

Steinbach Chamber of Commerce Proposed Bylaw Amendments

ARTICLE 1 – NAME AND OBJECT

Section 1 – The name of this organization shall be THE STEINBACH CHAMBER OF COMMERCE.

Section 2 – The object of the Steinbach Chamber of Commerce shall be to unite and represent the City of Steinbach and surrounding district businesses, in the belief that the resulting economic growth and stability provides an enhanced quality of life for the community.

Section 3 – The usual place of meeting shall be in the City of Steinbach.

Section 4 – The Steinbach Chamber of Commerce shall be, non-sectional, non-partisan and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 2 – INTERPRETATION

Section 5 – Wherever the words “The Council” occur in these By-laws they will be understood to mean “The Steinbach Chamber of Commerce”.

Section 6 – Wherever the words “the Board” occur in these By-laws, they will be understood to mean “the Board of Directors of The Steinbach Chamber of Commerce” and the “council” as defined in the *Boards of Trade Act* (Canada).

Section 7 – Wherever the word “District” occurs in these By-laws, it shall mean that area within and for which this Chamber was established, as defined in the Certificate of Registration under the Boards of Trade Act (Canada).

Section 8 – All notices, communications, records and documents required under these By-laws may be provided or maintained in electronic form, unless otherwise required by law or Board resolution.

ARTICLE 3 – MEMBERSHIP

Section 9 – Individuals who are at least 18 years old and resident in the District, Associations, Corporations, Societies, Partnerships or Estates directly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of The Chamber but the voting power of such non-individual membership shall, in each case, be assigned to an individual.

(a) Membership Applications, Renewals and Resignations

- (i) Membership applications, renewals, and payment of dues may be completed through electronic means, including secure online forms and payments platforms, as authorized by The Board.
- (ii) Members in good standing may participate in meetings, votes, nominations, and other Chamber activities through secure electronic means approved by The Board. Participation through such methods shall be considered equivalent to in-person participation for the purposes of quorum, eligibility and voting rights.
- (iii) Any member who intends to retire or resign his membership may do so, at any time, upon ten (10) days written notice to the Secretary and discharging any lawful liability to The Chamber outstanding at that time.

(b) Membership Confirmation

- a. At any general meeting of The Chamber, new applicants may be proposed for membership and a majority vote of two-thirds of the members then present can confirm such proposed memberships.

(c) Voting Rights and Designation

- (i) Each membership in good standing shall carry one (1) vote. In the case where an individual holds ownership or authority over more than one member of The Chamber, such individual shall be entitled to cast only one (1) vote, regardless of the number of memberships held.
- (ii) Where a business has more than one owner, partner or officer, one (1) individual shall be designated as the voting representative. Such designation must be submitted in writing to The Chamber office and may be changed from time to time upon written notice. No individual may serve as the voting representative for more than one (1) member business at any given time.

(d) Removal

- a. The Board may remove from the roll of members the name of any member failing to pay their annual dues within thirty (30) days of confirmation, or failing to pay their annual dues within three (3) months of the date they fall due. Upon such action by The Board, all privileges of membership shall be forfeited.
- b. All members are expected to conduct themselves in a manner that upholds the integrity and objectives of The Chamber. Abuse of membership privileges, including but not limited to unethical conduct, harassment, or actions that harm the reputation or operation of The Chamber, at the sole discretion of The Board, may result in discipline including but not limited to suspension or revocation of the membership.
- c. Any member of The Chamber may be removed from the roll of members for any reason by a two-thirds vote of The Chamber.

Section 10 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Lifetime Members by a two-thirds majority vote of The Board. Honorary Lifetime Membership shall include all the privileges of active membership except for eligibility to hold elected office, with exemption from the payment of annual dues. Honorary Lifetime Membership will lapse with the passing of the Honoree.

ARTICLE 4 – DUES AND ASSESSMENTS

Section 11 – The annual dues payable by members of The Chamber shall be recommended annually by The Board, subject to the approval of the general membership whenever a change in the then current amount is involved.

Section 12 – Other assessments may be levied against all members, provided they are recommended by The Board and approved by a majority of the members present at a regular general meeting of The Chamber.

ARTICLE 5 – BOARD

Section 13 –

(a) Government by Board

- (i) The Board of The Chamber shall govern the affairs of The Chamber in accordance with these By-laws, or any other By-laws, rules or regulations, and with any resolutions or directions of The Chamber, passed at any general meeting of The Chamber and in compliance with the *Boards of Trade Act* (Canada) or other applicable legislation.
- (ii) The Board may hold meetings when necessary and they shall be convened by the Secretary, at the request of the President, or on the request of any two Directors. The Board will try to meet no fewer than ten (10) times in a calendar year. Notice may be provided electronically, including by email or publication on The Chamber website. Meetings may be held in person, virtually/electronically or in a hybrid format provided that all reasonable efforts are made to maintain transparency and access. Participation through electronic means shall be deemed attendance and votes cast through electronic means shall have the same force and effect as in person votes provided voter identity and ballot integrity can be reasonably confirmed.

(b) Board Formation

- (i) The Board shall consist of the following offices selected from Members in good standing: President (mandatory), past-President, Vice-President (mandatory), Secretary (mandatory), Treasurer, and no more than nine (9) general positions. At no time shall there be less than eleven (11) or more than fourteen (14) Directors in total.
- (ii) The Directors to be appointed pursuant to this subparagraph 16(b) shall be appointed with a view to obtaining specialized expertise in an area of concern to The Board or to facilitating and promoting common interests and building relationships.

- (iii) The President and Vice-President shall remain in office for two (2) years or until their successors are appointed. The President and Vice-President shall not hold the same office for more than a maximum of six (6) consecutive years. The President and Vice-President shall affirm or take an oath as prescribed in the form prescribed in the *Boards of Trade Act* (Canada) as it may exist from time to time.

(c) Term

- (i) Subject to subparagraph 16(b)(iii), a Director's term shall be from the date of the Annual General Meeting at which the Director was elected or appointed until the conclusion of the next Annual General Meeting of members.

(d) Nominations

- (i) The Board shall appoint a Nominating Committee which shall report to the members at the Annual General Meeting. Nominees for the position of a Director can be presented by the Nominating Committee or by any member. Nominations from membership must be received by The Chamber office not less than one (1) month prior to the Annual General Meeting and must be accompanied by a letter of support signed by one other Chamber member.
- (ii) A Director nearing the end of the Director's term is required to notify the President of the Director's intention to seek re-election. The President must receive written notice of such intention at least four (4) months prior to the Annual General Meeting at which the Director intends to seek re-election. The President, through The Chamber office, will notify members in writing, no less than three (3) months prior to each Annual General Meeting, of the total number of Board vacancies.

(e) Vacancies

- (i) In accordance with subparagraph 16(d) above, vacant Director positions shall be filled from amongst the general membership by an election at the Annual General Meeting passed by a majority of the present members.
- (ii) In the event that the number of candidates for The Board presented by the Nominating Committee does not exceed the number of vacant Director positions, such election is not required and the slate of candidates for Director shall be presented and acclaimed at the Annual General Meeting.

(f) Removal

- (i) Any Director who misses more than three (3) consecutive Board meetings or more than four (4) inconsecutive Board meetings in a calendar year without just cause, may be subject to removal by a two-thirds vote of the remaining Board members.
- (ii) A Director may be removed from their position before the end of their term by a vote of two-thirds of the remaining Board members, following the notice of the intent to consider removal and an opportunity for the individual to respond.

Section 14 – Any vacancy in The Board which may occur during the year shall be filled by appointment by The Board.

Section 15 – The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province or others as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 16 – The Board shall, in addition to the powers hereby expressly conferred on 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 *Boards of Trade Act* (Canada).

Section 17 – Any five or more members of The Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of The Board. The chair shall have a casting vote in the event of a tie.

Section 18 – The Board, or at its request, the President may appoint committees or designate members of The Board or of The Chamber or others, to examine, consider and report upon any matter or take such action as The Board may request.

Section 19 – The meetings of The Board shall be open to all members of The Chamber, who may attend but may not vote, and may take part in the proceedings only upon invitation by the Chair.

Section 20 – No public pronouncement 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.

Section 21 – Officers

- (a) The President shall preside at all meetings of The Board. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what The President may determine concerns The Chamber. The President shall, with the Treasurer, sign all papers and documents, whether in physical or electronic form, requiring a signature on behalf of The Chamber, unless another member is designated by The Board to sign such documents on behalf of The Chamber from time to time. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.
- (b) The Vice-President shall act in the absence of the President and in the absence of both these officers, a meeting shall appoint a chair to act temporarily.

- (c) The Secretary shall be responsible for keeping the books of The Chamber and conducting its correspondence, retaining copies of all official letters, preserving all official documents, and shall perform all such other duties as properly appertain to the office. The Secretary shall maintain an accurate record of the proceedings of The Chamber and of The Board. The Secretary shall be responsible for delivery of the annual summary to the Department of Industry as prescribed by the *Boards of Trade Act* (Canada).
- (d) The Treasurer shall have charge of all funds of The Chamber and shall deposit or cause to be deposited the same in a chartered bank, selected by The Board. Out of such funds the Treasurer shall pay, or cause to be paid, amounts approved by The Board and shall keep a regular account of the income and expenditures of The Chamber and submit an accurate statement thereof for presentation to the Annual general meeting or at any other time required by The Board. The Treasurer shall make investments of the funds of The Chamber as The Board may direct. The Treasurer shall, unless otherwise designated by the Boards, with the President sign all notes, drafts and cheques. At the expiration of the term the Treasurer shall deliver to The Chamber all books, papers and other property of The Chamber in its care and/or control.

Section 22 - The Board shall ensure appropriate financial oversight by:

- (i) Approving an annual budget.
- (ii) Requiring regular financial reports.
- (iii) Conducting an annual financial review or audit, depending on the organization's size and requirements, by an independent accountant or Chartered Professional Accountant.

Section 23 – The Board shall establish and maintain a permanent office in the District where all documentation shall be kept and all general business is conducted. Office hours will be maintained as established by The Board.

- (a) The Board shall hire and fill such positions as required to carry on the daily functions of The Chamber. The remuneration shall be approved by The Board.
- (b) Any member of The Board who has a direct or indirect interest in a matter being considered shall disclose the nature and extent of the interest and shall abstain from discussion and voting on the matter. Such disclosure shall be recorded in the minutes.
- (c) The Chamber shall indemnify any member of The Board or employee against any legal action arising out of their role with The Chamber, provided such actions were taken in good faith and in the performance of their duties. This indemnity shall not apply in cases of gross negligence or willful misconduct.

ARTICLE 6 – MEETINGS

Section 24 – Regular general meetings of The Chamber shall be held at least quarterly at a time and place designated by The Board. At least three (3) days' notice of such meeting shall be given.

Section 25 – Special general meetings of The Chamber may be held at any time when summoned by the Board or requested in writing by a majority of members of The Council. At least one (1) days' notice shall be given.

Section 26 – An annual General Meeting shall be held at least once per year as designated by The Board. At least two (2) weeks notice of the Annual General Meeting shall be given. Such notice may be provided electronically, including by email or publication on The Chamber website.

Section 27 – Any regular, special or annual General Meeting may be held in person, virtually/electronically or in a hybrid format provided that all reasonable efforts are made to maintain transparency and access. Participation through electronic means shall be deemed attendance and votes cast through electronic means shall have the same force and effect as in person votes provided voter identity and ballot integrity can be reasonably confirmed.

Section 28 – At any regular, special or annual General Meeting, twenty-five (25) members shall constitute a quorum. Unless otherwise provided herein, a majority of those present shall have the authority to conduct and decide all business of the meeting.

Section 29 – Minutes of the proceedings of all general and Board meetings shall be entered in books to be kept for that purpose, by the Secretary, by physical or electronic means.

Section 30 – The minutes shall be signed by the person who presides at the meeting at which they are taken.

Section 31 – All records of The Chamber shall be available at all reasonable hours to any member of The Chamber, free of charge.

ARTICLE 7 – BY-LAWS

Section 32 – By-laws may be made, repealed or amended by a majority of the members of The Chamber present at any general meeting subject to the provisions of the *Boards of Trade Act* (Canada). Notice of such proposal having been given in writing by one member and seconded by another member at a previous general meeting and duly entered as minutes of The Chamber.

Section 33 – Such By-laws shall be binding to all members of The Chamber, its Officers, employees and all other persons lawfully under its control.

ARTICLE 8 – AFFILIATION

Section 34– The Chamber at the discretion of The Board shall have power to affiliate with The Canadian Chamber of Commerce, The Manitoba Chamber of Commerce (provincial or regional Chambers) and any other organization in which membership may be in the interests of The Chamber.

ARTICLE 9 – FISCAL YEAR

Section 35 – The fiscal year of The Chamber shall commence on the first day of January, in each year.

ARTICLE 10 – MEMBERSHIP YEAR

Section 36 – The membership year of The Chamber shall commence on the first day of January, in each year. The annual membership dues for each member are due the month membership commenced.

ARTICLE 11 – EXTRA POWERS OF THE BOARD

Section 37 – The Board shall in addition to all other powers conferred upon it by these By-laws have the power to:

- (a) borrow money upon the credit of The Chamber.
- (b) limit or increase the amount to be borrowed.