

SECTION ONE - DEFINITIONS

- 1.1 "Annual Dues" means the annual membership fee each Member pays to the Chamber to continue membership in the Chamber;
- 1.2 "Board" means the board of directors of the Chamber, consisting of the directors and including directors appointed to the Executive and a Past or Former President appointed to the Board or Executive;
- 1.3 "Chamber" means the Saanich Peninsula Chamber of Commerce;
- 1.4 "Chamber Roll of Members" means the recorded list of all Members of the Chamber;
- 1.5 "District" means the geographical area the Chamber is constituted to serve;
- 1.6 "Member" means a member in good standing of the Chamber and for greater certainty, includes directors, executive officers and past presidents of the Chamber;
- 1.7 "Party" means any reputable person, association, corporation, society, partnership, venture or estate directly or indirectly engaged or interested in trade, commerce or the economic and social welfare in the District;
- 1.8 "Past or Former President" means a past or former president of the Chamber.
- 1.9 "President" means the director appointed by the Board following each annual general meeting and such director may be a Past or Former President.

SECTION TWO - MEMBERSHIP

- 2.1 Any Party shall be eligible for membership in the Chamber, provided such Party shall undertake if admitted, to be governed by the Chamber constitution and bylaws and any other rules, regulations or policies of the Chamber.
- 2.2 The executive director or the membership committee chair shall inform the Board at each monthly meeting of the new Members joined since the last Board Meeting.
- 2.3 Membership in the Chamber shall continue from the time of admittance until the time of resignation, death, or removal in accordance with these bylaws.
- 2.4 Any Member may terminate their membership by giving to the executive director written notice, and discharging any lawful liability or debt owed by the Member to the Chamber. Any lawful liabilities or debts owed by the Member to the Chamber shall survive the termination of membership.

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- 2.5 A Member shall be in good standing with the Chamber upon payment of the Annual Dues.
- 2.6 The Board may remove from the Chamber Roll of Members the name of any Members failing to pay their Annual Dues. Upon such action by the Board, all membership privileges shall be forfeited.
- 2.7 The Board shall not enroll the name of a prospective Party as a Member of the Chamber until that Party has paid the Annual Dues assessed by the Chamber.
- 2.8 In addition to the power of the Board under paragraph 2.6, any Member may be expelled for just cause by a two-thirds vote of the Board.
- 2.9 Persons distinguished by their meritorious or public service may be appointed Honorary Members by the Board. Honorary Memberships shall be for a term of one year and may be repeated. Honorary Members shall have the same rights and obligations as Members, but shall be exempt from the payment of Annual Dues.
- 2.10 Upon the recommendation of the Board and approval of two-thirds of the Members present at a Chamber annual general or general meeting, a Member who has given outstanding service to the Chamber may be designated a life Member. Life Members shall have the same privileges as Members, but shall be exempt from the payment of Annual Dues.

SECTION THREE - ANNUAL DUES AND ASSESSMENTS

- 3.1 Annual Dues, in an amount fixed from time to time by the Board, are payable by a Member according to the terms and conditions stated on any invoice or statement of account issued by the Chamber to that Member,
- 3.2 Other significant assessments recommended by the Board and approved by two-thirds of the Members present at a Chamber annual general or general meeting may be levied against all Members.

SECTION FOUR - EXECUTIVE AND BOARD

- 4.1 The Board shall consist of not less than 11 and not more than 20 directors, with one of the directors being a Past or Former President. All directors, except the Past or Former President, are Members elected or acclaimed at an annual general meeting. The Past or Former President shall be appointed to the Board following the annual general meeting and shall hold office for one year and shall retire from office at the next annual general meeting following his appointment unless re-elected as President. Elected Directors shall hold office for two years and shall retire from office at the second annual general meeting following their election.

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- 4.2 Some of the Board's duties include responsibility to:
- i. appoint and assign power to the Executive consistent with the Board of Trade Act;
 - ii. govern the Chamber and direct its affairs;
 - iii. frame by-laws, rules and regulations to promote the welfare of the Chamber,
 - iv. manage Chamber property;
 - v. exercise a general power of administration including hiring of such personnel as the Board may from time to time deem necessary to assist the Chamber in its functions;
 - vi. form and terminate committees to implement, administer, and achieve Board goals;
 - vii. set policies and goals for the executive director and committees to implement, administer and achieve, and review the progress of the manager and committees; and
 - viii. consider and accept or reject applications for membership in the Chamber, and
 - ix. consider and ratify or reject decisions of the Executive.
- 4.2 The Executive shall consist of the President, two vice-presidents, a secretary, and a treasurer, appointed by the Board following each annual general meeting from among the elected directors. In addition, the Board may appoint a Past or Former President to the Executive. Executive members shall hold office for one year and shall retire from their Executive office at the next following annual general meeting. The Executive shall:
- i. have the powers assigned to it by the Board; and
 - ii. transact other business of a nature not requiring the attention and consideration of the Board.
- 4.3 Any director may have his tenure of office terminated for just cause by a majority of the Board present at a properly constituted meeting. Just cause includes, without limitation:
- i. being absent from 3 or more consecutive Board meetings;
 - ii. conducting oneself in a manner which the Board deems disruptive, troublesome or otherwise unworthy of the Chamber, or
 - iii. acting in a manner which causes the Board to lose confidence in the director's ability to discharge his functions.
- 4.4 Where a director's tenure of office is terminated in accordance with paragraph 4.3 that Director ("the Appellant") may appeal the decision of the Board directly to the membership by requisitioning a general meeting as follows:

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- i. The Appellant shall deliver personally or by registered mail, a written requisition of appeal signed by him and stating that he wishes to appeal the Board's decision made pursuant to section 4.3 of the bylaws; and
 - ii. The requisition of appeal must be delivered to the Chamber Office within 20 days of the suspension made pursuant to paragraph 4.3. The 20 day period shall be calculated from the date of the suspension; and
 - iii. The appeal shall be presented to the Members for their consideration at a general meeting which shall occur within 21 days of receipt by the Board of the requisition of appeal. The Board shall set the date and venue for the meeting after consultation with the Appellant and shall notify the membership of the date and time of the meeting; and
 - iv. The meeting shall be presided over by an impartial, independent officer appointed by the Board following consultation with the Appellant.
- 4.5 A Member of the Executive may be suspended from office or have his or her tenure of Executive office terminated by the majority of the Board present at a properly constituted Board meeting. Subject to paragraph 4.3 of these bylaws, an Executive member whose tenure of office has been terminated may remain as a director on the Board until the conclusion of his or her term of office. There shall be no right of appeal to the members arising from the suspension or termination of Executive office.
- 4.6 Board vacancies, including vacancies resulting from death, resignation, termination, or ceasing to hold office, may at any time and from time to time be filled by appointment by the Board from the membership. Members appointed to fill vacancies shall hold office only until the conclusion of the next following Annual General Meeting, but are eligible for re-election at that meeting.
- 4.7 Any director may have his tenure of office terminated by two-thirds of the members present at a properly constituted general meeting. Where a director who is also an Executive member has his tenure of office as director terminated by the members pursuant to this section, the Board shall forthwith terminate that director's tenure of office as an Executive.
- 4.8 Executive vacancies, including vacancies resulting from death, resignation, termination, or ceasing to hold office, may at any time be filled by appointment by the Board from among the existing Board members.
- 4.9 Neither the Board, its Executive, the Chamber nor any of its Members shall be liable for any loss, suffering, or economic hardship suffered by a director or Executive Officer as a result of his suspension or termination in accordance with paragraphs 4.3 or 4.5 of these bylaws.

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- 4.10 Upon election each Board Member shall sign the following declaration to be registered at the Chamber office:

"As a director of the Saanich Peninsula Chamber of Commerce, I shall consider my responsibilities to the Chamber of Commerce to be a priority, and will to the best of my ability strive to attend all functions and meetings of the Chamber for a period of two years after election. I shall strive to serve my office with the Chamber with the dignity and diligence demanded by the office. I shall at all times be an ambassador for the Chamber and will do my utmost to promote the concepts and the ideals of the Chamber within the community."

- 4.11 Neither directors nor Executive officers may be remunerated for services rendered, but the Board may reimburse a director or Executive officer for reasonable expenses for business undertaken on behalf of the Chamber.

- 4.12 Nomination and Notice of Election – Directors

Each year at a time to be determined by the Board, a letter shall be sent to all members in good standing, apprising them of the forthcoming election to the Board of Directors and outlining the duties and obligations of Directors. The letter shall be sent by the Executive Director of the Chamber Roll of Members. The letter shall contain a form of nomination for signature by a proposed candidate and two nominators. The letter shall be delivered to the Chamber Roll of Members as determined by the Board and such delivery may be by publication in one or more of the newspapers published within the District, published in the Chamber newsletter to Members, mailed to the last known address of the a Member, by electronic means to Members or by other communication facilities, as determined by the Board. Thereafter and with the time prescribed by the Board, Members who are prepared to stand for election to the Board shall file, as directed, such letter signed by the proposed candidate and two nominators, all of whom shall be Members in good standing.

- 4.13 Election Process

A list of candidates who have signed and returned the form of nomination as aforesaid shall be delivered to the Chamber Roll of Members accompanied by a secret ballot. The mode of delivery shall be determined by the Board and such delivery may be one or a combination of the following: by presentation of a secret ballot at an annual general meeting, by mail to the last known address of a Member, by electronic means to Members or by other communication facilities, as determined by the Board.

Upon this ballot each Member may vote for as many candidates as there are Directors to be elected. Completed ballots, if delivered by mail, shall be enclosed in a sealed envelope and forwarded as directed. Ballots returned by electronic means or by other communication facilities shall be returned using

a secure electronic process as determined by the Board. Completed ballots are to be counted by such means as deemed appropriate by the Board. Results of the count of the completed ballots and completion of the election shall take place at an annual general meeting properly convened under the quorum requirements of these Bylaws. Ballots shall be available for inspection by the Executive Director, two Directors appointed by the Board and defeated candidates only, on such terms as may be determined by the Board and all ballots shall be destroyed thirty days after the day of the annual general meeting.

4.14 Protection of the Executive and the Board

(i) Acting in Good Faith

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

(ii) Exemption from Liability

No member of the Board shall be liable for the acts, omissions or defaults of any other member of the Board or for any loss, damage or expense to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the funds of the Chamber may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person or financial institution with whom any of the funds, securities or effects of the Chamber may be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any loss, damage or misfortune whatever which may happen in the execution of his or her duties as a member of the Board on in relation to them.

(iii) Indemnification

The Chamber shall indemnify a member of the Board, or a former member of the Board, and his or her respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member of the Board, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Chamber; and
 - (b) he or she had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty.
- (iv) Insurance

The Chamber may purchase and maintain insurance for the benefit of any member of the Board, or former member of the Board, against such liabilities and in such amounts as the Board may determine from time to time.

SECTION FIVE - DUTIES OF EXECUTIVE MEMBERS

- 5.1 The President will preside at all meetings.
- 5.2 The President shall:
- i. regulate business at meetings and receive and put motions to the meeting;
 - ii. liaise between the executive director and the Board and Executive;
 - iii. represent the Chamber at community, business and government functions; and
 - iv. be responsible for the annual general meeting, including but not limited to format, agenda, guest speakers, and invitations to dignitaries.
- 5.3 The two vice presidents shall:
- i. carry out the President's duties during his absence; and
 - ii. assist the President.
- 5.4 The treasurer, through the executive director, has charge of all Chamber funds and is responsible for:
- i. receiving all fees, gifts and funds raised, and the deposit of all monies in the bank, trust company or credit union specified by the Board;
 - ii. investing surplus or accumulated funds of the Chamber as the Board may direct;
 - iii. disbursing from the funds of the Chamber of sums authorized by the Board, either generally or specifically,
 - iv. keeping of proper financial records;

- v. providing monthly financial statements to Members and others approved by the Board; and
- vi. presenting a financial summary at the annual general meeting or at other meetings where the Board requests such a summary.

- 5.5 The secretary, through the executive director is responsible for and has charge of:
- i. Chamber correspondence;
 - ii. issuance of notices of Chamber meetings;
 - iii. minutes of all Annual General, general, Executive and Board meetings; and
 - iv. custody of all Chamber records and documents except those in the treasurer's custody.

SECTION SIX- STAFF

- 6.1 An executive director will be hired by the Board to manage the Chamber affairs. The executive director will report to the Board and is responsible for:
- i the general control and management of Chamber business and affairs;
 - ii with funding approved by the Board, to hire staff to assist in Chamber operations;
 - iii attending annual general, general, Executive and Board meetings;
 - iv developing a report of the year's activities to be read by the President at the annual general meeting;
 - v conducting correspondence and retaining copies of all correspondence and letters;
 - vi preserving all official documents;
 - vii custody of the Seal of the Chamber;
 - viii acting in accordance with these bylaws, signing and when necessary sealing all papers requiring signature;
 - ix with other appropriate signing authorities, signing all notes, drafts and cheques;
 - x performing other duties incremental to the position of Manager, and
 - xi keeping minutes of annual general, general, Board and Executive meetings.
- 6.2 The executive director will have authority over staff, and may delegate tasks, and Board members will not interfere with staff work assignments unless invited by the executive director.
- 6.3 After expiration of the executive director's term of employment, the executive director will deliver to the Chamber all books, papers and other Chamber property.

SECTION SEVEN- MEETINGS

- 7.1 Unless the bylaws provide otherwise, the President will normally preside at any meeting of the Chamber. In the absence of the President, a vice- president designated by the President will preside, and if a vice-president has not been so designated, the meeting will appoint a presiding officer to act for that meeting.
- 7.2 Except where these bylaws provide otherwise, every member in good standing in attendance at any Chamber meeting shall be entitled to one vote provided that the vote of an Association, Corporation, Society, Partnership or an Estate member shall in each such case be assigned to individuals, who must be identified to the Board prior to such meeting. For greater certainty, the President or presiding officer at a meeting shall be entitled to vote.
- 7.3 A Member shall not vote where his conduct is the subject of the motion upon which a vote is being taken. However, no single motion shall consider the conduct of more than one Member at a time.
- 7.4 Except for the election of the Board which shall be in accordance with Articles 4.12 and 4.13 of these Bylaws, voting on other matters shall be by show of hands or standing vote unless the outgoing Board directs a roll call or secret ballot, or unless five or more Members request a roll call or secret ballot, and such request receives approval of a majority of the Members assembled. There shall be no voting by proxy.
- 7.5 Parliamentary procedure will be followed at all Chamber meetings in accordance with the latest Robert's Rules of Order, newly revised, except that, in the case of a conflict between any procedure stipulated in Robert's Rules of Order with a procedure stipulated in these bylaws, the bylaws shall prevail.
- 7.6 Where, in the consideration of any motion, there is a tie, the subject motion will be considered defeated.
- 7.7 Committees exclusive of the Executive and Board may be discharged or dissembled by the majority of the members present at a properly constituted meeting.
- 7.8 Minutes of the proceedings of all Executive, Board, general and annual general meetings will be recorded and kept.
- 7.9 The minutes will be reviewed and adopted at a subsequent meeting and following their adoption they shall be signed by the officer presiding at the meeting at which they were adopted.
- 7.10 The Chamber's annual general meeting will be held within six months of the fiscal year end of the Chamber at a place, date and time determined by the Board.

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- 7.11 General meetings, exclusive of the annual general meeting, shall be held at the:
- i. discretion of the Board;
 - ii. written request of not less than four Board members; or
 - iii. written request of the lesser of five percent (5%) of the members or 20 members.
- 7.12 At any annual or general meeting 20% of the membership shall be a quorum, or failing 20% attendance within 15 minutes of a duly notified meeting, twenty (20) members present shall constitute a quorum and shall be competent to do and perform all acts which are or shall be directed to be done at any meeting.
- 7.13 Unless the Board otherwise directs, regular Board meetings will be held not less than once each month. Board meetings will be open to all Members. With the consent of the Board, non Board members may participate in the regular proceedings of the Board.
- 7.14 Matters requiring special and immediate attention by the Board may be dealt with at an emergency Board meeting requisitioned by the written notice of not less than four members of the Board or by the President.
- 7.15 A quorum at a regular or emergency Board meeting is five or more Board members present.
- 7.16 Executive meetings will be held from time to time and as the President or the Board may direct. With the consent of the Executive, non Executive Board members may participate in the proceedings of the Executive.
- 7.17 A quorum at an Executive meeting is the presiding officer plus two or more Executive members present.
- 7.18 Notice of all general meetings, naming the time and place of assembly, shall be given by the secretary or executive director. A notice inserted in one or more of the newspapers published within the district, a circular letter signed by the Manager and mailed to the last known address of a Member, a notice in the Chamber newsletter to Members or a notice delivered by electronic means to Members shall constitute sufficient notice. Not less than 2 days notice will be given for emergency Board meetings. Not less than 7 days notice will be given for regular Board, Executive and Committee meetings. Not less than 10 days notice will be given for general and annual general meetings.
- 7.19 Where special business shall be transacted, the notice referred to in paragraph 7.18 shall contain sufficient information to permit a member to make a reasoned judgment about the decisions to be made.

SECTION EIGHT - BY-LAWS

- 8.1 By-laws may be made, repealed, or amended by a majority decision of the Members, present at any general or annual general meeting, subject to the approval of the appropriate federal or provincial government ministry or agency responsible for the administration of chambers of commerce. Following such approval by the said government ministry or agency, the bylaws will come into force, and will bind Members.

SECTION NINE - COMMITTEES

- 9.1 A Nominating Committee, consisting of such Members as may be appointed by the Board, may be established annually, to assist the Board in recruitment and nominations of directors and officers for the ensuing year. Committees may be appointed annually by the Board. Special Committees may be appointed from time to time by the Board. The duties of such committees shall be determined by the directors. All Committees and Special Committees shall be automatically discharged at the following annual general meeting or sooner if the Board decides.
- 9.2 No Committee or Special Committee member shall be remunerated for services, but the Board may grant reasonable expense monies for business undertaken on behalf of the Chamber.

SECTION TEN - AFFILIATION

- 10.1 The Chamber is non-partisan, and shall not support any political party or candidate for public office.

SECTION ELEVEN- FISCAL YEAR

- 11.1 The Chamber's fiscal year commences January 1st each year and ends December 31st each year.

SECTION TWELVE - AUDITORS

- 12.1 As soon as possible after the fiscal year end, the treasurer shall prepare a year end financial statement and report. The financial statement and report shall be available to any Member, upon request.
- 12.2 Auditors appointed by the Board shall audit Chamber books and accounts at least once every five (5) years.

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- 12.3 The most recent financial statement, whether or not an audited financial statement, shall be presented by the treasurer at each annual general meeting.

SECTION THIRTEEN - MISCELLANEOUS

- 13.1 Public announcements in the name of the Chamber may only be made in a form and to persons or private or public bodies authorized by the Board or the Board's delegated authority. This paragraph does not restrict Board members from stating approved Chamber policy when called upon to do so.
- 13.2 Unless otherwise provided in these bylaws or delegated by the Board, the President, or executive director, will sign all papers and documents requiring signature on behalf of the Chamber.
- 13.3 The treasurer and the executive director will sign all notes, drafts and cheques. In the absence of the treasurer or executive director, a President or vice-president may sign.
- 13.4 While the secretary and treasurer are responsible for the custody of certain records and documents of the Society, such records and documents shall be kept at the Chamber offices.
- 13.5 All books of the Chamber will be open at all reasonable hours to any member of the Chamber, free of any charge, except reasonable charges for copying.
- 13.6 In these bylaws where the context so requires words which signify the male person or female person will induce the other and the neuter and the words which signify the neuter gender will include the masculine or feminine gender. The singular will include the plural and any words in the plural will include the singular.