



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: Special Resolutions for Amending the BCLTA Constitution and Bylaws

This document, along with the current BCLTA Constitution and Bylaws, the current BCLTA Constitution and Bylaws (with tracked changes) and the proposed BCLTA Constitution and Bylaws (without tracked 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.

The following Special Resolutions are presented to the membership as part of the 2019 AGM Package.

- A. Special Resolution to Amend the BCLTA Constitution
- B. Special Resolution to Amend the BCLTA Bylaws
- C. Special resolution for bylaw 4.2 (c) pertaining to directorship.
- D. Special resolution for bylaw 8. pertaining to membership fees.

A. Special Resolution to Amend the Constitution

In October of 2016 the BCLTA Board received an Executive Director report regarding the BCLTA Constitution and Bylaws and the new *Societies Act*. The report outlined the changes in the new Act, the requirements for BCLTA to transition to the new Act, and next steps.

Under Board direction the BCLTA transitioned to the new Act in December of 2016. The transition consisted of legislated updates to the Constitution and Bylaws. The membership was informed of the changes through the website, the *Bulletin*, and the annual report.

The *Societies Act* is at the top of the legislated compliance hierarchy that governs the work of BCLTA. As such the work of BCLTA, since it transitioned to the new Act has followed the Act, even though its governance materials have not been updated to reflect this.

The membership now has before it a proposed updating of the BCLTA Constitution that brings the words and intent of the Constitution in alignment with the Act.

Whereas the BCLTA needs an updated Constitution to reflect alignment with the *BC Societies Act* and to reflect the purpose of the BCLTA; and

whereas the BCLTA needs an updated Constitution to better reflect the purpose of the association, *be it resolved* that the BCLTA membership accept the proposed changes to the BCLTA Constitution.

Moved by:

- Jerrilyn Schembri
- BCLTA President (2017-2019)
- 604-913-1424

Seconded by:

- Rhonda Sherwood
- BCLTA Treasurer (2018-2020), Trustee, Vancouver Public Library Board
- 604-913-1424

B. Special Resolution to Amend the Bylaws

In October of 2016 the BCLTA Board received an Executive Director report regarding the BCLTA Constitution and Bylaws and the new *Societies Act*. The report outlined the changes in the new Act, the requirements for BCLTA to transition to the new Act, and next steps.

Under Board direction the BCLTA transitioned to the new act in December of 2016. The transition consisted of legislated updates to the Constitution and Bylaws. The membership was informed of the changes through the website, the *Bulletin*, and the annual report.

The *Societies Act* is at the top of the legislated compliance hierarchy that governs the work of BCLTA. As such the work of BCLTA, since it transitioned to the new Act has followed the Act, even though its governance materials have not been updated to reflect this.

The membership now has before it a proposed updating of the BCLTA Bylaws that brings the words and intent of the Bylaws in alignment with the Act.

Whereas the BCLTA needs updated Bylaws to reflect alignment with the *Societies Act* and to reflect the purpose of the BCLTA; and

whereas the BCLTA needs updated Bylaws to better reflect a sustainable governance practice for the association, *be it resolved* that the BCLTA membership vote to accept the proposed changes to the BCLTA Bylaws.

Moved by:

- Jerrilyn Schembri
- BCLTA President (2017-2019)
- 604-913-1424

Seconded by:

- Rhonda Sherwood
- BCLTA Treasurer (2018-2020), Trustee, Vancouver Public Library Board
- 604-913-1424

C. Special Resolution for Bylaw 4.2 (c) Pertaining to Directorship.

The BCLTA Board directed at their January 5, 2019 board meeting that two proposed changes to the BCLTA Bylaws be brought to the membership through a Special Resolution.

The first Special Resolution is in regards to a proposed amendment to Bylaw 4.2 which pertains to directorship. The proposed change to this Bylaw is to add 4.2 (c). The purpose of this addition is to strengthen BCLTA Board succession planning by allowing for trustees to serve on the BCLTA Board of Directors within 2 years of leaving their public library boards (stated conditions apply).

The proposed Bylaw reads:

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.

Whereas the BCLTA Board succession planning would greatly benefit from the inclusion of trustees who have recently left their public library boards in good standing, be it resolved that the BCLTA membership vote to accept the addition of 4.2(c) to the BCLTA Bylaws.

Moved by:

- Jerrilyn Schembri
- BCLTA President (2017-2019)
- 604-913-1424

Seconded by:

- Rhonda Sherwood
- BCLTA Treasurer (2018-2020), Trustee, Vancouver Public Library Board
- 604-913-1424

D. Special Resolution for Bylaw 8. Pertaining to Membership Fees.

The BCLTA Board directed at their January 5, 2019 board meeting that two proposed changes to the BCLTA Bylaws be brought to the membership through a special resolution.

The proposed Bylaw 8. pertains to membership fees. The purpose of the proposed change is to:

- I. Provide greater clarity, transparency, and accountability regarding the BCLTA fee structure; and to
- II. Establish new revenue through a recurring fee for Associate Membership.

The proposed Bylaw reads:

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.

Whereas the BCLTA Board of Directors are committed to transparency and accountability; and

whereas the BCLTA Board of Directors are committed to the financial sustainability of the association, *be it resolved* that the BCLTA membership vote to accept the changes to Bylaw 8.

Moved by:

- Jerrilyn Schembri
- BCLTA President (2017-2019)
- 604-913-1424

Seconded by:

- Rhonda Sherwood
- BCLTA Treasurer (2018-2020), Trustee, Vancouver Public Library Board
- 604-913-1424