



## **DAWSON CREEK & DISTRICT CHAMBER OF COMMERCE**

### **BYLAWS**

Revised September 5, 2006

#### **ARTICLE 1 - NAME AND OBJECTS**

##### **Section 1**

The name of this organization shall be The Dawson Creek & District Chamber of Commerce.

##### **Section 2**

The objectives of the Dawson Creek & District Chamber of Commerce shall be to lead, promote and protect the economic and social prosperity of the Dawson Creek & District.

##### **Section 3**

The usual place of meeting shall be within the City of Dawson Creek.

##### **Section 4**

The Dawson Creek & 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.

#### **ARTICLE 2 - INTERPRETATION**

##### **Section 1**

Wherever the word "Chamber" occurs in these Bylaws, it shall be understood to mean "The Dawson Creek & District Chamber of Commerce".

##### **Section 2**

Wherever the word "Board" occurs in these Bylaws, it shall be understood to mean "The Board of Directors of The Dawson Creek & District Chamber of Commerce".

##### **Section 3**

Whenever the word "District" occurs in the Bylaws, it shall be understood to mean that area within which, and for which, the Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act, Revised Statutes of Canada 1970, Chapter B-8.

##### **Section 4**

Wherever the word "Director" occurs in these Bylaws, it shall be understood to mean a duly elected member of the Board of Directors.

## **Section 5**

Wherever the word "Officer" occurs in these Bylaws, it shall be understood to mean a member duly elected to hold Office as President, Vice-President, Treasurer and the Past-President of the Chamber.

## **ARTICLE 3 - MEMBERSHIP**

### **Section 1**

Membership shall be open to any individual, group, organization, or business unless just reason exists to decline application.

### **Section 2**

Any member who is a paid up member in good standing at the close of the membership year, shall be deemed to be a member in good standing until thirty (30) days after the membership due date, provided this membership has not been terminated under any provisions contained elsewhere in these Bylaws. (Such membership shall be deemed to be terminated if the current year's dues are not paid before midnight of the 30th day after the membership due date). When dues are paid they shall be deemed to have been paid on date of expiry and the new membership shall be valid for a period of one year from the date of expiry of the past year's membership.

### **Section 3**

At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for membership in the Chamber.

### **Section 4**

A candidate for membership shall have all rights of participation in all activities of the Chamber upon acceptance of his dues by the Administrator, except that the right of voting may not be exercised until ten (10) working days of the Chamber from receipt of such dues by the Administrator.

### **Section 5**

Membership shall continue from the time of admittance until such membership is terminated in accordance with the provisions of these Bylaws.

### **Section 6**

Any member of the Chamber who intends to resign his membership may do so by giving, to the Administrator, ten (10) days notice in writing of such intention, and by discharging any lawful liability standing upon the books of the Chamber against him at the time of such notice.

### **Section 7**

Every person who accepts membership in this Chamber shall undertake to be governed by the Bylaws of this Chamber and it will be the member's responsibility to study the Bylaws and to understand them.

### **Section 8**

The Board may, upon advice from the Administrator that a member's dues or assessments are uncollectible, cancel a membership and direct that the member's name shall be struck from the membership roll, upon a majority vote. Any member of the Chamber may be expelled from membership by a two-thirds (2/3) vote of members in good standing present at a General Meeting.

### **Section 9**

Persons who have distinguished themselves by meritorious public service may be elected Honorary Members by a majority vote of a general meeting of the Chamber. Honorary Members shall be exempt from payment of dues and may enjoy all the privileges of active membership except that of holding office as Director or Officer.

**Section 10**

The Board may award a Certificate of Merit to persons who have distinguished themselves by meritorious public service.

**Section 11**

Termination of membership in the Chamber under any of the provisions contained in these Bylaws shall not entitle the retiring member to any pro-rata recovery of un-expired dues or assessments levied and paid for the current year.

**ARTICLE 4 - DUES AND ASSESSMENTS**

**DUES STRUCTURE (last restructuring 1995)**

Category 1	Principal, no employees (sole proprietor)	<b>DUES SEE APPENDIX 1</b>
Category 2-5	Principals and employees	
Category 6-25	Principals and employees	
Category 26-50	Principals and employees	
Category 51-99	Principals and employees	
Category 100 plus	Principals and employees	
Category	Individuals (i.e. farmer, teacher, other)	
Category	Associations (non-profit)	
Category	Senior Citizens	

**Section 1**

The membership dues of the Chamber shall be set out annually by the Board. Any proposed changes in the established rates must be recommended by the Board to a general membership meeting and are subject to approval by a majority vote of members in good standing present at the meeting. The notice calling such general meeting shall state the nature of the proposed changes.

**Section 2**

Membership shall be for a period of one (1) year and may be paid in accordance with the policies adopted by the Board on recommendation of the membership committee, commencing on that same date in each year thereafter.

**Section 3**

Other assessments may be levied against all members of the Chamber provided they are recommended by the Board and approved by a two-thirds (2/3) vote of members in good standing present at a lawfully constituted general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment. Upon lawful approval of such assessment it shall be the duty of all members, and shall be a condition of membership, that such assessments shall be paid to the Chamber within the time stipulated in the approved motion, or before such time as they are declared uncollectible as provided elsewhere in these Bylaws.

**Section 4**

Membership to the Dawson Creek & District Chamber of Commerce shall be extended to small businesses owned and operated by a single entity at a cost (not greater than) the amount charged to the Chamber's largest corporate members. The business owner who owns more than one small business will receive only one vote.

## **ARTICLE 6 - OFFICERS & BOARD DIRECTORS**

### **Section 1**

The Officers of the Chamber of Commerce shall be: President, Vice-President, Treasurer and the Past-President of the Chamber.

### **Section 2**

The Board of the Chamber shall consist of the four (4) Officers of the Chamber together with not fewer than three (3) Directors for a combined total of not more than twelve (12) Board members.

### **Section 3**

The members of the Board for the ensuing year shall be elected from the members each year at the Annual General Meeting. Election shall be by ballot. They shall become familiar with their respective committee's work during the balance of the year, and shall constitute the Board of Directors of the Chamber commencing January 1st of the following year. Two (2) directors shall hold two (2) year terms, and six (6) Directors shall hold one (1) year terms. Commencing in the year 2001 and beyond, two (2) Directors shall hold two (2) year terms. And four (4) Directors shall hold one (1) year terms.

### **Section 4**

The Past-President shall be ex-officio, and officer if the Chamber for a maximum of one (1) year. Should a year occur where a President seeks a second term and is re-elected in the second year, there shall be no Past-President.

### **Section 5**

Any vacancy on the Board of Directors which may occur during the term may be filled by appointment but the Board of Directors, upon majority vote thereof.

### **Section 6**

The responsibility and authority for the administration of the Chamber's affairs shall be vested in the Board but shall be subject to any specific powers or limits or responsibilities or authority explicitly stated or provided for in these Bylaws, provided, however, that nothing in these Bylaws shall be taken to authorize any inconsistency with any provision of the Boards of Trade Act.

### **Section 7**

Six (6) or more members of the Board lawfully met, shall constitute a quorum and by a majority vote of such a quorum, may do all things within the powers of the Board.

### **Section 8**

The Board shall frame such Bylaws as appear to it best adapted to promote the welfare and objectives of the Chamber, and shall submit them for adoption to a general meeting under the procedures provided for elsewhere in these Bylaws.

### **Section 9**

The Officers of the Chamber shall have authority to pay those bills which were incurred in the normal day-to-day operation of the Chamber office. A listing of such expenditures shall be presented to the Board in the first meeting of the month by the Chamber Administrator. All exceptional items such as leases or capital expenditures shall be presented to the Board for approval prior to their purchase. Should the Board deem it necessary to revoke this authorization it must do so at a meeting called for this purpose. The result of this meeting must be made public by way of written communication to the membership within three (3) days of the meeting.

**Section 10**

The Board or the President may appoint Committees or may 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 or President may deem to be a proper affair of the Chamber.

**Section 11**

The Officers and Directors shall, before entering upon their office, take and subscribe before the Mayor of the City of Dawson Creek, or before any Justice of the Peace, an oath in the form following; that is to say:

I swear that I will faithfully and truly perform my duty as Director of the Dawson Creek & District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty, do all things and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which this Chamber was constituted, according to the true intent and meaning of the same.  
So help me God.

**Section 12**

Board meetings shall be open to any member of the Chamber wishing to attend. Such members may take part in the proceedings upon acknowledgement of the Chairman but will have no vote.

**Section 13**

No public pronouncement of Chamber policy may be made in the name of the Chamber unless authorized by the Board or by some person to whom the Board has delegated this authority.

**Section 14**

Subject to Section 17 of this Article, the President shall preside at meetings of the Chamber and of the Board. The President shall regulate the order of business at such meetings, shall receive and put forth lawful motions and shall communicate to the meeting what s/he may think concerns the Chamber. The President shall vote in case of a tie. Upon an appeal being made from a decision of the Presiding Officer, the vote of the majority shall decide.

**Section 15**

Subject to Article 6, Section 12, the President shall, together with the Administrator, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board.

**Section 16**

It shall the duty of the President to present a general report on the activities of the year at the Annual General Meeting.

**Section 17**

If the President is absent from any meeting of the Chamber, the Vice-President, or Past-President, or Treasurer, in that order, shall act as a Chairperson. In absence of all four (4) Officers, the meeting shall appoint a Chairperson to act temporarily.

**Section 18**

The Officers and the Directors of the Chamber may be reimbursed for their out-of-pocket expenses from time to time, but neither the Officers nor the Directors shall be paid any remuneration of any kind whatsoever for their services to the Chamber.

**Section 19**

The membership may, upon a majority vote of those members present at a meeting called for that purpose remove and member of the Board from their position. The Board may, upon a majority vote of those Directors present at a meeting called for that purpose, remove any Officer from their position. During this process, the Director or Officer in question shall have no vote.

**Section 20**

Any Director who shall miss three (3) consecutive called meetings of the full Board or any Officer who shall miss two (2) consecutive meetings of the Executive, without prior notification or without cause acceptable to the Board, shall be deemed to have resigned.

**Section 21**

A Director who introduces a motion of expenditure not in the budget shall, upon passage of such motion, automatically be deemed Chairperson of a committee to raise funds to bring the budget of the Chamber back in balance. All Directors voting for passage of such motion shall be deemed appointed to said committee.

**Section 22**

All projects requiring financial support of the Chamber must be accompanied by a budget and must be presented at least one (1) month prior to its commencement.

**ARTICLE 6 - MEETINGS**

**Section 1**

Regular General Meetings of the Chamber may be held at the time and place designated by the Board. At least one (1) week's notice of such meeting shall be given.

**Section 2**

Special General Meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three (3) members of the Board, or requested in writing by a majority of members of the Board or by any twenty-five (25) members of the Chamber. At least three (3) day's notice of such meetings shall be given along with a written agenda for such meetings.

**Section 3**

- (a) The Board shall meet from time to time as may be necessary to carry on the business of the Chamber but in any case, such meetings shall not be less often than once a month.
- (b) The Annual General Meeting shall be held within four (4) months following the end of the fiscal year, at a time and place determined by the Board of Directors and specified in the call of the meeting.

**Section 4**

Notice of the Annual General Meetings and special meetings naming the time and place of assembly shall be given by the Administrator. A notice inserted in one (1) or more of the newspapers published within the district shall constitute sufficient notice, or a circular letter signed by the Administrator and mailed to the last known address of each member shall constitute sufficient notice.

**Section 5**

At any general meeting seventeen (17) members in good standing shall constitute a quorum and such quorum shall be competent to do and perform all acts which are or shall be done at such meeting.

### **Section 6**

Should the lack of a quorum prevent business being conducted at a general membership meeting, at the next general membership meeting a quorum will not be required to deal with the business carried over from the previous general membership meeting.

### **Section 7**

Minutes of the proceedings of all Chamber meetings and Board meetings shall be entered in the books to be kept for that purpose by the Administrator.

### **Section 8**

The financial records of the Chamber shall be made available at any reasonable hour to any member of the Chamber upon request, free of charge.

## **ARTICLE 7 - BYLAWS**

### **Section 1**

Bylaws may be made, repealed, or amended by a majority vote of members in good standing present at any general meeting of the Chamber.

### **Section 2**

These Bylaws shall be binding on all members of the Chamber, its Officers and Directors and all other persons lawfully under its control.

## **ARTICLE 8 - AFFILIATION**

### **Section 1**

The Chamber, at the discretion of the Board, shall have the power to affiliate with and maintain memberships with the Canadian Chamber of Commerce, the Provincial Chamber of Commerce and any other organization in which membership, or affiliation with, is considered by the Board to be in the interests of this Chamber.

## **ARTICLE 9 - FISCAL YEAR**

### **Section 1**

The fiscal year of the Chamber shall commence on the first (1st) day of January in each year.

## **ARTICLE 10**

### **Section 1**

The Officers shall have the right to seek such legal auditing services as are necessary to conduct the Chamber's business affairs and shall submit their recommendation to the Board for approval for annual auditors and/or legal services as required.

## **ARTICLE 11**

### **Section 1**

Parliamentary procedure shall be followed at all General Meetings and all Board Meetings in accordance with "Rules of Order" by Roberts.