



## HOPE & DISTRICT CHAMBER BYLAWS

### ARTICLE I- Name and Object

- Section 1 The name of this organization shall be the Hope & District Chamber of Commerce.
- Section 2 The Hope & District Chamber of Commerce is a voluntary organization of businesses, professional men and women, and community individuals who have joined together for the purpose of promoting the civic, commercial and industrial progress of their community.
- Section 3 The usual meeting place shall be within the District of Hope, British Columbia.
- Section 4 The Hope & District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

### ARTICLE II - Interpretation

- Section 5 Wherever the words "the Chamber" occur in these by-laws, they shall be understood to mean "Hope & District Chamber of Commerce" as a body.
- Section 6 Wherever the words "The Board" occur in these by-laws, they shall be understood to mean the "The Board of Directors of Hope & District Chamber of Commerce."
- Section 7 Wherever the word "District" occurs in these by-laws, it shall mean that area, within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act.

### ARTICLE III -Membership

- Section 8 ~~Any reputable person directly or indirectly engaged or interested in trade commerce or the economic and social welfare of the District, shall be eligible for membership in the Chamber.~~  
Bylaw removed in General Meeting Oct 3<sup>rd</sup> 2016
- Section 9 Associations, Corporations, Societies, Partnerships or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.
- Section 10 At any general meeting of The Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Chamber,

providing such candidate shall undertake, if admitted, to be governed by the by-laws of The Chamber.

- Section 11 If such proposal is carried by a majority of two-thirds of the members of The Chamber then present, such person or organization shall thenceforth be a member of The Chamber and shall have all the rights and be subject to all the obligations of the other members.
- Section 12 Membership shall continue from the time of admittance until a member has resigned in accordance with the provision of these by-laws or has been removed from the roll of members by action of the Board.
- Section 13 Any member of The Chamber, who intends to retire therefore or to resign his membership, may do so, at any time, upon giving to the secretary 10 days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.
- Section 14 The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty (30 days), of his admission, or of any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
- Section 15 Honorary Member - A person who has distinguished himself by some meritorious business, professional or public service in the district may be elected as an Honorary Member of the Chamber by a majority vote of the Board. Such recognition shall be for one year, or of duration as prescribed by the Board at the time of the nomination. Honorary membership shall include all privileges of active membership with the exception that an honorary member shall not hold office and is exempt from the payment of the Chamber's annual dues.
- Life Member - A person who has distinguished himself by having given long and outstanding service to the Chamber may be elected as a Life Member of the Chamber by a majority vote of the Board. Such recognition shall be for life. Life membership shall include all the privileges of membership with the exemption as above.
- Section 16 Any member of The Chamber may be expelled by a two-thirds vote of The Board.

#### **ARTICLE IV -Dues and Assessments**

- Section 17 The annual dues payable by members of The Chamber shall be determined annually by The Board, subject to the approval of the General Meeting whenever a change in the original amount is involved. The dues shall be reviewed yearly and set as provided in approved fee schedule.
- Section 18 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 state the nature of the proposed assessments.

## ARTICLE V -Officers and Board

Section 19 The Board of Directors comprises a total of 13 members, 12 of whom are elected at the Chamber's Annual General Meeting in accordance with the Constitution and Bylaws of the Hope & District Chamber of Commerce.

The total of 13 members is made up of five (8) directors plus the five (5) members of the executive: President, Vice President, Past President, Secretary, and Treasurer.

Positions shall be filled with people elected from among the members each year at the annual general meeting by voting. They shall remain in office for two years, but no such officer or member of The Board, with the exception of the secretary and treasurer shall hold the same office for more than two years in succession. The retiring president shall be ex-officio, a member of the Board. The Board shall establish standing committees or bureaus, each presided over by a member of The Board, with the power to add to the committees or bureau from among the members of The Chamber.

### COMMITTEES - Terms of reference

Unless otherwise provided, Chamber committees shall be appointed by the President and ratified by the Executive/Board of Directors, and such committees shall serve at the pleasure of the Executive.

Committee activities shall be limited to those covered by the Constitution and Bylaws of the Chamber and to other specific tasks and topics as identified from time to time by the Board and requested by the Executive.

The purpose of any committee shall be to study and report or recommend to the Board on the subject/topic in question and, where applicable, act on the Board's decisions taken on that subject.

Every committee shall consist of two or more members - not just directors -led by a committee chairperson appointed by the President. A committee shall be known as "standing" when operational continuously, or "ad hoc" if of a temporary nature.

Within 15 days of a committee meeting, the committee's chair shall provide a written report /minutes for distribution at the next Board meeting.

The committee chairperson or designate may be requested, at the pleasure of the President, to present his/her report directly to the Executive/Board of Directors.

If so requested, committee chairs shall provide annually a written report to the office for inclusion in the Agenda/Minutes of the Annual General Meeting.

#### 19.1 Nomination Committee

Although recurring annually, the Nomination Committee is considered "ad hoc", as it becomes operational not less than 30 days before the Annual General Meeting, and is disbanded after the AGM has taken place.

The committee will research the Hope & District Chamber of Commerce membership and recommend to the Board a sufficient number of qualified members to at least fill the upcoming vacancies on the Board of Directors in accordance with the Bylaws.

The nomination committee is chaired by the Past President, who is responsible for the conduct of election proceedings at the Annual General Meeting.

#### 19.2 Finance Committee

The Finance Committee consists of members of the Executive plus other members as may be deemed appropriate, attempting to have at least one accountant as a member at large.

This committee, meeting quarterly, provides over-all financial guidance to the Chamber with recommendations regarding long-term planning related to the finances and administration of the Chamber.

Periodically the committee reviews the existence and reliability of internal accounting controls maintained by the management, and satisfies itself that such system provides reasonable assurance that the transactions are properly recorded and that the Chamber assets are safeguarded.

The Finance Committee acts as auditors for the Chamber to be ratified by the Board of Directors.

At the Annual General Meeting the Finance Committee presents the Audited Financial Statements, consistent with the recommendations of the Executive Board of Directors.

#### 19.3 Chamber Operations Committee

The Policies and Procedures of the Chamber are periodically reviewed by this committee, which makes recommendations to the Board of Directors as to proposed changes, deletions and additions, as may be required.

When necessary, the committee submits proposed changes to the Chamber Bylaws to the Board of Directors prior to ratification by the membership at the Annual General meeting.

The Operations Committee studies all requests from the Board for expenditures and fundraising in relation to future programs, incorporating such items with applicable recommendations for inclusion in the annual budget, which is established in conjunction with the Finance Committee.

The Operations Committee shall initiate or be involved in "outside sourcing", i.e. agreements with government or private organizations that affect the current or future operations of the Chamber. The committee advises and submits for approval by the Board any proposed agreements with other organizations.

#### 19.4 Membership Committee

The Committee is responsible for keeping the membership and the community informed of what is happening in our area concerning the Chamber through the publication of a monthly newsletter within the local newspaper and other media options as may from time to time be available and required.

The operations committee is to develop, compile, review and access all existing and future programs and resources, organizations, goals and other aspects of the Chamber, with a view to increasing its membership, strengthening its objectives and benefiting its membership and the community at large.

#### 19.5 Tourism Committee

The standing Tourism Committee's objectives are to establish, review and amend all procedures and processes aimed at promoting growth of tourism in the area, making the Fraser Canyon (Hop to Lytton and beyond) a "tourism corridor."

To this end, the Committee prepares for submission to the Board any and all items used for promoting our area to prospective visitors, including, as and when applicable, the publishing of brochures, the visiting or attendance of conferences/shows, and the support of local special events.

The Tourism Committee spearheads a drive to bring in more bus tours and increase their length of stay.

In conjunction with the Economic Development Committee, the Tourism Committee institutes programs designed to train and guide local businesses in carrying out their affairs in a proper manner and friendly atmosphere.

#### 19.6 Economic Development Committee

The Economic Development Committee researches, initiates and supports programs aimed at increasing prosperity for this area's businesses and the district as a whole.

Often in cooperation with the Tourism Committee, the Economic Development Committee establishes training and guidelines for business operators that aim to improve the community's friendly ambiance.

The Committee stimulates and supports local business owners with ideas for improvements and upgrading the business environment. Whilst such support may be established on an individual basis, it shall usually be carried out in a collective manner and may include locally organized seminars and/or guest speakers.

The Economic Development Committee aims to attract new businesses to the area and, where applicable in conjunction with The District of Hope and other groups and organizations, assists prospective newcomers in getting established.

The Committee is involved in promoting the business community's interests with municipal, provincial and federal authorities, easing the way for business operators to carry on their objectives.

19.7 Signage Committee

This committee is specifically delegated to improving signage and direction for all visitors to the area for each and every business area of Hope & District: Silver Creek, Old Hope Princeton, Downtown, and Fraser Canyon.

19.8 Fundraising Committee

This committee will act together to develop ideas, budget and implement any fundraising activities which will increase operation finances including but not limited to: Hunter Creek Info Kiosk, Hunter Creek Billboard and Special Events.

The committee will develop policy and procedure for advertising at Hunter Creek and will maintain records and vendors accordingly.

19.9 Outside Committees

The Chamber Board of Directors may from time to time decide to delegate one or more directors/members to represent the Chamber at meetings of other committees (e.g. Hope Brigade Days) or to joint committees with The District of Hope and other organizations (e.g. Fraser Canyon Strategy Committee).

Such delegate(s) at other committee meetings shall conduct themselves at all times as representative(s) of the Hope & District Chamber of Commerce.

Section 20 Where a member of The Board dies or resigns his office or is absent from three consecutive meetings of The Board, the Board may, at any meeting thereof, elect a member of the corporation to be a member of The Board, in the place of the member who died resigned or is absent.

Section 21 Any officer or Board member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Board he is grossly negligent in the performance of his duties, providing however, that any officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Section 22 The Board shall 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 a vote of a majority of members present at any general meeting.

Section 23 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 Trade Act.

Section 24 Any 5 or more members of the Board, lawfully met, shall be a quorum and a majority of any such quorum may do all things within the powers of the Board.

Section 25 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.



- Section 26 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.
- Section 27 The Board may suspend any chairman from office or have his office terminated for just cause. Any committee may be terminated by the Board.
- Section 28 No paid employee of the Chamber shall be a member of the Board or executive committee. Officers of the chamber shall receive no remuneration for services rendered, but the Board may grant any of these officers' reasonable expense monies.
- Section 29 The president and vice president before taking office shall take and subscribe before the mayor or before any justice of the peace, an oath in the following form:
- Section 30 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.
- Section 31 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.

Section 32 EXECUTIVE POSITIONS

32.1 President

The President serves as the Chief Executive Officer of the Chamber, is a member of the Executive, and presides over all meetings of the Membership, the Board and the Executive. The President shall perform such duties as are usually incident to the office of a chief executive, ensuring that policies and procedures of the Chamber are carried out consistent with its purpose. The President will appoint all Committees not otherwise provided for, and task forces, where applicable, and propose Directors and general members to serve on these. As a public relations person, the President should present and promote the goals and objectives as established by the membership and the Board of Directors, including short- and long-term plans, for the betterment of the Chamber and the community. The President will be the official spokesperson of the Chamber and will have final approval on all releases regarding Chamber statements to the public or to various outside organizations or levels of government, one and other in accordance with the policy directives and guidelines established by the Board of Directors. On behalf of the Executive/Board of Directors the President will prepare and submit a written report to the Annual General Meeting, to be included with the Minutes/Proceedings, highlighting the plans and goals of the Chamber, and including a general overview of the year's activities and accomplishments on behalf of the membership. The President is the immediate liaison between the Manager and the Board of Directors/Executive, interpreting Board policy when required. In conjunction with the Chamber Operations Committee, the President will evaluate the performance of Chamber staff if required. The President is a Signing Officer of the Chamber of Commerce and a member of the Financial Committee.

32.2 Vice President

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.

The Vice President is a member of the Executive and a Signing Officer of the Chamber of Commerce. In this position the Vice-President is expected to carry out all duties usually associated with the assistant to the Chief Executive Officer of an organization. The Vice-President will preside over meetings in the absence of the President or when requested to do so by the President. Ensuring that policies and procedures are carried out in accordance with the Chamber's purpose and direction established by the Board, the Vice-President is expected to work in unison with and support of the President. At the Annual General Meeting the Vice-President presents to the membership any resolutions that have emanated from the Executive/Board, that need the approval by the membership as a whole.

- 32.3 The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited the same in a financial institution 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. They shall make such investment of the funds of the chamber as the Board may direct. He shall with the president sign all notes drafts and cheques. The Treasurer is a Signing Officer of the Chamber and will act on behalf of the President if and when requested by the latter. The Treasurer is responsible for safeguarding all funds received by the Chamber and seeing to their proper disbursement. Such funds will be kept on deposit with financial institutions chosen by the Board. The Treasurer will cause a monthly financial statement to be presented to the Board of Directors, and will arrange for an audited Annual Financial Report to be presented to the Membership at the Annual General Meeting.
- 32.4 At the Annual General Meeting, the retiring President is invited by the incoming President to rejoin the Executive and Board of Directors as the Immediate Past President. If the retiring President is not available, the previous Past President may be asked, so as to ensure that the Executive/Board always includes one Past President. The Past President provides experience and expertise to guide and assist the President and his/her fellow Directors in governing the Chamber of Commerce and its activities. The Past President may act on behalf of the President if and when requested by the latter. Unless otherwise determined, the Past President chairs the Annual General Meeting.
- 32.5 The recording Secretary is a member of the Executive and the Board of Directors and is expected to attend all regular meetings and special meetings as may be called by the President, including the Annual General Meeting. As secretary, they shall be the executive officer of the Chamber and shall be responsible to the Board for the general control and management of business affairs. They shall be responsible for keeping the administration 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 execution on its behalf. They shall maintain an accurate record of the proceedings of the Chamber and of the Board. At the expiration of term of office, the secretary shall deliver to the chamber all books, papers and other property of the Chamber.

## **ARTICLE VI – Meetings**

Section 33 The Annual Meeting of the Chamber shall be held in the month of September in each year at the time and place determined by the Board. At least two weeks notice of the annual meeting shall be given.

Section 34 Regular general meetings of the Chamber shall be held each month at the time and place designated by the Board. At least five days notice of such meetings shall be given.

Regular Board meetings shall take place at least monthly at such venue, day and time as may from time to time be established. These meetings will be chaired by the President or his/her designate, or, in the President's unforeseen absence, by the next Senior Officer. All Directors are expected to attend all Board meetings. Directors being absent without leave from three consecutive Board meetings may be asked to resign and be replaced by another Chamber member appointed by the Board. Manager and/or Staff shall attend at the request of the President, but shall have no vote. The Chamber Office, under direction of the President, will prepare and circulate to all Directors meeting agenda and support material prior to the meeting. Chamber Board meetings shall follow accepted rules of order. The following is a guideline - but not limiting - the agenda:

1. Call to order
2. Minutes of Previous meeting and matter arising from these minutes
3. Correspondence
4. Committee reports
5. President's report
6. Financial report
7. Manager's report if applicable
8. New business
9. Adjournment
10. Movers and - except to adjourn - Seconded required for all motions. All motions to be read back by the recording secretary before voting. Votes in the negative may be recorded if requested.

Section 35 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 10 members of the Chamber. At least 1 days' notice of such meetings shall be given.

Section 36 The Board shall meet from time to time (at least once per month) as may be necessary to carry on the business of the Chamber. A July and August break for regular meetings will be the exception.

Section 37 Notice of all meetings naming the time and place of assembly shall be given by the secretary. A notice inserted in one or more of the newspapers published within the District or a circular letter signed by the secretary and mailed to at last known address of each member shall constitute sufficient notice.

Section 38 Within three weeks after the end of the Chamber's fiscal operational year - the Annual General Meeting shall be convened to bring together as many members as possible. The Annual General Meeting should be chaired by the Past President or, by prior agreement, by the President or his/her designate. The AGM Chairperson will have arranged with the Chamber Secretary for the preparation and distribution of meeting agenda and support material, which shall include the President's and Treasurer's report relating to the year past.

The Board of Directors shall, as a body, report to the membership on all Executive, Board and Committee resolutions coming before the Annual General Meeting. The Vice-President or his/her designate shall speak on behalf of the Executive/Board on resolutions emanating directly from these, whilst the Committee Chairperson (or the Board member on such committee where applicable) shall speak on all resolutions submitted by their respective committee whether or not at this point in time such resolution(s) was (were) endorsed by the Board of Directors as a whole.

Notwithstanding any of the aforesaid, individual members of the Executive, the Board and the Committees are fully entitled to express their opinion either for or against any resolution brought before the Annual General Meeting, ensuring, when they do so, that they identify their opinion as their own and not representative of the Chamber Committee, Board or Executive. Speakers should declare their Intention as speaking either for or against said resolution.

At any Annual or general meeting 10 members shall be a quorum and unless otherwise specifically provided, a majority of member's present shall be competent to do and perform all acts which are directed to be done at any such meeting.

At the first Board meeting after the AGM, the Directors shall review in detail all resolutions of itself and of Chamber Committees which were defeated by the membership at the AGM. At this time a decision shall be made to either drop further promotion of the resolution or to pursue plans for further communication and input concerning the resolution topic during the year.

If a keynote guest speaker has been invited, he/she will be introduced and invited to speak early on in the AGM proceedings, before the President's, the Treasurer's and possibly Committee reports, and before any discussion/vote on any resolution takes place.

After all the foregoing have finished, the election procedure will be conducted by the Mayor or other suitable dignitary invited by the Chairperson.

The Election Procedure follows established format based on the list of nominees drawn up by the Nomination Committee (see Section B). Whether by acclamation or by vote, the procedure establishes the Board of Directors to comprise:

one (1) President, one (1) Vice-President, one (1) Treasurer, one (1) Recording Secretary and five (8) Directors. The Election Procedure is concluded by the swearing in of the President and the Vice-President by the dignitary conducting the election, and the confirmation of the Past President as a non-elected member of the Board of Directors.

Executive/Board members may elect to conduct balloting on urgent matters by telephone, between regularly scheduled meetings. Such telephone ballots can be conducted by conference call with all members, or as many as possible, in attendance. Voting can be done by phone, fax or email.

- Section 39 Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the secretary.
- Section 40 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- Section 41 All books of the Chamber shall be opened upon request to any member of the Chamber, free of charge.

#### **ARTICLE VII -Voting Rights**

- Section 42 Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of as Association, corporation, Society, Partnership or an estate member shall in each such case be assigned to individuals.
- Section 43 Voting at Board or general meetings shall normally be by show of hand, or if requested by the chairman, by standing vote. A roll call vote shall be taken if requested by 5 members providing such request receives the approval of two-thirds of the members assembled.
- Section 44 The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officers, the vote of the majority shall decide.
- Section 45 Motions or amendments shall be carried at any Board or general meeting with a majority vote unless otherwise provided in these by-laws.

#### **ARTICLE VIII -By Laws**

- Section 46 By-laws may be made, repealed or amended by a majority 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 at a previous general meeting and duly entered as a minute of the Chamber.

Section 47 Such By-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Corporations Canada.

#### **ARTICLE IX -Affiliation**

Section 48 The Chamber, at the discretion of the Board, shall have the power to affiliate with The Canadian Chamber of Commerce, The British Columbia Chamber of Commerce and any other organization in which membership may be in the interests of the Chamber.

#### **ARTICLE X -Fiscal Year**

Section 49 The fiscal year of the Chamber shall commence on the first day of September in each year.

#### **ARTICLE XI -Auditors**

Section 50 Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of the Chamber at least once in each year. Any audited financial statement shall be presented by the secretary treasurer at each Annual Meeting and at any other time required by the Board.

## **HOPE & DISTRICT**

#### **ARTICLE XII -Procedure**

Section 51 Parliamentary procedure shall be followed at all general and Board meetings, in accordance with "Rules of Order" by Bourinet.