



To support and represent trustees in advancing public libraries

TO: The BCLTA Membership
FROM: Jerrilyn Schembri, BCLTA President (2017-2019)
DATE: February 22, 2019
SUBJECT: Proposed BCLTA Constitution and Bylaws (without tracked changes)

This document, “Proposed BCLTA Constitution and Bylaws (without track changes)” is presented to the membership as part of the 2019 AGM Package.

This document, along with the Special Resolutions, the current BCLTA Constitution and Bylaws, and the Proposed BCLTA Constitution and Bylaws (with 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.



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BRITISH COLUMBIA LIBRARY TRUSTEES ASSOCIATION CONSTITUTION AND BYLAWS

CONSTITUTION

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.

BYLAWS

PART 1 – INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

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

(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.

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

1.2 The definitions in the Societies Act apply to these Bylaws.

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 – MEMBERSHIP

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

(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.

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

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

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.

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

(d) 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.

(e) 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.

2.3 Member not in good standing

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.

2.4 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.5 The Board of Directors provides oversight and direction regarding the annual membership fees and assessments.

2.6 Termination of membership

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

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.

Ordinary business at general meeting

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

- 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

- 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

- 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

- 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

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

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

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

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

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

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

- 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

- 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.

Proxy voting is permitted

- 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

- 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

- 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.

PART 4 – DIRECTORS

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

- 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.

(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.

Directors may fill casual vacancy on Board

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

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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

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

Notice of directors' meeting

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

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

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

Quorum of directors

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

PART 6 – BOARD POSITIONS

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) Treasurer.

(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.

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

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

Directors at large

- 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

- 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

- 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 treasurer

- 6.5 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.

6.6 Proceedings of Directors

- (a) The Board shall report to the Association, through the President, at each Meeting of the Association.
- (b) A quorum of the Board shall be a majority of the Board Members.
- (c) There shall be at least two Board Meetings per year, one or more of which may be conducted by electronic means.

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

PART 8 – ANNUAL FEES AND ASSESSMENTS

8. Annual Fees & Assessments

- (a) The Board of Directors provides oversight and direction regarding the annual fees and assessments.
- (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.

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

(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.

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