



# Terrace & District Board of Trade Corporation #0009750

RULES and BYLAWS  
Terrace & District Chamber of Commerce  
(as amended May 2012)

## ARTICLE 1 Name and Objectives

1. The name of this organization shall be The Terrace and District Chamber of Commerce.
2. The objectives of The Terrace and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic, and social welfare of the district.
3. The usual place of meeting shall be the City of Terrace.
4. The Terrace and 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

5. Wherever the words “The Chamber” occur in these by-laws, they shall be understood to mean “The Terrace and District Chamber of Commerce” as a body.
6. Wherever the words “The Board of Directors” occur in these by-laws, they shall be understood to mean “The Board of Directors of The Terrace and District Chamber of Commerce”.
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 (R.S., C.18, s.1)

ARTICLE III Membership

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.
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, but the voting power of such memberships shall, in each case, be assigned to individuals.
10. A person or organization shall complete an Application for Membership, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
11. Upon acceptance of the Application and the payment of the required Dues, 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.
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 of Directors.
13. Any member of the Chamber, who intends to retire there from or to resign his membership, may do so, at any time, upon giving to the Executive Director ten 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.
14. The Board of Directors may remove from the roll of members the name of any member who fails to pay his dues within two months of the date on which they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.
15. Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Honorary Membership shall include all the privileges of active membership except that of holding office, with exemption from the payment of annual dues.

16. Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors.

#### ARTICLE IV Dues and Assessments

17. The annual dues payable by members of the Chamber shall be determined annually by the Board of Directors, subject to the approval of a majority of the members present at a general meeting whenever a change in the amount is involved.
18. Other assessments may be levied against all members, provided they are recommended by the Board of Directors and approved by a majority of the members present at a general meeting of the Chamber. The notice calling for such a general meeting shall state the nature of the proposed assessment.

#### ARTICLE V Officers and Council

19. (a) The Officers shall be President, Vice-President, Treasurer, who, together with a minimum of eight (8) or a maximum of ten (10) other members shall be elected by ballot from among the members each year at the Annual General Meeting and shall form the Board of Directors. They will take office immediately after the Annual General Meeting has been held. The retiring President shall be, ex-officio, a member of Board of Directors.  
  
(b) The officers shall serve a two-year term (the President and Vice President shall be elected in one-year and Treasurer shall be elected in the next year) and may be re-elected for a further term but shall not serve for more than two consecutive terms in each executive position.  
  
(c) The directors shall serve for a two-year term and a minimum of four (4) and a maximum of five (5) directors shall be elected each year. No director shall serve more than three consecutive terms.  
  
(d) All Directors must be a Member of the Chamber, or the representative of a Corporate Member and that member must have been in good standing for 30 days prior to their nomination.

20. (a) Any Officer or Board of Director member may be suspended from his office or have his tenure of office terminated if, in the opinion of the Board of Directors, he is grossly negligent in the performance of his duties, providing however, that any officer or Board of Director member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next General Meeting.  
  
(b) Where a member of the Board of Directors elects to run for public office, that member shall resign his position on the Board of Directors.
21. Any vacancy within the Board of Directors which may occur during the year shall be filled by appointment from the Chamber Membership by the President and Board of Directors.
22. The Board of Directors shall have 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.
23. The Board of Directors 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.
24. Any five (5) or more members of the Board of Directors, including the President, or Vice-President lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board of Directors.
25. The Board of Directors shall frame such By-laws, 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.
26. The Board of Directors, or at its request, the President, may appoint committees or designate members of the Board of Directors, the Chamber, or others, to examine, consider and report upon any matter to take such action as the Board of Directors may request.
27. The Board of Directors may suspend any Chairman from office or have his office terminated for just cause. Any committee may be terminated by the Board of Directors.

28. No paid employee of the Chamber shall be a member of the Board of Directors. Officers and Directors of the Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said officers and Directors reasonable expense monies.
29. All members of the Board of Directors before taking office shall take and subscribe before the mayor or before any Justice of the Peace, an oath in the following form:

“I swear that I will faithfully and truly perform my duty as... Of the Terrace and 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 the said Chamber was constituted according to the true intent and meaning of the same. So, help me God.”
30. The meetings of the Board of Directors shall be open to all members of the Chamber who may attend. They may have the right to speak, but not the right to vote.
31. No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.
32. A) The President shall preside at all meetings of the Chamber and Board of Directors. He shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he may think concerns the Chamber. Any two members designated by the Board of Directors shall sign all papers and documents requiring signatures on behalf of the Chamber. It shall be 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 C) The Treasurer, shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank or credit union selected by the Board of Directors. Out of such funds he shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditures of the Chamber and shall submit a statement thereof as reviewed by the audit committee for presentation to the Annual General Meeting and at any other time required by the Board of Directors. He shall make such an investment

of the funds of the Chamber as the Board of Directors may direct. Any two of the officers of the Board of Directors and the Executive Director shall sign all notes, drafts and cheques.

D) The Executive Director shall be an employee of the Chamber and shall be responsible to the elected members of the Board of Directors for the general control and the management of the Chamber's business affairs. He/She shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertaining to this office. He/She shall maintain an accurate record of the proceedings of the Chamber and the Board of Directors. At the termination of employment, the Executive Director shall deliver to the Chamber all books, papers and other property of the Chamber.

#### ARTICLE VI – Meetings

33. The Annual Meeting of the Chamber shall be held at the time and place determined by the Board of Directors prior to June 30<sup>th</sup> of each year. At least two weeks' written notice of the Annual Meeting shall be given.
34. Regular General Meetings of the Chamber shall be held at times and places designated by the Board of Directors, such meetings to be held at least quarterly. At least one week's notice of such meetings shall be given.
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 of Directors, or any ten members of the Chamber. At least one day's notice of such meetings shall be given.
36. The Board of Directors shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber.
37. Notice of all meetings, naming the time and place of assembly, shall be given by the Executive Director. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the Executive Director and mailed to the last known address of each member shall constitute sufficient notice.
38. At any Annual or General Meeting, ten members shall be a quorum and, unless otherwise specifically provided, a majority of members

present shall be competent to do and perform all acts which are, or shall be, directed to the done at any such meeting.

39. Minutes of the proceedings of all General and Board of Directors meetings shall be entered in books to be kept for that purpose by the Executive Director.
40. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
41. All books of the Chamber shall be opened at all reasonable hours to any members of the Chamber, free of charge.

#### ARTICLE VII Voting Rights

42. Every member in good standing represented at any general meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall in each such case be assigned to individuals.
43. Voting at Board of Directors or General 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 of the members assembled.
44. The presiding officer shall vote only in case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
45. Motions or amendments shall be carried out at any Board of Directors, or General Meeting by a majority vote unless otherwise provided in these By-laws.

#### ARTICLE VIII – By Laws

46. By-laws may be made, replaced 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.

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 Department of Consumer and Corporate Affairs of Canada.

#### ARTICLE IX – Affiliation

48. The Chamber, at the discretion of the Board of Directors, shall have power to affiliate with organizations in which membership may be in the interests of the Chamber.

#### ARTICLE X – Fiscal Year

49. The fiscal year of the Chamber shall commence on the 1<sup>st</sup> day of January in each year.

#### ARTICLE XI – Audit Committee

50. An Audit Committee shall be appointed at the Annual Meeting, and they shall audit the books and accounts of the Chamber at least once each year. A Financial Statement for the preceding fiscal year, approved by the Audit Committee, shall be presented by the Treasurer at each Annual Meeting.

#### ARTICLE XII – Procedure

51. Parliamentary procedure shall be followed at all General and Board of Directors meetings in accordance with “Rules of Order” by Bourinot (or Roberts).

NOTE: In all cases where the word “HE” appears, it shall be amended to “HE/SHE” and where applicable the word “HIS” following shall read “THIS”, otherwise “HIS/HER” shall be used.