

**The By-laws of the  
GABRIOLA ISLAND CHAMBER OF COMMERCE**

(Amendments Included)

**NAME AND OBJECTIVES**

1. The name of this organization shall be "The Gabriola Island Chamber of Commerce".
2. The objectives of the Gabriola Island Chamber of Commerce shall be to promote and improve trade and commerce and the economic health of the district.
3. The time and place of general meetings shall be decided at a Board of Directors meeting at the start of each year.
4. The Gabriola Island Chamber of Commerce is a not-for-profit corporation, which is incorporated federally under the Boards of Trade Act (incorporation number 001291-2-M), and is non-sectional and non-sectarian and does not lend its support to any candidate for public office.

**INTERPRETATION**

5. Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Gabriola Island Chamber of Commerce" as a body.
6. Wherever the words "The Board" occur in these by-laws, they shall be understood to mean The Board of Directors of the Gabriola Island Chamber of Commerce.
7. Wherever the words "member(s)" occur in these by-laws, they shall be understood to mean a voting member(s) of the Gabriola Island Chamber of Commerce.
8. Wherever the word "District" occurs in these by-laws, it shall mean that area, within which and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (R..S., c.B-8, s.1).

**MEMBERSHIP**

9. 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.
10. 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.
11. At any Board meeting of the Chamber, the Membership Committee may propose any eligible person or organization as a candidate for Chamber membership, providing such candidate, if admitted shall undertake, to be governed by the by-laws of the Chamber.
12. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the Board.

13. Members of the Chamber may retire or resign from their membership at any time, upon giving to the secretary ten days notice in writing of such intention, and upon discharging any lawful liability, which is standing upon the books of the Chamber against them at the time of notice.
14. The Board may remove from the roll of members the name of any member who fails to pay their annual dues upon being admitted and thereafter within thirty days of the date on which the membership falls due annually. Upon such action by the Board, all privileges of membership are forfeited.  
(Amended Nov 2011)
15. The Board may establish policies for categories of non-voting membership in order to assist it in the achievement of its overall objectives.
16. Any member of the Chamber may be expelled for a just cause by a two-thirds vote of the Board.
17. The membership year will commence on the first (1<sup>st</sup>) day of January and conclude on the thirty-first (31<sup>st</sup>) day of December in each year.

## **DUES AND ASSESSMENTS**

18. The annual Membership dues of the Chamber shall be determined annually by the Board, and presented for approval at the Annual General Meeting whenever a change in the original amount is involved.  
(Amended Nov 2011)
19. Other assessments may be levied against all members, provided that they are first recommended by the Board and subject to approval by a majority of the members present at a General Meeting of the Chamber. The notice for a General Meeting shall state the nature of the proposed assessment.

## **GOVERNANCE STRUCTURE**

### **Board**

20. The Board will consist of a minimum of eight directors which includes 4 officers.  
(Amended Nov 2011)
  - a) Directors of the Board shall be elected from among the members. They shall be elected each year by ballot at the annual general meeting and will remain in office for two years or until their successor has been appointed. Four directors will be elected annually. No director shall hold the same office for more than two consecutive terms.
  - b) Officers of the Board shall be a president, vice-president, secretary and treasurer, and shall be elected from among the members. Two officers shall be elected each year by ballot at the annual general meeting and they will remain in office for two years or until their successors have been appointed. No officer, with the exception of the secretary and treasurer, shall hold the same office for more than two consecutive terms. The retiring president shall be an ex-officio member of the Board.
21. Board members shall receive no remuneration for services rendered, but the Board may reimburse reasonable expense.
22. Where a member of the Board dies, resigns his office or is absent from three consecutive meetings of the Board or three general meetings, the Board may, at any meeting thereof, appoint a member to the Board, in the place of the member who had died, ~~or~~ resigned, or is absent. The Board may grant a leave-of-absence, if requested by an officer or Board member, providing that the period of absence does not exceed six months.

23. Officers or Board members may be suspended or removed from office if, in the opinion of the Board, they are grossly negligent in the performance of their duties. Any officer or Board member so suspended or removed from office may appeal the decision of the Board directly to the membership at the next general meeting. A board member who has missed 3 consecutive board meetings is automatically disqualified from the board.
24. The Board shall carry out all duties of the Chamber and conduct the business of the Chamber between annual meetings, except where directed in these by-laws. The Board may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or legislature of the Province of British Columbia, or others, as it may determine or as may be required by vote of a majority of members present at any meeting.
25. In addition to the powers hereby expressly conferred on it, the Board shall have such powers as are assigned to it by any by-law of the Chamber, provided that such powers are not inconsistent with the provisions of the Boards of Trade Act.
26. Fifty percent (50%) of elected Directors of the Board, lawfully met, shall be a quorum.  
(Amended Apr 2007)
27. To promote the welfare of the Chamber, the Board shall prepare By-laws, which shall be submitted for adoption at a general meeting of the Chamber provided that 15 days notice of intent is given.
28. The Board may appoint individuals, committees or task forces to examine, consider and report upon any matter or take such action as the Board may request.
29. At a duly called general meeting, the membership may suspend or remove any officer or Board member for just cause. The Board may suspend any Board appointed chairperson from office for just cause. The Board may suspend any committee.
30. No paid employee of the Chamber may be a member of the Board or executive committee; however, the senior staff person shall attend as the Board's chief executive in order to advise Board and committee members and to receive program direction.
31. All members of the Chamber may attend meetings of the Board as observers but may not take part in any proceedings.

## **Executive**

### **Officers**

32. The duties of the Executive are to prepare the agendas, arrange for suitable speakers for general meetings, and formulate policy for board approval. In addition the Executive will monitor community issues that could impact on the Chamber and/or business in general, with a view to updating the Board and the general membership.
33. a) The President shall preside at all meetings of the Chamber and Board; however, the President may delegate that responsibility.
  - (i) The President regulates the order of business at such meetings, receives and places lawful motions, and communicates to the meeting those matters which concern the Chamber.
  - (ii) The President, with the Secretary, shall sign all papers and documents requiring signature on behalf of the Chamber, unless the Board designates someone else. It is 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 of 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 them, or cause them to be deposited in a chartered bank or credit union selected by the Board.
  - (i) Out of such funds the Treasurer shall pay all accounts, which he/she deem to fall under the approved annual budget. The Treasurer will provide a regular statement of accounts for the Board.
  - (ii) The Treasurer shall keep a regular account of the income and expenditures of the Chamber and shall submit a financial statement thereof for presentation to the annual general meeting and at any other time required by the Board.
  - (iii) Expenditures, which fall outside the approved annual budget, should have prior approval of the Board.
  - (iv) The Treasurer shall make such investment of the funds of the Chamber as the Board may direct.
  - (v) The Treasurer with the President or Secretary shall sign all notes, drafts and cheques.
  - (vi) The Treasurer will present the proposed budget for the upcoming year to the annual general meeting for approval of the membership
- d) The Secretary shall be responsible for keeping the records of the Chamber, maintaining a correspondence file, retaining copies of all official documents and performing all other secretarial duties.
  - (i) The Secretary with the President, signs and when necessary, seals with the seal of the Chamber. The Secretary shall have custody of the seal, all papers and documents requiring signature or execution on behalf of the Chamber.
  - (ii) The Secretary shall maintain an accurate record of the proceedings of the Chamber and of the Board. The Secretary shall deliver to the Chamber all books, papers and other property of the Chamber at the completion of his/her term of office.

### **Staff**

- 34. Subject to approval at a General Meeting, the Board may hire staff to assist it in the achievement of its goals and objectives. The Board will determine the amount of money to be paid to staff in salary or honorarium, the length of service, hours and nature of work to be carried out.

### **Committees**

- 35. With membership approval at the annual meeting, the Board will establish or disband Committees, which help it to accomplish its mandate. These committees should consist of at least three members, one of whom should be a board member. The Board will approve clear terms-of-reference. All committees shall report regularly to the membership through the Board.

### **Task Forces**

- 36. The Board may establish task forces consisting of a minimum of two members to deal with a specific issue. The board shall approve clear terms-of-reference, which should include a termination date or statement. The task force will report regularly to the board.  
NOTE: - Terms of reference for committees may be amended with the approval of the Board and the Committee.

## **MEETINGS**

37. The Annual Meeting of the Chamber shall be held in the month of November at a time and place determined by the Board. At least two weeks' notice of the Annual Meeting shall be given. The new Board shall take office in January of the following year.
38. Regular General Meetings of the Chamber shall be held at least six (6) times yearly at the time and place designated by the Board. At least one weeks' notice of such meetings shall be given.
39. 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 any six (6) members of the Chamber. At least three days notice of such meetings shall be given.
40. The Board shall meet at least once every month, at which time a majority of those present, providing there is a quorum, may do all things within the powers of the Board to conduct the business of the Chamber. The President may call special Board Meetings. At least two days' notice of such meetings shall be given.
41. Notice of all meetings, naming the time and place of assembly, shall be provided. These Notices may be promulgated using all, a combination of, or one of the following methods of notification; electronic, local newspaper ad or Canada Post.
42. At any Annual or General Meeting ten (10) voting members shall be a quorum. Unless otherwise specifically provided, a majority of members present at any meeting shall be sufficient for the transaction of business.
43. Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Secretary.
44. The entry of such minutes shall be signed by the person who presides and the Secretary at the meeting at which they are adopted.
45. All books of the Chamber shall be open to any member of the Chamber, free of charge, upon reasonable advance notice.

## **VOTING RIGHTS**

46. Every member in good standing present at a general meeting shall be entitled to two votes provided that the votes of an Association, Corporation, Society, Partnership, or an Estate member shall in each such case be assigned to individuals.
47. Voting at General or Board meetings shall normally be by a show of hands or, if requested by the Chairman, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request receives approval of two-thirds (2/3) of the members assembled. Election of officers and directors will be conducted by using a printed ballot at the annual meeting.
48. The Chairperson shall vote only in case of a tie. Upon an appeal being made from a decision of the Chairperson, the question shall be decided by a majority of the members in attendance.
49. Motions or amendments shall be decided at any General or Board meeting, by a majority of the members in attendance unless otherwise provided in these by-laws.

## **BY-LAWS**

50. By-Laws may be made, replaced or amended by a two-thirds (2/3) majority of the members of the Chamber present at any annual (or) general meeting. Notice of such proposal having been given in writing by one member and seconded by another, must be presented to the Board thirty days (30) for its approval prior to being placed on a General meeting of the Chamber's agenda. Once ratified by the membership it will be duly entered as a minute of the Chamber.
51. 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 Minister for Industry Canada, Corporations Directorate Department, Ottawa.

## **AFFILIATION**

52. The Chamber, at the discretion of the **Board**, shall have power to affiliate with the Canadian Chamber of Commerce, the British Columbia and Nanaimo Chambers, or any other organizations in which membership may be in the interests of the Chamber.

## **FISCAL YEAR**

53. The fiscal year of the Chamber shall commence on the first (1st) day of November and conclude on the thirty- first (31<sup>st</sup>) day of October in the following year.

## **BORROWING**

54. In order to carry out the objectives of the Chamber the Board, on behalf of and in the name of the Chamber, may raise or secure the payment or repayment of money in the manner it decides.
55. A debenture must not be issued without the authorization of a special resolution approved by the membership at the Annual General Meeting or a specially called General Meeting..
56. The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.
57. When borrowing, the Chamber will require three signatures on the demand note, one of which must be that of the Secretary.

## **AUDITORS**

58. The members present at the Annual Meeting may appoint auditors to audit the books and accounts of the Chamber for the following year. An audited financial statement may be presented at each Annual Meeting.

## **PROCEDURE**

59. Parliamentary procedure shall be followed at all General and Board meetings in accordance with Robert's Rules of Order.

## **HISTORY OF AMENDMENTS**

Heather Patriquin witnessed signing of the original & file copies by the President, J.P. Hugh Sproule, Secretary Marylyn Beaubien on behalf of the Gabriola Chamber. This was signed and dated on Gabriola, BC on the 3rd day of December 2001.

By-law amendments received ministerial approval on December 11<sup>th</sup>, 2001 (Confirmed by a letter dated March 14<sup>th</sup>, 2002 signed by Richard G. Shaw, Director General Corporations Directorate, Industry Canada – File number 001291-2).

### **Minutes of the April 2<sup>nd</sup>, 2007 General Meeting**

#### **Bylaw Item #26**

Any six (6) or more members of the Board, lawfully met, shall be a quorum.

#### **1) Call to Order**

The meeting was called to order at 7:30 p.m.

#### **2) By-Law Amendment**

The purpose of this meeting is to vote on a change to the by-law controlling the quorum numbers for the board of directors. Over the past few years, the board of directors has been operating with less than a full board of 12. With the smaller numbers, achieving a quorum of 6 as required by our present by-laws is often difficult. Lack of a quorum impedes the Board of directors in completing their business.

**Motion:** That the board change quorum to a percentage (50%) of elected directors and set committee structure.

**Moved by:** John Woods

**Seconded by:** Carol Ramsay

**Carried Unanimously**

#### **3) Adjournment**

The meeting was adjourned at 7:31

**Motion:** That we adjourn.

**Moved:** Bill Pope

**Seconded:** Carol Ramsay

**Carried**

## **Bylaw Changes effective November 2011**

### **Regarding payment of dues (14)**

#### **Be it resolved that Bylaw 14 be changed as follows:**

**From:** The Board may remove from the roll of members the name of any newly enrolled members who fail to pay their annual dues within thirty days of being admitted, or of any other members who fail to pay their annual dues within three months of the date on which they fall due. Upon such action by the Board, all privileges of membership are forfeited.

**To:** The Board may remove from the roll of members the name of any member who fails to pay their annual dues upon being admitted and thereafter within thirty days of the date on which the membership falls due annually. Upon such action by the Board, all privileges of membership are forfeited.

**All those in favour:** All in favour

**All those opposed:** None

**CARRIED**

### **Changing membership renewal date from January only to anniversary date of membership (18)**

#### **Be it resolved that Bylaw 18 be changed as follows:**

**From:** The annual Membership dues of the Chamber shall be determined annually by the Board, and presented for approval at the Annual General Meeting whenever a change in the original amount is involved. Annual Membership dues will be payable in January of each year.

**To:** The annual Membership dues of the Chamber shall be determined annually by the Board, and presented for approval at the Annual General Meeting whenever a change in the original amount is involved.

**All those in favour:** All in favour

**All those opposed:** None

**Discussion:** None

**Carried**

### **Changing the requirement for the number of Board members (20)**

#### **Be it resolved that Bylaw 20 be changed as follows:**

**From:** The Board will consist of eight directors and 4 officers.

**To:** The Board will consist of a minimum of eight directors which includes 4 officers.

**All those in favour:** All in favour

**All those opposed:** None

**Discussion:** None

**Carried**