

## MISSION REGIONAL CHAMBER OF COMMERCE BYLAWS & CONSTITUTION

*Draft Bylaws presented at December 11<sup>th</sup>, 2024 General Meeting for approval at the March 13<sup>th</sup>, 2025 Annual General Meeting*

### ARTICLE 1 – NAME

1.1 The name of the organization will be the Mission Regional Chamber of Commerce (“MRCC”).

### ARTICLE 2 – PURPOSE

2.1 The Purpose of the Mission Regional Chamber of Commerce is to:

- (1) Exist for a business climate conducive to the success of its members and the wider community sufficient to justify the use of members’ fees.
- (2) Be a visible and effective organization for the expression of the views of Membership and Mission’s business community committed to the competitive market system.
- (3) Act as an authoritative spokesperson for business.
- (4) Undertake an active leadership role on behalf of Members and the business community, through initiating, coordinating and/or developing programs and recommendations to be presented to all concerned levels of government.
- (5) Actively develop programs aimed at creating a high level of economic awareness at all community, educational, and political levels for the benefit of members.
- (6) Monitor legislation at all levels of government to ensure:
  - a) timely response to legislative proposals;
  - b) regular review of existing legislation to aim at improvement where possible; and,
  - c) assessment of requirements for new legislation on specific issues.
- (7) Actively encourage and develop two-way communication between the private and public sectors.
- (8) Actively strengthen and expand Membership in the Mission Regional Chamber of Commerce.
- (9) Host events that provide Membership with strategic connections that strengthen their business.

### ARTICLE 3 – INTERPRETATION

3.1 Definitions-Unless otherwise specified, in these Bylaws:

- (1) “Member” means an Owner based upon Board Policy Governance processes. A member is any business and/or representatives of that business whose application for membership has been accepted.

- (2) “AGM” means any annual general meeting of the Members.
- (3) “Board” means those Members of the MRCC duly elected, approved or appointed to the Board of Directors of the Mission Regional Chamber of Commerce.
- (4) “Business” means any reputable organization, individual, corporation, firm, or partnership operating a lawful enterprise and associated with or having an interest in the business or professional activities of Mission, BC.
- (5) “MRCC” means the Mission Regional Chamber of Commerce.
- (6) “Director” means any Member elected or appointed to serve on the Board.
- (7) Executive Director (ED) means the person employed by the Board of Directors to conduct the affairs of the Mission Regional Chamber of Commerce and achieve the ends/results determined by the Board of Directors without contravening Executive limitations.
- (8) “General Meeting” means any general meeting of the Members, including special general meetings (SGM).
- (9) “Member in Good Standing” means any business, organization or individual who has paid their membership fee, maintains no indebtedness to the MRCC, and conforms to the Members’ Code of Ethics and Conduct Policy.
- (10) “Council of Governors” means all Past President’s
- (11) “Committee” means a group of Board Directors that report to the Board of Directors. “Team” means a group of members that report to the EXECUTIVE DIRECTOR.
- (12) “President” means Chief Governance Officer

### 3.2 Headings

Article and section headings are not to be constructed as part of these Bylaws and are included solely for the convenience of reference and not intended to be full or accurate descriptions of the contents of such Article or section.

### 3.3 Article and Section Numbers

Any reference in these Bylaws to an Article or section number is a reference to the corresponding numbered Article or section.

### 3.4 Rules of Order

Unless otherwise specified, Roberts’ Rules of Order Newly Revised will apply to all matters of procedure at meetings.

## ARTICLE 4 – NON-ALIGNMENT

- 4.1 The MRCC will be non-partisan and non-sectarian and will not favor one area of Mission over any other.

- 4.2 The MRCC will not give its support to any political party or candidate for public office. The MRCC will not pay funds to attend or host any individual, party-specific political events. The MRCC may endorse particular municipal, provincial or federal policies or projects.

### **ARTICLE 5 – MEMBERSHIP**

- 5.1 Any Business, individual, or organization directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the City and supports the objectives of the MRCC is eligible to apply for Membership.
- 5.2 A request for Membership must be in writing on an MRCC application form either electronically or in hard copy form.
- 5.3 Membership will not be extended to an applicant until applicant has agreed to comply with and be subject to the provisions of these Bylaws, Member Code of Conduct and paid the required membership dues.

### **ARTICLE 6 – TERM AND TERMINATION OF MEMBERSHIP**

- 6.1 Membership in the MRCC will continue from the time of admittance until a Member:
- (1) has resigned pursuant to these Bylaws;
  - (2) has been terminated by the Board pursuant to these Bylaws;
  - (3) company ceases to exist under the laws of B.C. or other jurisdiction of creation;
  - (4) dies;
- at which time all privileges of Membership are forfeited.
- 6.2 Dues  
Members shall be notified in writing of the subscription amounts or membership dues at any time payable by them and, if any are not paid within 3 months of their due date the Members in default shall automatically cease to be Members of the Chamber.
- 6.3 Resignation  
A Member may resign from Membership at any time by giving ten days' notice in writing addressed to the Executive Director and by discharging any debt owed by the Member to the MRCC at the time of notice.
- 6.4 Termination
- (1) The Board of Directors may terminate the Membership of any Member upon two-thirds majority vote if:
    - (a) the Member fails to pay the annual dues within two months of the due date, or
    - (b) the Member's conduct endangers the welfare, interest, or reputation of the MRCC, or willfully commits a breach of these Bylaws.
  - (2) Upon such termination all privileges of Membership are forfeited. In the case of

a termination under 6.3(1)(b), the Board of Directors will give no less than 15 days prior written notice of the proposed termination to the member. The member at the appointed meeting time and location will speak and respond to the Board of Directors before a vote for membership termination is taken. The decision of the Board of Directors will be final and binding. Termination rules also apply to any MRCC Lifetime members.

### 6.5 Refund of Dues

Upon resignation or termination, any dues paid for the current year will not be refunded to the Member.

### 6.6 Indebtedness

Any indebtedness to the MRCC of any Member who ceases to be a Member for any reason will remain an obligation of the Member until paid in full.

## ARTICLE 7 – GOVERNANCE

- 7.1. The governance of the MRCC, the direction of its affairs, and the control of its property will be vested by the Board of Directors.

## ARTICLE 8 – ELECTIONS

- 8.1 There will be annual elections to fill any vacancies on the Board of Directors with Membership voting to take place only if the number of eligible nominees exceeds the number of vacancies on the Board of Directors. Directors so elected (or acclaimed) will take office at the close of the annual general meeting at which such Director was elected and will hold office for a term of up to three years from the day of their installation or until such time as their successors are appointed. In the event of vacancies created during the year by resignation or other reasons, the Board may appoint qualified individuals to fill those vacancies until the next annual general meeting.
- 8.2 A call for nominations to the Board of Directors will be made to the voting delegates by email and/or mail at least 2 months before an AGM to the Membership and shall include eligibility criteria as approved by the Board of Directors.
- 8.3 Any person nominated to the Board of Directors must agree to serve and be a Member in Good Standing.
- 8.4 In the event that voting will take place, a list of eligible nominees will be sent to all voting delegates on record no less than 14 days prior to the annual general meeting. Voting will take place at the annual general meeting by ballot. Ballots will be counted by the MRCC and a member of the nomination committee after voting closes. The nominees for vacant positions receiving the highest number of votes will each be elected. If

vacancies remain, the Board of Directors may appoint other qualified individuals, in accordance with bylaws, to meet the full allotment of required Directors.

- 8.5 Before taking office, newly elected Directors will take an oath in the following form from a Mayor, justice of the peace or other suitable elected official:  
“I affirm (or I swear) that I will faithfully and truly perform my duty as a Director of the Mission Regional Chamber of Commerce. 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 purposes for which the Mission Regional Chamber of Commerce. I so Affirm.

### **ARTICLE 9 – THE BOARD OF DIRECTORS**

- 9.1 The Board will consist of the President, Vice-President, Secretary-Treasurer, and up to eight other Directors. The Board must act in accordance with the Directors’ Roles and Responsibilities Policy.
- 9.2. The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors’ positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.
- 9.3. For purposes of calculating the duration of a Director’s term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. No Board members will serve more than nine consecutive years on the Board.
- 9.4. Where a Member of the Board of Director dies, ceases to be a member, resigns, or is absent for two consecutive regularly scheduled meetings of the Board of Directors, a replacement may be found for the unexpired portion of their term until the next board election, with Board approval.
- 9.5. The Board of Directors will have the general power of administration. It may make or authorize petitions or representations to the Government of Canada, or the Government of British Columbia or others as it may determine.
- 9.6. The Board of Directors will frame such bylaws, rules and regulations best adapted to promote the welfare of the MRCC and will submit them for adoption at a General Meeting of the Mission Regional Chamber of Commerce.

- 9.7. Any six or more Members of the Board of Directors lawfully met will be a quorum.
- 9.8. No paid employee of the MRCC will be a Member of the Board of Directors.
- 9.9. Up to five non-voting liaisons to the board, including the Mayor of Mission BC, or alternate City Council representative, may be appointed by the Board of Directors based on the Board's discretion.
- 9.10 The Board of Directors may remove a Director upon two-thirds majority vote of the eligible voting members of the board if:
  - (a) The Director fails to pay the annual dues within two months of the due date, or
  - (b) The Director willfully commits a breach of these Bylaws.

### **ARTICLE 10 –EXECUTIVE DIRECTOR**

- 10.1 The MRCC follows a Policy Governance Model, and as such, the adopted governance model guides the procedures, policies, and responsibilities of the Executive Director to the Board of Directors.

### **ARTICLE 11 – MEETINGS**

- 11.1 The AGM will be held in Mission, BC at such place and time as the Board designates.
- 11.2 The AGM will be held at the discretion of the Board. Notice of the meetings will contain a statement of the purpose of the meeting and specify the time and place determined by the Board. A special general meeting may be called by 15% of the membership.
- 11.3 Written notice of any General Meeting will be given by the Board of Directors by electronic mail or surface mail to Members at their last known street or electronic address at least (14) fourteen days prior to the date of the meeting.
- 11.4 The Board will meet at such regular periods as they determine to be satisfactory for the expedient administration of the Mission Regional Chamber of Commerce's business. The Board of Directors' formal meetings will take place at a minimum of 5 meetings a year. Seven days' notice of such meetings will be sent to all Directors.
- 11.5 A member is not entitled to inspect or receive copies of the minutes of the Board (other than minutes of Member Meetings such as an AGM/SGM) or committee meetings and the accounting records of the MRCC (other than the annual financial statements). Notwithstanding the foregoing, members may inspect portions of any of the above records that evidence a disclosure of a director's or senior manager's interest contained in the minutes.

- 11.6 A special meeting of the Board may be called at any time by the President of the Board of Directors or by two-thirds of Directors.
- 11.7 The subject for which a special meeting is called will take precedence over all other subjects.
- 11.8 Twelve Members will constitute a quorum at any Special General Meeting or AGM of the MRCC, other than a meeting of the Board.
- 11.9 Voting delegate(s) of each Member in good standing is entitled to vote at a Special General Meeting or AGM of the MRCC, other than a meeting of the Board.
- 11.10 Voting at Directors' meetings will be by show of hands, or by voting card. The President will vote only in the event of a tie.
- 11.11 In all cases of a tie vote at a General Meeting or Board meeting, the President of the Board of Directors will have the deciding vote.
- 11.12 No proxy votes will be allowed.
- 11.13 AGM/SGM agenda items from members will only be considered by the Board of Directors if received 60 days in advance of the scheduled AGM/SGM. Agenda items will be approved at the discretion of the Board of Directors.

### **ARTICLE 12 – COMMITTEES & TEAMS**

- 12.1 The Board may appoint Committees to examine any matter and may authorize the appointment of Committees at their discretion.
- 12.2 The President of the Board of Directors or another board designated Director will act as chair or co-chair of the Committees.
- 12.3 Committees will bring forward recommendations to the entire Board for final approval.

### **ARTICLE 13 – FISCAL YEAR**

- 13.1 The Fiscal year of the MRCC will commence on the first day of January each year.

### **ARTICLE 14 – AUDIT AND DISCLOSURE**

- 14.1 An auditor or firm may be appointed by Board of Directors from time to time.
- 14.2 A financial statement for the latest fiscal year will be presented at each AGM.

- 14.3 The books of the MRCC will be open to any Member upon reasonable notice, free of charge during normal MRCC business hours.

### **ARTICLE 15 – BYLAWS**

- 15.1 Bylaws may be made, repealed, or amended by a majority of the Members present at any Special General Meeting or Annual General Meeting. Notice of a proposed change(s) will be sent to each Member in good standing at least fourteen (14) days prior to a designated General Meeting.
- 15.2 Bylaws once approved will be binding on all Members.
- 15.3 Written notice of a proposed amendment(s) will be submitted to the Board for consideration, thirty (30) days in advance of any general meeting.

### **ARTICLE 16 – SEAL**

- 16.1 The Chamber may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Executive Director shall be the custodian of the corporate seal.

### **ARTICLE 17 – DISSOLUTION**

- 17.1 Where it becomes evident a need to dissolve the MRCC a special general meeting of the members will be called by the Board of Directors. An 80% affirmative vote of all members is required to dissolve the organization.

In the event of the dissolution of the Mission MRCC, monies and property shall be handled as follows: The Board of Directors shall, with the advice of the presiding Board of Directors, see that all outstanding debts and obligations of the MRCC are satisfied and the disposition of the Mission MRCC's remaining funds and/or property are disposed of pursuant to these bylaws.

On dissolution of the Mission MRCC, any funds and/or property may be distributed at the discretion of the Board of Directors. The MRCC Directors will apply to the Ministry of Innovation, Science & Economic Development Canada to be dissolved.