of membership dues and other assessments, and, abide by the Code of Ethics of the Greater Nanaimo Chamber of Commerce.

And wherever the singular or masculine is used it shall be interpreted as meaning the plural or feminine or visa versa where the context so requires.

## **ARTICLE 4.0 – MEMBERSHIP**

### **4.1 ELIGIBILITY**

All persons, businesses, corporations or organizations, which support the objectives of the Chamber, shall be eligible for membership, subject to the approval of the Board.

### **4.2 CLASSIFICATIONS**

The membership shall be divided into the following classes:

**4.2.1 General Member** - Any reputable person, business, corporation or organization who has an interest in business in the Greater Nanaimo area.

**4.2.2 Honourary** - Any person appointed by the Board of Directors for such term as the Board may decide in recognition of their contribution to the business community or service to the public.

### **4.3 MEMBERSHIP APPLICATION**

Applications for membership shall be made in writing in a form approved by the Board of Directors and shall be signed by the applicant giving his mailing address, which address shall become his or her registered address subject to change from time to time. The application shall contain an agreement on the part of the applicant that he will adhere, if accepted, to its bylaws, rules and regulations.

### **4.4 HONOURARY MEMBERS**

Shall be entitled to the privileges of membership without payment of annual dues but shall not be entitled to vote at meetings of the members or hold elected office. Honourary life members may be appointed by the Board of Directors as ex-officio members of the Board but shall not be entitled to vote at meetings of the Directors.

### **4.5 TERMINATION OF MEMBERSHIP**

**4.5.1** Any member failing to pay dues within three months from the date of the membership billing notice shall cease to be a member in good standing of the Chamber.

**4.5.2** The Board may by a majority vote remove from the roll of members any member who, in the opinion of the Board, commits any action contravening the bylaws of the Chamber or who, in the opinion of the Board, is guilty of conduct unbecoming to a member of the Chamber. The decision to

terminate shall be entered upon the records of the Board and shall be the final determination of the matter.

#### **4.6 EFFECT OF TERMINATION**

Upon termination of membership for any cause, or failure to pay dues as per Article 4.5.1, all rights held under that membership shall cease forthwith and all interest in the property of the Chamber of that member ceasing to be a member shall revert to the Chamber.

### **ARTICLE 5.0 – DUES**

- 5.1** The membership fee shall be fixed and prescribed by the Board and shall be payable annually, in addition to any initiation fee that may be determined by The Board. The membership will be advised of any changes by way of by the Chamber or by way of a general membership mailing.
- 5.2** Initial payment of dues shall accompany the application for membership and are payable annually thereafter.

### **ARTICLE 6.0 – MEETINGS OF MEMBERSHIP**

#### **6.1 ANNUAL GENERAL MEETINGS**

The Chamber shall convene a general meeting each year to be made known as the ***Annual General Meeting***. The date, time and location of the Annual General Meeting shall be fixed by the Board.

#### **6.2 NOTICE OF ANNUAL GENERAL MEETINGS**

Notice of the date of the Annual General Meeting shall be given to the membership by publication by the Chamber and/or electronically, at least thirty (30) days prior to the date of such meeting.

#### **6.3 SPECIAL GENERAL MEETINGS**

Special General Meetings may be called at the discretion of the Chair of the Board of Directors of the Chamber. The Chair shall when requested in writing by any three (3) members of the Board or by ten (10) members in good standing of the Chamber, call Special General Meetings of the membership. Notice of date and location for such meetings shall be by publication by the Chamber and/or electronically at least fifteen (15) days prior to the date of such meetings.

#### **6.4 QUORUM**

Thirty (30) members in good standing of the Chamber shall constitute a quorum at all meetings of the membership.

## **6.5 VOTING PRIVILEGES**

A General member in good standing shall be entitled to one vote.

## **ARTICLE 7.0 - BOARD OF DIRECTORS**

### **7.1 NUMBER AND TERM**

The policy and administration of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of 11 - 15 elected members. Directors shall be elected for a term of two (2) years and are eligible for re-election to 2 subsequent terms, or subsequent terms of one to two (1-2) years as may be extended under by-law Section 7.1.1 below.

**7.1.1** No Director shall be eligible to be elected to serve for more than three consecutive full terms, not including any partial term filled in accordance with sections 4 and 8. If any Director shall, during the last year of the third consecutive term, fill the office of Chair, Vice Chair or Treasurer, that Director may continue as a Director for a period of up to two (2) years, subject to the approval of the Board.

### **7.2 QUALIFICATIONS**

Only General members in good standing shall be entitled to be elected and serve as Directors. He/she shall also be a member in good standing throughout his/her term as a member of the Executive. Any person in the position of Director that is deemed not in good standing vacates their position on the Board of Directors for the remainder of their term.

A Director of the Chamber of Commerce may be subject to suspension or removal if it appears to the Board of Directors that he/she has conducted himself/herself in an unbecoming manner, or when it is felt that allowing him to remain as a Director would bring discredit to the Chamber of Commerce.

No employees, directly or indirectly, of the Chamber shall be entitled to be an elected Director.

Any Director or Officer wishing to announce that they will be a candidate for publicly-elected office must take a leave of absence from the Board prior to announcing their intention to be a candidate for publicly-elected office and, if elected, must resign from the Board.

### **7.3 ELECTIONS**

New Directors shall be elected in the place of those retiring in accordance with the procedural provisions of these bylaws. An election may be by acclamation or by ballot.

#### **7.4 MEETINGS**

The Board shall meet at regular intervals, to be determined by the Board. Absence of a Director from three (3) consecutive meetings without a written valid excuse to the Executive Secretary, accepted by the Board, shall at the discretion of the Board be considered as a resignation. Board voting may be conducted by show of hands or by means of facsimile, electronic mail and shall be deemed official, as long as the vote is conducted by the same procedures as Board meeting votes and a record of the returned votes are filed accordingly.

#### **7.5 In-Camera Sessions**

An In-Camera Session may occur during any Board or Executive Meeting when it is determined that the discussion would involve topics that must have restrictions on who may be in attendance; no other topics shall be discussed during the In-Camera Session. An In Camera Session may be scheduled in the regular meeting agenda or may be added on a successful motion by any Officer or Director. The Chair shall determine and announce who will remain in attendance during the In-Camera Session. Only the votes of those members in attendance are valid.

Decisions made during an In-Camera Session and, where appropriate, the factors considered in deciding to hold the Session In-Camera may be recorded in separate minutes. The Board or Executive may decide, on a case by case basis, whether separate minutes of an In-Camera Session shall be kept. The Executive Secretary should be part of the Session to keep the minutes unless the circumstances require that he/she also be absent. In the Secretary's absence the Chair is responsible for ensuring that an appropriate record of the Session is kept. If kept, minutes of an In-Camera Session shall be kept confidential and held separately, with any materials considered at the Session, unless or until it is determined that confidentiality no longer applies, in which case they should become part of the record in the ordinary course.

#### **7.6 SPECIAL MEETINGS**

A special meeting of the Board may be called at any time by the Chair or by any three (3) Directors. Notice in writing of the meeting and the purpose thereof shall be given to every Director not less than three (3) days prior to the date of the meeting.

#### **7.7 QUORUM**

A simple majority of the Board shall constitute a quorum at any meeting of the Board.

#### **7.8 VACANCIES**

Where a person ceases to be a Director of the Board for any reason prior to the expiry of his two year term, the Board may appoint another member of the Chamber to fill the vacancy for the remainder of the term.

#### **7.9 COMMITTEE LIAISON**

The Board Chair is a non-voting member of all Chamber Committees, however, the Chair may appoint a member of the Board to be an ex-officio member of each standing and special committee where the chairmanship of such committee is not held by a Director. The Chair or designate of each committee shall report the activities of the committee to the Board as required by the Board for information or action. The Chair of each committee shall be approved by the Board.

#### **7.10 COMMITTEES**

The Board shall authorize the establishment of committees as it deems necessary to accomplish the work and further the objectives of the Chamber. Terms of Reference defining the purpose of the committee shall be submitted to and approved by the Board of Directors. The Chair or his/her designate shall appoint all members of the committees. Committee members serve at the will of the Board. Committee members shall receive no remuneration.

Such committees shall continue in existence as long as authorized by the Board of Directors. Should a committee fail to discharge the duties assigned to it with reasonable promptness or violate any provision of the bylaws or directions of the Board, such committee may be discharged by the Chair and ratified by the Board who may thereupon authorize a new committee in the manner prescribed by the provisions of this section.

#### **7.11 RULES**

The Board shall have the power and authority to make, alter, amend and enforce rules for its own governance, and shall have the power to decide all questions not governed or determined by the bylaws and/or the Board of Trade Act.

#### **7.12 EXECUTIVE COMMITTEE**

In the interim between meetings of the Board, the Executive Committee shall control the routine business of the Chamber. The Executive Committee shall consist of the Chair, the Chair Elect, the Vice Chair, the Treasurer, the Executive Secretary and the Past Chair. The President and CEO is a non-voting member of the Executive Committee. It shall have a general supervision and shall have authority to order disbursement for necessary expenses, and may grant a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work, or the emergency fund, as previously approved by the Board.

**7.12.1 Meetings** - Meetings of the Executive Committee shall be held at any time and place as determined by committee members, provided that 48 hours written notice is provided to each member.

**7.12.2 Quorum** - Not less than 3 members of the Executive Committee shall constitute a quorum.

### **7.13 FINANCE AND BUDGET**

The Board shall receive and consider the annual budget for each fiscal year. The President and CEO, with the treasurer, shall prepare the annual budget and present same to the Board. The Board shall adopt a budget and thereafter no indebtedness shall be incurred or expenditures made contrary thereto without approval by the Board.

### **7.14 FINANCIAL REVIEW ENGAGEMENT/AUDIT**

The Board shall present their recommendation for an accounting firm for the ensuing year to the members at the Annual General Meeting. The members shall, by majority vote, appoint the accounting firm to review the accounts and the annual financial statements of the organization for report to the members at the next annual meeting. The accounting firm shall hold office until the next annual meeting. The remuneration of the accounting firm shall be fixed by the Board of Directors and shall be incorporated into the annual budget.

## **ARTICLE 8.0 – NOMINATIONS**

### **8.1 NOMINATION COMMITTEE**

Three (3) months in advance of the Annual General Meeting, the Chair shall appoint a Nominating Committee consisting of the Chair, the Past Chair and the President and CEO and one other member. The Nominating Committee shall endeavour to maintain a balance between term expirations so that no more than half the terms expire in any given year. Where more than one half of the Directors are required to be elected in any one year, the candidates, up to such one half, receiving the most number of votes, shall be elected for a two year term, with the balance to be elected for a one year term.

### **8.2 METHOD OF NOMINATION**

The Nominating Committee shall call for nominations from the general membership in a manner and form approved by the Board of Directors. The Nominating Committee shall prepare a list of nominees from the membership at large. Nominations shall be based on a list of desired skills and expertise approved by the Board, for the office of Director to fill all vacancies on the Board of Directors.

### **8.3 REPORT OF NOMINATION COMMITTEE**

The nominating committee shall announce the nominees at the regular Board of Directors meeting one month in advance of the Annual General Meeting. The Executive Secretary shall publish the slate of nominees in publication by the Chamber and/or electronically together with the date and location of the election.

## **ARTICLE 9.0 – ELECTION OF DIRECTORS**

### **9.1 ELECTION BOARD**

The Chair of the Board of Director shall appoint not less than three (3) members, who shall act as scrutineers at the election. The scrutineers so appointed shall consist of one (1) member of the Board and the remaining scrutineers shall be members in good standing of the Chamber. Scrutineers shall have supervision of the election and shall serve from the time of their appointment until the result of the election has been ascertained.

### **9.2 BALLOT**

The ballot shall be printed as to give each voter an opportunity to designate his choice of candidates by a cross in a square at the left of the name of each candidate. The names of the candidates nominated shall be arranged in alphabetical order of surnames. One ballot shall be submitted to each authorized voter. Those nominees receiving the highest number of votes shall, depending upon the number of directors to be elected, be declared elected for a term subject to the provisions of Article 8.1.

### **9.3 VOTING**

Balloting may be done by members of the Chamber by e-mail, fax or in person at the election meeting. The Board shall set a date in advance of the Annual General Meeting by which ballots, other than those cast at the annual meeting, must be received.

### **9.4 DETERMINATION OF THE VOTE**

In the event it is necessary to break a tie vote in order to determine the election of nominees, the Board shall make the final determination of the process to break a tie.

## **ARTICLE 10.0 – OFFICERS**

### **10.1 ELECTION**

At a Board Meeting conveniently soon after the AGM election, those persons who are to serve as Directors for the ensuing year shall meet and elect a Chair Elect, a Vice Chair, an Executive Secretary and a Treasurer. Officer positions (excepting the Past Chair) are the Chair, Chair Elect, the Vice Chair, the Treasurer, the Executive Secretary and hold office for one year and are elected by the Board of Directors each year.



All of the officers, except the Past Chair, so elected must be elected members of the Board as per Articles 8 & 9. Where a vacancy occurs, officers may hold their position until a replacement is made.

## **10.2 CHAIR**

The Chair, subject to Article 10.1 hereof, shall preside at all the meetings of the Chamber and its Board. The Chair shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meetings that which he may think concerns the Chamber and shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting of the Chamber.

## **10.3 CHAIR ELECT**

The Chair Elect shall assist the Chair and act in the absence of the Chair. The Chair Elect, upon confirmation of the Board of Directors, assumes the role of Chair immediately following his/her term as Chair Elect. In the event that the Chair Elect chooses not to assume the Chair position, at the discretion of the Board, the Chair may be re-appointed for one (1) additional year or a new Chair may be chosen.

## **10.4 VICE CHAIR**

The Vice Chair shall assist the Chair and the Chair Elect and shall act in the absence of the Chair and the Chair Elect presiding at meetings and otherwise performing the duties and functions their absence.

## **10.5 EXECUTIVE SECRETARY**

The Executive Secretary shall ensure that all records and documents of the Chamber are properly maintained and where appropriate kept in the Chamber offices. The Executive Secretary is responsible to ensure that proper procedures are followed in accordance with the by-laws and rules established by the Board of Directors. The Executive Secretary shall perform as specified in the by-laws such other duties as may be assigned to him/her by the Board. The Executive Secretary shall be the custodian of the Seal of the Chamber.

## **10.6 TREASURER**

The Treasurer shall be responsible for all funds of the Chamber, shall render an account of funds whenever called upon to do so by the Board and shall advise the Board on all matters of the Chamber finances. The Treasurer shall further be responsible for insuring that proper records are kept of the receipt and payment of Chamber funds and shall insure the timely completion of the annual audit and the presenting of the financial statements to the Annual General Meeting of the Chamber.

## **ARTICLE 11.0 – PRESIDENT AND CHIEF EXECUTIVE OFFICER**

- 11.1** The Executive Committee shall employ a President and Chief Executive Officer (CEO) for the Chamber and to prescribe and direct the duties and to fix his/her salary and other remuneration. The President and CEO shall operate under an employment contract.
- 11.2** The Executive Committee shall have the power and authority to delegate such duties to the President and Chief Executive Officer as it may deem advisable from time to time and may transfer any or all clerical work of the Executive Secretary to the President and Chief Executive Officer.
- 11.3** The President and Chief Executive Officer shall have the power to employ such assistance as may be necessary in the conduct of the business assigned.
- 11.4** The President and Chief Executive Officer shall at all times be subject to overall authority and control of the Board and shall make reports of his/her activities at such times as the Chair may direct.
- 11.5** The President and Chief Executive Officer shall be responsible for the administration and management of the Chamber, shall cause to be kept the minutes of the proceedings of the Chamber and attend to the publication of its reports. The President and Chief Executive Officer shall perform such other functions as the Executive Committee may from time to time direct.

## **ARTICLE 12.0 – FINANCE/BUDGET**

- 12.1** The Treasurer in conjunction with the Chief Executive Officer shall prepare a budget for each fiscal year.
- 12.2** The budget shall take into consideration the anticipated requirements of all phases of the Chamber operation.
- 12.3** The budget shall be submitted first to the Executive Committee and then to the Directors at the Board meeting held in January of each year, or at a meeting called especially for that purpose.
- 12.4** Should any extraordinary expenditure in excess of the approved budget be required, such expense shall only be made with approval of the Board.
- 12.5** The Treasurer or the Chief Executive Officer shall provide to each monthly meeting of the Board an accumulative and comparative written report of the Chamber finances.

### **ARTICLE 13.0 – BORROWING POWER**

- 13.1** The Board shall have the power to borrow funds from a bank or other appropriate lending institute or from a person or persons to a maximum of twenty-five thousand dollars (\$25,000.00) without further approval of the members.
- 13.2** The members at a special general meeting called for that purpose may authorize the Directors to borrow in excess of the twenty-five thousand dollar limit.
- 13.3** Any borrowing authorized in excess of the twenty-five thousand dollar limit must be secured in such a manner so as not to endanger the annual operating financial requirements of the Chamber.
- 13.4** Documents to be signed in respect of any borrowing shall be signed by the Chair and such other Director as the Board may decide when authorizing the borrowing.

### **ARTICLE 14.0 – AMENDMENT**

- 14.1** These bylaws may be amended by a majority vote of those present at any general or special meeting of the Chamber, provided notice of the proposed change shall have been mailed or sent electronically by the Executive Secretary to each member not less than fifteen (15) days prior to such a meeting. A majority of the votes cast shall control.