



PORT MCNEILL AND DISTRICT

CHAMBER OF COMMERCE
PMCC

BY-LAWS

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Port McNeill & District Chamber of Commerce
BY-LAWS

ARTICLE I – NAME AND OBJECTIVES

SECTION 1

The name of this organization shall be The Port McNeill and District Chamber of Commerce.

SECTION 2

The objectives of the Port McNeill and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the District.

SECTION 3

The usual place of meeting shall be in the Town of Port McNeill

SECTION 4

The Port McNeill and District Chamber of Commerce shall be non-sectional and non-sectarian and shall not lend its support to any candidate for or in public office.

ARTICLE II – INTERPRETATION

SECTION 5

Wherever the words "The Chamber" occur in these by-laws, they shall be understood to mean "The Port McNeill and District 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 Port McNeill and District 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, as defined in the Certificate of Registration under the Boards of Trade Act (R.S., c. 18, s.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, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of 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 henceforth be a member of the Chamber and shall have all the rights and the 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 roll of members by action of the Council.

SECTION 13

Any member of the Chamber, who intends to retire therefrom or to resign his membership, say do so, at any time, upon giving to the secretary 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.

SECTION 14

The Council may removed from the roll of members the name of any newly enrolled member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the Council, any privileges of membership shall be forfeited.

SECTION 15

Persons who have 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 shall include all the privileges of active membership except that of holding office. With the exemption from payment of annual dues.

SECTION 16

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

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 meeting shall state the nature of the proposed assessment.

ARTICLE V – OFFICERS AND COUNCIL

SECTION 19

The Officers shall be: A president, vice-president, secretary and treasurer, who together with eight (8) other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the Council. They shall remain in office for one year or until their successors shall be appointed by not such officer or member of Council, with the exception of the secretary and treasurer, shall hold the same office for more than two but no more than three years in succession. 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 three consecutive meetings of the Council, the Council may, at any meeting thereof, elect a member of the Council, in the place of the member who had died, resigned or is absent.

SECTION 21

Any officer or Council member may be suspended from his office or have his tenure of office termination if, in the opinion of the Council, he is grossly negligent in the performance of his 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 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 majority of members present at any general meeting.

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-law of the Chamber provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act.

SECTION 24

Any five (5) or more members of the Council, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Council.

SECTION 25

The Council 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.

SECTION 26

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

SECTION 27

The Council may suspend any chairman from office or have his 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 remuneration for services rendered, but the Council may grant any of these said officers reasonable expense monies.

SECTION 29

The President and Vice-President, before taking office, shall take and subscribe before the Mayor or before any Justice of the Peace, an oath in the following for:

"I swear that I will faithfully and truly perform my duty as ___POSITION___ of the Port McNeill 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."

SECTION 30

The meetings of the Council should be open to all members of the Chamber, who may attend, but may not take part in any of the proceedings.

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 this authority.

SECTION 32

- A. The President shall preside at all meetings of the Chamber and Council. 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. The President shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Council. 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, and, in the absence of both these officers, the meeting shall appoint a chairman 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 presentations to the annual general meeting and at any other time required by the Council. He shall make investment of the funds of the Chamber as the Council may direct. He shall, with the President, sign all notes, drafts and cheques.
- 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's business affairs. He 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 pertain to his office. He shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he shall have custody, all papers and documents requiring signature or execution on its behalf. He shall maintain an accurate record of all the proceedings of the Chamber and of the Council. At the expiration of his term of office, the Secretary shall deliver to the Chamber, all books, papers and other property of the Chamber.

ARTICLE VI – MEETINGS

SECTION 33

The Annual Meeting of the Chamber shall be held no later than 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

A minimum of nine (9) regular General Meetings of the Chamber shall be held annually, at the time and place designated by the Council. At least one weeks' 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 days' 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 meetings, naming the time and place of assembly, shall be given by the Secretary. A notice inserted in one of more of the newspapers published within the District or a circular letter signed by the Secretary and mailed to the last known address of each member shall constitute sufficient notice.

SECTION 38

At any Annual or General Meeting twelve (12) 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 entered in books to be kept for that purpose, by the Secretary.

SECTION 40

The entry of such minutes shall be signed by the person who presided at the meeting at which they were adopted.

SECTION 41

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

ARTICLE VII – 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 such case be assigned to individuals.

SECTION 43

Voting at Council 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 received approval of 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 rules.

SECTION 45

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

ARTICLE VIII – BY-LAWS

SECTION 46

Bylaws 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.

SECTION 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 Secretary of State of Canada.

SECTION 48

- a. The directors may from time to time on behalf of the Chamber
 - i. Borrow money in such manner and amount, on such security, from such terms and conditions as they think fit.
 - ii. Issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Chamber or any other person.
 - iii. Mortgage, charge, whether by way of specific or floating charge, or give another security on the undertaking, or on the whole or any part of the property and assets, of the Chamber (both present and future).
- b. Any bonds, debentures or other debt obligations of the Chamber may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawing, allotment of or conversion into or exchange for shares or other securities, attending and voting at general meetings of the Chamber, appointment of Directors or otherwise may by their terms be assignable free from any equities between the Chamber and the person to whom they were issued or any subsequent holder thereof, all as the Directors may determine.
- c. The Chamber shall keep or cause to be kept within the Province of British Columbia in accordance with the Chamber Act a register of its debentures and a register of debenture holders, which registers may be combined, and, subject to the provisions of the Chamber Act, may keep or cause to be kept one or more branch registers of its debenture holders at such place or places as the Directors may from time to time determine and the Directors may by resolution, regulation or otherwise make such provisions as they think fit respecting the keeping of such branch registers.
- d. Every bond, debenture or other debt obligation of the Chamber shall be signed manually by at least one Director or Officer of the Chamber, or by or on behalf of a trustee, registrar, branch registrar, transfer agent or branch transfer agent for the bond, debenture or other debt obligation appointed by the Chamber or under any instrument under which the bond, debenture or other debt obligation is issued and any additional signatures may be printed or otherwise mechanically reproduced thereon and, in such event, a bond debenture or other debt obligation so signed is as valid as if signed manually notwithstanding that any person whose signature is so printed or mechanically reproduced shall have ceased to hold the office that he is stated on such bond, debenture or other debt obligation to hold at the date of issue thereof.
- e. The Chamber shall keep or cause to be kept a register of its indebtedness to every Director or Officer or the Chamber or an associate of any of them in accordance with the provisions of the Chamber Act.

ARTICLE IX – AFFILIATION

SECTION 49

The Chamber, at the discretion of the Council, shall have power to affiliate with the Canadian Chamber of Commerce, the Associate Chambers of Commerce of Vancouver Island, or any other organizations in which membership may be in the interests of the Chamber.

ARTICLE X – FISCAL YEAR

SECTION 50

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

ARTICLE XI – AUDITORS

SECTION 51

Auditors shall be appointed by the members present at the Annual Meeting and they shall audit the books and accounts of the Chamber at least once a year. An audited financial statement shall be presented by the Secretary at each Annual Meeting and at any other time required by Council.

ARTICLE XII – PROCEDURE

SECTION 52

Parliamentary procedure shall be followed at all General and Council Meetings in accordance with "Rules of Order" by Bourinot.