



**Meeting Professionals International Canada - Ottawa Chapter  
CHAPTER MINIMUM BYLAWS**

**ARTICLE I. DEFINITIONS**

Section 1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**ARTICLE II. NAME AND LOCATION**

- Section 1. The name of this organization is Meeting Professionals International Canada - Ottawa Chapter ("Chapter"), a not for profit corporation, incorporated under Part II of the Canada Corporations Act by Letters Patent dated the 8<sup>th</sup> day of April, 1992.
- Section 2. The Meeting Professionals International Ottawa Chapter operates as a chapter of MEETING PROFESSIONALS INTERNATIONAL subject to all policies, rules, practices, procedures, regulations, and bylaws made applicable by MPI to its chapters, regardless of the Chapter's specific acceptance of any of the above and the time such are adopted by MPI. In these Bylaws, all articles and sections pertain to the "Chapter" unless specifically designated MPI.
- Section 3. The geographical area covered by the Chapter shall include those areas as defined by Meeting Professionals International.
- Section 4. The offices will be located by decision of the Chapter Board of Directors.

**ARTICLE III. OBJECTIVES**

- Section 1. The objectives of the Chapter shall be the same as those set forth in MPI's Chapter Policy Manual and as stated in the Chapter's Articles of Incorporation.

**ARTICLE IV. MEMBERSHIP**

- Section 1. Chapter and MPI membership is concurrent. Individuals who are members of MPI shall also be considered members of their chapter of choice. The terms of membership of both MPI and its chapters shall run concurrently.
- Section 2. Membership qualifications and classification shall be as described in the current MPI Bylaws. Any member in good standing of MPI is eligible to become a member of the chapter regardless of geographic area or location of business.
- Section 3. Rights and Responsibilities. All members and classes of members shall have such rights and responsibilities as these bylaws and the MPI Board of Directors may determine from time to time.
- Section 4. Removal, Reinstatement and Resignation. Renewal and resignation of members and reinstatement of former members shall be defined in the current MPI bylaws and MPI Policy Manual.

## **ARTICLE V. DUES**

Section 1. Dues and Fees, Delinquencies and Cancellations. Refunds shall be as defined in the current MPI Bylaws and MPI Policy Manual.

## **ARTICLE VI. MEETINGS OF MEMBERS AND VOTING**

Section 1. Regular Meetings. Regular meetings will be held at times and places as determined by the Board of Directors.

Section 2. Annual Meeting. The Annual Meeting shall be held at such place and date as may be determined by the Board of Directors. Officers and Directors shall be installed at such meetings, and reports shall be submitted. The Annual Meeting must be held prior to June 30 of each fiscal year

Section 3. Special Meetings. Special meetings may be called by any officer of the chapter within thirty (30) days of receipt of written request of Members carrying not less than five (5%) percent of the voting rights. The business to be transacted at any Special Meeting shall be stated in the notice thereof. If a meeting is not called within twenty-one (21) days of receipt of the written requisition, any Member who signed the requisition may call the meeting.

Section 4. Meeting Notices. Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

Section 5. Voting at Meetings. At all meetings of the Chapter, each member shall have one (1) vote, and may take part and vote in person or by proxy. Unless otherwise specifically provided by these Bylaws or the Act, a majority vote of those members present and voting, in person or by proxy, shall govern.

Section 6. Voting by Mail, Facsimile or Electronic Media. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 7. Cancellation of Meetings. The Board, with or without cause, may cancel or postpone any regular meeting or Annual Meeting for cause. If the Annual Meeting is postponed, provision must be made to hold it within thirty (30) days from postponement.

Section 8. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of ten percent (10%) of members then entitled to cast a 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 the yes/no votes present and voted, either in person or by proxy, shall be the act of the members unless the vote of a greater number is required by the laws of state, province or country, the articles of incorporation or these bylaws.

Section 9. Rules of Order. The meetings and proceedings of the Chapter shall be regulated and controlled according to the most current Robert's Rule of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 10. Chapter elections shall be pursuant to the current policies by MPI.

## **ARTICLE VII. OFFICERS**

Section 1. Elected Officers. The elected officers of the Chapter shall be a President, President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education, and Vice President Communications and any additional officers deemed necessary by the Chapter Board of Directors as referenced in Section 8 of Article VIII. With the exception of the Immediate Past President, officers shall be elected by the Chapter Board of Directors and as prescribed by MPI Bylaws and MPI Policies and shall serve until their successors have been duly elected and have assumed office.

- Section 2. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible for nomination and election to any elective office. It is preferable that the member have served on the Board of Directors for a minimum of one year.
- Section 3. Nomination and Election. The Immediate Past President shall chair and appoint a Governance and Nominating Committee according to the procedures as provided in these Bylaws for the purpose of nominating a slate of Officers and Directors. Elections shall be conducted and submitted to MPI Headquarters by ~~April 1~~March 1. The executive committee shall also approve proposed governance and nominating committee prior to activities.
- Section 4. Term of Office. Each elected officer shall take office July 1 and shall serve for a term of one (1) year or until a successor is duly elected and installed. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee, if the Chapter has chosen to establish an Executive Committee.
- Section 5. Term of office and Re-election. Any Vice President having served one (1) full term shall be 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 shall not be considered for such purposes of determining eligibility for re-election.
- Section 6. Vacancies-Removal. Vacancies in offices due to death, resignation, or other causes may be filled for the balance of the term by a majority vote of the Board of Directors at any regular Meeting. The Board of Directors, 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 shall be 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.

#### **ARTICLE VIII. DUTIES OF OFFICERS**

- Section 1. President. The President shall serve as chairman of both the Board of Directors and the Executive Committee. The President shall also serve as a member, ex-officio, with right to vote on all committees except the Governance and Nominating Committee. The President or designee will serve as a member of the International Council of Chapter Presidents.

At the Annual Meeting and at such other times, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Chapter. The President shall perform such other duties as or as may be prescribed by the Board of Directors.

Section 2. President-elect. The President-elect shall preside at all meetings in the absence of the President, work with officers to ensure chapter minimum standards are met, develop leadership succession planning strategies for chapter and shall perform such other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 3. Immediate Past President. The Immediate Past President shall serve as the Governance and Nominating Committee Chair, ensuring compliance and support of chapter bylaws and policy, and shall perform other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 4. Vice President Finance. The Vice President Finance shall oversee the Chapter's funds and financial records. The VP Finance shall oversee collection of all funds and/or assessments; shall establish proper accounting procedures for the handling of funds; and shall be responsible for keeping the funds in such banks, trust companies, and/or investments as are approved by the Executive Committee.

The Vice President Finance shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times when called upon by the President. The Vice President Finance shall file Chapter tax reports to MPI (US Chapters only), the Internal Revenue Service and state/province agencies as required.

Section 5. Vice President Membership. The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, scholarships and Chapter retention. The Vice President Membership will access membership reports including new members and retention from the MPI database and report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 6. Vice President Education. The Vice President Education shall oversee the educational offerings of the Chapter, to include program planning and educational alignment with the MPI strategic plan. The Vice President Education shall also oversee registration, logistics, content and speaker sourcing for all meetings. The Vice President Education will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 7. Vice President Communications. The Vice President Communications shall oversee the chapter communications. Vice President of Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In

addition, the Vice President Communications shall oversee the production of the chapter newsletter, directory and website, their content and accuracy, and all written communication that is provided by the chapter both internally and externally. The Vice President Communications shall also ensure that all written communications follows the chapter Strategic Plan currently in place. The Vice President Communications will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 8. Other Officer Positions. Officer positions other than those specified in these Bylaws may be established, and their duties specified by, the Chapter Board of Directors.

Section 9. Delegation of Duties. Duties of officers may be delegated to other persons by the Board of Directors.

### **ARTICLE IX. BOARD OF DIRECTORS**

Section 1. Authority and Responsibility. The governing body shall be the Board of Directors. 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 shall be responsible for the hiring and continual performance assessment of paid staff. The Board shall have other powers and authority as granted to it by these bylaws.

Section 2. Composition. The Board of Directors shall consist of the President, President-elect, Vice President Finance, Vice President Membership, Vice President Education, Vice President Communications, Immediate Past President, and any other positions the chapter deems necessary to conduct chapter business (as permitted by applicable law, no fewer than 7 members and no more than 25 members).

Section 3. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible to be a member of the Chapter Board of Directors.

Section 4. Nomination and Election. The Governance and Nominating Committee shall be chaired by the Immediate Past President. The Governance and Nominating Committee shall solicit recommendations and shall act in accordance with MPI Bylaws and MPI Policy Manual.

Section 5. Term of Office and Re-election. Directors not defined as officers in Article VII, Section 1 take office July 1 and will be 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.

- Section 6. Vacancies and Removals. Vacancies in any director position may be filled for the balance of the term by the Board of Directors. 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.
- Section 7. Meetings. Meetings of the Board are to be held a minimum of once per quarter at times and places as determined by the Board of Directors and will be open for attendance by any Chapter member in good standing.
- Section 8. Voting. Voting rights of a Director shall not be delegated to another nor exercised by a proxy.
- Section 9. Quorum. A majority of the Board constitutes a quorum for the transaction of the business of the Board and any such business (unless otherwise precluded by these Bylaws) thus transacted shall be valid providing it is affirmatively passed by a majority of those present.
- Section 10. Absences. Any director, including elected officers, who has been absent from one (1) regular meeting of the Board of Directors shall request an excused absence from the president. If the director misses the next Board of Directors meeting, the director shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as provided by these bylaws, unless a further excused absence for extraordinary reasons shall be granted by the members of the Board of Directors.
- Section 11. Compensation. Directors and elected Officers shall not receive any compensation for their service as an MPI Chapter Officer/Director.

#### **ARTICLE X. EXECUTIVE COMMITTEE**

- Section 1. Authority and Responsibility. At its option, the Chapter may choose to establish an Executive Committee. The Executive Committee may act in place of the Chapter Board of Directors between Board Meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, facsimile, electronic media or at the next Board meeting.
- Section 2. Composition. The Executive Committee of the Chapter shall be the President, President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education, and



Vice President Communications, and may include any such additional members as the Board of Directors may designate.

- Section 3. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as prescribed in Article VII, Section 6 of these Bylaws. Any Executive Committee member appointed to fill a vacancy shall serve the unexpired term.
- Section 4. Meetings. The Executive Committee meets at the call of the President or at the request of two (2) members of the Committee.
- Section 5. Quorum. A majority of the Executive Committee constitutes a quorum for the transaction of business of the Executive Committee and any such business actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail or at the next Board Meeting.

#### **ARTICLE XI. OTHER COMMITTEES**

- Section 1. Audit and Finance Committee. The Audit and Finance Committee shall be the Executive Committee as determined in Article IX Section 2. The VP Finance shall serve as chairman. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the “Chapter’s” financial reporting processes and accounting practices and the performance, qualifications, and independence of the “Chapter’s” independent auditors.
- Section 2. Governance and Nominating Committee. The Governance and Nominating Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies as well as the nomination process for directors and officers. It shall be chaired by the Immediate Past President with the President-Elect serving as a member of the committee. The remaining members of the Governance and Nominating Committee shall be appointed by the President with the approval of the Board of Directors. There shall be no fewer than four (4) members, including the chairman. No current candidates for officer or director positions may serve on the Governance and Nominating Committee. Elections shall be conducted and submitted to MPI Global by March 1.
- Section 3. Special Committees. The President, in accordance with the policies approved by the Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors.

## **ARTICLE XII. PAID STAFF ADMINISTRATORS**

- Section 1. Paid staff administrators may be employed by the Board of Directors to serve at its discretion. Duties and compensation shall be determined by the Board. Employment and discharge of paid staff administrators shall require a majority vote of the Board of Directors. Paid staff administrators must adhere to the standards and qualifications established by MPI Global.

## **ARTICLE XIII. FINANCE**

- Section 1. Fiscal Period. The fiscal period of the Chapter shall be July 1 - June 30.
- Section 2. Insurance. All Chapters shall maintain General Liability, Directors & Officers Liability, Employment Practice Liability insurance coverage through MPI International.
- Section 3. Budget and Annual Financial Reports. With recommendation of the Audit and Finance Committee, the Board of Directors in advance of the next fiscal period shall adopt an annual operating budget covering all Chapter activities. The VP Finance shall furnish a financial report for the year just completed to the Board of Directors, MPI and the Chapter membership within ninety (90) days following the end of each fiscal period.
- Section 4. Audit. The accounts of this Chapter shall be reviewed not less than annually by a Certified or Chartered Public Accountant or a committee of no fewer than two qualified individuals who do not have any financial authority within the Chapter and who shall be recommended by the Board within thirty (30) days following the completion of each fiscal period.

## **ARTICLE XIV. MISCELLANEOUS**

- Section 1. Operation and use of funds. The Chapter shall 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, Canadian Law, European Union Law, or other jurisdiction in which MPI may have chapters) and no part of the net earnings of the Chapter shall inure to the benefit of any Director, Officer, member or other private person, except the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered.
- Section 2. Dissolution. Funds are to be used only to accomplish the objectives and purposes specified by the Chapter and no part of such funds shall inure or be distributed to Chapter members.

On dissolution of the Chapter or a determination by MPI that the Chapter is no longer eligible to be an MPI chapter, any funds and all

records/files are to be returned to MPI and the Chapter shall no longer indicate or imply any affiliation with MPI.

Section 3. Political Activities. The Chapter shall not contribute any of its earnings or property or provide any endorsement or service for any political candidate, committee, party or organization.

Section 4. Indemnification. To the fullest extent allowed by the laws of the state, province, and/or country governing the chapter, the Chapter shall indemnify and hold harmless each person who is now, or shall hereafter serve as a Director, Officer, employee, or agent of the Chapter from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having heretofore or hereafter been a Director, Officer, employee, or agent of the Chapter, or by any reason of any action alleged to have been heretofore or hereafter been a Director, Officer, employee, or agent of the Chapter.

#### **ARTICLE XV. AMENDMENTS**

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile, or electronic media ballots, 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.

Section 2. Amendments may be proposed by the Board upon its own initiative or upon petition of at least ten percent (10%) of the Chapter members addressed to the Chapter Board. All such proposed amendments shall be presented to the membership by the Board of Directors with or without recommendation.

Section 3. These Bylaws shall automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent MPI Minimum Chapter Bylaws. All 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 Chapter membership for approval.

Revised and approved by the MPI Board of Directors September 2017.