

Penticton & Wine Country Chamber of Commerce Bylaws

Article 1 – Name, Location and Objects

Bylaw 1 The **name** of this organization shall be the Penticton & Wine Country Chamber of Commerce.

Bylaw 2 The Head Office of the Chamber is located within the boundaries of the municipality of the City of Penticton or such other location as determined by the Board.

Bylaw 3 The **objects** of the Penticton & Wine Country Chamber of Commerce shall be:

- To act as a catalyst and information resource for the business community when dealing with municipal, provincial and federal issues.
- To promote and improve trade and commerce and the economic, civic and social welfare within the City of Penticton.
- To work for the efficient administration and sound legislation at all levels of government.
- To support and advocate the interests of its members in local, provincial and federal issues.

The Chamber, at the discretion of the Board, shall have the power to affiliate with the Canadian Chamber of Commerce, the British Columbia Chamber of Commerce, and any other organizations in which membership may be in the interests of the Chamber.

Bylaw 4 **The Chamber is politically non-partisan and non-sectarian.** It must not advance the views of any party, candidate for public office or religious entity, nor publicly support the cause of any political or religious entity or representative.

Bylaw 5 As a membership organization, The Penticton & Wine Country Chamber of Commerce strives to be active in the democratic process in order to raise public awareness and education regarding their members' interests. As a non partisan organization, these activities will be conducted without endorsing any party or individual running for political office. As such the following will apply:

Board members must avoid situations where personal representations could conflict, or be perceived to conflict with the Director's Code of Conduct and/or the duties and responsibilities of a Board member, or the interest of the Chamber as a whole.

Article II – Interpretation

Bylaw 6 Definitions

- “Act” means the Boards of Trade Act, R.S., c.B-8 (Canada), under which the Chamber is established.
- “Authorized Representative” means an individual appointed by a Member in accordance with the Chamber’s schedule of Authorized Representatives provided for in the schedule of Annual Dues, as established by the Board from time-to-time.
- “Board” means the Board of Directors of the Chamber.
- “Chamber” means the Penticton & Wine Country Chamber of Commerce.
- “Director” means any member duly elected or appointed to serve on the Board.
- “Executive Director” identifies the senior staff position of the Chamber. This title may vary from time-to-time at the discretion of the Board.
- “Material Interest” means a matter that could monetarily affect: the Director, the Member of which the Director is the Authorized Representative, the spouse of the Director, or any organization which the Director or the Member represents as a shareholder, officer, or director.
- “Member(s)” means organizations and individuals which hold Membership. It does not refer to their representatives.
- “Membership” identifies all Members in good standing of the Chamber.
- “Officers” or “Executive” refers to the President, Vice-President(s), Secretary and the Treasurer.
- “Other Committees” means all Committees established by the Board except Standing Committees.
- “Penticton” is that sphere of influence as designated by resolution of the Board from time-to-time.
- “Register” means the Register of Members and their Authorized Representatives.
- “Special Resolution” means a resolution which must be ratified by at least two-thirds of the Members present and voting at a meeting.
- “Standing Committees” are:
 - the Executive Committee,
 - the Nominations Committee,
 - the Advocacy Committee,
 - the Finance Committee, and
 - the Governance Committee.

Article III – Membership

Bylaw 7 **Regular Membership** - Any reputable individual or business directly engaged in a legal trade, commerce or adding to the economic welfare of the community is eligible for membership in the Chamber.

Bylaw 8 Any incorporated or unincorporated organization, association, society, trust, or estate, directly engaged in a legal trade, commerce or adding to the economic welfare of the community is eligible for membership. The Chamber Board may create different classes of membership at their discretion, which may contain different fees, rights and privileges. Only authorized representatives may exercise these membership rights and privileges in accordance with these By-laws.

Bylaw 9 Each Regular Member must designate in writing one (1) or more Authorized Voting Representatives, as defined by Chamber Membership Policies

Each Authorized Representative:

- exercises the rights and privileges of the Member in the Chamber,
- may be changed from time-to-time in writing,
- is the agent of the Regular Member,
- is deemed to be acting for and binding the Regular Member.

Bylaw 10 **Honourary Member** The Board, by unanimous vote of the Directors, may award an honorary membership in the Chamber to any individuals who, in the opinion of the Board have distinguished themselves by some meritorious business, professional or public service within Penticton in furthering the object of the Chamber. Such recognition shall be for one (1) year, or a duration as prescribed by the Board at the time of the nomination.

Honourary memberships carry the same rights and responsibilities as regular memberships, except that they are exempt from the payment of any annual dues and are not entitled to run for a position on the Board, or vote in person or by proxy at annual general meetings or otherwise.

Bylaw 11 **Annual Membership Dues** are established by the Board and may be changed from time to time upon a minimum of one (1) months' notice to the Board to consider such a change.

A Membership applicant, other than an Honourary Member, receives the privileges and obligations of Membership upon approval by the Board of an application for Membership, and upon payment of the annual Membership Dues.

Annual Membership dues are payable by each Member by not later than 60 days following the date of invoice.

Bylaw 12 **Register of Members** The Chamber keeps a current Register of Members and their Authorized Representative(s). Any Member or person whose name does not appear on the Register is not considered a Member or an Authorized Representative as the case may be.

- Bylaw 13** Upon resignation or removal from Membership:
- an individual or organization ceases to be a Member of the Chamber, and
 - the Member's name and the names of its Authorized Representatives are removed from the Register.
- Bylaw 14** **Termination of Membership** Any member who fails to pay the annual dues within 60 days of due date, may cease to be a member and can be automatically removed from the register.
- Bylaw 15** A Member may resign from Membership at any time upon written notice to the Board.
- Bylaw 16** Membership in the Chamber is subject to review of the Board. The Chamber reserves the discretionary right to cancel the Membership of a Regular, Life or Honourary Member if the conduct of such Member, in the Board's opinion, has legal or ethical implications detrimental to the Member, and/or the Chamber.
- Written notice of the Board's intention to cancel will be given to the Member. The notice will:
- set out a time and place for a meeting with the Board,
 - indicate that the Membership is under review and may be revoked at that meeting,
 - provide sufficient reasons to enable the Member in question to prepare to answer the complaint,
 - notify the Member that it is entitled to attend the meeting to hear the reasons for the review and to make an answer.
- The decision of the Board is a final and binding decision from which there is no appeal to any tribunal whatsoever.
- Bylaw 17** Resignation or termination of Membership *does not*:
- relieve the former Member from any obligations they owe to the Chamber, or
 - entitle the former Member to a refund of annual dues.
- Bylaw 18** Upon resignation or termination of Membership, the benefits of Membership of Authorized Representatives are terminated.
- Bylaw 19** **Special assessments** recommended by the Board and approved by resolution of the Members may be levied against all Members.

Article IV – The Board of Directors

- Bylaw 20** The members of the Board shall consist of:
Fourteen (14) Directors all of whom are elected by the Members for a two (2) year term, commencing immediately following their election, with one half of the Directors elected each year, at the Annual General Meeting. Directors shall be limited to no more than three (3) consecutive terms total, unless the Board unanimously, acting in accordance with Chamber policy, approves that any such Director can stand for nomination.
- Bylaw 21** The total number of voting members of the Board shall be fourteen (14); in all cases of equality of votes, the presiding officer at the meeting of the board has a casting vote.
- Bylaw 22** **Eligibility for Election as a Director**
- Any individual Regular Member or any Authorized Representative of a Regular Member may be elected as a Director.
 - No employee of the Chamber is eligible to serve as a Director during his or her period of employment.
 - No former employee of the Chamber is eligible to be elected as a Director until two (2) full years following his or her employment by the Chamber.
- Bylaw 23** **Nominations** At least 30 days prior to the close of nominations, the Chamber will give notice to its Members of the opportunity to nominate the nominees to be elected. A nomination package including all nomination procedures will be available to all interested parties.

Nominations close fourteen (14) days before the Annual General Meeting.
- Bylaw 24** **Election Procedure**
- Each member will receive the number of ballots that member is entitled to in accordance with these Bylaws.
 - The Executive Director or designate, shall ensure that an election of directors, by ballot, will be completed. The ballot will contain a list of all nominees names, instructions relating to the completion and return of the ballot, and a statement that the completed ballot must be received by the Chamber as called for at the Annual General Meeting or by such date as the Board may prescribe.
 - Electronic voting procedures and policies may be established by the Board of Directors, and is subject to annual review by the Board.
- Bylaw 25** **Supplementary Rules and Procedures for Election of Directors**
- The nominee with the highest number of total votes is elected in turn until all the positions for Directors required in the election are filled.
 - If there is a tie for the last position to be filled, the selection is made by a draw, under the direction of the Election Scrutineers.

- Election Scrutineers will report the results of the election to the Annual General Meeting and ensure all nominees are notified of the results.
- A nominee may call for a recount of election ballots within five (5) days of notification of election results. The Election Scrutineers and one person chosen by the nominee will conduct a recount.
- The Election Scrutineers retain custody of the ballots for ten (10) days following the notification of the election results. Physical or electronic ballots will be destroyed or deleted at that time unless a recount has been requested.
- In the event of a recount, ballots will be destroyed or deleted two (2) days following the recount.
- The total number of votes cast for each nominee is confidential.

Bylaw 26 Resignation of a Director A Director may resign his or her term at any time and will give written notice to the President, with a copy or copies to the Vice President(s) of his or her resignation.

Bylaw 27 Removal of a Director A Director ceases to be a member of the Board if such Director:

- is absent from four (4) consecutive Board meetings or forty per cent (40%) of meetings in six (6) months without the prior approval of the Executive Committee and without reason satisfactory to the Executive Committee,
- is the representative of a non-Member,
- declares bankruptcy, or is declared insolvent,
- is convicted of an indictable offence under the Criminal Code of Canada,
- is declared unsound of mind,
- establishes his or her principal residence outside the province of British Columbia, unless and to the extent specifically waived by the Board,
- is removed from the office of Director on any grounds which are consistent with the best interests of the Chamber by the passage of a resolution of the Board and ratified by the Members by Special Resolution.

Bylaw 28 Any other vacancy occurring in a Board position more than ninety (90) days before the next election of Directors, may be filled by appointment by the Board for the remainder of the unexpired term of the Director he or she is replacing.

Bylaw 29 Oath or Affirmation of Office All Directors of the Board must either affirm or take the oath required by the Act.

Bylaw 30 Responsibility of a Director

- Directors will prepare for and attend meetings of the Board to consider, discuss and make policy for the Chamber.
- Directors will serve on or otherwise contribute to any other committees of or involving the Chamber as the need arises.

- Each Director who has any Material Interest in any matter under consideration by the Board must fully disclose his or her interest, retire from the meeting during debate, and refrain from voting on the matter.
- Each Director must sign a confidentiality agreement at the first Board meeting following the Board election or appointment of Board Director(s) in a form approved by the Board from time to time.

Bylaw 31 Responsibility of the Board

- The Board manages the business and affairs of the Chamber.
- The Board has full power and authority to do all things necessary to accomplish the objects of the Chamber which fall within the law and which are authorized through these By-laws including the following powers:
 - to enter into a contract of employment with the Executive Director including setting the job description and performance expectations,
 - to deliver representation in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interests of the Chamber or its Members generally,
 - to purchase or otherwise acquire for the Chamber any movable or immovable property, rights or privileges to further the objects of the Chamber,
 - to borrow money on the credit of the Chamber,
 - to issue, reissue, sell or pledge debt obligations or create and give security interest in all or any property owned by the Chamber,
 - to determine the Annual Membership Dues payable by Members,
 - to determine the number of Authorized Representatives and vote entitlement for each Member, and
 - to delegate any of its powers to the Executive Committee, Executive Director or anyone else and to revoke such delegation.

Bylaw 32 Meetings of the Board

- The Board must meet regularly at least four (4) times per year at such times and places as it determines.
- The first meeting of the new Board shall take place within 30 days following the adjournment of the Annual General Meeting.
- Meetings of the Board may be called at any time on at least 24 hours notice to the Directors:
 - by the President, or
 - by the Executive Director upon the written request of at least three Directors.
- Five (5) Directors are a quorum for meetings of the Board.
- The Board may, subject to the provisions of these By-laws, adopt rules and

regulations for conducting its meetings.

- The President will preside at all meetings of the Board. In the absence or inability of the President, meetings will be chaired by:
 - a Vice President; or ,
 - in the absence of a Vice President, the Secretary or Treasurer; or,
 - in the absence of a Vice President, the Secretary or Treasurer; or,
 - in the absence of both the Secretary and Treasurer, any Director then present and with whose consent is chosen for the occasion (*this reflects section 30 of the Board of Trade Act*).
- The Board may meet in camera to discuss sensitive or confidential matters.
- At any duly called meeting of the Board, the Board may, in its sole discretion and subject to the regulations established thereunder, determine that the meeting will be held entirely, or in part, by means of a telephonic, electronic, online, or other communications facility that permits all participants to communicate adequately with each other during the meeting. Any meeting of the members conducted by such telephonic, electronic, online or other communication facility shall be conducted in accordance with any electronic voting procedures that the Board may issue from time to time.

Article V – Officers

Bylaw 33 Election and Succession to Office At the first meeting of the Board which shall be held within 30 days following the Annual General Meeting:

- the out-going President shall Chair the meeting until the election is completed,
- non-voting members of the Board are not eligible for election,
- the election of the Executive and such other Officers as may be necessary to fill all offices of the Chamber shall take place.

Bylaw 34 The Executive shall be elected by the board and shall be comprised of the following:

- the President who serves in this office for a term ending on the day of the Annual General Meeting next following the President's election.
- the Vice-President(s) who serve in this office a term ending on the day of the Annual General Meeting next following the Vice-President(s) election.
- the Treasurer who serves in this office a term ending on the day of the Annual General Meeting next following the Treasurer's election.
- the Secretary who serves in this office a term ending on the day of the Annual General Meeting next following the Secretary's election.

Bylaw 35 Officer Vacancy during a Term

- If the office of the President is vacated, the 1st Vice-President will assume the office of President for the remainder of the term. The 2nd Vice-President will assume the office should the 1st Vice-President vacate the position

- If the office of any of the Vice-Presidents, Secretary or Treasurer is vacated, the Board may elect or appoint a replacement to serve the unexpired term of the vacated office.

Bylaw 36 **The President** is a non-voting member of all Standing Committees, advisory groups, task forces and Other Committees of the Chamber.

The President will present a general report of the activities of the Chamber at each Annual Meeting of Members.

The President also has such other powers and duties as are assigned by the Board or as are reserved for this office in accordance with the policies and procedures of the Chamber that are consistent with these By-laws.

Bylaw 37 **The Vice President(s), Secretary and Treasurer** assist the President and exercise the powers and responsibilities of the President in case of their absence or disability.

Bylaw 38 **The Treasurer** chairs the Finance Committee.

Bylaw 39 The Vice-President(s), Secretary and Treasurer also have such other powers and duties as may be assigned, from time-to-time, by the President or by the Board that are consistent with these By-laws.

Bylaw 40 **The Executive Director** is responsible for:

- implementing the policies of the Chamber and the Board,
- attending to the general day-to-day management and control of the business affairs of the Chamber, and
- exercising such other powers and responsibilities as are assigned by or on behalf of the Board or as are reserved for this role in accordance with the policies and procedures of the Chamber that are consistent with these By-laws.

The Executive Director also:

- has custody of the seal of the Chamber, subject to any limitations imposed by the Board, and
- is a non-voting member on all Standing Committees, advisory groups, task forces and other committees of the Chamber.

Article VI – Committees

Bylaw 41 **The Executive Committee** shall consist of the President, Vice-President(s), Treasurer, Secretary and the Executive Director.

Bylaw 42 The Executive Committee discharges its specific functions as described by these By-laws and specific powers or duties as delegated by the Board through terms of reference revised from time to time.

- Bylaw 43** Between the meetings of the Board, the Executive Committee shall oversee the routine business of the Chamber.
- Bylaw 44** The Executive Committee may make or authorize petitions or representations to the government of Canada, the government of the Province, local or municipal governments, or others, as it may determine or as may be required by resolution passed by a majority vote at a Board Meeting or a General Meeting.
- Bylaw 45** The Executive Committee shall deal with such matters as are referred to it by the Board, or any matters of an urgent nature, which may arise between meetings of the Board. In such instances, the Executive Committee shall report its actions as quickly as possible to the Board for ratification, or otherwise.
- Bylaw 46** The Executive Committee shall, in addition to the powers hereby expressly confirmed upon it, have such powers as are assigned to it by any By-Law of the Chamber, provided that such powers are not inconsistent with the provisions of the Board of Trade Act.
- Bylaw 47** **The Finance Committee** shall consist of the Treasurer, two Directors, and the Executive Director. A representative of any Member may also be appointed at the discretion of the Board. The Chamber bookkeeper may be called to attend Finance Committee meetings at the direction of the Executive Director.
- Bylaw 48** The Finance Committee will discharge the functions as described by these By-laws or duties as delegated by the Board through terms of reference revised from time to time and will:
- direct the financial statement and reporting process,
 - ensure the preparation and presentation of the annual financial report,
 - ensure adherence to internal financial controls and operational policies; and
 - recommend the financial statements to the Executive Committee and Board.
- Bylaw 49** **The Nominating Committee** in each year, will be appointed by the Board, consisting of the Authorized Representatives from at least three Members and at least one (1) of whom is any past President of the Chamber. This committee elects its own Chair.
- Bylaw 50** The Nominating Committee must receive the following from each nominee before the close of nominations:
- written consent of intent to serve as a Director,
 - nominator signature for each nominee provided by one (1) member. Nominating Committee Members must not provide nominator signatures for any nominee. To address conflict of interest, the signature must come from outside of that member business.
- Bylaw 51** The Nominating Committee must review the eligibility of all nominees in accordance with these By-laws.

- Bylaw 52** The Nominating Committee will present to the Executive Committee a list of eligible nominees for election to the Board. The number of nominees on this list must be equal to or greater than the number of directorships on the Board to be filled.
- Bylaw 53** The Nominating Committee will appoint a Past President of the Chamber along with an independent representative/member to act as Election Scrutineers.
- Bylaw 54** The Board may establish such **other committees** or task forces as it requires and may:
- define the powers and duties of other committees/task force,
 - appoint the Chair of each other committee/ task forces, and
 - dissolve, suspend, or re-establish other committees/task forces.
- Bylaw 55** Members, including their Authorized Representatives, any of their directors, officers, and employees, may be appointed to other committees.
- Bylaw 56** No Committee of the Chamber, or any member thereof, shall contract for any debt on that Committee's behalf which in any manner or to any extent renders the Chamber liable to the payment of any sums, unless such payment has first been approved by the Board.
- Bylaw 57** No action or resolution of any Committee of the Chamber (other than those actions specifically provided for herein by the Executive Committee) shall be binding upon or expressive of, the opinions or authority of the Chamber, unless, and until, such action or resolution has first been approved by the Board.
- Bylaw 58** The quorum for all committees will be 2, or as determined annually by each committee.
- Bylaw 59** Committee Meetings are held at the call of the Chair of the Committee.

Article VII - Meetings of the Chamber

- Bylaw 60** **The Annual General Meeting** of the Chamber is held once in each calendar year, within the first three months following the last day of the Chamber's fiscal year.
- Bylaw 61** **General Meetings** of the Chamber are held at such times and places as the Board determines and which shall be held in or near Penticton.
- Bylaw 62** **Procedures for Annual General Chamber Meetings**
- Members will be given notice of Annual General Meetings at least fourteen (14) days before the meeting.
 - A quorum for all Annual General Meetings is twenty one (21) voting Members who hold voting cards.
 - If quorum is not achieved at the scheduled meeting, the AGM will be held one week later. Members attending the 2nd meeting will be considered adequate for quorum.

- Any question subject to a vote at an Annual General Meeting other than the election of Directors is decided by a vote.
- In the case of a tie vote, the AGM chairperson will have a tie breaking vote.
- The President will preside at the Annual General Meeting. In the absence or inability of the President, the Annual General meeting will be chaired by:
 - a Vice President; or
 - in the absence of a Vice President, the Secretary or Treasurer; or
 - in the absence of both the Secretary and Treasurer, any Director then present and with whose consent is chosen for the occasion. *(this reflects section 30 of the Board of Trade Act)*

Bylaw 63 A Member wishing to bring forward a resolution(s) pertaining to the work or business of the Chamber which is beyond the scope of the General Meeting agenda must provide a written explanation which specifies the matter to be brought before a General Meeting and the desired resolution proposed. This written explanation may be presented to the Chair at the time of the meeting. The Chair has the discretion to determine if the matter will be entered into the agenda of the meeting.

Bylaw 64 **Special General Meetings** of the Chamber are held:

- at such times as the President or Board determines,
- upon the written request of 21 Members, or
- upon the written request of at least three (3) Directors.

The written request for a Special General Meeting must specify the matter to be brought before the Meeting and the desired resolution.

Bylaw 65 Notice of a Special General Meeting will be delivered to the Membership within five (5) days of the receipt of the written request at the Chamber office.

Bylaw 66 No other business can be conducted at a Special General Meeting except the issue which caused the meeting to be called.

Bylaw 67 Quorum at a Special General Meeting is 21 voting Members.
If quorum is not achieved at the scheduled meeting, the Special General Meeting will be held one week later. Members attending the 2nd meeting will be considered adequate for quorum.

Bylaw 68 Matters addressed through a Special General Meeting will be resolved by a Special Resolution.

Article VIII - Meeting Notice and Parliamentary Procedure

- Bylaw 69** Any notice required to be given by these By-laws may, unless otherwise provided in these By-laws, be given by the Chamber to any person entitled to receive the notice:
- personally,
 - by any electronic communications facility from which the person may reasonably take notice,
 - by publication in a Chamber publication of general circulation to Members,
 - by publication in a newspaper circulating in the City of Penticton, or
 - by ordinary pre-paid post addressed to the Member at the address that last appears on the Register.
- Bylaw 70** The accidental failure to give notice of a meeting to any Member or any error in the notice which does not affect the substance of the notice does not invalidate that meeting or any action taken at that meeting.
- Bylaw 71** Any Member entitled to notice may waive notice of a meeting and each Member's attendance at a meeting is a waiver of notice of the meeting except when that Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- Bylaw 72** The procedure at meetings and any other proceedings of the Chamber, to the extent such procedure has not been prescribed in these By-laws or set by the Board, follows the authority of the most recently published edition of Robert's Rules of Order.
- Bylaw 73** The Chair of any meeting or proceeding may designate any person, to act as procedural parliamentarian for the conduct of the meeting and the rulings of that person so designated are final and binding.
- Bylaw 74** A Board or Committee Member may participate in a meeting by means of telephone or other electronic communication facilities as long as effective communication can be made by all participating. A person participating in a meeting by these means is deemed present at that meeting.
- Bylaw 75** At all meetings of the Board:
- every question is decided by a majority of the votes cast on the question,
 - each Director has one vote on each question,
 - the presiding Officer votes only in the case of a tie.
- Bylaw 76** A Resolution which is authorized in writing or electronically, by all the Directors or Committee participants entitled to vote at a meeting, is as valid as if it had been passed at a meeting. Each authorization referred to in this paragraph is kept with the minutes of the proceedings of the Board or Committee.

- Bylaw 77** If the date upon which anything must be done under these By-laws falls on a weekend or holiday, such date is extended to the next succeeding business day.
- Bylaw 78** The Chair of any meeting, with the consent of the meeting at which quorum is present, may adjourn the meeting to another time and place.
- Bylaw 79** Notice of an adjourned meeting is not required unless the meeting is adjourned for twenty one (21) days or more, in which case notice of the adjourned meeting is given in the same manner as for an original meeting.

Article IX – Financial Matters

- Bylaw 80** The fiscal year of the Chamber commences on the first (1st) day of January and ends on the thirty-first (31st) day of December.
- Bylaw 81** The books of account of the Chamber may be inspected by any Authorized Representative upon giving reasonable notice and arranging a time satisfactory to the Executive Director. No other person has the right to inspect the books of account of the Chamber except as may be specifically authorized by the Board, these By-laws, or the laws of the land.
- Bylaw 82** The Accounting firm for the Chamber for each year is appointed by the Members at the Annual General Meeting.
- Bylaw 83** The Members may at any General Meeting by a majority of votes, remove the Accounting firm before the expiration of its term in office and appoint other Accounting firm for the remainder of that term.
- Bylaw 84** The signing officers shall be comprised of the president, vice presidents, secretary, treasurer, executive director and 1 other board member, with any 2 of the 6 to sign.
- Bylaw 85** **Provision for Audit** The Members at any Annual General Meeting by a majority of votes, may request an audit.
- Bylaw 86** **Remuneration** No Member, Director, or Committee Member may receive any wages, salary, or payment from the Chamber except reimbursement of reasonable expenses incurred in performing his or her duties on behalf of and at the request of the Chamber and in accordance with applicable Chamber Policies.
- Bylaw 87** Members, Directors or Committee Members are not prohibited from providing goods and services to the Chamber, or working together with the Chamber for potential profit, provided that such arrangements are competitive in the circumstances.

Article X – Bylaws

- Bylaw 88** The Bylaws may be amended, repealed or replaced by a Special Resolution at any Annual or General meeting. The proposed changes must accompany the Notice of Meeting.
- Bylaw 89** All previous By-laws of the Chamber are repealed as of the coming into force of these By-laws. Such repeal does not affect the previous operation of any By-law repealed or affect the validity of any act done under previous By-law.
- Bylaw 90** All prior resolutions (or proceedings purporting to be resolutions) of the Members, of the Board and of any Committee, and all acts of any person upon the authority of such prior Resolutions and all prior elections or appointments of Directors, Officers and Members of Committees are hereby ratified and confirmed.

Article XI – General and Other

- Bylaw 91** **Minutes of Proceedings Open for Inspection** The minutes of Board meetings are open to any Authorized Representatives for inspection free of charge during normal business hours of the Chamber.
- Bylaw 92** **Execution of Documents and Seal** The Chamber seal may be affixed by any person designated by a Resolution of the Board to any document authorized to be executed by the Chamber.
- Bylaw 93** **Indemnity to Directors, Officers, and Others** Every Director, Officer, and Committee Member and his or her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding which is commenced or otherwise arising from any act of omission occasioned or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.
- Bylaw 94** The Chamber must purchase and maintain director and officer insurance against such liabilities and in such amounts as the Board may determine.

Article XII – Dissolution

- Bylaw 95** The Penticton & Wine Country Chamber of Commerce may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of The Penticton & Wine Country Chamber of Commerce, all remaining assets of The Penticton

& Wine Country Chamber of Commerce, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision, therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of The Penticton & Wine Country Chamber of Commerce) as shall be chosen by the then existing Board of Directors of The Penticton & Wine Country Chamber of Commerce

BY-LAWS APPROVED by the Board on the 15th day of December, 2022.

BY-LAWS ENACTED passed at the AGM held on March 15th, 2023.