

SURREY BOARD OF TRADE BYLAWS & CONSTITUTION

These Bylaws are updated on June 27, 2018, approved at the most recent Surrey Board of Trade Annual General Meeting

ARTICLE 1 – NAME

1.1 The name of the organization will be the Surrey Board of Trade (“Board of Trade”).

ARTICLE 2 – PURPOSE

2.1 The Purpose of the Surrey Board of Trade 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 Surrey’s (BC) 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 in order 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 Board of Trade organization.

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 Board of Trade duly elected to the Board of Directors of the Surrey Board of Trade.
- (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 Surrey, BC.
- (5) “The Board of Trade” means the Surrey Board of Trade.
- (6) “Director” means any Member elected or appointed to serve on the Board.
- (7) Chief Executive Officer (CEO) means the person employed by the Board of Directors to conduct the affairs of the Board of Trade 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” means any business, organization or individual who has paid their membership fee and agrees to the Member Code of Ethics and Conduct Policy.
- (10) “Council of Governors” means all Past Chair’s
- (11) ‘Member in good standing’ is a member who maintains no indebtedness to the Board of Trade and conforms to the Members’ Code of Ethics and Conduct Policy
- (12) “Committee” means a group of Board Directors that report to the Board of Directors. “Team” means a group of members that report to the CEO.
- (13) “Chair” 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 Board of Trade will be non-partisan and non-sectarian and will not favor one area of Surrey over any other.

4.2 The Board of Trade will not give its support to any political party or candidate for public office. The Board of Trade will not pay funds to attend or host any individual, party-specific political events. The Board of Trade 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 Surrey Board of Trade is eligible to apply for Membership.
- 5.2 A request for Membership must be in writing on a Surrey Board of Trade 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.
- 5.4 Lifetime Membership:
- (1) Upon completion of the Immediate Past Chair's term in office, the Board of Trade shall recognize the Past Chair as a Lifetime Member.
 - (2) Lifetime Membership will be for individual membership only and will grant all privileges of active Membership except the right to hold office. Payment of annual dues will be waived.

ARTICLE 6 – TERM AND TERMINATION OF MEMBERSHIP

- 6.1 Membership in the Board of Trade 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 Resignation
A Member may resign from Membership at any time by giving ten days notice in writing addressed to the CEO and by discharging any debt owed by the Member to the Board of Trade at the time of notice.
- 6.3 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 Board of Trade, 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 Board of Trade Lifetime members.
- 6.4 Refund of Dues
Upon resignation or termination, any dues paid for the current year will not be refunded to the Member.
- 6.5 Indebtedness
Any indebtedness to the Board of Trade 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 Board of Trade, 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 next annual general meeting, which will be held prior to June 30th of each year, or at the next closest appropriate meeting, and will hold office for a term of two 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 of Directors may appoint qualified individuals to fill those vacancies until the next annual general meeting.
- 8.2 At the end of the calendar year, the Board of Directors will appoint and give authority to a Nominating Committee.
- 8.3 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.
- 8.4 Any person nominated to the Board of Directors must agree to serve and be a Member in good standing.

- 8.5 In the event that voting will take place, a list of eligible nominees and ballots will be sent to all voting delegates on record no less than 7 days prior to the voting deadline of May 31st. The nominees for vacant positions receiving the highest number of votes will each be elected for a two-year term. If vacancies remain, the Board of Directors may appoint other qualified individuals, in accordance with bylaws, to meet the full allotment of required Directors.
- 8.6 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 Surrey Board of Trade. 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 Board of Trade was constituted. I so Affirm.

ARTICLE 9 – THE BOARD OF DIRECTORS

- 9.1 The Board will consist of the Chair, Vice-Chair, up to eleven other Directors, immediate Past Chair and an honorary director seat to be occupied by the Mayor of the Surrey BC, who shall be ex-officio and without vote, effective June 2018. The Board must act in accordance with the Directors' Roles and Responsibilities Policy.
- 9.2 No Board members, other than the Immediate Past Chair, will serve more than six consecutive years on the Board.
- 9.3 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 will be found for the unexpired portion of their term until the next board election, with Board of Director approval.
- 9.4 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.
- 9.5 The Board of Directors will frame such bylaws, rules and regulations best adapted to promote the welfare of the Board of Trade and will submit them for adoption at a General Meeting of the Board of Trade.
- 9.6 Any six or more Members of the Board of Directors, lawfully met will be a quorum.
- 9.7 The Board of Directors may appoint Committees to examine any matter.
- 9.8 No paid employee of the Board of Trade will be a Member of the Board of Directors.
- 9.9 Between successive elections the Board of Directors may appoint up to two (2) Honorary Directors with no voting rights in addition to those referred to in 10.1 who shall hold office until the next annual general meeting. The Board may reaffirm such appointments annually but the maximum number of appointments in any year shall not exceed two.
- 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, or

ARTICLE 10 – CHIEF EXECUTIVE OFFICER

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

ARTICLE 11 – MEETINGS

- 11.1 The AGM will be held in Surrey, 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 Board of Trade'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 Surrey Board of Trade (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 Chair 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 Twenty Members will constitute a quorum at any Special General Meeting or AGM of the Board of Trade, 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 Board of Trade, other than a meeting of the Board.
- 11.10 Voting at Directors' meetings will be by show of hands, or by voting card.
- 11.11 In all cases of a tie vote at a General Meeting or Board meeting, the Chair of the Board of Directors will have the deciding vote.
- 11.12 No proxy votes will be allowed.

ARTICLE 12 – COMMITTEES & TEAMS

- 12.1 The Board will authorize the appointment of Committees at their discretion.
- 12.2 The Chair of the Board of Directors or designate will act as chairperson of the Committees.

ARTICLE 13 – FISCAL YEAR

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

ARTICLE 14 – AUDIT AND DISCLOSURE

- 14.1 An auditor or firm will be annually appointed by the Board of Directors and approved at the AGM. An audited financial statement for the latest fiscal year will be presented at each AGM.
- 14.2 The books of the Board of Trade will be open to any Member upon reasonable notice, free of charge during normal Board of Trade 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 Board of Trade will have a seal. It will remain in the custody of the CEO and be affixed to all documents where authorized or required.

ARTICLE 17 – DISSOLUTION

- 17.1 Where it becomes evident a need to dissolve the Surrey Board of Trade a special general meeting of the members will be called by the Board of Directors at which a 2/3 quorum vote is required to dissolve the organization.

In the event of the dissolution of the Surrey Board of Trade, 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 Surrey Board of Trade are satisfied and the disposition of the Surrey Board of Trade's remaining funds and/or property are disposed of pursuant to these bylaws.

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