

BY-LAWS

THE BIG WHITE CHAMBER OF COMMERCE

Article I – Name and Objects

1.01 Name and Objects – This organization shall be known as Big White Chamber of Commerce.

1.02 Value and Objects – The objects of the Chamber shall be:

- To actively promote trade, commerce, economic social, and human welfare of the Big White area;
- To undertake an active leadership role on behalf of members and the business community through initiating, coordinating, and/or developing programs, events, and recommendations to be presented to all concerned levels of government;
- To actively encourage and develop two way communication between the private and public sectors;
- To actively promote this general economic climate by fostering responsible and harmonious attitudes amongst governments, other small businesses, and Big White Ski Resort Ltd.;
- To actively strengthen and expand the membership in the Chamber

1.03 Head Office – The head office and usual place of meeting of The Big White Chamber of Commerce shall be at such a place within the Big White area as the Board of Directors may from time to time determine.

1.04 Ethics – The Big White Chamber of Commerce shall be non-sectarian and politically non-partisan and shall be government by a Board of Directors as here constituted.

Article II – Interpretation

2.01 – Wherever the words “the Chamber” occur in these by-laws they shall be understood to mean “The Big White Chamber of Commerce” as a body;

2.02 – Where the words “the Board” occur in these by-laws they shall be understood to mean “The Board of Directors of the Big White Chamber of Commerce;”

2.03 – Wherever the word “district” occurs in these by-laws it shall mean that area within and for which this Chamber is established as defined in the Certificate of Registration under the Boards of Trade Act.

Article III – Membership

3.01 Eligible for Membership – Every person, association, corporation, partnership, or society directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the Big White area shall be eligible for membership in the Chamber. All members are encouraged to subscribe to the values and be prepared to turn them into action by participating in Chamber events and activities.

3.02 Representatives – Each association, corporation, partnership, or society which in a member shall be entitled to designate a representative or representatives (in accordance with such limitations established by the Board from time to time) who shall be deemed to be members of the Chamber and who may exercise all the rights and privileges of such membership.

3.03 Application Form – Applications for memberships shall be made on a form approved by the Board and may be divided into such classifications as may be determined from time to time by the Board.

3.04 Approval – Applications for membership shall be granted subject to the approval of the Board.

3.05 Fees – each application for membership shall be accompanied by the fees for the year as may be prescribed by the Board.

3.06 Active Membership – 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.

3.07 Involuntary Termination of Membership – The Board may remove from the roll of members the name of any member who fails to pay membership fees within three months of the date they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.

3.08 Honorary Members – Persons who have distinguished themselves by some meritorious or public service may be appointed “Honorary Members” by a majority vote of the Board. Such recognition shall be for such term as determined by the Board. Honorary memberships shall include all the privileges of membership except that of holding office. Honorary members shall be exempted from the payment of membership fees.

3.09 Disciplinary Actions – Any member of the Chamber may be expelled by a two-thirds vote of the Board provided that the Board shall have determined that:

- a. Such membership is prejudicial to the best interests of the Chamber;
- b. And provided that the member in question shall have had an opportunity upon thirty days’ notice from the Board to show cause why such membership should not be terminated.

Article IV – Membership Fees and Assessments

4.01 Membership, Fees, and Assessments – The annual fees for membership in the Chamber shall be determined annually by the Board.

4.02 Payment of Membership Fees – The membership fees shall be paid annually on the anniversary date of the first application and payment of fees.

4.03 Assessments – No assessments other than annual membership fees may be leveled against any members unless they are recommended by the Board 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 – Board of Directors

5.01 Duties – The Board shall govern affairs of the Chamber and may exercise all of the powers attributed to it in the by-law. It may, as a group, resolve collective decisions during meetings. More specifically – the Board shall represent and foster communication with the members; establish policies to guide and measure the results of the organization and also shall supervise the Chief Executive Officer in the application of the resolved policies. No public address in the name of the Chamber may be made unless authorized by the Board or by an individual or group of individuals to whom the Board has delegated this authority.

5.02 The Board of Directors Members – The Board members individually must put the well-being and success of the organization first. Each Board member is accountable to the Board of Directors. The Board as a whole is accountable to the membership. The Board as a whole decides together and speaks with one voice or not at all.

5.03 Powers – Without limiting the generality of the foregoing, the Board may:

- a. Establish and determine the powers and duties of the committees, and make and terminate appointments, and fill vacancies on committees;
- b. Create new categories of membership in the Chamber and determine the qualifications for each;
- c. Fix fees;
- d. Use the fees, assessments, and any other funds of the Chamber including funds previously collected or designated for a special purpose before the commencement of this by-law for the purposes of the Chamber including for scholarships, bursaries, and the making of grants for any purpose that may tend to advance the interest of the business;
- e. Obtain insurance protecting the Chamber, the directors, committee members, and officers and employees of the Chamber and former directors, committee members, and officers and employees of the Chamber against liability arising out of the operations or activities of the Chamber and providing indemnity with respect to any claims arising out of any act done or not done by a person in good faith under provisions of this by-law;
- f. Take any action it considers necessary for the promotion, protection, and interest or welfare of the Chamber and its members.

5.04 Management of Property – Subject to the by-laws of the Chamber, the Board has sole control and management of the property of the Chamber but no real property shall be acquired, alienated, mortgaged, charged, or disposed of without previous authorization of a majority vote at an annual or special meeting of the Chamber.

5.05 Composition of the Board – The Board shall be composed of up to a maximum of ten (10) elected directors (including officers).

5.06 The Officers – The officers of the Chamber shall be President, Past-President, Vice-President, Secretary, and Treasurer. The officers shall be elected in accordance with Article XIII of these by-laws.

5.07 Appointing Committees or Members – The Board or at the Board's request the President may appoint committees or designate members of the Board or of the Chamber to examine, consider, and report upon any matter or take such action as the Board may request.

5.08 Term of Office –

a. The term of office for elected members of the Board shall be one (1) year with each director being eligible to serve for a further period. After having served continuously for a period of four (4) years no elected member of the Board shall be eligible to stand for re-election to the Board until a period of one (1) full year has elapsed, or unless there are no additional nominations to the Board which would take the number of Board Members to greater than ten (10). In this case, a Board Member with four (4) years consecutive service already on the Board would be eligible to re-stand for a further one (1) year with approval of the membership by way of a $\frac{3}{4}$ vote.

b. The term of office of the Past-President ends the day of the annual election. The term of the office of directors ends the day following the day of the annual election.

5.09 Vacancies –

a. Where a director ceases to hold office before the expiration of that person's term, the Board may appoint an eligible person to fill the vacancy;

b. Where an officer does not take office or a vacancy occurs in one of those offices after that person has taken office the Board shall appoint a member in good standing to fill the vacancy;

c. A person appointed under sub-sections "a" or "b" shall hold office for the remainder of the term of the person who is replaced.

5.10 Failure to Elect – If an election fails to elect the required number of directors, the other directors may appoint an eligible person to be a director and a director so appointed holds office as those elected in the election.

5.11 Ceasing to be a Director –

a. In this section “bankruptcy proceedings” means:

- i. An assignment of property for the general benefit of creditors under section 49 of the Bankruptcy and Insolvency Act or its successors;
- ii. The filing in a court of a petition for a receiving order under section 43 of the Bankruptcy and Insolvency Act or its successors;
- iii. The lodging of a proposal under section 50 of the Bankruptcy and Insolvency Act or its successors;
- iv. Or an application for a consolidation order under section 219 of the Bankruptcy and Insolvency Act or its successors.

b.

- i. The subject of bankruptcy proceedings;
- ii. Resigns as a director;
- iii. If the member represented by the director ceases to be a member in good standing.

c. The Board may by resolution declare that a director who has failed to attend three (3) consecutive meetings of the Board has now ceased to be a director and shall fill vacancy as provided by this by-law.

Article VI – The Executive Committee

6.01 Functions and Powers – Between meetings of the Board the executive Committee as a sub-group of the Board shall act in an advisory capacity only to make decisions on the behalf of the Board in emergencies and shall keep a record of its proceedings and report to the Board at the next meeting for its approval.

6.02 Composition – The Executive Committee is composed of the officers of the Chamber consisting of the President, Past-President, Vice-President, Secretary, and Treasurer.

6.03 Quorum – A majority of the voting members of the Executive Committee constitutes a quorum.

Article XII – Election of Officers

7.01 Election – Within ten (10) days after the annual election the directors shall meet and elect a President, Past-President, Vice-President, Secretary, and Treasurer.

7.02 Term of Office – The term of office for officers shall be one (1) year and shall end on the day of the election of the new officers.

7.03 Oath of the President and the Vice-President – The President and Vice-President shall before assuming office or as soon thereafter as possible take and subscribe an oath in the following form “I swear that I will faithfully and truly perform my duty as President/Vice-president of the Big White 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 Big White Chamber of Commerce was constituted according to the true intent and meaning of the same; so help me God”.

Article XIII – Duties of the Officers

8.01 The President – The President shall preside at all meetings of the Chamber, the Board, and the Executive Committee. The President shall exercise such authority and perform such duties as the Board shall prescribe from time to time. The President of their delegate shall serve as spokesperson for the Chamber.

8.02 The Vice-President – The Vice-President shall generally assist the President and in the absence of the President shall preside at meetings and otherwise perform the duties of the President.

8.03 The Treasurer – The Treasurer may act and sign for the Chamber in all matters except those specifically assigned to another officer or members or the Board.

8.04 The Secretary – The Secretary shall be responsible for the minutes of the meetings of the members, Board, and Executive Committee. The Secretary shall be responsible for the reading of these minutes to the members at the annual meetings unless the reading is waived.

8.05 The Signers – The officers authorized to sign all papers, documents, and cheques requiring signature on behalf of the Chamber shall be any two (2) of the following: President, Vice-President, Secretary, or Treasurer. Any one of the above Officers may endorse cheques for deposit or may verify the bank account.

Article IX – Annual Meeting, Special General Meetings, and Council Meetings

9.01 Annual Meeting – The annual meeting of the Chamber shall be held within two (2) months of the fiscal year end at the time and place determined by the Board.

9.02 Special General Meeting – Special general meetings of the Chamber may be called by the President, the Executive Committee, the Board, or upon the written request of thirty (30) members of the Chamber. Notice of such special general meeting shall contain a statement of the purpose of the meeting and shall be signed by the President or Chief Executive Officer.

9.03 Notice – Notice of annual or special general meetings naming the time and place of assembly shall be sent to the last known address of each member at least ten (10) days prior thereto.

9.04 Accidental Omission – The accidental omission to give notice of an annual general meeting or a special general meeting to any member of the non-receipt of the notice by any member does not invalidate anything done at the meeting.

9.05 Quorum – Eight (8) members shall constitute a quorum at annual or special general meetings unless otherwise specifically provided. A majority of members present shall be competent to do and perform all acts that are or that shall be directed to be done at each meeting.

9.06 Minutes – Minutes of the proceedings of all annual and special general meetings of the Chamber and all Board and Executive Committee meetings shall be kept and shall be signed by the Secretary and the person who presides at the meeting at which they were adopted.

9.07 Open Meetings – Meetings of the Board shall be open to all members of the Chamber and such persons may speak on the invitation of the President, however only voting members of the Board shall be entitled to vote or introduce or second motions at these meetings.

Article X – Meetings of the Board

10.01 Council Meetings – The council shall meet from time to time at least six (6) times per year as may be necessary to carry on business of the Chamber.

10.02 Quorum – At a meeting of the Board a majority of the directors then in office constitutes a quorum.

10.03 Resolutions Without Meetings – The Board may pass a resolution without convening a regular meeting if:

- a. A copy of the resolution is delivered to all directors at least two (2) days before the resolution is to be voted on;
- b. At least seventy-five (75) per cent of the directors eligible to vote on the resolution are in favor of it.

10.04 Delivery of the Resolution – Delivery to a director of a resolution under paragraph “10.03 a” and voting on a resolution by a director under paragraph “10.03 b” may be done by facsimile transmission, email, or any method.

Article XI - Committees

11.01 Committees – The Board shall have the power to appoint such standing or special committees as it may deem advisable and to delegate matters to such committees with such instructions and upon such conditions as the Board may determine.

11.02 Appointed Chairperson – The Board shall appoint a chair for each standing or special committee and shall provide to such chair terms or reference for such committees. When

requested by the Board in advance the chair of any particular committee shall be required to attend and report on the committee's activities.

Article XII - Fiscal Year

12.01 Fiscal Year – The fiscal year of the Chamber shall end on October 31st of each year.

Article XIII – Auditors

13.01 Appointment – At each annual meeting the members shall appoint an auditor.

13.02 Auditor's Presence – The Board may by resolution delivered to the auditor not less than ten (10) days before a general meeting at which the financial statements of the Chamber are to be considered or the auditor is to be appointed or removed require the attendance of the auditor at the meeting at the expense of the Chamber and the auditor shall attend the meeting.

13.03 Questions – At any general meeting the auditor if present shall answer enquiries concerning the financial statements of the Chamber and the auditor's opinion of the statements as set out in the auditor's report.

13.04 Preparation of the Auditor's Report – The auditor shall at all times have access to every document of the Chamber and is entitled to require from the Board, officers, and employees of the Chamber information and explanations that the auditor considers necessary to enable the preparation of the auditor's report.

Article XIV – Procedure

14.01 Procedure – Parliamentary procedure where not a variance with by-laws shall be followed at all general and Board meetings in accordance with "Roberts Rules of Order."

Article XV – Borrowing and Banking Authority

15.01 – Borrowing and Banking Authority – The Board of the Chamber may from time to time:

- a. Borrow money upon the credit of the Chamber by obtaining loans or advances or by way of overdrafts or otherwise.
- b. Issue, sell, or pledge securities of the Chamber including bonds, debentures, debenture stocks in such sums or at such terms and at such price as they may deem expedient.
- c. without in any way limiting the powers herein conferred upon the Board give security or promises to give security, agreements, documents, and instruments in any manner or from the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Chamber hereto for now or hereafter made or incurred directly or indirectly or otherwise.

15.02 Authority of Appointment – The Board shall have the authority to appoint from time to time any banks, banking institutions, or trust companies as bankers of the Chamber.

Article XVI – By-Laws

16.01 Amendment – These by-laws may be amended or repealed by an affirmative vote of two thirds of the members present at any annual or special general meeting of the Chamber provided that notice of any proposed change shall have been mailed to the last known address of every member of the Chamber at least ten (10) days in advance of any such meeting.

16.02 Binding – These by-laws shall be binding on members of the Chamber, its officers, and all persons lawfully under its control.

16.03 Adoption – With the adoption of these by-laws all former by-laws are hereby repealed.

Article XVII – Indemnification

17.01 Limitation of Liability – Every director and officer of the Chamber in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Chamber shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances and shall comply with the Act, the regulations pursuant to the Act, and the constituting documents of the Chamber including these by-laws. Subject to the Act, no director or officer, former director, or officer or person who acts or acted at the Chamber's request as a Director or officer of a body corporate, partnership, or other association of which the Chamber is or was a shareholder, partner, member, or creditor, in the absence of any dishonesty on his part shall be liable for the acts, receipts, reflects, or defaults of any other directors, officer, or such person or for joining in any receipt of other act for conformity or for any loss, damage, expense happening to the Chamber through the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber are invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any money, securities, or effects of the Chamber shall be deposited or for any loss occasioned by error of judgement or oversight, whether gross or otherwise on his part or for a loss, damage, or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto.

17.02 Indemnity – The Chamber shall indemnify a director or officer, a former director or officer, a person who acts or acted at the company's request as a director or officers of a body corporate, partnership, or other association of which the Chamber is or was a shareholder, partner, member, or creditor, and his heirs and legal representatives against all costs, charges, and expenses including an amount paid to settle an action or satisfy a judgement and including any income tax application to any payment made pursuant to this paragraph 16.2, reasonably incurred by him in respect of any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Chamber or such body corporate, partnership, or other association, if he acted honestly and in good faith

with a view to the best interests of the Chamber and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty he had reasonable grounds for believing that his conduct was lawful. The Chamber shall also indemnify such person in other circumstances as the Act or law permits or requires. Nothing in these by-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.