

Article I. NAME AND INTERPRETATION

Section 1.01 This organization shall be known as “Morden and District Chamber of Commerce” and shall hereinafter be referred to as “The Chamber.”

Section 1.02 Wherever the words “Board of Directors” occur in these By-Laws, they shall be understood to mean “the Board of Directors of The Chamber.”

Article II. MISSION STATEMENT AND OBJECTIVES

Section 2.01 The mission statement of the Chamber shall be:

The Morden & District Chamber of Commerce is the bridge that connects business, community and government for the common goal of growing business. We are a respected voice, a strong connection and a resource to business.

Section 2.02 The objectives of the Chamber shall be:

- (a) To offer networking and promotional opportunities to assist local businesses in raising their profile in the community.
- (b) To provide educational events and act as resource to help members, and their businesses and organizations succeed.
- (c) To offer the membership preferential group insurance and access to other cost-saving benefit programs.
- (d) To work alongside the Manitoba and Canadian Chambers in advocacy initiatives made to all levels of government.

Section 2.03 The Chamber shall be non-sectional, non-sectarian, and politically non-partisan, and shall not, as an organization, lend its support to any candidate for public office.

Article III. MEMBERSHIP AND DUES

Section 3.01 Membership shall be open to all corporations, organizations, businesses, located within Morden and the surrounding district who wish to promote the stated objectives of the Chamber.

Section 3.02 Members shall be required to pay an annual due to The Chamber, at a rate set by The Chamber.

Article IV. BOARD OF DIRECTORS AND OFFICERS

Section 4.01 The Directors shall be elected to the Board of Directors by a majority vote of the members present at the Annual General Meeting.

Section 4.02 Directors shall enter into their official duties as of the Annual Meeting. Each Director will be elected for a **term of two years**. Where required to balance the number of incoming and outgoing elected Directors the Board may from

time to time, on an ad hoc basis, provide for the adjustment of length of a term of a Director.

- Section 4.03 A Director may be eligible to serve up to a **maximum of six consecutive years** as a Director of The Chamber, with the exception of a Director who is appointed Vice-Chair in the sixth consecutive year, who may serve as Chair in a seventh consecutive year.
- Section 4.04 A Director must be a representative of a member in good standing of The Chamber. A Director is eligible for re-election following the passage of at least one year from the conclusion of their service.
- Section 4.05 The Board of Directors shall be comprised of a **minimum of 7** members but **no more than 10** members.
- Section 4.06 **Officers** shall be elected by the Board of Directors at the first meeting of the Board of Directors following the election. The nominee(s) for the Chair position shall be the incumbent Chair and/or Vice-Chair. In the event that neither are willing or able to serve as Chair, the Board of Directors may then put forward any other Directors name for nomination. Officers shall hold their positions for a **one-year term with a maximum of 3 years**.
- Section 4.07 The Officers will serve together as the **Executive Committee** of the Board of Directors and consist of:
- (a) Chair – The Chair shall be responsible for setting and following the agenda for a board meeting, in addition to chairing the board meeting.
 - (b) Vice-Chair – The Vice-Chair shall fulfill the duties of the Chair in their absence.
 - (c) Treasurer – The Treasurer shall account, be responsible and report on the funds, budget, income & expenditures of The Chamber.
- Section 4.08 Any Director who shall not be present for three (3) consecutive Board of Directors meetings, may be removed from office by a resolution passed by the majority of the Board of Directors.
- Section 4.09 The Board of Directors is responsible for overall policy and direction of the association and oversight of the activities and operations; they shall delegate responsibility of day-to-day operations to the staff and committees. Full duties of the Board of Directors and Officers shall be as outlined in the Chamber Policy Manual.

Article V. NOMINATIONS AND ELECTIONS

- Section 5.01 The **Nominating Committee** (composed of two members appointed by the Board of Directors) shall ensure that there is at least one member named as a candidate for any vacancy on the Board of Directors, at any given time. The Nominating Committee shall put forward a nomination list to the Board of Directors at least one meeting prior to the Annual General Meeting or any meeting at which a vacancy of the Board of Directors is to be filled.

Any member may be nominated from the floor at the Annual General Meeting.

Section 5.02 The Board of Directors may fill any vacancy on the Board by appointment of any member. These appointees will serve until the next AGM.

Article VI. PERSONNEL

Section 6.01 The Chamber shall employ an Executive Director.

Section 6.02 The Executive Committee shall be responsible for all personnel matters relating to hiring, dismissals, evaluations, salary and other such matters as deemed necessary.

Section 6.03 The Executive Committee shall undertake an annual evaluation of all personnel.

Section 6.04 Duties of the Executive Director and any other personnel shall be as outlined in the Chamber Policy Manual. Amendments to these duties shall be by resolution of the Board of Directors.

Article VII. MEETINGS

Section 7.01 The Annual General Meeting (AGM) of the Chamber shall be held no later than April 30 of each year. At least fourteen (14) days prior to the AGM all members shall be sent a notice to their last known address of the said meeting including date, time and location, as well as a Notice of Motion regarding any amendments to the By-Laws of the Chamber (if any). It is the responsibility of the membership to ensure the Chamber has correct contact information.

Section 7.02 The **Annual General Meeting Agenda** is to include:

- (a) Minutes of previous AGM
- (b) Proposed changes to the By-Laws
- (c) Reports of the Chair and any committees
- (d) Year end reviewed financial statements
- (e) Appointment of Auditors
- (f) Election of Directors
- (g) Other business

Section 7.03 The Board of Directors shall meet at least seven times annually on such date and at such place as decided by the Chair of the Board of Directors. All Directors will be given no less than 5 days notice of a meeting of the Board of Directors.

Section 7.04 50% or more of the applicable Board of Directors shall constitute a **quorum** at Board Meetings, Executive Committee meetings or other committee

meetings. At a membership meeting, twenty (20) members shall constitute a quorum.

A quorum having been declared, it shall remain valid throughout the meeting.

Section 7.05 The **Minutes** of each meeting shall be signed by the Chair and by the Executive Director, immediately following their adoption at each meeting.

Section 7.06 Questions of procedure not covered in the By-Laws of the Chamber shall be resolved in accordance with **Robert's Rules of Order**.

Article VIII. VOTING

Section 8.01 At a **Board of Directors meeting**, each Director shall be entitled to one vote with the exception of the Chair who shall vote only in the case of a tie.

Section 8.02 At all **Membership Meetings** each member of the Chamber, shall be entitled to one vote, with the exception of the Chair who shall vote only in the case of a tie.

A general membership held by a corporation or by a business shall be entitled to one vote only regardless of the number of principals, partners, associates or employees of the corporation or business. This, however, does not exclude any such principal, partner, associate or employee from holding a personal membership and the voting rights attached thereto.

Section 8.03 In order to vote, a member must be in attendance or represented by a **proxy**. No one individual attending a Board or General Meeting shall be entitled to more than two votes at any meeting, that is as a principal, partner or associate of a corporation or business, as an individual or as a proxy.

Section 8.04 All votes shall be cast by a show of hands unless there is a call for a **written ballot**.

Section 8.05 All questions put before a meeting shall be decided by a **simple majority** of the votes cast thereon.

Article IX. FINANCE

Section 9.01 The **fiscal year** shall terminate on the thirty-first (31st) day of December of each year.

Section 9.02 Two signatures are required to sign on behalf of the Chamber. Any two of the following may sign: Chair, Vice-Chair, Executive Director, and Treasurer.

Section 9.03 The membership shall appoint, or dispense with the appointment, of an independent third party to conduct a **Review Engagement** of the books

and accounts of the Chamber at least once in each year and present a written report by the Annual General Meeting.

Article X. INDEMNIFICATION OF BOARD OF DIRECTORS

Section 10.01 Every member of the Board of Directors or other person who has undertaken or is about to undertake any liability duly authorized on behalf of the Chamber, that said person, their heirs, executors and administrators shall at all time be indemnified and saved harmless by the Chamber from and against all costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought or prosecuted against the person in respect of any act done or permitted or omitted by them in or about the execution of their duties except such costs, charges or expenses as are occurred by the persons own negligence.

Section 10.02 The Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position.

Article XI. DISSOLUTION PROVISION

Section 11.01 It is specifically provided that in the event of dissolution or winding up of the affairs of the Chamber, all its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized non-profit organizations in the City of Morden and/or its surrounding areas. This provision is unalterable.

Article XII. REVISION OF BY-LAWS

Section 12.01 These are the By-Laws of The Chamber. They replace and supersede any document predating it. This document was adopted as the official By-Laws of The Chamber at the AGM by the majority of members present on **April 18, 2024**.

Section 12.02 The By-Laws will be reviewed at least every five years. Amendments may be proposed to the membership by the Board of Directors for review at the AGM. Such a Notice of Motion must be given to all members in writing at least fourteen (14) days prior to the General Meeting.

By-Laws may be made, repealed or amended by a majority of the members of the Chamber present at any General Meeting.

April 18, 2024
Date of last review

Board Officer of the Morden and District Chamber of Commerce

Board Member of the Morden and District Chamber of Commerce