

CONSTITUTION AND BYLAWS OF THE BRITISH COLUMBIA CHAMBER EXECUTIVES SOCIETY

ARTICLE I

NAME

- 1.1** The name of the Association shall be “British Columbia Chamber Executives Society” hereinafter referred to as the Association.

ARTICLE II

OBJECTIVES

The objectives of the Association shall be:

- 2.1 To promote ethical standards of efficiency in the Chamber of Commerce and Board of Trade movement.
- 2.2 To encourage the mutual exchange of information and ideas among its members.
- 2.3 To undertake such services and activities as shall be deemed to be in the best interest of its members.

BYLAWS

I

MEMBERSHIP

- 1.1 **Regular:** Anyone employed (not necessarily on a full time basis) in an administrative or executive capacity by a Board of Trade or Chamber of Commerce in the Province of British Columbia, shall be eligible for membership and shall be admitted as a regular member upon application in writing and shall remain in a good standing (good standing meaning: dues paid in full).

- 1.2 **Associate:** Executive Assistants, Executive Secretaries, Executive Treasurers or associates of the Board of Trade or Chambers of Commerce employed in an administrative capacity may on the approval of the Board, be admitted to membership as associate members. They shall have all the privileges of the Association, except that of holding office or voting.
- 1.3 **Honorary:** Honorary Life Membership may be awarded at the pleasure of the board. Honorary life members shall have all the privileges of the ordinary membership except that of holding office or voting and shall not be required to pay annual dues.
- 1.4 **Resignations:** Any member may resign his membership by notifying the Secretary in writing and discharging any debt owing by that member to the Association.
- 1.5 **Expulsion:** Any Member of the Association may be removed from membership for cause by a two-thirds majority vote of the Board of Directors or by a majority vote of the Association.

II DUES

- 2.1 **Annual Dues:** Shall be determined first by the Association and thereafter annually by the membership at the Annual General Meeting.
- 2.2 **Arrears:** Any member, who is three (3) months in arrears in the payment of dues or assessments, shall be reported to the Board of Directors by the Secretary for decision as to status of membership. In any event, a member not paid up after the three month period shall have a vote until his dues are paid.

III FISCAL YEAR

- 3.1 The fiscal year of the Association shall commence on the first day of January in each year.
- 3.2 At the Annual General Meeting a financial statement shall be presented that has been reviewed by a certified accountant.

IV
BOARD OF DIRECTORS

- 4.1 The officers of the association shall be President, Vice-President, Executive Secretary, Executive Treasurer, and the immediate Past President, and a minimum of five but no more than eight Directors at large to lead portfolios as determined by the Board of Directors in meeting the needs of the BCCE members as established by the Strategic Plan, shall be the legal representative of the BCCE, and, as such, shall have, hold, and administer all the property, funds, and affairs of the BCCE pursuant to
- (a) all laws affecting the BCCE,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the BCCE in a general meeting, and
 - (d) the Societies Act.
- 4.2 A rule, made by the BCCE in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 The President, Vice President, Executive Secretary, Executive Treasurer and Immediate Past President shall constitute the Executive Committee.
- 4.4 Annually the Board shall appoint a Nomination Committee, which shall include at least two Officers of the Chamber and be chaired by the Past President. The methods by which the Nomination Committee operates shall be approved by the Board.

The Nomination Committee shall recommend a slate of directors and officers to the membership at the Annual General Meeting. The slate shall consist of individuals who demonstrate the pre-defined desirable criteria set out by the Nominations Committee. Said criteria should reflect the work plan of the Board. The Chairman of the Annual General Meeting upon receiving the committee's nominations, shall invite from the meeting other nominations and should there be additional nominations supported by a majority of those attending, a vote shall forthwith be conducted by ballot. In the event of a tie for last place, election shall be decided by drawing lots under direction of the Chairman.

- 4.5 Officers and executive members of the Board of Directors shall be elected at the annual general Meeting for a term of one (1) year. The Board of Directors representing chamber regions in BC shall be appointed for a period determined by the Board.
- (a) Directors completing their term must retire from office at an annual general meeting when their successors are elected.
 - (b) Separate elections must be held for each office to be filled.
 - (c) An election may be by acclamation; otherwise it must be by ballot.
 - (d) If a successor is not elected, the person previously elected or appointed continues to hold office.
 - (e) The immediate Past President is the only position that is determined by succession and is not nominated or elected.
- 4.6 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- (a) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Chamber, but is eligible for re-election at the meeting.
 - (b) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
- 4.7 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 4.8 The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 4.9 If any member of The Board of Directors shall without good cause fail to attend three consecutive meetings his office shall be declared vacated by The Board of Directors by majority vote.
- 4.10 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the BCCE.

V

DUTIES OF OFFICERS

- 5.1 The President or designate shall preside at all meetings of the Association and of the Board. He/She shall be a member ex-officio of all standing and special committees and shall perform such duties. He/She shall vote only in case of a tie. In the case of the secret ballot voting for election of officers, the President shall have a vote. It shall be the duty of the President to present a general report of the activities of the year to the Annual General Meeting.
- 5.2 The Vice-President shall act in the absence of the President and, in the absence if both these officers; the meeting shall appoint a Chairman to act temporarily. The Vice-President of the Association shall have the responsibility, with an additional minimum of two members chosen by the Vice President, to adjudicate the bursaries and scholarships given annually by the Association. He/She shall be responsible for liaising with all the District Directors and growing the BCCE membership.
- 5.3 The Executive Secretary shall be responsible to the Board for the general control and management of the Association's business and affairs. He/She shall be responsible for conducting its correspondence, retaining copies of all official documents and shall perform all such duties as properly appertain to the office. He/She shall keep or cause to be kept minutes of the Association of the Board.
- 5.4 The Executive Treasurer shall have charge of all funds of the Association and shall deposit, or cause to be deposited, the same in a chartered bank, selected by the Board. Out of such funds he shall pay amounts approved by the Board and shall keep a regular account of the income and expenditure of the Association and submit a financial statement thereof for presentation to the annual General Meeting and at any other time required by the Board. He/She shall make such investment of the funds of the Association as the Board may direct.
- 5.5 The signing officers of the Association shall be any two (2) of the President, Vice-President, Executive Secretary, Executive Treasurer. A single signature is allowable on cheques for approved expenditures up to two hundred dollars (\$200.00).

VI

VOTING RIGHTS

- 8.1 Every member in good standing present at any General Meeting shall be entitled to one vote. The presiding officer shall vote only in case of a tie. Motions or amendments shall be carried

at any meeting of the Association by a majority vote either by secret ballot or show of hands as determined by the meeting. Proxy votes are not allowed.

VII

MEETINGS

- 9.1 The annual meeting of the Association shall be held at a time prior to the end of October, and at a place accepted by the members present at the Annual General Meeting. Bids for the site of the next year's Annual General Meeting shall be solicited prior to the Annual General Meeting notice. The Annual General Meeting successful proponent will be announced at said Annual General Meeting.

The annual meeting of the Association shall be held within 14 months of the previous Annual General Meeting. Bids for the site of the Annual General Meeting shall be solicited from the membership. Announcement of the successful bid shall be made to the membership a minimum of 8 months prior to the date of the next Annual General Meeting.

- 9.2 Special Meetings of the Association shall be held at any time at the request of four (4) members of the Board or ten (10) members of the Association.

9.3 **Quorum:**

- a) At any meeting of the Board of Directors, five (5) members in good standing shall constitute a quorum;
- b) At any meeting of the Association, ten (10) members in good standing shall constitute a quorum.

VIII

CORPORATE SEAL

- 10.1 The Executive Secretary of the Association shall have custody of the corporate seal of the Association and shall be responsible for its safekeeping.

IX
BORROWING

11.1 The Directors or the Association shall not be empowered to borrow funds for any reason.

X
AMENDMENTS AND PROCEDURES

12.1 The Constitution and Bylaws of the Association may be altered or amended at any properly constituted general meeting by a Special Resolution. Questions of procedure not covered in the Constitution and Bylaws of the Association shall be resolved in accordance with Roberts Rule of Order.

DATED:

January 1st, 1986