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“In Business for Business”

Constitution & Bylaws

**Approved by a General Meeting of the Fort St John and District Chamber of Commerce,
June 22, 2023**

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Constitution

Article 1 Name

The name of this organization is the Fort St. John and District Chamber of Commerce.

Article 2 Objectives

- 2.1 The objectives of the Fort St. John and District Chamber of Commerce shall be:
- a) To promote, develop and encourage trade and commerce within the Region.
 - b) To function as a catalyst and information resource for the business community of the Region.
 - c) To support the principal of free enterprise and its application to all business.
 - d) To promote the production, marketing and sales of locally produced products and services throughout our region and elsewhere.
 - e) To support and advance the economic and civic well-being of the Region.
 - f) To support and advocate the interests of its members to all levels of government on any matters affecting the objectives of the Chamber.
 - g) To provide business networking opportunities amongst the membership.
- 2.2 The Fort St. John and District Chamber of Commerce shall be non-partisan, non-sectoral and non-sectarian; and shall not lend its support to any candidate for public office.

Bylaws

Article 3 General

- 3.1 Definition of Terms:
- a) “Act” means the Canada Not-for-Profit Corporations Act S.C. 2009, c.23;
 - b) “Board” means the Board of Directors of the Chamber;
 - c) “Chamber” means the Fort St. John and District Chamber of Commerce;
 - d) “Executive” the Board of Directors that have been voted into executive positions;
 - e) “Chief Executive Officer” is the Senior Employed Administrator for the Chamber;
 - f) “Members” means any member in good standing of the Chamber;
 - g) “Good Standing” means a member who has been approved by the Board to be a part of the Chamber, has paid any outstanding member fees and the membership has not been resigned or cancelled;
 - h) “Region” means the North Peace Region;
- 3.2 Interpretation of this document, words in the singular included the plural and vice-versa, words in one gender include all genders.
- 3.3 No public statement in the name of the Chamber may be made unless authorized by the Board.
- 3.4 The Seal of the Chamber shall be in the custody of the Chief Executive Officer and shall only be used when approved by the Board.
- 3.5 The operation of the business and affairs of the Chamber shall be vested in the Board, and the Board shall be competent to exercise the authorities, powers, and discretions, as presented by the Act and the Chamber policies. The Board is authorized to exercise all acts as the Chamber is, by law, authorized to exercise.

Article 4 Membership

- 4.1 Eligibility: Every person, association, corporation, partnership, or society directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of Fort St. John and District shall be eligible for membership in the Chamber.
- 4.2 Classification: The membership of the Chamber may be divided into such classifications as determined from time to time by the Board.
- a) General Member: A member being an association, corporation, partnership, or society.
 - b) Student Member: A person enrolled as a full-time student in a recognized educational institute.
 - c) Honourary Member: The Board shall have the power to award a honorary membership in the Chamber to any person selected by it for such period as the Boards may determine and such honorary member may be exempt from the payment of any membership fee.
- 4.3 Applications: Applications for membership shall be in writing and contain an agreement that the applicant will be bound by the bylaws of the Chamber.
- 4.4 Approval: Upon approval of the application by the Board and upon payment by the applicant, then shall they become a member of the Chamber.

- 4.5 Length of membership shall be a maximum of one (1) calendar year subject to renewal and cancellation.
- 4.6 Rights and Obligations:
- a) All information provided will be held in compliance with the Freedom of Information and Protection of Privacy Act.
 - b) The Chamber shall work in a timely manner to address requests from members.
 - c) Members shall designate in writing a representative to exercise the rights and privileges of the membership with the Chamber.
 - d) Members may change their representatives at any time by notifying the Chamber office in writing.
 - e) Members must inform the Chamber in writing of any changes to the business including contact information and status of business.
- 4.7 Resignation of Membership: Any member may resign from membership at any time upon written notice to the Board or Chief Executive Officer, but such resignation shall not relieve the member from obligations that may be owing to the Chamber.
- 4.8 Cancellation of membership: The Board may request a membership review if it is in the best interest of the Chamber.
- a) At least 15 day's written notice will be given to the representative of the membership in review.
 - b) Notice shall specify the time and place where the review will take place.
 - c) The member shall be entitled to attend such a meeting to hear the matters of complaint with reasonable time to respond.
 - d) The Board thereupon shall decide whether the membership shall be cancelled, this decision shall be final and binding.
- 4.9 Fees are non-refundable

Article 5 Membership Fees

- 5.1 The annual membership fee shall be fixed by the Board and approved by the Membership at the next Annual General Meeting.
- 5.2 A prospective member joining the Chamber will pay a membership fee pursuant to the Chamber's fee schedule, which entitles that member to one weighted vote per membership.
- 5.3 Members with multiple business ventures within the Region will require separate memberships for each business that presents itself as a distinct business. The Chamber's membership committee will determine if the business is distinct using criteria such as business name, location, marketing strategy and products or services offered.

Article 6 Board of Directors

- 6.1 All members in good standing are entitled to be nominated for election to the Board, (excluding non-voting members).
- 6.2 The following shall constitute the Board of Directors:
- a) Past President position will not require re-election and will maintain voting rights
 - b) Not less than twelve (12) elected representatives of the members.

- c) Such other person whose affiliation, in the opinion of the Board, will assist the Chamber in the realization of its objectives and who have been appointed by the Board. Such person shall be a Director at Large with no voting rights.
 - d) At no time shall the number of persons constituting the Board exceed thirteen (13).
- 6.3 The Executive of the Board shall be comprised of the following elected members and must have held a position on the Board of Directors for a minimum of one (1) year immediately prior:
 - a) President
 - b) Two Vice-Presidents
 - c) Immediate Past President
 - d) Treasurer
- 6.4 The Executive Committee shall be comprised of the Executives of the Chamber and the Chief Executive Officer.
- 6.5 The immediate Past President of the Chamber shall:
 - a) Serve as an ex-officio officer of the Chamber for a period for 1 year following their term as president.
 - b) Serve in an executive capacity and any other capacity as may be required by the Board.
 - c) Not be eligible for election to any other executive position.
- 6.6 Term of Office:
 - a) Executive Members shall hold a term of one (1) year and will not be eligible for election to the same office for more than two (2) consecutive years.
 - b) Directors shall be elected for a two (2) year term.
- 6.7 Vacant positions:
 - a) In the event any member of the Board vacates their position, the Board can fill that position by:
 - b) Appointing another member in Good Standing to fill the vacancy until the natural term expires.
 - c) Call an election where nominations from the membership will be taken to vote at a regularly scheduled luncheon meeting.
 - d) Considering the time of year which the position becomes vacant, the Board may choose not to fill the position and wait for an annual election.
- 6.8 Termination and suspension of elected position.
 - a) Any member of the Board may be suspended from office or have tenure of office terminated, if in the opinion of the Board, they are grossly negligent in the performance of assigned duties.
 - b) Any member of the Board who has been suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.
 - c) Unexplained absence of a member of the Board from four consecutive board meetings, or four consecutive committee meetings may be construed as resignation from the Board, subject to the discretion of the Board. The Chief Executive Officer shall track director participation so the Board can act accordingly.

- 6.9 The Chamber will purchase and maintain insurance for the benefit of each Director against personal liability incurred by them as a director.
- 6.10 Staff may upon occasion request that an electronic vote be completed by Directors. The vote shall be made via email and staff will calculate votes and determine whether the motion was passed or failed. Directors at the next monthly Board meeting will move the vote from electronic into the official minutes under a consent agenda.

Article 7 Nominations & Elections

7.1 Nominating Committee:

- a) The Nominating Committee will be assigned after the annual election of Directors, by the Board.
- b) The Nominating Committee shall consist of at least three Directors in Good Standing whose terms are not up for renewal.
- c) The Nominating Committee will endeavor to find at least two candidates for each position to be filled by election.
- d) The Nomination Committee will recruit candidates utilizing inclusion and diversity of age, race, gender and a diverse selection of industry and sector representatives. All nominations shall complete the Capacity and Competency portion of the nomination package.
- e) The Nomination report shall be presented to the general membership on Nomination Day.

7.2 In cooperation with the Nominating Committee, the Chief Executive Officer shall prepare the Notice of Election and Call for Nomination’s package to be distributed to all Member Businesses in Good Standing by the first week of October.

7.3 The Notice of Election and Call for Nomination’s package will outline the election process and information on submitting the ballot(s). The package will contain the name of each Member Business’ designated voting representative and a unique identifying number.

7.4 The Election Notice

The Election notice is distributed to the membership to provide information to members and candidates on the conduct of the process as follows:

Board Election notice distributed	First Monday of October
Call for nominations distributed	First Monday of November
Nomination Day: Nominations Closes 3pm	A minimum of one week prior to Voting Deadline.
Voting Package	Following Nomination Meeting
Voting Deadline	November 30 th
Ballot Results Tabulated and Elected Directors announced	First Chamber Board/Membership meeting in December

7.5 Nomination Meeting:

- a) The November Meeting of Members shall be Nomination Day.
- b) Nominations will close at 3pm on Nomination Day.
- c) The President shall review the number of nominations received. If there are not sufficient nominations for an election, the President shall declare the nominee(s) elected by acclamation.

7.6 Nomination Package:

- a) The Chief Executive Officer will prepare ballots (print or electronic) to be sent to all Members in good standing immediately following the Nomination Meeting, which will include:
 - (a) Ballot with the list of nominees for election in alphabetical order.
 - (b) A list of each member in good standing, their voting representative, and unique identification which must be present on the ballot(s) when it is returned, or the ballot will be disqualified.

7.7 Weighted Voting System for election of Directors.

- a) This system provides members with a weighted vote that will be based on the same criteria used to determine their membership fee in that current fiscal year.

Weighted Votes	
Category	Votes (weighting)
Sole Proprietor	1
2 to 5 employees	2
6 to 12 employees	3
13 to 25 employees	4
26 to 50 employees	5
51 to 100 employees	6
101 to 150 employees	7
over 150 employees	8
Other memberships	
Students & Seniors	1
Non - Profit	1
Government	1
Individuals	1

7.8 Voting Results:

- a) The Chief Executive Officer and two members of the Nomination Committee will tabulate the ballots.
- b) No person running for election may tabulate votes.

- c) The Chief Executive Officer will communicate the results to the Board Membership and public.
 - d) A motion will be presented at the next scheduled Board meeting to have all ballots destroyed.
- 7.9 Newly elected Directors will take office immediately following the election.
- 7.10 Outgoing Director's term expire immediately following the election.
- 7.11 The election of Executive Officers must be held within fourteen (14) days following the Annual Election.
- 7.12 Oath of Office: Elected Executive and Directors shall take and subscribe a current oath used by the Chamber

Article 8 Meetings

- 8.1 The Annual General Meeting shall be held within the first 8 calendar months of the year and twenty-one (21) days' written notice of such Annual General Meeting shall be given through public advertisement. Notice of AGM shall be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of society and is accessible to all of the members of the society. The Annual General Meeting shall be held in Fort St John, BC or such other place within the area served by the Chamber as determined by the Board.
- 8.2 The President and Chief Executive Officer shall present a general report of the activities of the previous and upcoming year at the Annual General Meeting. The Treasurer will present the year end financials.
- 8.3 Additional meetings of the Chamber shall be held at such time as the Board may determine. Special meetings for any particular purpose shall be called by the Chief Executive Officer.
- 8.4 In the absence of the Chief Executive Officer and upon the written request of any members in good standing, provided that the notice for special meetings shall contain a statement of the purpose of the meeting and shall be sent at least forty-eight hours preceding the meeting.
- 8.5 The Board shall meet at regular intervals.
- 8.6 Quorum: 50% of the Directors plus one (1) of the Board will constitute a quorum at scheduled meetings and majority of such quorum may do all things within the powers of the Board.
- 8.7 It shall be the duty of each Director who has any conflict of interest in any matter under consideration by the Board to fully disclose their interest therein and to refrain from voting on the matter, and recuse themselves from discussion.
- 8.8 All meetings shall be conducted in accordance with "Robert's Rules of Order".
- 8.9 Any Member in good standing may attend a Board meeting as a non-voting guest to observe, unless invited to participate by the President.
- 8.10 The President shall act as Parliamentarian as an interpreter of these Bylaws and the Rules of Order. If there is a dispute as to an interpretation, the President may ask an independent person to provide advice on the matter.

- 8.11 Minutes of the proceedings of any Executive, Board, Special or Annual General Meeting shall be entered into the records to be kept for those purposes.
- 8.12 Email approvals require identification at the next Board Meeting and entered into the agenda and minutes.

Article 9 **Committees**

- 9.1 The Board may appoint or remove standing and special committees as deemed necessary.
- 9.2 The Board will appoint members of all standing committees; the Chair of each standing committee will be elected by the committee. The President shall be an ex-officio member of all committees, standing or special.
- 9.3 Committees shall consist of a maximum of 50% of the Board minus one (1), so no committees will have decision making powers.
- 9.4 Committees may make recommendations to the Board by a report from the Chair of the Committee, or a representative of the committee. Committee Chairs shall record their progress to provide continuity and record for membership interest.
- 9.5 As an initial action item all Board appointed committees will submit is a Terms of Reference for Board approval.
- 9.6 Staff
- a) The Board shall have the power to employ a Chief Executive Officer for the Chamber and to prescribe and direct the duties and fix the salary for this position.
 - b) Under the supervision of the Executive Committee, the Chief Executive Officer shall have general control and management of the Chamber office and staff, including the supervision, appointment, and dismissal of other employees.
 - c) The Chief Executive Officer shall function as a Secretary of the Executive Committee, Board, and of such other Committees as the Executive may from time to time designate. The President may delegate this duty.

Article 10 **Finances**

- 10.1 Two Executive Committee members (except for the Past President) and the Chief Executive Officer (CEO) will have signing authority on behalf of the Chamber. A motion, upon election of the Executive Committee by the Board will indicate these signers.
- 10.2 Allocation of funds:
- a) The funds of the Chamber not required for its immediate normal operations shall be invested in a term deposit at any Chartered Bank or Credit Union.
 - b) All other funds of the Chamber shall be deposited in a Chartered Bank or Credit Union and may be withdrawn only upon the authority of such persons as may be thereunto designated from time to time by the Board.
 - c) For the purpose of carrying out the objectives of the Chamber, the Board may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issues of debentures, provided debentures shall not be issued without the sanction of an extra-ordinary resolution, at a general membership meeting.

- 10.3 The fiscal year of the Chamber shall be January 1st to December 31st.
- 10.4 All reports and financial statements will be kept in accordance with Part 4 Section 21 of the Canada Not-For-Profit Corporation Act at the registered office location of the Chamber. These documents will be available at all reasonable times for inspections by any member in good standing.
- 10.5 The Finance Committee shall prepare a budget of income and expenses covering the fiscal year of the Chamber, to be presented to the Board for approval. The Board shall be empowered to expend and authorize expenditures of money, which would be considered normal operating expenditures.
- 10.6 The Executive and Directors shall receive no remuneration for services rendered. The Directors may grant any of these said officers and directors' reasonable budgets for expenses.
- 10.7 The Accountant(s) shall:
- a) Be an accounting firm appointed annually at the Annual General Meeting to prepare a fiscal yearend financial statement and such remuneration shall be determined by the Board.
 - b) Be a person who is a member, or a partnership whose partners are members, in good standing of the Chartered Professional Accountants of Canada.
 - c) Invited to attend and make comments of the preceding fiscal year at each Annual General Meeting.
 - d) Have a full report and financial statement made available to a general meeting within 120 days of the year end.

Article 11 Amendments

- 11.1 Notice of meeting at which amendments, alterations or repeals are to be considered shall be given at least five days prior to the time of the meeting.
- 11.2 The making, repealing, and amending of this Constitution and Bylaws shall be accomplished by the following procedure:
- a. Presentation to the Board in writing for their consideration and recommendation.
 - b. The proposed making, repealing and/or amending shall be voted upon at the Annual General Meeting following presentation of the Notice of Motion (normally 30 days in advance of the AGM) and shall require a 2/3 majority for adoption.
- 11.3 If adopted, the making, repealing and/or amending shall take force immediately.

Article 12 Effective Date

- 12.1 The foregoing Constitution and Bylaws shall come into effect as soon as they have been adopted at a General Meeting of the Chamber and thereupon the Constitution and Bylaws of the Chamber theretofore existing are repealed.