

# **GENERAL OPERATING BY-LAW of the THE BRANDON CHAMBER OF COMMERCE**

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# **GENERAL OPERATING BY-LAW of the THE BRANDON CHAMBER OF COMMERCE**

## **Article 1 - GENERAL**

### **1.1. Name**

The name of this organization shall be the Brandon Chamber of Commerce, hereinafter called the Chamber.

### **1.2. Purpose**

The Brandon Chamber of Commerce is an independent, membership funded, non-profit organization that represents Brandon business from the grassroots level. Our Mission is to encourage growth in the Brandon community by fostering a progressive business environment, favourable to enhancing existing and attracting new business.

### **1.3. Incorporation**

- a. The Brandon Chamber of Commerce was incorporated pursuant to the Boards of Trade Act 1 of Canada on May 14, 1883.
- b. The by-laws of the Brandon Chamber of Commerce shall at all times be interpreted in accordance with The Boards of Trade Act of Canada.

### **1.4. Location**

The head office of the Chamber shall be in Brandon, Manitoba, unless otherwise determined by the Board. The usual place of meeting shall be in the City of Brandon.

## **Article 2 - TERMS AND INTERPRETATION**

### **2.1. Definitions**

In these by-laws, unless otherwise stated:

- a. **“Act”** means *The Board of Trade Act I*, and the regulations passed pursuant to that Act and any amendments thereto or substitutions therefor;
- b. **“By-Laws”** means this By-Law and any other by-law of the Brandon Chamber as mended and which are, from time to time, in force and effect;
- c. **“Brandon Chamber”** or **“Chamber”** mean the Brandon Chamber of Commerce;
- d. **“Annual General Meeting”** means an annual meeting of the Members of the Brandon Chamber of Commerce;
- e. **“Board of Directors”** and **“Board”** mean the Board of Directors of the Brandon Chamber;

- f. **“Director”, “Board Director” or “Board Member”** means a person who has been elected or appointed to the office of Board Director with the Brandon Chamber in accordance with these by-laws;
- g. **“President”** means the person elected or appointed to the office of President of the Brandon Chamber, in accordance with these by-laws – the lead volunteer of the Chamber;
- h. **“Secretary-Treasurer”** means the person elected or appointed to the office of Secretary-Treasurer of the Brandon Chamber, in accordance with these by-laws;
- i. **“Member”** means a member of the Brandon Chambers as defined in Article 3 of these by-laws;
- j. **“Officer”** means an officer of the Brandon Chamber, as defined in Article 6 of these by-laws;
- k. **“Past President”** means a person who has served as President of the Brandon Chambers of Commerce;
- l. **“Immediate Past President”** means the Past President who most recently held the office of President;
- m. **“GM” or “General Manager”** means the person appointed by the Board – the lead paid employee of the Chamber;
- n. **“Special Meeting”** means a special meeting of the Members of the Brandon Chamber;
- o. **“Vice-President”** means a person elected or appointed to the office of vice-Chair of the Brandon Chamber in accordance with these by-laws;
- p. **“Good standing”** means that a member has paid membership dues and other assessments and does not carry on any business activity considered illegal or any business activities which would be considered unethical;
- q. **“Delegate” or “Designated Representative”** means representatives from members, as defined in Article 3, who have been designated by said member to represent them in the Chamber;
- r. **“Individual members”** means those members of the Brandon Chamber who are individuals holding membership in the chamber under their own name.

## 2.2. Interpretation

- a. Wherever the singular or masculine is used it shall be interpreted as meaning the plural or feminine or vice versa where the context so requires.

- b. The Board has the ultimate discretion over the interpretation and implementation of these by-laws.
- c. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

### **Article 3 - MEMBERSHIP**

#### **3.1. Eligibility**

- a. All persons, partnerships, businesses, organizations, firms or corporations, which support the objectives of the Chamber, shall be eligible for membership subject to the approval of the Board of Directors.

#### **3.2. Classifications**

The membership shall be composed of the following classes:

##### **a. Active Member**

- i. *Active membership* shall consist of individuals, partnerships, firms, corporations or associations; resident or doing business either within the City of Brandon, surrounding rural area or that has a business, civic, educational or cultural interest in the City of Brandon.

##### **b. Honourary Member**

- i. *Honourary membership* may be conferred upon any person, appointed by the Board for such a term as the Board may decide, in recognition of their contribution to the business community or service to the public.
- ii. Honourary members shall have all the privileges of members except the right to vote and hold office (unless they are or become active members).
- iii. Honourary members shall be exempt from payment of annual dues.

#### **3.3. Representation**

- a. All active members will be assigned a number of voting delegates, up to a maximum of six (6), dependent upon the level of membership fees paid.
- b. The voting power of active member partnerships, businesses, organizations, firms or corporations' memberships shall in each case be assigned to individuals.
- c. Every individual member or designated representative of a partnership, firm, corporation, or association, except as hereinbefore excluded, shall be entitled to one vote for the election of members to the Board of Directors and to participate fully in all matters coming before the members of the Chamber.

#### **3.4. Dues**

- a. It shall be the duty of the Board of Directors to apportion and assess as equitably as possible

the annual dues to be paid by all classes of members to ensure the success of the Chamber.

- b. The Board of Directors shall have the power to grant full or partial rebates of membership dues to a member upon special request.

### **3.5. Termination or Withdrawal of Membership**

#### **a. Resignation**

Any member of the Chamber who intends to retire therefrom or to resign their membership may do so at any time upon giving to the General Manager ten days' notice in writing of such intention and upon discharging any liability which is standing upon the books of the Chamber against them at the time of such notice.

#### **b. Delinquent Payment**

The General Manager shall bring to the attention of the Board any member who is delinquent in paying membership fees. The Board may elect to cancel the member from membership in the Chamber if notice of delinquency as per the By-Law has been provided to the member.

#### **c. Conduct Unbecoming**

Any member may be expelled for cause by means of a resolution passed by two-thirds of those members of the Board of Directors who are present and voting (provided that the requirement for a quorum is satisfied).

#### **d. Effect of Termination**

Upon any termination or withdrawal of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

### **3.6. Transferability of Membership**

Membership cannot be transferred.

## **Article 4 - BOARD OF DIRECTORS**

### **4.1. Function**

Government of the Chamber, the direction of its work and the control of its property shall be the Board of Directors. The Board shall have supervision, control, and direction of the affairs of the Brandon Chamber. The Board shall determine policies and supervise the disbursement of funds.

### **4.2. Composition**

The Board of Directors shall consist of the following members:

#### **a. Elected**

Thirteen directors shall be elected from the members-at-large.

#### **b. Appointed**

Additionally, the Past President position shall be an appointed position filled by the outgoing President.

#### **4.3. Terms of Office**

- a. Each elected director shall each serve a two-year term.
- b. Directors may, if elected, serve for a maximum of (2) more terms for a total of (6) years consecutively with a maximum of (9) years on the Board if in the Executive succession plan, unless there are extenuating circumstances.
- c. Appointed positions shall be for a one-year term unless there are extenuating circumstances.
- d. Once elected to office, the President, Vice-President, and Secretary-Treasurer are not required to be elected by the members after their two-year term expires, to allow officers to hold office during their successive terms.

#### **4.4. Voting Privileges**

- a. All **elected directors** shall have the right to propose motions, engage in discussion and vote.
- b. All **appointed directors** shall have the right engage in discussion and to propose motions, but not to vote.

#### **4.5. Meetings**

##### **a. Regular Meetings**

The Board of Directors shall hold regular meetings with a minimum of (4) per annum.

##### **b. Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President and shall be called upon the written request of three (3) members of the Chamber.

#### **4.6. Quorum**

Quorum for meetings of the Board of Directors will be at least one half plus one (including the Chair of the meeting) of all voting members of the Board.

#### **4.7. Conflicts of Interest**

All Board of Directors shall be responsible for disclosing any Conflict of Interest, as soon as the matter arises and prior to the board taking any action on the matter. The Conflict of Interest disclosure must be documented in the minutes of the meeting.

#### **4.8. Vacancies**

- a. Any vacancy on the Board which may occur during the year shall be filled by the candidate who received the most votes but was not elected in the most recently held elections for Directorships.
- b. In the case where the vacancy cannot be filled by the candidate with the next highest number of votes on the most recent election, the vacancy may be filled by appointment of the board. That candidate shall serve out the portion of the term remaining to the next election (not necessarily the remaining term of the retired Director) and shall then require nomination for re-election.

- c. A vacancy may remain unfilled if there are less than 6 months until the next election.

#### **4.9. Ceasing to be a Director/Officer**

The term of office of a Director or Officer shall be terminated under the following conditions:

##### **a. Absence**

If any member of the Board is absent for three (3) months continuously from the meeting of the board, they may be removed from the board by the board.

##### **b. Not a Member in Good Standing**

Any Director/Officer that whose membership with the Chamber is deemed not in 'good standing', shall be removed from the board by the board.

##### **c. Conduct Unbecoming**

A Director or Officer of the Chamber may be subject to suspension or removal from the board, by the board if it appears to the Board that they have conducted themselves in an unbecoming manner, or when it is felt that allowing them to remain as a Director/Officer would bring discredit to the Chamber.

##### **d. Resignation**

A Director or Officer resigns by delivering a written resignation to the President of the Chamber; or where such resigning Director is the President, by delivering a written resignation to the Vice-President.

##### **e. Election to Public Office**

Any Director or Officer when officially declaring their intention to run as a candidate for any elected office in the Federal Parliament, Provincial Legislature, Municipal Council or School Division shall be required to take a leave of absence from their position and if elected, shall resign from the Board.

#### **4.10. Remuneration**

Officers and Directors of the Chamber shall receive no remuneration for services rendered, but the Board may grant any of these said officers and directors reasonable expense monies.

### **Article 5 - ELECTION OF DIRECTORS**

#### **5.1. Convening a Committee**

- a. Prior to the end of February in each year, the Board shall convene a committee to conduct board elections.
- b. This Committee will be chaired by the Past- President and shall consist of not less than six members of the Chamber.
- c. The duties of the committee shall be to prepare and receive nominations in the manner hereinafter set out; to have general charge of the election; to prepare, distribute and count

the ballots.

## **5.2. Eligibility**

- a.** Any individual member, or authorized representative of a member, in good standing shall be eligible for election to the board, except those who have served their maximum number of terms as per article 4.3b of these by-laws.
- b.** *No employee of the Chamber is eligible to service as director during their period of employment.*

## **5.3. Nominations**

- a.** Not later than April 30, the Election Committee shall prepare and have mailed electronically to each member of the Chamber a list of nominations containing the names of at least eight members who must have given their consent to having their names included in the list of nominations. The notice containing the list of nominations shall specify the number of persons to be elected, the terms and conditions under which additional nominations may be made, and the time when nominations may be closed. The notice shall include a form on which additional nominations may be made and all such nominations must be made on the prescribed form.
- b.** Any group of three or more members may submit an additional nomination provided, however, that the consent of the nominee be filed with the nomination.
- c.** Nominations shall close seven days after the mailing to the members of the list of nominations and the additional nomination form prescribed in Article 5.3.a of this By-law.

## **5.4. Voting**

- a.** The names of all those nominated shall thereupon be placed upon an election ballot which shall be mailed electronically and/or by post to each member in good standing not later than May 15th.
  - i.** The election ballot shall clearly state the number of directors required to fill the Board, and the maximum number of candidates for whom members can vote.
  - ii.** Each member shall be able to vote for not more than the number of directors required to fill the Board, but a ballot will still be considered valid if the member votes for fewer candidates than the number needed to fill the vacancies on the Board.
- b.** The members shall indicate upon such ballot their choice for members of the Board of Directors by making a mark opposite the names of the desired candidates. Each member shall return the said ballot by mail, fax or electronic vote in the case of an on-line election to the Chamber Office not later than ten (10) days after the date the ballots were sent to the members.
- c.** All ballots are to be in such form as shall ensure its secrecy.
- d.** The Election Committee who shall on a day selected, but not later than May 25th, count the votes and declare elected to the vacant positions the members receiving the greatest



number of votes

**5.5. Resolution of a Tie**

If there is a tie for the last director to be elected, they shall be selected by lot under the direction of the Election Committee.

**5.6. Failure to Elect**

In the event that Directors are not elected in an election in a calendar year:

- a. The Directors may be elected at the next Meeting of Members of the Brandon Chamber;
- b. The Directors then in office shall remain in office until their successors are elected.

**5.7. Procedure**

The board may devise a set of rules and procedures, not inconsistent with the provisions of this Article, to govern the nomination and election of Directors

**Article 6 - OFFICERS**

**6.1. Named Officers**

The Executive Officers of the Chamber shall be the President, the Vice-President, and the Secretary-Treasurer.

**6.2. Terms of Officers**

The term of each officer position shall be one year, barring extraordinary circumstances.

**6.3. Election of Officers**

- a. The offices of President, Vice-President, and Secretary-Treasurer shall be filled by individuals who have been elected to the Board and shall be elected annually by the Board at the next meeting of the board following board elections.
- b. The nominees for the President and Vice-President positions shall be the incumbent Vice-President and Secretary-Treasurer, respectively.

**6.4. Vacancies & Absences**

- a. In the absence of the President, or in the event of the refusal of the President to act, the Vice-President and Secretary-Treasurer, in the order named, shall be vested with all the powers and shall perform all the duties of the President;
- b. In the absence of the three officers named, a member of the Board of Directors shall be chosen by the Board temporarily to so act.
- c. At any time during the period of office, if 2/3 of the Directors present and voting vote to replace the incumbent Officer in a position, or if a vacancy occurs on the Executive for any other reason, the resulting vacancy(ies) will be filled by the next highest-ranking officer (e.g. Vice-President would move up to President, and Secretary-Treasurer would then move to be Vice-President). The resulting lower-ranking vacancy(ies) will be filled for the remainder of the one-year term by an Acting Officer chosen by the Board.

#### **6.5. Duties of the Officers**

- a. All officers shall carry out their respective responsibilities as specified in these by-laws and all other duties as may be assigned from time to time.
- b. The President**
  - i. Presides at all meetings of the Chamber and of the Board of Directors;
  - ii. Performs all duties incidental to their office and advise such action as may be deemed by them likely to increase the usefulness of the Chamber;
  - iii. Ex-officio member of all board committees
- c. The Vice President**
  - i. Shall generally assist the President;
  - ii. They shall perform all other powers and duties as may from time to time be assigned to them by resolution of the board.
- d. The Secretary-Treasurer**
  - i. The Secretary-Treasurer shall keep, or cause to be kept, a proper record of the finances of the Chamber;
  - ii. The Secretary-Treasurer shall generally assist the President

#### **Article 7 - GENERAL MANAGER**

- 7.1.** A General Manager shall be appointed by the Executive of the Board of Directors, subject to ratification from the Board, and their appointment shall be continuous subject to the pleasure of the Board.
- 7.2.** The General Manager shall receive such compensation for duties assigned as determined by the Executive and Finance Committee, within the limitations set upon the adoption of the Annual Budget by the Board of Directors.
- 7.3.** The General Manager shall be a non-voting ex-officio member of the Board.

#### **Article 8 - BOARD COMMITTEES**

- 8.1.** The Board may establish, from time to time, any committee or advisory body and its members as it deems necessary or appropriate and define the powers, duties and remuneration of such committees as the board shall see fit, subject to the Act and By-Laws.
- 8.2.** Any board committee may be disbanded by the Board and committee members removed by the Board.
- 8.3.** All committees made or appointed by the Board shall report to the Board.

## **Article 9 - MEETINGS OF MEMBERSHIP**

### **9.1. Annual General Meeting**

- a. The Annual Meeting of the Chamber shall be held in the fall of each year. The June meeting shall serve as the “change-over” meeting at which newly elected Directors assume their positions on the Board.
- b. The Board of Directors shall submit in writing at the annual meeting of the Chamber a full report of the work and finances of the organization.

### **9.2. Special Meetings of the Chamber**

Special meetings of the Chamber membership may be called at the discretion of the President, and/or by the General Manager on the written request of any ten members of the Chamber in good standing.

### **9.3. Quorum**

Eighteen (18) members shall constitute a quorum of any regular or special meeting of the Chamber.

### **9.4. Notice of Meetings**

Notice of the time, date and location of meetings of members shall be given a minimum of fourteen (14) days before the day on which the meeting is to be held.

### **9.5. Addressing the Floor**

Only a member shall address the Board or the Chamber except by invitation of the President or the majority consent of the meeting

### **9.6. Resolutions**

All resolutions for passage by the members of the Chamber must be presented to the General Manager in writing and brought before a meeting of the Board of Directors before being presented to any meeting of the Chamber.

## **Article 10 - PARLIMENTARY PROCEDURE**

- 10.1. The proceedings of the Board and Chamber meetings shall be governed by and conducted in accordance with *Robert’s Rules of Order*.

## **Article 11 - BY-LAW ADMENDMENTS**

- 11.1. Amendments to the by-laws of the Chamber may be ratified by a 2/3 vote of those present at any regular or special meeting of the Chamber, providing they represent quorum as set out in these By-Laws, and provided notice of the proposed changes shall be brought before the Board of Directors, and the proposed changes are made available to all members of the Chamber not less than 21 days prior to such meeting.

**11.2.** The Directors by a 2/3 vote may amend any of the bylaws provided that such changes are ratified by a 2/3 vote of the membership in attendance at a regular or special meeting of the Chamber.

**Article 12 - FREEDOM OF AFFILIATION**

**12.1.** The Board of Directors shall have the authority to affiliate the Chamber with any other organization or association in which membership is deemed to be in the interest of the Chamber.

**Article 13 - FINANCE**

**13.1. Fiscal Year**

The Fiscal Year of the Chamber shall end on the 31st day of May in each year.

**13.2. Financial Statements**

Financial statements, records and books, must be made available upon the request of the Board of Directors.

**13.3. Budget**

The GM shall present to the Board a proposed budget for the coming year in a timely manner to prevent an interruption of the organization's work.

**13.4. Appointment of Auditor**

The general membership shall appoint an auditor who shall be a Chartered Professional Accountant or Certified General Accountant. It shall be the duty of the auditor to examine the books and accounts of the Chamber of Commerce during the year and report their findings to the Chamber.

**13.5. Borrowing & Banking Authority**

The Board of Directors may, and it is hereby authorized from time to time to:

- a. borrow money upon the credit of the Chamber;
- b. limit or increase the amount to be borrowed;
- c. charge, hypothecate, mortgage or pledge, present or after-acquired real or personal property of the Chamber, or both, to secure any debt obligations and any money borrowed;
- d. guarantee the repayment of the debts, delegations and liabilities of the Chamber.

**Article 14 - EXECUTION OF DOCUMENTS & SEAL**

**14.1. Signing Authority**

The Signing Officers shall be any two of the following: The General Manager, the Secretary-Treasurer, the President, and the Vice-President, or otherwise designated by the board from time to time.

**14.2. Corporate Seal**

The Chamber may have a seal of such design as the Board of Directors may adopt. The General Manager shall have custody of the seal.

**Article 15 - LIABILITY & INDEMNITY**

**15.1.** Every director or officer of the Chamber or any other person who has undertaken or is about to undertake any liability on behalf of the Chamber and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chamber, from and against,

- a.** all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office; and
- b.** all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

**15.2.** Board of Directors and Officers liability insurance must be in place at all times during the existence of the Chamber.

**Article 16 - DISSOLUTION**

The Brandon Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws. On dissolution of the Brandon Chamber, and after all payment of debts and liabilities, the remaining assets shall be distributed to one or more organizations as determined by the Board.

*Revised and ENACTED by the membership at the Annual General Meeting held on September 22, 2020*