



ARTICLE I: NAME AND OBJECTIVES

SECTION 1- The name of this organization shall be The Discovery Islands Chamber of Commerce.

SECTION 2- The objectives of The Discovery Islands Chamber of Commerce shall be to promote and improve sustainable trade and commerce, and the economic, civic and social welfare of the district. Work towards effective legislation at all government levels.

SECTION 3 –Meetings may occur in different venues on Quadra Island, to be announced in the agenda at least one week before each meeting.

SECTION 4 - The Discovery Islands Chamber of Commerce shall be understood to mean non-sectional and non-sectarian and shall not lend its support to any candidates for public office.

ARTICLE II- INTERPRETATION

SECTION 5 - Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Discovery Islands Chamber of Commerce" as a body.

SECTION 6 - Wherever the words "The Council" occur in these by-laws, they shall be understood to mean "The Council of the The Discovery Islands Chamber of Commerce".

SECTION 7 - Wherever the word "District" occurs in these by-laws. it shall mean that area, within and for which this Chamber was established (Regional District of Strathcona / Comox), as defined in the Certificate of Registration under the Boards of Trade Act (R.S.C. 18, 5.1)

ARTICLE III – MEMBERSHIP

SECTION 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.

SECTION 9

Associations, Corporations, Societies, Partnerships or Estates, businesses or trusts 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.

SECTION 10

At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.

SECTION 11

If such proposal is carried by a majority of two-thirds of the members of the Chamber then present, 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.

SECTION 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 role of members by action of the Council.

SECTION 13

Any member of the Chamber, who intends to retire from or to resign his/her membership may do so at any time, upon giving to the secretary ten days notice of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him/her at the time of such notice.

SECTION 14

Membership will expire 12 months from the date of each year's notice of dues.

SECTION 15

Persons who distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership except that of holding office is exempt from payment of annual dues.

SECTION 16

Any member of the Chamber may be expelled by a two-thirds vote of the Council for just cause.

ARTICLE IV DUES AND ASSESSMENTS

SECTION 17

The annual dues payable by members of the Chamber shall be determined annually by the Council, subject to the approval of the general meetings whenever a change in the original amount is involved.

SECTION 18

Other assessments may be levied against all members, provided they are recommended by the Council, and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meetings shall state the nature of the proposed assessment.

ARTICLE V OFFICERS AND COUNCIL

SECTION 19

The officers shall be: a president, vice-president, and secretary and secretary / treasurer, who together with at least 3 other members for a total of 7, shall be elected from among the members each year at the annual general meeting by show or hands and / or proxy vote and shall form the Council. An additional 2 members may be appointed by the newly elected Council. They shall remain in office for one year or until their successors shall be appointed. The retiring president shall be ex-officio, a member of the Council.

SECTION 20

Where a member of the council dies or resigns his office or is absent from six consecutive meetings thereof, elect a member who is willing to step into the position.

SECTION 21

Any officer or council member may be suspended from his/her office or have his/her tenure of office terminated if, in the opinion of the Council (s) he is grossly negligent in the performance of his/her duties, providing however, that any officer or Council member so suspended or whose tenure of office has been terminated shall be at liberty to appeal the decision of the Council directly to the Membership at the next general meeting.

SECTION 22

The Council shall have the general power of administration. It may make or authorize petitions or representations to all district and government levels and bodies by a majority vote of the board and after due notice to the membership is provided.

SECTION 23

The Council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-laws of the Chamber, provided however, that such powers are not inconsistent with the provisions of the Board of Trade Act.

SECTION 24

Any (4) or more members of the Council (including President and Vice-President), lawfully met, shall be a quorum and may do all things within the power of the Council.

SECTION 25

The Council shall propose 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.

SECTION 26

The Council, or at his/her request, the President, may appoint committee or designate members of the Council, the Chamber or others, to examine, consider, and report upon any matter or take such action as the Council may request.

SECTION 27

The Council may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the Council.

SECTION 28

No paid employee of the Chamber shall be a member of the Council or executive committee. Officers of the Chamber shall receive no re-numeration for services rendered, but the Council may grant any of these said officers reasonable expense monies.

SECTION 29

The president and vice-president, by accepting these positions, will fulfill their duties in the best interest of the chamber, and to the best of their ability.

SECTION 30

The meetings of the Council shall be open to all members of the Chamber, who may attend but not take part in any of the proceedings unless invited by the Council to join a certain discussion. Members may also address council with 3 days notice of a council meeting. . In-camera Council meetings may be called.

SECTION 31

No public pronouncement in the name of the Chamber may be made unless authorized by the Council or by some person to whom the Council has delegated authority. Such pronouncement shall only apply for the scope and timeframe outlined by council at the time of delegation.

SECTION 32

- a. The President shall preside at all meetings of the Chamber and Council. (S) He shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what (s) he thinks concerns the chamber. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber. The President shall present a general report of the activities of the year at the Annual Meeting and will be the primary spokesperson for the Chamber unless an alternate is designated by council.
- b. The Vice-president shall act in the absence of the President, and in the absence of both these officers, the meeting shall appoint a chair to act temporarily.
- 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 selected by the council. Out of such funds he shall pay amounts approved by the council and shall keep a regular account of the income and expenditures of the Chamber and shall submit an audited statement thereof for the presentation to the annual general meeting and at any other time required by the Council. (S) He shall make such investment of the funds of the Chamber as the Council may direct. (S) He shall, with the president, or the Secretary sign all notes, drafts, and cheques. (S) He shall maintain a current membership list and regularly inform the Secretary and President as updates occur.
- d. The Secretary shall be the executive officer of the Chamber and shall be responsible to the Council for the general control and management of the Chamber, conducting its correspondence, retaining copies of all official documents, and shall perform all such other duties as properly pertain to the office. The Secretary shall mail out a letter to new members, including a welcoming letter and list of chamber benefits. (S) He shall, with the President, sign all papers and documents requiring signature or execution on its behalf. (S) He shall maintain an accurate record of the proceedings of the Chamber and of the Council and shall distribute this record to all members (by email or mail) in a timely manner after meetings. At the expiration of his / her term of office, the Secretary shall deliver to the Chamber all books, paper, and property of the Chamber.

ARTICLE VI -- MEETINGS

SECTION 33

The Annual Meeting of the Chamber shall be held in the month of March in each year, at the time and place determined by the Council. At least two weeks' notice of the Annual Meeting shall be given.

SECTION 34

Regular General Meetings of the Chamber shall be held at a minimum bi-monthly (at least quarterly) at the time and place designated by Council. At least one week's notice of such meetings shall be given.

SECTION 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 Council, or any ten members of the chamber. At least one day's notice of such meetings shall be given.

SECTION 36

The Council shall meet from time to time (at least once a month) as may be necessary to carry on the business of the Chamber.

SECTION 37

Notice of all general chamber meetings, naming the time and place of assembly, shall be given by the Secretary. Emails to all members who have email addresses, shall constitute sufficient notice.

SECTION 38

At any general meeting, seven 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 be done at any such meeting.

SECTION 39

Minutes of the proceedings of all General and Council meetings shall be kept by the Secretary and shall be distributed by email to all members who have email addresses.

SECTION 40

Minutes shall be approved by the person who presided at the meeting before they are distributed to the membership.

SECTION 41

All books and electronic data and records of the chamber shall be open at all reasonable hours to any member of the Chamber, free of charge.

ARTICLE VII CONFLICT OF INTEREST

If any decisions are being made that might directly benefit a specific member or member's business, that member should declare a (possible) conflict of interest and excuse them from the meeting. This should be recorded in the minutes. When the discussion / decision is concluded, the member will be advised to return. The time will be recorded. The member will have no role to play in the discussion or decision making.

ARTICLE VIII VOTING RIGHTS

SECTION 42

Every member in good standing represented at any general meeting shall be entitled to one vote, provided that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall in each case be assigned to individuals.

SECTION 43

Voting at Council or General Meetings shall normally be by show of hands, or, if requested by the Chair, by a standing vote. A *call* to vote shall be taken if requested by 5 members, provided such request receives approval by two-thirds of the members assembled.

SECTION 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.

SECTION 45

Motions of amendments shall be carried at any council or General Meeting by a majority vote unless otherwise provided in these by-laws.

ARTICLE IX BY-LAWS

SECTION 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 a previous General meeting and duly entered as a minute of the chamber, with proposed changes indicated and distributed to members to give opportunity for their input.

SECTION 47

Such by-laws shall be binding in all members of the Chamber, its officers, and all other persons lawfully under its control.

ARTICLE X AFFILIATION

SECTION 48

The Chamber, at the discretion of the Council, shall have the power to affiliate with the Canadian Chamber of Commerce, the BC Chamber (provincial or regional Chambers) or any other organizations in which membership may be in the interests of the Chamber.

ARTICLE XI FISCAL YEAR

SECTION 49

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

SECTION 50

An audited financial statement shall be presented by the Treasurer at each Annual Meeting, and at any other time required by the Council.

ARTICLE XII PROCEDURE

SECTION 51

Parliamentary procedure shall be followed at all General and Council meetings, in accordance with "Rules of Order" by Baronet.

ARTICLE XIII COMMITTEES AND TASK FORCES

SECTION 52

The Chamber, at the discretion of the Council may, from time to time, appoint special committees and/or task forces as may be deemed necessary. All committees and/or task forces so formed shall consist of at least one (1) Council member and shall report all matters therein at each Council meeting.

The standing committees of the Chamber are:

- a) Canada Day
- b) Quadra Island Tourism
- c) Cortes Island Tourism