



Bylaws of Meeting Professionals International British Columbia Chapter

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these bylaws as altered from time to time.

“**MPI**” means Meeting Professionals International.

MPI International Headquarters, 2711 Lyndon B. Johnson Freeway,
Suite 600, Dallas, Texas 75234-7349 USA.

“**Society**” means Meeting Professionals International British Columbia Chapter.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 To be eligible for membership in the Society, a person must first be a member in good standing of MPI.

Duties of members

- 2.2** Every member must uphold the Constitution of the Society and must comply with these Bylaws.

All members and classes of members must have such responsibilities and rights as the MPI Board of Directors may determine from time to time.

Amount of membership dues

- 2.3** Policies related to membership fees, delinquencies and cancellations must be as defined in the existing MPI Bylaws and MPI Policies.

It is understood and agreed by the members of the Society that application fees and annual dues are payable to MPI, and that a part of these fees and dues is remitted by MPI to the Society from time to time.

Member not in good standing

- 2.4** A member is not in good standing if the member fails to pay the member's annual membership dues to MPI or fails to pay any monies owing to the Society, and the member is not in good standing for so long as those dues and/or debts remain unpaid.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.

Meeting notice

- 3.2.** Notice of meetings must be sent by mail or electronic media to each member at least twenty (20) days preceding the meeting but no more than (60) days prior to the meeting.

Cancellation of meeting

- 3.3** The Board, with or without cause, may cancel or postpone any regular meeting or annual meeting. If the annual meeting is postponed, provision must be made to hold it within not less than thirty (30) days from postponement.

Annual general meeting

- 3.4** Annual general meeting must be held at the time and place the Board determines. Officers and Directors must be installed at such a meeting, and reports must be submitted. Annual general meeting must be held prior to June 30 of each calendar year.

Special meeting

- 3.5** Special meeting must be called by any Officer of the Society within thirty (30) days of receipt of written request signed by at least ten percent (10%) of the Society members. The business to be transacted at any special meeting must be stated in the notice thereof.

Quorum of members

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.7** Quorum at a general meeting must consist of ten percent (10%) of members then entitled to vote, represented in person or by proxy. In the event a quorum is not present, those in attendance may adjourn the meeting until a quorum is present without further notice.

If a quorum is present, the affirmative vote of a majority of votes must be the act of the members unless the vote of a greater number is required by these Bylaws.

Voting

- 3.8** Each member has one (1) vote, and may take part and vote in person or by proxy. Unless otherwise specifically provided in these Bylaws, a majority vote of those members present and voting, in person or by proxy, governs.
- 3.9** Proposals to be offered to the membership for mail or electronic voting, must first be approved by the Board unless the proposals are endorsed by at least twenty percent (20%) of the voting members, in which case, Board approval is not necessary. At least ten percent (10%) of all members eligible to vote must constitute a valid action and a majority of those voting shall determine the action. Additionally, Board approval is not necessary for election ballots.

Announcement of result

- 3.10** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

3.11 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Matters decided at general meeting by special resolution

3.12 A special resolution is passed at a duly constituted meeting if approved by at least 2/3 of the votes cast by the members entitled to vote, whether in person, by proxy or by permitted electronic means.

PART 4 – BOARD OF DIRECTORS

Authority and responsibility

4.1. The governing body must be the Board. The Board is responsible for reviewing and approving the organization's strategic plans. The Board oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Board is responsible for the hiring and continual performance assessment of paid staff. The Board has other powers and authority as granted to it by these bylaws.

Number of directors on Board

4.2 Minimum number of Directors must be no fewer than three (3) and at least one of the directors must be ordinarily a resident in British Columbia.

Eligibility

4.3 Any member in good standing of MPI whose primary affiliation is with the Society is eligible to be a member of the Chapter Board of Directors.

4.4. A director or senior manager must be at least 18 years of age; not to be found any court, in Canada or elsewhere, to be incapable of managing his or her own affairs; not be an undischarged bankrupt; and not be convicted in or outside British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, of an offence involving fraud, subject to certain exceptions.

Nomination and election

4.5 Nominations must be made in accordance with these bylaws.

Term of Office and re-election

4.6 Directors not defined as officers take office July 1 and are elected for a 1 (one) year term or until their successors assume office. After serving one term, Directors may be re-elected for up to two (2) additional one year terms, and after three (3) consecutive one year terms they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term. If selected to fill an unexpired one year term, such term shall not be considered for such purposes of determining eligibility for re-election. Directors may serve a maximum of six (6) consecutive years on the Board unless they have been elected to an officer position.

Election or appointment of directors

4.7 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.8 Society's elections must be conducted in accordance with MPI policies.

Directors may fill casual vacancy on Board

4.9 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Resignation of directors

4.10 A director of a society who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following:

(a) the receipt by the society of the written resignation;

(b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,

(i) if a date is specified, the beginning of the day on the specified date,

(ii) if a date and time are specified, the date and time specified, or

(iii) if an event is specified, the occurrence of the event.

Removal

4.11 Any director may be removed from office with or without cause by a two-thirds (2/3) vote of members voting at a membership meeting, and any vacancy on the Board of Directors thereby created may be filled by vote of the Board for the unexpired term.

Term of appointment of director filling casual vacancy

4.12 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – BOARD MEETINGS

Meetings of the Board

5.1 Meetings of the Board must be held at least six (6) times per year at times and places as determined by the Board and except for executive sessions will be open for attendance by any MPI member in good standing whose primary affiliation is with the Society. These meetings may take place in person, via conference call/video link.

Quorum of directors

5.2 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Absence

5.3. Any director, including elected officers, who has been absent from one (1) regular meeting of the Board must request an excused absence from the president. If the director misses the next Board meeting, the director is deemed to have resigned from the Board and the vacancy must be filled as provided by these bylaws, unless a further excused absence for extraordinary reasons is granted by the Board.

PART 6 - OFFICERS

Officers

6.1 The officers of the Society must be President, President-elect, Vice President Finance, Vice President Membership, Vice President Education, and Vice President Communications and any additional officers deemed necessary

by the Society's Board. With the exception of the Immediate Past President, officers must be elected by the Society's Board and as prescribed by MPI Bylaws and Policies and must serve until their successors have been duly elected and have assumed office.

Eligibility

6.2 Any member in good standing of MPI whose primary affiliation is with this Society is eligible for nomination and election to any elective office. It is preferable that the member has served on the Board of Directors for a minimum of one year.

Nomination and election

6.3. Nominations must be made in accordance with these bylaws.

Term of office

6.4 Each elected officer must take office July 1 and serve for a term of one (1) year or until a successor is duly elected and installed. Each elected officer must serve concurrently as a member of the Board.

Term of office and re-election

6.5 Any Vice President having served one (1) full term is eligible for re-nomination and re-election to serve one additional one (1) year term in the same office. After serving two consecutive one (1) year terms, they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term. If selected to fill an unexpired one year term, such term must not be considered for such purposes of determining eligibility for re-election.

Vacancies and Removal

6.6 Vacancies in offices may be filled for the balance of the term by a majority vote of the Society's Board at any regular Meeting. The Society Board, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the Board.

However, a vacancy in the office of Immediate Past President shall be filled for the balance of the term by the last Immediate Past President willing to serve. A vacancy in the office of President is filled for the balance of the term by the President-elect or Immediate Past President, whichever is determined by a majority vote of the Board of Directors. A vacancy in any Vice President position shall be determined by a majority vote of the Board of Directors.

PART 7 - DUTIES OF OFFICERS

President

- 7.1** The President serves as chair of the Society's Board. The President also serves as an ex-officio member on all committees except the Governance and Nominating Committee. The President or designee serves as member of the MPI International Council of Chapter Presidents.

At the Annual Meeting and at such other times, the President communicates to the members such matters and makes such suggestions that promote the welfare and increase the usefulness of the Society. The President performs such other duties as or as may be prescribed by the Society's Board of Directors.

President-elect

- 7.2** The President-elect presides at all Society meetings in the absence of the President, works with officers to ensure the MPI Chapter Minimum Standards are met, develops leadership succession planning strategies for the Society and performs such other duties that may be delegated by the President and/or the Board of Directors.

Immediate Past President

- 7.3** The Immediate Past President serves as the Governance and Nominating Committee Chair, ensuring compliance and support of the Society bylaws and policy, and perform other duties that may be delegated by the President and/or the Board.

Vice President Finance

- 7.4** The Vice President Finance oversees the Society's funds and financial records. The VP Finance oversees collection of all funds and/or assessments; establishes proper accounting procedures for the handling of funds; and is responsible for keeping the funds in such banks, trust companies, and/or investments as are approved by the Board.

The Vice President Finance reports on the financial condition of the Society at all meetings of the Board and at other times when called upon by the President. The Vice President Finance files Society's reports to MPI and governmental agencies as required.

Vice President Membership

7.5 The Vice President Membership oversees new member recruitment, new member orientation, member recognition programs, scholarships and retention. The Vice President Membership accesses membership reports including new members and retention from the MPI database and reports at all meetings of the Board of Directors and at other times when called upon by the President.

Vice President Education

7.6 The Vice President Education oversees the educational offerings of the Society, to include program planning and educational alignment with the MPI strategic plan. The VP Education also oversees registration, logistics, content and speaker sourcing for all meetings. The VP Education reports at all meetings of the Board of Directors and at other times when called upon by the President.

Vice President Communications

7.7 The Vice President Communications oversees the Society's communications. Vice President of Communications oversees the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President Communications oversees the production of the Society's newsletter, directory and website, their content and accuracy, and all written communication that is provided by the Society both internally and externally. The Vice President Communications also ensures that all written communications follows the Society's Strategic Plan currently in place and MPI designated Policies and Procedures. The Vice President Communications reports at all meetings of the Board and at other times when called upon by the President.

Other Officer Positions

7.8 Officer positions other than those specified in these Bylaws may be established, and their duties specified by, the Chapter Board of Directors.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

8.1 These Bylaws do not permit the Society to pay a director remuneration for being a director or an officer.

PART 9 - PAID STAFF ADMINISTRATORS

- 9.1** Paid staff administrators may be employed by the Society's Board of Directors to serve at its discretion. Duties and compensation must be determined by the Board. Paid staff administrators must adhere to the standards and qualifications established by MPI.

PART 10 - FINANCE

Fiscal Year

- 10.1** The fiscal year of the Chapter must be July 1 - June 30.

Insurance

- 10.2** The Chapter must maintain General Liability, Directors & Officers Liability, Employment Practice Liability insurance coverage through MPI.

Budget and Annual Financial Reports

- 10.3** With recommendation of the Audit and Finance Committee, the Chapter Board of Directors in advance of the next fiscal year must adopt an annual operating budget covering all Society's activities. The Vice President Finance must furnish a financial report for the fiscal year just completed to the Board of Directors, MPI and the Society's membership within ninety (90) days following the end of each fiscal year.

PART 11 - MISCELLANEOUS

Operation and Use of Funds

- 11.1** The Society must be organized and operated exclusively within the meaning of Section 501 (c) (3) of the US Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), and in accordance with the laws of the Province of British Columbia, in which the Society is organized, and no part of the net earnings of the Society must inure to the benefit of any director, officer, member or other private person, except that the Society must be authorized and empowered to pay reasonable compensation for services rendered.

Dissolution

- 11.2** On dissolution of the Society or a determination by MPI that the Society is no longer eligible to be an MPI chapter, any funds and all records/files are to be

returned to MPI and the Society shall no longer indicate or imply any affiliation with MPI. Chapter to pay all of its liabilities or make provision for their payment before making any distribution of funds to MPI.

Political Activities

11.3 The Society must not contribute any of its earnings or property or provide any endorsement or service for any political candidate, committee, party or organization.

Indemnification

11.4 To the fullest extent allowed by the laws governing the Society, the Society must indemnify and hold harmless each person who is now, or will hereafter serve as a director, officer, employee, or agent of the Society from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person has become subject by reason of his or her having heretofore or hereafter been a director, officer, employee, or agent of the Society, or by any reason of any action alleged to have been taken heretofore or hereafter by a director, officer, employee, or agent of the Society in the capacity of being a director, officer, employee or agent of the Society.

AMENDMENTS

Subject to Section 3 or the Article, these Bylaws may be amended by a two-thirds (2/3) vote of returned mail or electronic media ballots cast by members eligible to vote in mail ballot voting, provided no less than ten percent (10%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

Amendments may be proposed by the Board upon its own initiative or upon petition of at least ten percent (10%) of the Society members addressed to the Board. All such proposed amendments must be presented to the membership by the Board with or without recommendation.

These Bylaws must automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent MPI Minimum Chapter Bylaws. All other additions, deletions and changes must be approved in advance by the President/CEO of MPI or his or her delegate with the exception of name changes or territorial boundaries, which must be approved by the Board of Directors of MPI prior to being submitted to the Society's membership for approval.