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**BY-LAWS OF THE CHAMBER OF COMMERCE  
SERVING MAPLE RIDGE AND PITT MEADOWS**

**ARTICLE 1 - NAME AND OBJECTIVES**

1. The name of this organization shall be the "CHAMBER OF COMMERCE SERVING MAPLE RIDGE AND PITT MEADOWS.
2. The objective of the Chamber of Commerce serving Maple Ridge and Pitt Meadows shall be to promote and improve trade and commerce and the economic, civic and social well-being of the District of Maple Ridge and the City of Pitt Meadows.
3. The usual place of meeting shall be at the discretion of the Board of Directors.
4. The Chamber of Commerce shall be non-sectional and non-sectarian and, as an organization, shall not lend its support to any candidate for public office. Individual Directors, Officers and employees are free to participate in their individual capacities as long as they do not represent themselves as speaking for the Chamber of Commerce.

**ARTICLE 11 - INTERPRETATION**

5. Wherever the word "Chamber" occurs in these Bylaws it means "The Chamber of Commerce serving Maple Ridge and Pitt Meadows" as a body.
6. Wherever the word "Officers" occurs in the Bylaws, it means President, Vice President, Secretary and Treasurer. The officers may also be referred to as the Executive.
7. Wherever the word "Board" occurs in these Bylaws, it means the "Board of Directors of The Chamber of Commerce serving Maple Ridge and Pitt Meadows." The Board may also be referred to as the Council as that term is used in the Boards of Trade Act R.S. B-8. The Board comprises the Officers and at least eight other members elected as provided for herein.
8. Wherever the word "District" occurs in these Bylaws it means the area defined by both the District of Maple Ridge and the City of Pitt Meadows.
9. Wherever the Word "Director" or "Directors" occur in these Bylaws they mean members of the Board including the Officers.

**ARTICLE 111 - MEMBERSHIP**

10. Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District, shall be eligible for membership in the Chamber. Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become
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members of the Chamber providing such candidate shall undertake, if admitted, to be governed by the bylaws of the Chamber

11. All applications for membership shall be submitted to the Board for approval which shall consider such application at the first regular meeting of the Board following receipt of the application.
12. The decision of the Board shall, within 14 days, be provided in writing to the applicant by regular mail or e-mail. If the application is refused written reasons shall be provided in the written communication referred to above.
13. If the application has been refused the applicant has the right of appeal through personal appearance before the membership at the next general meeting of the Chamber. Notice of appeal must be delivered in writing to the Board within 21 days of the date that notice of the refusal of the application was either mailed or e-mailed to the applicant.
14. If such appeal is carried by a majority of two-thirds of the members of the Chamber then present, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and the subject to all the obligations of the other members.
15. The voting right of other than an individual shall be assigned to an individual and evidence in writing of such assignment filed with the Secretary.
16. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action of the Board.
17. Any member of the Chamber, who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice.
18. The Board may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the Board, all privileges of membership shall be forfeited.
19. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated.
20. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
21. Any member of the Chamber may be expelled by a two-thirds vote of the Board.

22. The annual dues payable by the members of the Chamber shall be determined annually by the Board and different amounts may be set for different categories of membership.
23. Assessments other than annual dues may be levied against all members provided 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 a meeting shall state the nature of the proposed assessments.

#### **ARTICLE IV - OFFICERS AND BOARD**

24. A director must be an individual member in good standing or an individual assignee of a corporate member in good standing.
25. The Directors of the Chamber shall be elected by the members of the Chamber for a term of two years at a General Meeting.
26. The directors of the Chamber shall consist of a number of directors fixed from time to time by resolution of the Board of Directors, but shall not in any event be fewer than eight (8) nor more than twelve (12) members.
27. The board of directors shall elect their own president, vice president, secretary and treasurer.
28. No individual shall hold a Director's position for more than eight consecutive years.
29. No such officer or member of Board, with the exception of the treasurer, shall hold the same Officer's position for more than two years in succession.
30. The retiring president shall be, ex officio, a member of the Board.
31. Directors of the Chamber shall receive no remuneration for their services but may be reimbursed for disbursements incurred by them in the course of business of the Chamber. No paid employee of the Chamber shall be a member of the Board.
32. Should a Director fail to attend three (3) consecutive Board meetings, he or she may be removed from office on a motion to remove by an affirmative vote of at least 75% of Board members present at a Board meeting. Notice in writing of such a motion, signed by the mover and seconder, must be given at the previous meeting of The Board.
33. Any officer or council member may be suspended from their office or have their tenure of office terminated if, in the opinion of the Board, they are negligent in the performance of their duties, providing however, that any officer or Director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

34. Any vacancy on the Board which may occur during the year may be filled by the Board.
35. The Board shall have the general power of administration. It may make or authorize petitions of representations to the Government of Parliament of Canada, the Government of Legislature of the Province, or others, as it may determine or as may be required by vote of the majority of members present at a general meeting.
36. The Board shall in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any Bylaw of the Chamber, provided, however, that such powers are not inconsistent with the provisions of the Boards of Trade Act. These powers include but are not limited to the following:
  - a. Making provision for meetings by video conference, e-mail, teleconference or such other process as the Board deems appropriate;
  - b. Rules of conduct for Board members including conflict of interest guide lines;
  - c. General Rules of procedure for the operations of the Board and the Executive as the Board deems appropriate.
37. A majority of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board.
38. The Board may appoint committees or designate members of the Board, the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request. All recommendations of any such committee must be ratified by the Board.
39. The Board may suspend any chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the Board.
40. No Committee or individual Board member shall have the authority to instruct and staff person of the Chamber unless that authority is specifically granted by resolution of the Board.
41. The regular meetings of the Board shall be open to all members of the Chamber who may attend, but may not take part in any of the proceedings. The Board shall have the right to call in camera meetings to deal with matters of a fiduciary or legal nature which shall be closed to all but the Directors.
42. No public announcement or comment purported to be made in the name of the Chamber may be made unless authorized by the Board or by some person to whom the Board has delegated this authority.
43. The powers of the officers of the Chamber shall be as follows:
  - a. The President shall preside at all meetings of the Chamber and Board. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and

communicate to the meeting what he/she may think concerns the Chamber. He/she shall vote only in the case of a tie. The President shall, with the Secretary/Treasurer, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board. In any event two signatures shall be required on all Chamber financial instruments and documents. It shall be the duty of the President to present a general report to the activities of the year at the annual general meeting of the Chamber.

- b. The Vice President shall act in the absence of the President. In the absence of the President and Vice President, the meeting may appoint a chairman to act temporarily.
  - c. The Secretary shall supervise:
    - i. the correspondence of the Chamber;
    - ii. notices of meetings of the Chamber and the directors;
    - iii. minutes of all meetings of the Chamber and directors;
    - iv. custody of all records and documents of the Chamber except those required to be kept by the treasurer;
    - v. the register of members
  - d. The Treasurer shall supervise:
    - i. the financial records, including books of account, necessary to comply with all statutory requirements, and
    - ii. the rendering of financial statements to the directors, members and others as and when required.
44. On its being made clear that the Chamber has become incapable of exercising or has ceased to exercise its franchises, the Board shall propose a motion at a general meeting of the Chamber to apply to the Governor in Council of Canada to dissolve the Chamber as a corporation as stipulated in the Boards of Trade Act. All assets of the Chamber will be sold to honour any financial obligations and any excess funds will be distributed to community organizations providing services primarily within the District as recommended by the Board.

#### **ARTICLE V - NOMINATING COMMITTEE, ELECTIONS AND MEETINGS**

- 45. The Nominating Committee shall be a standing committee of the Board.
- 46. The Nominating Committee shall be appointed at the June Board meeting, and shall be chaired by a director and consist of any combination of Board member or members to a maximum of three individuals.
- 47. A call for nominations will be made to the members July issue of the newsletter or by special mail to the membership or by e-mail no later than the end of July. The communication shall include reference to the number of Board vacancies to be filled.
- 48. The Nominating Committee shall submit its nominating report to the Board for acceptance at the September Board meeting.

49. Any other nomination with the nominee's consent in writing to the nomination may be delivered in writing to the Chamber office to the attention of the Secretary, on or before the fifteenth day of September in each election year.
50. There will be no further nominations for directors from the floor or otherwise.
51. In the event an election is necessary voting shall be by ballot. The ballots will list all persons nominated for positions to be filled.
52. A list of nominees and ballots will be sent by mail to all voting delegates on record with the October newsletter or a special report to the members sent no later than October 10. The ballots returned will be counted on the nearest working day before October 31.
53. Other methods of voting, including electronic or on-line voting as may become available, can be implemented by a 2/3 majority vote of the Board of Directors. Any modification to voting procedures will be announced to members no less than ninety (90) days prior to the vote.
54. The Executive Director and any 2 members of the Past Presidents Committee not serving on the current nominating committee will count the ballots and each candidate may attend the ballot counting. If any of the three individuals chosen to count the ballots fails to attend after the close of voting, such person or persons may be replaced by any member of the Past Presidents Committee except for any member of the current nominating committee, and they will be appointed by the presiding officer of the Chamber.
55. Candidates with the most votes shall be elected to the available positions.
56. To be entitled to vote a member must be in good standing for six months immediately preceding the election.
57. No ballot will be accepted other than the original numbered ballot as distributed by mail (or electronic ballot as approved).
58. Only one X will be accepted for each vacant position.
59. A voting member may vote to fill one or more vacant positions.
60. Any ballot having more than one X in respect of any vacant position, or otherwise ambiguously or indecipherably marked shall not be included in the vote count.
61. Following a 24 hour grace period after the count has been confirmed and the presiding officer has announced the results, the ballots will be destroyed.

62. The annual installation of officers and directors shall be held in the month of November each year or at such other time as the Board shall decide.
63. General meetings of the Chamber shall be held at least quarterly. The Board shall meet at the time and place designated by the Board.
64. A general meeting of the Chamber may be held at any time when summoned by the Board or a majority of the Board.
65. Notice of all general meetings, naming the time and place of assembly shall be given. A notice inserted in one or more of the newspapers published within the Municipalities of Maple Ridge and Pitt Meadows or a circular letter or bulletin mailed to the last known address of the member shall constitute sufficient notice.
66. At any general or special general meeting 25 members shall be a quorum and a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.
67. Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose by the Secretary.
68. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
69. All books of the Chamber, with the exception of in camera Board minutes, shall be opened without charge at all reasonable hours to any member of the Chamber.

#### **ARTICLE VI – BYLAWS**

70. Bylaws may be made, repealed or amended by a majority of the members of the Chamber present at a general meeting, notice of such a proposal having been given in writing by one member and seconded by another member at a previous meeting and duly entered as a minute of the Chamber.
71. Any Bylaw shall be binding on all members of the Chamber, its officers and employees and all other persons lawfully under its control. A Bylaw shall come into force and be acted upon only after it has been approved by the Minister of Consumer and Corporate Affairs for Canada where such approval is required.

#### **ARTICLE VII - AFFILIATION**

72. 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 organization in which membership may be in the interest of the Chamber.

**ARTICLE VIII - FISCAL YEAR**

73. The fiscal year of the Chamber shall commence on the 1st day of January in each year.

**ARTICLE IX - AUDITORS**

74. The Board may appoint an auditor to act from time to time.

**ARTICLE X - PROCEDURE**

75. Parliamentary procedure shall be followed at all general and Board meetings, in accordance with "Robert's Rules of Order, Newly Revised".

Amended \_\_\_\_\_, 20\_\_.