



*To support and represent trustees in advancing public libraries*

TO: The BCLTA Membership  
FROM: Jerrilyn Schembri, President BCLTA (2017-2019)  
DATE: February 22, 2019  
SUBJECT: Current BCLTA Constitution and Bylaws (with tracked changes)

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This document, "The current BCLTA Constitution and Bylaws (with tracked changes)" is presented to the membership as part of the 2019 AGM Package.

This document, along with the resolutions, the current BCLTA Constitution and Bylaw, and the Proposed BCLTA Constitution and Bylaws (without track changes), provides the membership with the scope of the amendments that will bring the BCLTA Constitution and Bylaws in alignment with the *Societies Act* and will result in recommended changes for a sustainable governance practice for the association.



To support and represent trustees in advancing public libraries

## BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION CONSTITUTION AND BYLAWS

### CONSTITUTION

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1. The name of the Society shall be "THE BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION."

The British Columbia Library Trustees Association (BCLTA), founded in 1977, is the professional association of the trustees governing public libraries across British Columbia. The purpose of the association is to support and represent trustees.

BCLTA is committed to supporting trustees and boards with common issues of common concern and to representing the shared provincial interests of public library boards.

BCLTA executes its purpose through:

- Representing trustees. We amplify the voices of trustees and bring public library board needs to provincial, strategic, and partner initiatives. We ensure that the governance of public libraries (all types from across the province) is integral to all discussions for advancing the development of public libraries across the province.
- Supporting trustees to engage with board development. We support effective public library governance. We do this by expanding the reach of trustee orientation and board development resources; by convening provincial discussions and meetings; and by connecting trustees with trustees for peer networking.
- Connecting with all trustees. We are the recognized representatives of public library trustees to the provincial government, to other provincial organizations, and to other library associations across the country. We are committed to knowing the trustees and boards we represent.

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~~2. The purposes of the Society are to:~~

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- ~~• Promote and foster the effectiveness of all public library boards in British Columbia through advocacy, education and leadership for the advancement of library service throughout the province.~~
- ~~• Expand the knowledge and skills of library trustees in order that they may make decisions necessary to achieve effective and comprehensive library service.~~
- ~~• Foster a greater understanding of library service, public libraries and the role of library trustees in the community through conferences, training, continuing education, and publications.~~
- ~~• Liaise with the Public Library Services Branch of British Columbia and other provincial, national and international government bodies, departments and agencies.~~
- ~~• Encourage cooperation and the exchange of ideas among various types of libraries and between libraries and related organizations.~~
- ~~• Strive to secure long-term, stable funding for public libraries in cooperation with other agencies and organizations.~~

## BYLAWS

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### PART 1 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

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(a) "Board of Library Trustees" is a public library board accepted pursuant to the Library Act of British Columbia.

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(b) "Member of a Board of Trustees" means any person presently serving as a member of a public library board or accepted pursuant to the Library Act of British Columbia or letters patent pursuant to the Local Government Act.

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(c) "Libraries" for the purpose of these Bylaws refers to public libraries as defined in the Library Act of British Columbia.

(d) "Ministry" is the British Columbia Ministry responsible for public libraries.

~~(e) "Representative" for the purpose of these Bylaws refers to "Individual Member" designated as the voting representative of an "Institutional Member" at Special and Annual Meetings of the British Columbia Library Trustees Association.~~

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(f) "Board" means the "Board of Directors" of the Society.

~~1.2. The definitions in the ~~Society Act~~ Societies Act on the date these Bylaws become effective, apply to these Bylaws.~~

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~~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.~~

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## PART 2 MEMBERSHIP

~~2.1. There shall be four (4) 3 classes of membership, namely: Institutional, Individual, Honourary/Life, and Associate.~~

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(a) Institutional – membership is available to a board of any public library recognized by the BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION and any public library system as defined under the British Columbia Library Act. ~~Institutional Members shall not vote at Special and General Meetings.~~

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(b) ~~Individual~~— Institutional Members serving a population of less than 50,000 will appoint one (1) ~~individual Member~~. to represent the Institutional membership at Special and General Meetings.

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~~c)~~ Institutional Members serving a population of greater than or equal to 50,000 will appoint a number of ~~individual representatives~~ Members as determined by the following formula:

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Number of Individual Members = (Number of Public Libraries serving populations of less than 50,000) divided by (Number of Public Libraries serving populations greater than or equal to 50,000) rounded to the nearest integer number, but not less than one Individual

Member – according to population statistics taken from the most recent edition of British Columbia Public Libraries Statistics.

~~Individual Members~~ Each individual representative shall each have one vote at Special and General Meetings.

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(c) Honourary/Life – membership is available to persons in British Columbia who have shown distinguished merit in the library field, or persons in British Columbia who have contributed to the development of library service and are appointed by the Board. Such members, when recognized by the Chair, may speak at Special and General Meetings, but may neither hold office nor vote in the Association.

(d) Associate – membership may be granted to a library system or person who has deep interest in libraries. Such members, when recognized by the chair, may speak at Special and General Meetings but may neither hold office nor vote in the Association.

2.2 Every member shall uphold the Constitution and comply with these Bylaws.

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2.3 Member not in good standing

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2.4 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

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2.5 A voting member who is not in good standing

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(a) may not vote at a general meeting, and

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(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

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~~3. Any member shall cease to be a member of the Society upon:~~

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~~(a) A notice in writing to the Board through the President,~~

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(b) Failing to pay its annual fees and assessments prior to the time of the Society's Annual General Meeting;

(c) Being expelled:

i. a member may be expelled by a special resolution of the members passed at a General Meeting;

ii. the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;

iii. the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

4. The amount of the annual membership fees shall be determined at the Annual General Meeting of the Society. The amount of the annual membership dues is determined by the Board.

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~~5. All members are in good standing except a member who has failed to pay current annual membership fees or any other subscription or debt due and owing to the Society and is not in good standing so long as the debt remains unpaid.~~

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## 2.6 Termination of membership

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(a) An Honourary/Life or Associate membership may be terminated by a special resolution of the members passed at a General Meeting.

(b)

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## PART 3 – GENERAL MEETINGS OF MEMBERS

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### Time and place of general meeting

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

#### Ordinary business at general meeting

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3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

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3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

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3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

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3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

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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.

Quorum for general meetings

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3.7 The quorum for the transaction of business at a general meeting is ~~twelve (12)~~ voting representatives present

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Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

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3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

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3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

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3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

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3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting Institutional member library boards request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

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3.14 (a) 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.

(b) A vote is considered carried with two-thirds (2/3) of votes in favour.

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Proxy voting is permitted

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3.15 Proxy voting on all matters shall be permitted at Annual and Extraordinary General Meetings of the Association. Institutional Members who are unable to send a representative (or their full complement of voting representatives) to attend an Annual or Extraordinary General Meeting may appoint a representative from their own board or another BC library board in good standing with the Society who will be in attendance at

the meeting to carry one or more votes (as applicable) by submitting the Proxy Voting Form attached as Appendix A.

Matters decided at general meeting by ordinary resolution

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3.16 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.

Notice of Special Resolutions

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3.17 Notice of special resolutions intended to be submitted for consideration shall be given in writing to the Board no later than forty-five (45) days prior to the date fixed for the Annual General Meeting and shall be included in the AGM materials made available on the website prior to the AGM. A favourable three-quarter vote at an Annual General Meeting shall be necessary to adopt a Special Resolution.

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PART 4 – DIRECTORS

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Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 9 directors.

Election or appointment of directors

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

(b) Any trustee serving on the board of any Institutional Member may be elected to the Board of the Society.

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(c) Anyone who has served as a trustee on the board of any Institutional Member within the previous two (2) years and has left that Institutional Member board due to having served eight (8) consecutive years on the board, or in the case of regional library boards due to not having been re-elected in local government elections, may be elected to the Board of the Society for one two (2) year term or may be appointed to fill a casual vacancy on the Board as per 4.3 and 4.4.

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Directors may fill casual vacancy on Board

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4.3 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.

Term of appointment of director filling casual vacancy

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4.4 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.

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PART 5 – DIRECTORS’ MEETINGS

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Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

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5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

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5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

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5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

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5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

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Election or appointment to Board positions

6.1 (a) Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (i) president;

(ii) vice-president;

(iii) secretary;

(iv) treasurer.

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(b) A president who has served two (2) consecutive terms is not eligible for re-election to that office in the year immediately after his or her second term.

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(c) The terms of office for president, secretary, treasurer and directors shall be two (2) years.

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(d)The term of office for vice-president shall be one (1) year.

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#### Directors at large

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6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

#### Role of president

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6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

The president is also responsible for ensuring the execution of the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

#### Role of vice-president

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~~6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.~~

~~Role of secretary~~

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~~6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:~~

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- ~~(a) issuing notices of general meetings and directors' meetings;~~
- ~~(b) taking minutes of general meetings and directors' meetings;~~
- ~~(c) keeping the records of the Society in accordance with the Act;~~
- ~~(d) conducting the correspondence of the Board;~~
- ~~(e) filing the annual report of the Society and making any other filings with the registrar under the Act.~~

~~Absence of secretary from meeting~~

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~~6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.~~

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~~Role of treasurer~~

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~~6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:~~

- ~~(a) receiving and banking monies collected from the members or other sources;~~
- ~~(b) keeping accounting records in respect of the Society's financial transactions;~~
- ~~(c) preparing the Society's financial statements;~~
- ~~(d) making the Society's filings respecting taxes.~~

~~6.8 Proceedings of Directors~~

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~~(a) The Board shall report to the Association, through the President, at each Meeting of the Association.~~

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~~(b) A quorum of the Board shall be a majority of the Board Members.~~

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~~(c) There shall be at least two Board Meetings per year, one or more of which may be conducted by electronic means.~~

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## PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

### Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

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## ~~PART 3 ——— MEETINGS OF MEMBERS~~

~~7— The Annual General Meeting of the Association shall be held within fifteen (15) months of the previous Annual General Meeting, at a place within the Province of British Columbia, on a date and at a time fixed by the Board.~~

~~8— Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.~~

~~9— The Directors may, when they think fit, convene an Extraordinary General Meeting.~~

~~10— Notice of a General Meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.~~

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~~11 The accidental omission to give notice of a meeting, or the non-receipt of such notice, despite the best efforts of the Board, does not invalidate proceedings at the General Meeting.~~

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~~12 When an Extraordinary General Meeting has been called by the Board, the membership must be notified in writing of the purpose, date and place of any such meeting. Notification shall be dispatched at least twenty-one (21) days prior to the meeting.~~

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~~13 The Board shall call an Extraordinary General Meeting when requested to do so in writing by at least ten (10) per cent of the Institutional Members of the Association.~~

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~~14 Matters to be discussed at an Extraordinary General Meeting will be such matters as are contained in the notice given of such Extraordinary General Meeting.~~

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#### PART 4 — PROCEEDINGS AT GENERAL MEETINGS

~~15 The business transacted at the Annual General Meeting of the Association shall be:~~

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~~(a) The adoption of the rules of order,~~

~~(b) President's report,~~

~~(c) The report of the Nominations Committee,~~

~~(d) The election of Officers,~~

~~(e) The report of the Financial Review Committee,~~

~~(f) The consideration of the financial statements, including the budget and fee structure for the following year,~~

~~(g) Any other business which is brought under these Bylaws, and ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board.~~

~~—17.~~

~~(a) No business, other than the election of the Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.~~

(b) If at any time during a General Meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.

(c) A quorum for the transaction of business at any General Meeting or Extraordinary General Meeting of the Association shall be no less than twelve (12) voting representatives present in person.

18. The president of the Society, the Vice President or, in the absence of both, one of the other Officers present shall preside as Chair of a General Meeting.

## PART 8 – ANNUAL FEES AND ASSESSMENTS

### 8. Annual Fees & Assessments

(a) Fees for each class of membership shall be established by the Annual General Meeting by a vote of not less than sixty (60) per cent of representatives voting in person or by proxy. Such fees shall be payable on the first day of the next fiscal year of the Association.

(b) Should the Annual General Meeting, for whatever reason, fail to set the fees, the status quo shall remain for the following fiscal year.

(b) Annual membership fees and assessments for Institutional Members shall be based upon the annual operating revenue of the members, as recorded in the latest edition of British Columbia Public Libraries Statistics.

i. Institutional Members shall pay an annual fee of \$200 plus \$0.57 for each \$1,000 in revenue in excess of \$30,000, to a maximum revenue level ~~established in 2019 of \$6,000,000 and increased annually at average annual rate of inflation according to the Canadian Consumer Price Index.~~ \$5,500,000.

ii. ~~The maximum revenue level shall be increased annually at the average annual rate of inflation according to the Canadian Consumer Price Index.~~

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iii. The maximum levy for any Institutional Member ~~established in 2019~~ shall be ~~\$3,000; \$3,500~~ and this amount shall also be increased annually at the average annual rate of inflation according to the Canadian Consumer Price Index.

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(d) There shall be no annual membership fee for Honourary or Life Members.

(e) ~~The annual membership fees and assessments for Associate Members shall be \$150, with an annual renewal of \$50.~~

~~20.~~

~~(a) The President or Chair shall enforce observance of these Bylaws or, in the case of procedural matters not dealt with by these Bylaws, the rules and principle of parliamentary procedures, as stated by the latest edition of Roberts Rules of Order, shall govern. Subject to an appeal to the meeting sustained by a majority vote of the individual members present, the President or Chair shall have the right to decide all questions of order, and his or her rulings shall be final.~~

~~(b) To assist with procedure at a General Meeting, the President may appoint a qualified parliamentarian.~~

~~(c) A member wishing to move, second, or speak to a motion shall rise and address the Chair, shall state his or her name and library board before speaking.~~

~~(d) The mover of a motion is permitted three (3) minutes, both when opening and closing debate.~~

~~(e) Members must confine their remarks to a maximum speaking period of two (2) minutes.~~

~~(f) No member may speak more than once on any one question, except with the discretion of the Chair.~~

~~21.~~

~~(a) All resolutions for discussion at the Annual General Meeting shall be forwarded to the Resolutions Committee no later than sixty (60) days prior to the Meeting, and the Board shall arrange for the printing of the same and forward a copy of all matters to be dealt with to the members in good standing at least thirty (30) days before the date of the Annual General Meeting.~~

(b) Resolutions shall only be accepted from Institutional Members in good standing or from the voting representatives of such Institutional Members.

(c) A representative at an Annual General Meeting may put forward any resolution, which, if duly seconded, shall require a three-quarter majority to be considered.

(d) Matters to be discussed at an Extraordinary General Meeting will be only such matters as are contained in the notice given of such General Meetings.

#### PART 7 SPECIAL RESOLUTIONS

(d) Notice of special resolutions intended to be submitted for consideration shall be given in writing to the Board no later than seventy-five (75) days prior to the date fixed for the Annual General Meeting and shall be included in the printed material sent to members in good standing at least thirty (30) days prior to the Meeting. A favourable three-quarter vote at an Annual General Meeting shall be necessary to adopt a special resolution.

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#### PART 8 BORROWING POWER

(e) The Board of Directors shall seek approval from the general membership to borrow funds. Such approval shall be a three-quarter majority in favour at the Annual General Meeting. No debenture shall be issued without sanction of a special resolution.

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#### PART 9 VOTING AT THE GENERAL MEETING

(f)

(a) Voting on ordinary resolutions normally shall be by show of hands, and the Chair's decision as to whether a motion is won or lost. If ten (10) or more voting representatives then present request a ballot vote or, at any time at the discretion of the Chair, the Chair shall order that the matter be determined by ballot.

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~~(b) Where voting is by ballot, Scrutineers shall be appointed by the Chair to distribute the ballot, collect the same, and to count and report the vote.~~

~~(c) In all cases, where the votes of the representatives then present are equal, for and against a question, the resolution shall be defeated, and it shall be the duty of the Chair to so declare.~~

~~(d) Proxy voting on all matters shall be permitted at Annual and Extraordinary General Meetings of the Association. Institutional Members who are unable to send a representative (or their full complement of voting representatives) to attend an Annual or Extraordinary General Meeting may appoint a representative from their own board or another BC library board in good standing with the Association who will be in attendance at the meeting to carry one or more votes (as applicable) by submitting the Proxy Voting Form attached as Appendix A.~~

**Comment [BK1]:** Some of this is common meeting practice and is to be considered by the BCLTA Board of Directors for Board Policy.

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## ~~PART 10 — OFFICERS~~

~~(g) The Board of the Society shall be comprised of its elected members and the Past President.~~

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~~(h) Any trustee serving on the board of any Institutional Member may be elected to the Board of the Society.~~

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~~(i) The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute, or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless, to:~~

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~~(a) all laws affecting the Society,~~

~~(b) these Bylaws, and,~~

~~(c) Procedural Bylaws, not being inconsistent with these Bylaws, which are made from time to time by the Board,~~

~~(d) No rule, made by the Society in General Meeting invalidates prior acts of the Board that would have been valid if that rule had not been made.~~

~~(j) The President, the Secretary-Treasurer, and five to nine (5–9) Directors shall be elected to a term of office effective after the adjournment of the Annual General Meeting at which elected. As soon as practical following the Annual General Meeting, the Board shall elect a Director to serve as Vice-President. They shall retire, upon adjournment of the next Annual General Meeting, when their successors shall be elected;~~

~~(a) Separate elections shall be held for each office to be filled;~~

~~(b) An election may be by acclamation, otherwise it shall be by ballot;~~

~~(c) A President who has served two (2) consecutive terms is not eligible for re-election to that office in the year immediately after his or her second term.~~

~~(d) Unless elected for an additional term as an Officer, upon adjournment of the Annual General Meeting the retiring President shall be appointed as Past President.~~

~~(k) The Board may at any time, and from time to time, appoint a trustee who is currently serving on the board of an Institutional Member to fill a vacancy on the Board.~~

~~(a) If a Director resigns office, or otherwise ceases to hold office, the remaining Directors may appoint a trustee who is currently serving on the board of an Institutional Member to take the place of the former Director.~~

~~(b) A Director may be removed for cause from office by a special resolution, requiring a favourable three-quarter vote at a General Meeting, and a trustee who is currently serving on the board of an Institutional Member may be appointed by the Members to serve during the balance of the term.~~

~~(l) If an Officer ceases to be a member of a board of trustees, he or she shall cease to be an Officer at the end of the first subsequent Annual General Meeting or Extraordinary General Meeting provided he or she continues to reside in the Province of British Columbia. If an Officer ceases to be a member of a board of trustees and ceases to reside in the Province of British Columbia, he or she immediately ceases to be an Officer.~~

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~~(m) No act or proceeding of the Board is invalid by reason of there being less than the prescribed number of Directors in office.~~

#### ~~PART 11 — ELECTION OF OFFICERS~~

~~(n)~~

~~(a) If, at the close of nominations, more than one (1) candidate stands validly nominated, the Chair of the Nominating Committee shall cause an election to be held at the Annual General Meeting.~~

~~(b) If, at the close of nominations, only one (1) candidate for a position of Table Officer stands validly nominated, the Chair of the Nominating Committee shall forthwith proclaim the candidate elected.~~

~~(c) If an election is to be held, a ballot paper shall be prepared and distributed.~~

~~(d) Scrutineers shall be appointed by the President, and it shall be among the duties of such Scrutineers to count the votes on such ballots, and declare the results of such elections to the Chair of the Nominating Committee, who shall report the results of the elections to the Meeting.~~

#### ~~PART 12 — TERMS OF OFFICE~~

~~(o) The term of office for Directors and the Secretary-Treasurer shall be two (2) years.~~

~~(p) The term of office for President shall be two (2) years, and Vice-President shall be one (1) year.~~

~~(q) The term of office for the Past President shall be one (1) year.~~

#### ~~PART 13 — PROCEEDINGS OF DIRECTORS~~

~~(r) The Board shall report to the Association, through the President, at each Meeting of the Association.~~

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(s) A quorum of the Board shall be a majority of the Board Members.

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(t) There shall be at least two Board Meetings per year, one or more of which may be conducted by electronic means.

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PART 14 — DIRECTORS OF THE SOCIETY

(u) The Board shall prepare the annual budget and, accordingly, shall set the proposed fees of the various classes of members for the approval of the Annual General Meeting.

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(v) The Board shall have all power to authorize or approve all expenditures, provided they are within the terms and scope of the approved annual budget.

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(w) No member of the Board shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the Society.

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PART 15 — DUTIES OF OFFICERS

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(x) The President shall:

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(a) Preside at all meetings of the Association.

(b) Exercise general supervision over the affairs of the Association.

(c) Be an ex-officio Member of all committees, except the Nominating Committee.

(d) Maintain close liaison with appropriate library bodies, including those appointed by the Ministry.

(e) Prepare and circulate to the membership reports from time to time on the activities of the Association, including an Annual Report to the Annual General Meeting.

(f) Ensure that all records are adequately maintained and filed.

(g) At the expiration of the term of office, the President shall deliver back to the Association all books and papers and other property of the Association.

~~(y) The Vice President shall:~~

~~In the absence of the President, act in the President's place, and in the event of a vacancy in the office of the President, shall succeed to that office.~~

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~~(z) The Secretary-Treasurer, Finance shall:~~

~~With the assistance of the Executive Director and/or Administrative Assistant develop policy and be responsible for the following:~~

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~~(a) Keeping and maintaining accurate records of the proceedings of all Annual, General, Board, and Executive Meetings.~~

~~(b) Keeping and maintaining a file of correspondence and reports.~~

~~(c) Calling meetings at the direction of the President.~~

~~(d) Filing all Annual Reports and amendments to the Constitution and Bylaws as required by the Registrar of Companies.~~

~~(e) Receiving, or causing to be received, all monies paid to the Association, and promptly depositing them, or causing them to be deposited, to the credit of the Association, in such bank or credit union as the Board shall direct.~~

~~(f) Keeping such financial records, including books of account, as are necessary to comply with the Society Act and presenting a detailed account to each meeting of the Board.~~

~~(g) Preparing, on or before December 11 of each year, a provisional budget of the Association for the next year, to be presented to the Annual General Meeting.~~

~~(h) At the expiration of the term of office, the Secretary-Treasurer shall deliver back to the Association all books and papers and other property of the Association.~~

~~(aa) Directors (6) shall:~~

~~Carry out the duties as assigned from time to time by the President or the Board and shall sit on at least one of the following established committees.~~

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**PART 16 — COMMITTEES**

(bb) It shall be the duty of the Board to establish and define the powers and duties of the committees, except the Nominating and Resolutions Committees.

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(cc) Any committee appointed shall have such powers as are necessary to enable it to fulfill the mandate issued by the Board on its establishment.

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(dd) Any committee established by the President shall be funded as determined by the Board and shall report to the Board.

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**PART 17 — NOMINATING COMMITTEE**

(ee) The Past President shall be the Chair of the Nominating Committee.

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(a) It shall be the duty of the Nominating Committee to seek nominations of qualified members for each of the following positions:

- i. President
- ii. Secretary-Treasurer, Finance
- iii. Directors (6)

(b) The Chair of the Nominating Committee shall report the nominations received for the positions on the Board of Directors. After the Chair's report has been read, the Chair shall call for nominations from the floor for each of the positions of Table Officers in addition to the names recommended by the Nominating Committee.

(c) In the case of nominations being received from the floor, the nominator must ensure that any person so nominated is qualified under these Bylaws, and must have the consent of the person being nominated; and that person must be present at the Annual General Meeting and signify his or her intention of allowing his or her name to be placed in nomination. If the person nominated cannot be present at the Annual General Meeting, he or she must have given consent in writing, which consent must be filed with the Chair of the Session at the time of nominations.

(d) Nominations shall not require a seconder. The nomination shall state only the candidate's name, and that the consent of the person nominated has been received.

(e) In the absence of a Past President, the Board shall appoint, as Chair of the Nominating Committee, a member of the Board who will not be running for re-election.

#### PART 18 — RESOLUTIONS COMMITTEE

(ff) There shall be a Resolutions Committee Chair appointed by the President.

(gg) The Resolutions Committee shall examine all resolutions submitted prior to the Annual General Meeting, and may recommend in favour or against the resolutions respectively. Any resolution may be referred by the Meeting to the Resolutions Committee, either alone or with other resolutions for study, and report to the Meeting.

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#### PART 19 — CREDENTIALS COMMITTEE

(hh) The President shall appoint three (3) representatives in attendance at the Annual General Meeting to act as a Credentials Committee. This Committee will report to the Meeting, from time to time, as required by the President, regarding the number of duly accredited representatives registered.

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#### PART 20 — FINANCIAL REVIEW COMMITTEE

(ii) The President shall appoint the Members of the Financial Review Committee.

(jj) The fiscal year of the BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION shall be February 1 to January 31 of the following year.

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~~(kk)~~

~~(a) The books and accounts of the Association shall be reviewed annually by an independent accountant and by the Financial Review Committee, which shall be comprised of the Secretary-Treasurer and Executive Director of the Association and one additional member of the Board.~~

~~(b) At least one member of the Financial Review Committee shall attend the Annual General Meeting to answer any questions arising out of the financial report.~~

~~(c) The members of the Financial Review Committee shall not be remunerated for their services, but shall be reimbursed for out-of-pocket expenses relating to the financial review.~~

~~(d) The Financial Review Committee shall:~~

~~i. Report to the members on the Financial Statement that is to be placed before the Association at an Annual General Meeting during their term of office.~~

~~ii. State in their report whether, in their opinion, the financial statement presents fairly the financial position of the Association, and the results of its operations for the period under review, and in the case of a financial statement other than the first, does so on a basis consistent with that of the preceding period.~~

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**Comment [BK2]:** The BCLTA Board of Directors suggests that these be moved to board policy.

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## ~~PART 21 — AMENDMENTS TO THE CONSTITUTION & BYLAWS~~

~~(II) These Constitution and Bylaws of the BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION shall not be altered or added to, except by special resolution.~~

~~(a) The Chair will cause the resolution, as printed in the notice, to be read.~~

~~(b) The resolution will, after reading, be properly before the Meeting, and will not require a mover or a seconder.~~

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(c) A spokesperson for the Resolutions Committee will then give the views of the Resolutions Committee, together with any suggestion and the reasons.

(d) The Chair will then call for discussion from the floor.

(e) Any amendment, and a motion to withdraw a resolution from consideration of the Meeting, or to refer the same to the Resolutions Committee, or to any other Committee, and any other motion affecting the resolution must be moved and seconded from the Conference floor, and the question called.

## Part 22 — PROVISIONS PREVIOUSLY UNALTERABLE

(mm) — In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act, which have purposes similar to those of the Society, and if effect cannot be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of winding up or dissolution of the Society. This provision was previously unalterable.

(nn) — The activities and purposes of the Society shall be carried on without purpose or gain for its members, and any income, profits, or other accretions to the Society shall be used in promoting the purpose of the Society. This provision was previously unalterable.

(oo) — No Director or Officer shall be remunerated for being or acting as a director or officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.

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APPENDIX A – PROXY VOTING FORM

Attention: Credentials Committee, BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION

"The Library Board, being an Institutional Member in good standing, does hereby appoint of the Library Board to act as our representative and carry vote(s) on our behalf at the Meeting to be held \_\_\_\_\_."

Chair

Date