

The background features several overlapping circles in various shades of blue, ranging from light to dark. Thin, light blue lines crisscross the page, creating a geometric pattern. The entire design is enclosed within a black rectangular border.

Cowichan Lake District Chamber of Commerce

**Cowichan Lake District
Chamber of Commerce**
Constitution & Bylaws

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CONSTITUTION AND BYLAWS

COWICHAN LAKE DISTRICT CHAMBER OF COMMERCE

P.O. Box 824, Lake Cowichan, BC V0R 2G0
Visitor/Business Centre - (250) 749-3244 ~ Fax - (250) 749-0187
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MISSION STATEMENT

Working with the community Cowichan Lake District Chamber of Commerce promotes and enhances business and tourism development through business advocacy, education and information sharing.

VISION

A strong and vibrant organization with an engaged membership which is recognized by the community for its contribution to business and tourism development

CONSTITUTION

1. The name of the society is the: “Cowichan Lake District Chamber of Commerce” hereinafter referred to as the “Society.”
2. The purpose of the Society is to promote and enhance trade and economic development in the Cowichan Lake area.
3. In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to organizations on Vancouver Island British Columbia promoting the same objectives as this society at the time of winding up or dissolution.
4. As an unalterable provision of this Constitution the purpose of this Society shall be not for profit.

BYLAWS

ARTICLE I - OBJECTIVES:

1. The objective of the Cowichan Lake District Chamber of Commerce shall be to promote and enhance trade, tourism, commerce as well as the economic and civic welfare of the District. The Society will help meet personal and professional business and information technology needs.
2. The Cowichan Lake District Chamber of Commerce shall be non-sectarian, and shall take no part in nor lend its influence or facilities, directly or indirectly, to the nomination, election or appointment of any candidate for public office. There shall be no discrimination based on race, religion or sex.

ARTICLE II - INTERPRETATION:

3. Wherever the word "Chamber" or "Society" occurs in this document it shall be understood to mean the "Cowichan Lake District Chamber of Commerce" as a body.
4. Wherever the words "Board" occurs in this document they shall be understood to mean the "Board of Directors of the Cowichan Lake District Chamber of Commerce."
5. Wherever the word "Officers" occurs in this document it shall be understood to mean "The Executive Committee of the Cowichan Lake District Chamber of Commerce."
6. Words importing the singular include plural and vice-versa and words importing a male person include a female person.
7. Meetings governed in accordance with the current edition of Roberts Rules of Order newly revised, shall be the parliamentary authority in all cases.
8. In these Bylaws, where submission of a notice, declaration, or other formal communication is required, such notice, declaration or communication may be transmitted by newspaper, facsimile, direct mailing or email.

ARTICLE III - MEMBERSHIP:

9. **There are three categories of membership:**

a) **Regular Member:** is any Business directly or indirectly engaged or interested in trade or commerce shall be eligible to be a voting member in the Chamber.

b) **Associate Member:** is any reputable person, Association, Service Group, Society or Organization directly or indirectly engaged or interested in the economic welfare of the Cowichan Lake Area may become a nonvoting member of the Chamber and

c) **Honourary Life Member:** As per Article III paragraph 17

10. At any meeting of the Board of the Society, a majority of the members present may approve an eligible person or organization for membership in the Chamber.

11. Every member must uphold the Constitution and By-laws and comply with the policies of the Chamber.

12. The voting power of a Regular Membership shall in each case be by only one member unless they hold multiple memberships in the Chamber.

13. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these Bylaws, or has been removed from the roll of members by action of the Board or Society.

14. Any member of the Chamber who intends to retire from, or resign their membership may do so at any time upon giving to the President notice in writing of such intention, and upon discharging any lawful liability, which he may have to the Chamber.

15. The Board may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission or of any other member who fails to pay their dues within sixty (60) days of the date they fall due. All privileges of membership will be forfeited when the Board takes this action.

16. Membership in the Chamber may be terminated for cause by 75% majority vote of the Board.

17. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Society. Such recognition shall be a Life Membership. Honourary Life Membership shall include all the privileges of Regular Membership.

ARTICLE IV – DUES AND ASSESSMENTS:

18. The annual dues payable by members of the Chamber shall be reviewed and determined annually by the Board.

19. Annual membership dues shall be due and payable yearly in advance by December 31st. If any member has not paid their membership dues within sixty (60) days of being billed, they shall be considered a member not in good standing, and all privileges of membership shall be forfeited.

20. Other assessments may be levied against all members, provided the Board recommends them and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such a meeting must state the nature of the proposed assessment.

ARTICLE V – ANNUAL AND GENERAL MEETINGS:

21. The Annual General Meeting shall be held no later than the end of February each year.

22. General Meetings shall be held at least four (4) times per year. The General Meetings shall be held at times and places selected by the Board of Directors.

23. Special General Meetings of the Chamber may be held at any time when called by the President or requested in writing by any three elected members of the Board or any ten members of the Chamber.

24. At the Board Meeting in November, a nominating committee shall be formed, consisting of three members of the Chamber in good standing. The committee shall present their report at the Annual General meeting; the committee report to be supplemented by nominations from the floor by any member of the Chamber in good standing in attendance at the said Annual General Meeting.

25. The membership of the Chamber in good standing, present at the Annual General meeting shall elect Directors to replace the Directors retiring. Only members in good standing shall be eligible to be elected to the Board.

26. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

27. Notice for all general meetings naming the time and place of assembly must be given. A notice inserted in one or more of the newspapers published within the district or a circular letter is mailed to the last known address of each member or an email or facsimile to the last known address of each member constitutes sufficient notice. At least 14 days notice of the Annual General Meeting or Special General Meetings shall be given.

28. A quorum for the Annual or Special General Meeting shall be the majority of the Board together with seven (7) members of the general Membership.

29. Proceedings of all general and directors' meetings must be recorded as minutes in the books kept for that purpose. The person who is presiding at the meeting at which they were recorded will sign these minutes.

30. In the event that sufficient delegates representing members in good standing and the Directors are not present at a General Meeting within one half hour from time appointed for the meeting, or where the meeting is adjourned, the meeting shall stand adjourned for up to one month and shall then be held at a place and time to be determined by the President and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

ARTICLE VI – AMENDMENTS:

31. Any amendments to this Constitution and Bylaws must be submitted for approval of the Board of Directors. If approved by the board, the amendments must then be presented at an Annual General Meeting or Special General Meeting called for the purpose of amending the Constitution and Bylaws, and duly recorded in the minutes of that meeting. The amendments shall be considered adopted and become effective immediately following the approval by a majority of the members present at the Annual General or Special General Meeting.

ARTICLE VII – VOTING RIGHTS:

32. Each Regular Member in good standing and Honourary Life Member at any general meeting shall be entitled to one vote.

33. Voting at general meetings and meetings of the Board will normally be done by show of hands or standing vote. A roll call or ballot vote must be taken if requested by three (3) members at a board meeting or ten (10) members at a general meeting. Under special conditions the President may call a vote of the general membership through mail or electronic means via email or fax, requiring 25 returned (quorum) for general meetings and a majority for Board meetings. The result of the vote is to be recorded into the minutes of the next board meeting.

34. The presiding officer will vote only in case of a tie.

35. Motions or amendments will be carried at any Board or General Meeting by a majority vote unless otherwise provided for in this constitution and bylaws.

36. Bylaws may be made, repealed or amended by a majority of the members of the Chamber present at any Annual General Meeting or Special General meeting called for this purpose.

ARTICLE VIII - BOARD MEETINGS:

37. The Board shall meet on a regular basis, as may be necessary to carry on the business of the Chamber.

38. One third (1/3) or more of the Board of Directors, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board of Directors.

39. Meetings of the Board shall be open to all members in good standing of the Chamber, who may attend but who shall not have a right to vote at such meetings. "In Camera" meetings are open to Board Members ONLY.

ARTICLE IX - BOARD OF DIRECTORS:

40. The Board shall consist of a maximum of 12 elected directors. At the Annual General Meeting of the Society six (6) directors will be elected for two-year terms. If any of the directors elected the previous Annual General Meeting have left office for any reason during the year then replacement directors for these will be elected for a one-year term.

41. The Board of Directors shall, at the first Board meeting of the year, elect the Executive for that year; those elected shall take office immediately.

42. No elected member of the Board of directors may serve for more than three consecutive two-year terms except by a special motion of the Board.

43. The Board is responsible to the membership for the government and administration of the Society, the direction of its work and control of its property.

44. An officer or director may be suspended from office or have his tenure of office terminated if in the opinion of the Board the officer or director is negligent in the performance of their duties, providing that any officer or member of the Board so suspended or whose tenure of office so terminated shall be at liberty to appeal this decision to the membership at the next general meeting. Missing three (3) consecutive board meetings, unless prior notice of absence is given to the President will result in termination of office.

45. Any vacancy on the Board, which may occur during the first year of office, can be filled by an appointment by the Board of a suitable member of the Chamber. The interim elected director shall serve only until the date of the next annual general meeting, at which time an election will be held to fill the remaining one-year of the term.

46. The Immediate Past-President of the Chamber shall be a full voting member of the Board of Directors. If the Immediate Past President is not available to serve then the next previous Past President will be offered the position.

47. 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 vote of a majority of members present at any general meeting.

48. The Board shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any Bylaw of the Society, provided however, that such powers are not inconsistent with the provisions of the Boards of Trade or Society Act.

49. The Board shall decide the form and manner of the notices for General Meetings.

50. The Board of Directors shall form such Bylaws, rules and regulations that best promote the welfare of the Chamber, and shall submit them for adoption at an Annual or Special General Meeting of the Chamber called for that purpose.

51. The Board may appoint and/or delegate any, but not all, of their powers to committees or appointed individuals as they see fit.

52. The Board may suspend or terminate the tenure of office of any committee chairman for just cause. Any committee may be dissolved by 75% majority vote of the Board.

53. The Standing Committees will be Programs/Events, Economic Development, Membership, Finance, and Visitor/Business Centre.

54. No public pronouncement in the name of the Chamber may be made unless authorized by the Executive or President.

ARTICLE X - OFFICERS:

55. The Officers of the Society shall be: the President, Vice President, Secretary/Treasurer, Immediate Past President and the Visitor/Business Centre Coordinator whom shall not carry a vote.

56. **The President** shall preside at all meetings of the Chamber and the Board of Directors. The President shall regulate the order of business at such meetings, receive and put regular motions and communicate to the meeting. The president shall sign and execute papers and documents on behalf of the Chamber. The President shall act as spokesperson for the Chamber. The President shall present a general report of the activities of the year at the Annual General

Meeting. The President shall, following his or her tenure of office as President, continue to serve on the Board as Immediate Past President.

57. **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.

58. **The Secretary Treasurer** shall act as chief registrar in accordance with the Rules and Regulations of the Society. They shall submit appropriate documentation to the Registrar of Companies immediately following the Society's Annual General Meeting. They shall be responsible for all minutes of all meetings of the Society and its Executive Committee. They shall keep the financial record, including books of the accounts, necessary to comply with the Society Act. They shall render a financial report, including books of the accounts, necessary to comply with the Society Act.

59. **Visitor/Business Centre Coordinator** shall be appointed by the Board to hold office at the pleasure of the Board and to be paid a wage, as the Board shall from time to time authorize. The Visitor/Business Centre Coordinator shall attend all meetings of the Chamber and shall not have the right to vote. The Visitor/Business Centre Coordinator shall be responsible to the President, through the Board for the general control and management of business and affairs of the Visitor/Business Centre and Chamber as described in his/her "Terms of Reference."

ARTICLE XI - FINANCIAL:

60. All books and records of the Chamber shall be opened, at all reasonable hours, to any member of the Chamber, free of charge.

61. The finances of the Society shall be under the control of the Secretary/Treasurer. The signing officers of the Society shall be any two of the following: the Secretary/Treasurer, President, Vice President or Chamber Coordinator/Manager.

62. The membership shall approve the operating budget presented by the Secretary/Treasurer at the Annual General Meeting.

63. The officers shall supervise the financial affairs of the society.

64. The fiscal year shall commence on the first day of January in each year.

65. An un-audited financial statement shall be presented by the Secretary/Treasurer at each Annual General Meeting. The membership, with a 75% majority vote at the Annual General Meeting may request that an audit of the financial records be conducted and such audit be reported at the next general meeting.

66. A current operating account shall be maintained in any Canadian chartered bank or credit union as designated by the Officers. All current operating receipts received shall be deposited in this account from which normal operating expenses shall be paid by cheque.

67. The Secretary/Treasurer shall present a financial report to the Executive Committee and Board at regular meetings, for approval.

ARTICLE XII – BORROWING POWER:

68. The Society shall have the power to borrow or raise or secure the payment of money in such manner as the Society may see fit, subject to the Society Act.

ARTICLE XIII - AFFILIATION:

69. The Chamber, at the discretion of the Board, may affiliate with the Canadian Chamber of Commerce, British Columbia Chamber of Commerce and provincial, regional and associated Chambers and any other organizations in which membership may be in the interest of the Chamber.