

**THE BRITISH COLUMBIA LIBRARY ASSOCIATION
CONSTITUTION AND BY-LAWS**

FINAL DRAFT

CONSTITUTION

NAME

1. The name of the Association is "British Columbia Library Association".

OBJECTS(delete this section and replace with)

~~2. The purposes of the Association are to encourage library organization, and development throughout the Province of British Columbia to co-ordinate various library projects and services in the Province and to foster co-operation among libraries, to advance the mutual interests of all libraries, their personnel, and the publics they serve through co-operative effort, education, research and friendly association, and to maintain contact with similar organizations throughout Canada and elsewhere.~~

PURPOSE

2. The purposes of the Association are:

To promote and foster the role of libraries and library workers in British Columbia through advocacy, education and leadership.

To provide opportunities to expand knowledge and skills through conferences, continuing education, publications and association work.

To participate in formal liaisons with provincial, national and international organizations.

To encourage membership in the Association.

To ensure long term, stable funding of the Association.

TERRITORIAL LIMITS

3. The operations of the Association are to be chiefly carried on in the Province of British Columbia.

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BY-LAWS

1. INTERPRETATION

In these By-Laws and all other By-Laws of the Association, unless the context otherwise requires, words importing the ~~masculine~~ feminine gender shall include the ~~feminine~~ masculine gender as the case may be and vice versa.

2. MEMBERS

2.1 Membership of the Association shall be made up of the following:

(a) Personal Members:

Individuals engaged in library, archival or information work, members and past members of library boards, those retired from the library, archival or information fields, and other individuals supportive of the purposes of the Association;

(b) Student Members:

Students enrolled in a recognized program in library, information or archival studies at a college or university. ~~First-year~~ These students will be provided complimentary ~~one-year~~ memberships, for the period of time they are enrolled in such programs ~~and are eligible for a reduced student rate for the following year;~~

(c) Honorary Members:

Individuals who have rendered outstanding service to the library field and the Association. One-year honorary memberships may be granted. Distinguished individuals in the field may have lifetime honorary memberships conferred upon them by the Board of Directors;

(d) Institutional Members:

Libraries and library schools in British Columbia, library, archival associations with whom the Association exchanges membership on a reciprocal basis, and other organizations supportive of the purposes of the Association;

(e) Commercial Members:

Commercial enterprises doing business with libraries.

2.2 Application for membership shall be in such form as may be prescribed by the Board of Directors.

2.3 A register of members shall be kept by the Association Office who shall enter therein the full name, resident address and occupation of every member, together with the date on which she was admitted as a member, ~~her~~ membership category and section affiliation and the date on which she ceased to be a member. The Association shall comply with the privacy laws of British Columbia.

2.4 Membership dues and fees:

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Every member shall pay assessed dues and levies. A person shall cease to be a member in good standing of the Association on being in arrears of membership dues and other levies for one (1) month;

The annual fees shall be determined by the Board of Directors and approved by the membership by ordinary resolution at the Annual General Meeting.

3. RIGHTS AND DUTIES OF MEMBERS

- 3.1 Every member shall uphold the Constitution and comply with the By-Laws of the Association.
- 3.2 Every member shall receive the official newsletter of the Association.
- 3.3 All members in good standing shall have voting privileges.
- 3.4 Personal members in good standing may hold office.
- 3.5 Institutional members ~~may~~ shall by notice in writing to the Association at the time of payment of annual dues, appoint a representative who shall have voting privileges, and as a consequence of this appointment, exercise the rights of a personal member as is set out in Section 9 (Voting). ~~Such appointment may be changed at any time by the institutional member upon ten (10) days' notice in writing to the Association.~~
- 3.6 A member shall notify the Association of any circumstances which affect her membership (including but not limited to a change of address) or her~~is~~ resignation within fourteen (14) days of such a change.
- 3.7 A person shall cease to be a member of the Association
 - a) by delivering her~~is~~ resignation in writing to the Association or by mailing it to the address of the Association, or
 - b) on her~~is~~ death, or
 - c) in the case of an institution its dissolution, or
 - d) on having been a member not in good standing for a period of time prescribed by the By-Laws, or
 - e) on being expelled.
- 3.8 A member of the Association may be expelled by special resolution of the members passed at a general meeting.
 - a) a member may be expelled only on the grounds that she has failed to abide by the ~~goals, objectives or reasons~~ ~~objects~~ purposes of the Association;
 - b) notice of the special resolution for expulsion shall be accompanied by a brief explanation of the reason for the proposed expulsion.
 - c) the member who is the subject of the special resolution for expulsion shall be given the opportunity to be heard at the general meeting prior to the special resolution being put to a vote.

4. BOARD OF DIRECTORS

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- 4.1 The Board of Directors shall consist of the Officers of the Association, the Past President, the Treasurer-Elect, four ~~Councillors at large~~ Directors at large and one Director for each Section of the Association. The Editor of the official newsletter, the Executive Director, the Office Manager, one student representative from each post-secondary institution that has a library and archival training and education ~~institution~~ program in BC, and any other person designated by the President as a special liaison position shall be an ex-officio members of the Board of Directors.
- 4.2 The Officers of the Association shall be the President, Vice-President/President-Elect, Recording Secretary, Treasurer, and Second Vice-President.
- 4.3 All members of the Board of Directors, whether elected or appointed, shall be eligible to vote. Ex-officio members do not have a vote.

5. TERMS OF OFFICE

- 5.1 The Vice-President shall serve a three (3) year term: the first year after her~~is~~ election as Vice-President, the second year as President, and the third year as Past-President.
- 5.2 The ~~Membership Secretary~~ Second Vice-President shall serve a ~~one (1)~~ two (2) year term.
- 5.3 The Treasurer shall serve a two (2) year term; the first year as Treasurer-Elect and the second as Treasurer.
- 5.4 Three of the ~~Councillor at Large~~ Directors at large positions will be elected for two-year terms with the election of one two-year position taking place in an alternate year. The President at, or as soon as possible after, the Annual General Meeting, shall appoint one of the Directors at large annually.
- 5.5 One Director shall be elected or appointed annually by each Section of the Association.
- 5.6 The Recording Secretary shall be appointed annually by the Board of Directors.
- 5.7 The Board of Directors shall hold office until March 31 each year, or until their successors are elected or appointed, whichever is the later date.
- 5.8 A retiring member of the Board of Directors shall be eligible for re-election.
- 5.9 Any person ceasing to be a member in good standing of the Association shall also cease to be an Officer or Director of the Association.
- 5.10 The office of a Director shall be declared vacant upon:
- a) written notice of resignation delivered to the Board of Directors;
 - b) the effective date of a special resolution for removal from office passed by three-quarters (3/4) vote of those present at a meeting of the Association;
 - c) the death of such Director.
- 5.11 The Board of Directors may fill vacancies in the Board of Directors by appointment, such appointees to act until the next Annual General Meeting.

6. ELECTION OF DIRECTORS AND OFFICERS

- 6.1 There shall be a Nominating Committee, appointed by the Board of Directors, and chaired by the Past President, whose duties shall be:

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- a) To prepare a suggested slate of Officers and Directors, to distribute it to the members at ~~least two (2) months~~ least one (1) month before the Annual General Meeting, and at the same time to call for further nominations. Each such further nomination shall be signed by three (3) members and be accompanied by the written consent of the nominee. Each such further nomination must be in the hands of the Nominating Committee ~~one (1) calendar month~~ three (3) weeks before the date of the Annual General Meeting. Nominations will not be accepted from the floor. Each nominee shall be a personal member in good standing of the Association.
- b) If there is more than one nomination for an office, to prepare a ballot which shall be sent to each member at least ~~three (3) weeks~~ two (2) weeks before the Annual General Meeting.
- c) To take charge of the conduct of all elections and counting and tabulation of all votes cast. A tied vote shall be decided by the Chair~~man~~person of the Nominating Committee.
- d) To report the result of the election to the membership at the Annual General Meeting of the Association.

7. DUTIES OF OFFICERS

- 7.1 The ~~President~~ Executive Director shall be the Chief Executive Officer
- 7.2 The President shall preside at all meetings of the Association at which she is present. The President, or Vice-President, with the Recording Secretary or other officer appointed by the Board of Directors for this purpose, shall certify all minutes and documents requiring certification. The President shall represent the Association as required.
- 7.3 The ~~President~~ President and Executive Director shall be ~~a~~ members ex-officio of every committee of the Association.
- 7.4 The ~~President~~ Executive Director shall conduct the correspondence of the Association and shall oversee the filing with the Registrar of Companies, in duplicate, every Resolution of the Association, and the filing of all other information required under the Society Act R.S.B.C. 1996, c. 433 including the following:
 - a) A balance sheet containing particulars of liabilities and assets and a statement of income and expenditures, within thirty (30) days after the Annual General Meeting.
 - b) A list of the Board of Directors with their names, addresses, occupations, and dates of election.
 - c) The number of voting members.
- 7.5 The Vice-President shall assist the President in her duties, and preside at meetings of the Association in the absence of the President. She shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
- 7.6 The Recording Secretary shall be responsible for recording the minutes of all meetings of the Association and of the Board of Directors, and for providing the BCLA Office Manager with such minutes for ~~the safe custody. of all such minutes~~
- 7.7 The Treasurer shall, in conjunction with the Accounting Clerk, keep the financial records, including books of account, necessary to comply with the Society Act; and render financial statements to the directors, members, and others when required.

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7.8 The BCLA Office Manager shall oversee the maintenance of the Register of Members described in By-Law 3. ~~He shall make available to the President, within ten (10) days after the Annual General Meeting, the number of voting and non-voting members~~

8. MEETINGS

8.1 The Annual General Meeting of the Association shall be held at such time and place as the Board of Directors may determine.

8.2 The Board of Directors shall give notice of the time and place of the Annual General Meeting to all members at least one (1) month prior to the meeting. If any Annual General Meeting duly called must be cancelled or being assembled fails to achieve a quorum, the Board of Directors may shorten the period of notice for a subsequent Annual General Meeting to fourteen (14) days.

8.3 General meetings of the Association may be called at any time at the instance of the Board of Directors, either upon their own initiative or upon the request in writing of ten (10%) per cent or more members of the Association provided that fourteen (14) days' notice of such General Meeting shall be sent to each member of the Association at her registered address, specifying the purpose of the meeting.

8.4 The order of business at all meetings shall be arranged ~~by the Board of Directors~~ by the Executive Director, in conjunction with the President.

8.5 A quorum at General Meetings of the Association shall be ten (10%) per cent of the members in good standing who are present, but never less than three (3) members.

8.6 The President, or in her absence the Vice-President, or any member who may be chosen by a majority of members present by a show of hands, shall preside at all meetings of the Association.

8.7 The Parliamentarian, or in her absence, the President, shall decide all questions of order.

8.8 The rules in Robert's Rules of Order, most recent edition, shall govern in all cases where they do not conflict with the By-Laws of the Association or the Society Act, R.S.B.C. 1996, c. 433 and amendments thereto.

9. VOTING

9.1 Members in good standing, or the appointed representatives of institutional members in good standing, shall be entitled to vote at a General meeting, either in person or by proxy.

9.2 An instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form set out below, or in any other form that the Directors shall approve.

**PROXY FORM
THE BRITISH COLUMBIA LIBRARY ASSOCIATION**

The undersigned hereby appoints _____
(name)

of _____
(resident address)

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proxy for the undersigned to attend at and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the _____ day of _____, 20_____
and at any adjournment of that meeting.

Signed this _____ day of _____, 20_____

Name of Member _____

Signature of Member _____

10. PROCEEDINGS OF DIRECTORS

10.1 The Board of Directors shall, subject to the Constitution and By-Laws of the Association and the requirements of the Society Act, R.S.B.C. 1996, c. 433 and amendments thereto, carry on the work and administer the affairs of the Association.

10.2 The Board of Directors shall meet at the call of the President. A majority of the Board of Directors shall constitute a quorum.

10.3 Special meetings of the Board of Directors may be called at any time by the President, Vice-President, or any two Officers. Notice of such special meeting shall be given to all ~~Directors~~ Board Members at least twenty-four (24) hours before the meeting.

10.4 Meetings of the Board of Directors may be held without notice if all ~~Directors~~ Board members are present and agree that the meeting shall be a meeting of the Board of Directors and duly called.

10.5 A resolution adopted in writing under the hands of all of the Directors shall be of the same force as if it had been duly passed at a meeting of the Board of Directors.

10.6 The President, or in her absence the Vice-President, or a Director chosen by the Board Members present at the meeting, shall preside at meetings of the Board of Directors.

10.7 The Board of Directors may make rules and regulations in order to conduct the affairs and achieve the purposes of the Association and vary those rules and regulations as they think fit, but such rules and regulations shall be invalid if they conflict with any of the By-Laws or Constitution now or hereafter enacted by the Association.

10.8 Directors shall not be entitled to remuneration for their services, but authorized expenditures incurred while on the business of the Association by any member may be reimbursed.

11. FINANCE

11.1 Membership fees shall be due and payable on the membership expiry date.

11.2 The Association shall have the power in a General Meeting to make levies for purposes authorized by the meeting in keeping with the purposes of the Association. Levies shall be paid by the members, within a period of three (3) months from the date of notification of the levy.

11.3 All payments to be made by the Association shall be by cheque signed by two ~~Officers~~ Directors or one ~~Officer~~ Director (as designated annually by the Board of Directors), and the Executive

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Director for amounts exceeding \$5000. The Executive Director may authorize single expenditures up to and including \$5000. ~~designated by the Board of Directors. Cheques to an amount set out by the Board of Directors may be signed by one Officer and the Executive Director.~~

- 11.4 The Board of Directors shall appoint annually an auditor who shall examine the accounts of the Association and prepare a financial statement to be forwarded by the ~~President~~ Executive Director to the Registrar of Companies within thirty (30) days after the Annual General Meeting.
- 11.5 Upon ten (10) days notice by a member to the President, the books and records of the Association shall be made available for inspection at a place and time mutually agreed upon by the Board of Directors and the member.
- 11.6 Only authority of a resolution in General Meeting shall exercise the borrowing powers of the Association. No debenture shall be issued without the sanction of Special Resolution.
- 11.7 Sections, Committees and Interest Groups may apply to the Board of Directors for funding for their activities or meetings, or for financial, administrative and other support for specific projects or activities.

12. SECTIONS

- 12.1 Sections within the Association may be proposed on the petition of not less than ten (10%) per cent of members of the Association in good standing. The petition shall state the aims of the Section, which shall be in harmony with the objects of the Association, and shall include the proposed constitution. The petition shall be submitted to the Board of Directors at least sixty (60) days before any general meeting of the Association.
 - a) Such Section shall come into being if created by a Special Resolution at the Annual General Meeting of the Association and if approved by the Registrar of Companies under the Society Act, R.S.B.C. 1996, c. 433.
 - b) Constitutions and By-Laws of such Sections, and all amendments to such Constitutions and By-Laws as may be proposed from time to time, must be submitted to, and receive approval of, the Board of Directors before coming into force.
- 12.2 Members of sections shall also be members of the Association in good standing.
- 12.3 A Chair~~man~~person, Vice-Chair, Secretary, and other officers considered necessary shall be elected by the Section in the manner prescribed by the By-Laws of the Section. One officer will be designated as the Board Member.
- 12.4 The Association will provide meeting space at the annual conference for Sections. Those meetings will be free of charge and open to all members of the Association.
- 12.5 The Board of Directors may dissolve a Section which fails to maintain a membership of at least (10%) of the members of the Association or fails to uphold its Constitution and By-Laws.
- 12.6 Every member of a Section shall pay fees as assessed by and at the discretion of the Board of Directors.

13. COMMITTEES

- 13.1 Committees and Committee Chair~~men~~ shall be appointed by the Board of Directors to perform duties specified by the Board of Directors ~~or by the Association~~, and shall hold office for the time

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specified, until their successors are appointed, or until they are discharged. The Committee Chairs may appoint a Vice-Chair to assist them in their duties; however one person will be designated as the primary representative of the Committee. The ~~President~~ Executive Director is ex-officio a member of every Committee.

- 13.2 A majority of a Committee shall be a quorum. The Board of Directors may fill a vacancy arising on a Committee by appointment.
- 13.3 The Chair~~men~~ of the Committees shall act in an advisory capacity to the Directors and assist them generally. They shall attend meetings of the Directors when requested, and perform such other duties as may be entrusted to them.
- 13.3 The Association will provide meeting space at the annual conference for Committees. Those meetings will be free of charge and open to all members of the Association.
- 13.4 Members of Committees shall also be members of the Association in good standing.

14. INTEREST GROUPS

- 14.1 The purpose of Interest Groups is to allow members of the Association having a common interest in some aspect of library service that is not dealt with in the formal structure of BCLA to meet and correspond on the subject. ~~The Interest Groups are not as formally organized as Sections and Committees of the Association.~~
- 14.2 Interest Groups do not officially represent BCLA and cannot issue policy or position statements or media releases on behalf of the Association.
- 14.3 Interest Groups may be proposed on the application of not less than ten members of the Association in good standing. The application shall state the aims or terms of reference of the Interest Group and should be in harmony with overall BCLA goals, objectives and policies. The application shall be submitted to the Board of Directors for approval.
- 14.4 Interest Groups shall elect one of their members as Convenor. The Convenor may appoint a vice-convenor, but one person shall be designated as the primary representative of the Interest Group. The Convenor will be responsible for liaison with the Board of Directors ~~and other BCLA Committees~~ and will submit an annual report of the Interest Group's activities to the Board of Directors at the request of the Executive Director, and before the Annual Meeting. The Convenor shall attend meetings of the Directors when requested. Aside from the mandatory Convenor, each Interest Group may design its own structure to suit its needs.
- 14.5 The Association will provide meeting space at the annual conference for Interest Groups. Those meetings will be free of charge and open to all members of the Association.

~~The Association will provide access to the newsletter and other publications of the Association to communicate news of interest to both the Interest Group's members and the Association's general membership.~~

- 14.6 The Association shall not collect membership or other fees for Interest Groups. However, Interest Groups may independently elect to assess their members for dues.
- 14.7 The ~~Association~~ Board of Directors may vote to dissolve an Interest Group under any one of the following conditions:
- a) an annual report has not been submitted by March 31 of every year;
 - b) a Convenor has not been chosen by the Interest Group by September 30 every year;

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- c) the Interest Group has less than ten BCLA members in good standing. A list of BCLA members that support the Interest Group must be submitted annually by ~~September 30~~ March 30 to the Office Manager ~~at least every second year~~.
- d) The Board of Directors may also move to discontinue the Association's relationship with an Interest Group if they feel it is no longer compatible with the ~~goals, objectives and activities~~ objects of the Association.

14.8 Members of Interest Groups shall also be members of the Association in good standing.

15. USE OF SEAL

15.1 All writings and documents required to be sealed on behalf of the Association shall be sealed in the presence of the President and the Recording Secretary, or as ordered by the Board of Directors. The seal shall be used on such occasions and documents as shall be decided upon from time to time by the Board of Directors

16. AFFILIATION

16.1 By Special Resolution, the Association may affiliate with ~~or become a chapter of~~ another organization having similar purposes.

17. DISSOLUTION

17.1 Subject to the provisions of the Society Act, R.S.B.C. 1996, c. 433, so long as there are at least ten (10) members in the Association, no resolution shall be proposed to surrender its Certificate of Incorporation, or to wind up the Association.

17.2 Upon dissolution of the Association, its property shall be converted into cash and added to the funds of the Association, and the amount thereof distributed in accordance with the provisions of the Society Act, R.S.B.C. 1996, c. 433.

18. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

18.1 Amendments to the Constitution or By-Laws shall be by Special Resolution of the Association. Notice of motion of a Special Resolution shall be given in writing to all members at least fourteen (14) days before the General Meeting at which it will be presented. It must be passed by a three-quarter (3/4) majority of those present at the General Meeting.