



CONSTITUTION AND BYLAWS

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DRAFT FOR REVIEW
By the AKBLG Executive

ASSOCIATION OF KOOTENAY AND BOUNDARY LOCAL GOVERNMENTS

CONSTITUTION AND BYLAWS

CONSTITUTION

PART 1 NAME

- 1.1 The organization shall be known for all purposes as the Association of Kootenay and Boundary Local Governments.

PART 2 PURPOSES

The purposes of the Association are:

- 2.1 To represent in one organization all Municipalities and Regional Districts in the Kootenay and Boundary area and any other elected local government that becomes a Member;
- 2.2 To provide leadership and take initiatives on behalf of the membership;
- 2.3 To promote and advance to the Union of British Columbia Municipalities (UBCM) on behalf of the membership proposed changes in legislation, regulations or Government policy;
- 2.4 To deal with Senior Governments directly on matters of interest to the Association;
- 2.5 To coordinate communications between members and the other Area Local Governments.
- 2.6 To work in cooperation with other Local Government Associations;
- 2.7 To hold meetings in order for the members to discuss, inform and develop resolution on the above, or any other subject brought before the Association.

ASSOCIATION OF KOOTENAY AND BOUNDARY LOCAL GOVERNMENTS

CONSTITUTION AND BYLAWS

BYLAWS

Here set forth, in numbered clauses are the bylaws of the Association.

PART 1 INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires:

- a. “Association” means the Association of Kootenay and Boundary Local Governments (AKBLG)
- b. “Bylaw” means a Bylaw of the Association
- c. “Delegate” means a Member Representative who is in attendance and eligible to vote at Association meetings.
- d. “Executive” means the collective title of the Association’s Directors.
- e. “Member” means a local government established within the span of membership area defined in Part 2 of Bylaws which has paid all assessed membership dues and meeting registrations for the current year.
- f. “Member Representative” means an elected official of a Member.
- g. “Officers” means the President, Vice-President, Past-President/or one other Director appointed by the Executive, and Executive Director.

PART 2 MEMBERSHIP

- 2.1 All Cities, Towns, Villages, District Municipalities, Electoral Areas and indigenous communities within the regional districts of Kootenay-Boundary, Central Kootenay, and East Kootenay; the Town of Golden and Electoral Area 'A' of the Columbia Shuswap Regional District; the Village of Valemount; and any other local government, provided that the membership criteria of the Union of BC Municipalities are met and approval by the Executive is specified, are eligible for membership in the Association.
- 2.2 All local governments included in s 2.1 shall be granted membership status in the Association upon payment of the annual membership fee.
- 2.3 Member Representatives shall be entitled to have a voice and vote at Annual General and Extraordinary Meetings of the Association as Delegates.
- 2.4 Staff of a Member shall be entitled to attend the meetings but shall not be entitled to vote.
- 2.5 Every Member and Member Representative shall comply with the Constitution and Bylaws of the Association and the Policies of the Executive.

PART 3 LIFE MEMBERSHIP

- 3.1 Life Memberships may be granted by the Executive to persons who have held position(s) on the Executive of the AKBLG and/or to persons who have contributed extra-ordinarily to local government.
- 3.2 Notwithstanding (s3.1), past Presidents of the Association shall be Life Members.
- 3.3 The person being presented a Life Membership shall be so advised by the President.
- 3.4 All Life Memberships shall be presented at the Annual General Meeting.
- 3.5 Life Members shall have the privilege of the floor at the Annual General Meeting but shall not be entitled to vote unless the Life Member is a Member Representative.
- 3.6 Registration fees for the Annual General Meeting shall be waived for Life Members who are no longer serving as Member Representatives.

PART 4 OFFICERS

- 4.1 The Officers shall be signing authorities for the Association; further associated authorities and restrictions shall be established by Executive Policy.

- 4.2 When the office of the President becomes vacant, it shall be filled by the Vice-President, if whose office is vacant shall be filled by the Immediate Past President.
- 4.3 In any permanent or temporary absence of the President, the Vice-President, and in whose absence the Immediate Past President will represent the Association to the Union of British Columbia Municipalities.

PART 5 DIRECTORS - DUTIES, POWERS AND MEETINGS

- 5.1 The Association shall maintain an Executive of nine (9) Directors amongst its Member Representatives including:
- President (1)
 - Vice President (1)
 - Immediate Past President (1)
 - At Large (6)

DUTIES

- 5.2 The Executive shall:
- a) manage the business of the Association;
 - b) promote and support the will of the Membership as expressed by resolution at the Annual General Meeting;
 - c) determine the timing and provide Members 90 days-notice of the Annual General Meeting;
 - d) report the transactions of the year at the Annual General Meeting; and,
 - e) employ the Executive Director under terms and conditions established by Policy.

POWERS

- 5.3 The Executive shall be empowered to make expenditures in undertaking its duties.
- 5.4 The Executive may call any person or agency it feels appropriate into consultation to assist in its duties.
- 5.5 The Association shall pay the expenses of the Executive incurred while undertaking its duties and that established by Policy, except for attendance at the Annual General Meeting.
- 5.6 The Executive shall be empowered to develop Policy governing:
- a) Executive and Association protocols, processes, and engagements;
 - b) Registration fees and special dispensations thereof; and,
 - c) Terms of Reference for both Standing and Select Committees provided that they:
 - i. are ratified by majority vote of the Executive;
 - ii. are not ultra vires to the Constitution and Bylaws; and,

iii. are kept as official Association records in a Policy Register.

Ratified Policies shall be binding and effective upon the entire Membership.

5.7 The Executive shall, within ninety (90) days after the Annual General Meeting, appoint Directors of the Executive to both a *Resolutions* Standing Committee and a *Nomination and Election* Standing Committee.

5.8 The Executive may appoint Select Committees at its pleasure.

MEETINGS

5.9 The Executive shall meet at least six (6) times per year; one (1) meeting shall be held immediately prior to and one (1) meeting shall be held immediately following the Annual General Meeting.

5.10 A quorum at Executive meetings shall be five (5) Directors.

5.11 Meetings of the Executive are at the call of:

- a) the President;
- b) any other two (2) Directors; or,
- c) Any three (3) Members if ratified by majority vote of each Member's Council/Board.

5.12 A Director shall be considered resigned from office after being absent from two (2) consecutive Executive or committee appointed meetings unless:

- a) A written rationale for the absence has been received by the President prior to attending another meeting and,
- b) There is approval of the Executive to accept the rationale.

5.13 In the event of a Director resigning office, the Executive may fill the position by majority vote only until the next Annual General Meeting.

5.14 A Director shall hold office only while remaining a Member Representative.

5.15 A Select or Standing Committee of the Association shall not constitute an Executive quorum of voting Directors.

PART 6 TERMS AND ELECTION OF DIRECTORS

TERMS

6.1 The term of Director shall be two (2) years staggered as follows:

- a. The President, Vice President and 2 At Large Directors shall be elected as a slate in one year, and 4 At Large Directors shall be elected as a slate in the following year.

- b. Should the number of Director vacancies exceed four (4), after the election, the length of term each newly elected Director shall serve, shall be determined by giving the newly elected Director with the most votes first choice of length of term (1 year or 2), and the one with the next highest number of votes the next choice concurrently until the vacancies and available terms are filled.
- c. Following the term of President, the immediate Past President shall serve an additional term of two (2) years, subject to s.5.14.

ELECTIONS

- 6.2 The members of the Executive, excepting the immediate Past President, shall be elected at the Annual General Meeting, and assume their respective positions immediately prior to the adjournment of the meeting at which they were elected.
- 6.3 The Executive shall appoint an Election Officer no less than ninety (90) days prior to the Annual General Meeting.
- 6.4 The Election Officer shall not be a Member Representative.
- 6.5 The Election Officer shall be conferred the duties and powers to govern, regulate, and conduct the election.
- 6.6 The *Nomination and Election Committee* shall seek candidates from the Membership for the election at the Annual General Meeting.
- 6.7 In making its recommendation with regard to candidates for the Executive, the *Nomination and Election Committee* shall take into consideration equality in area representation within the Membership if it deems appropriate.
- 6.8 The Chair of the *Nomination and Election Standing Committee*, during the first business session of the Annual Meeting, shall place in nomination to the Election Officer candidate recommendations for four (4) or more Director positions. The Election Officer shall call for nominations from the floor for each of these positions, in addition to the names recommended by the Nomination Committee.
- 6.7 If, at the close of nominations, only (1) candidate for each position stands validly nominated, the Election Officer shall proclaim the candidate elected.
- 6.8 If, at the close of the nominations, more than one (1) candidate for any position stands validly nominated, the Election Officer shall cause an election to be held on the morning of the second day of the Annual General Meeting.
- 6.9 In the event that a Director wishes to run for the position of President or Vice President, the Election Officer shall hold that election and declare the results prior to closing nominations for the position of Director. The election of President and Vice President may be run separately as needed with one immediately following the other.

- 6.10 If the Director is unsuccessful in their bid for higher office they shall retain their original seat of Director for the remainder of their term.

PART 7 MEMBER MEETINGS

- 7.1 The President or their designate shall preside at all meetings of the Association.
- 7.2 Any Delegate in possession of a valid voting card shall be entitled to participate in debate and vote on any matter during the meeting. Votes will be cast on the basis of one (1) vote per Delegate present. There will be no proxy voting.
- 7.3 Twenty (20) Member Representatives shall constitute a quorum at meetings of the Association.
- 7.4 The Annual General Meeting of the Association shall be held over a minimum of two (2) days during the month of April, in a location determined by the Executive.

PART 8 FINANCES

- 8.1 The fiscal year of the Association shall be from January 1 to December 31
- 8.2 The Association's funds shall be set up in an account known as the 'General Fund'. Membership fees shall provide the revenue for this fund, which shall provide for a significant portion of the routine operating expenses of the Association.
- 8.3 The Executive shall prepare or cause to be prepared an operating budget for presentation to, the Delegates at the Annual General Meeting.
- 8.4 The Executive Director shall accurately record the accounts, revenue and expenditure and prepare the financial statements at the close of each fiscal year for review and verification by the Executive.
- 8.5 The Executive shall appoint annually a professional accountant to verify the accuracy of the accounts, revenue and expenditure, and the financial statements. The President or designate will report the Association's finances during the Annual General Meeting.
- 8.6 Annual Membership fee structures shall:
- a. be recommended by the Executive at the Annual General Meeting;
 - b. be adopted by a majority vote of Delegates at the Annual General Meeting;
 - c. be set annually or via multi- year rates; and,
 - d. be levied by the Executive to all Members annually and payable upon receipt.

- 8.7 Delegates to the Annual General Meeting whose Membership fees are in arrears shall not be eligible to speak of matters on the floor, vote, nor occupy a Director position in the Association.

PART 9 RESOLUTIONS

- 9.1 Notice of the ‘Call for Resolutions’ shall be sent to all Members in November of each year by the Resolutions Standing Committee through the Executive Director.

ORDINARY RESOLUTIONS

- 9.2 Acceptance of *Ordinary Resolutions* shall require that:
- a. each Resolution be endorsed by the sponsoring Member; and,
 - b. submissions must be received by the Executive Director no later than sixty (60) days prior to the Annual General Meeting.
- 9.3 All Resolutions of the Association shall be deemed to be of a local (regional) nature, unless specifically indicated by the sponsor that the Resolution is to be handled at the Provincial Government level and/or passed on to the Union of BC Municipalities.

LATE AND SPECIAL RESOLUTIONS

- 9.4 Resolutions received after the annual submission date and at least twenty-four (24) hours prior to the Annual General Meeting shall be categorized as:
- a. A *Late Resolution*, which shall be held over until the next Annual General Meeting; or,
 - b. A *Special Resolution*, defined by the *Resolutions Standing Committee* as concerning a unique and unforeseen event or circumstance requiring time-sensitive attention and having occurred since the submission deadline.
- 9.5 A *Special Resolution* requires a two-thirds vote in support of consideration prior to being introduced onto the floor of the Annual General Meeting, and may only be introduced after all *Ordinary Resolutions* have been considered or if two-thirds of the Delegates present determine to hear the resolution immediately.

PROCESS

- 9.6 The Chair or appointed member of the Resolutions Standing Committee will call for discussions from the floor for each Resolution.
- 9.7 Any amendment and any motion to withdraw any Resolution from consideration of the meeting must be moved and seconded from the floor.
- 9.8 Voting on Resolutions shall be by show of voting cards or electronic voting equipment. Resolutions shall pass based upon a majority vote of Delegates.

- 9.9 Any Resolution that has been voted on cannot be brought to the floor again until the following Annual General Meeting.
- 9.10 Following adoption or defeat of all submitted Resolutions, Delegates will utilize an equitable voting process to identify the highest priority Resolutions of the Association for submission to the Union of BC Municipalities. Remaining endorsed Resolutions shall be submitted by the Association to the Union of BC Municipalities.
- 9.11 Any Member may submit a Resolution directly to the Union of BC Municipalities without need of Association endorsement.

PART 10 AMENDMENTS TO CONSTITUTION AND BYLAWS

- 10.1 Where amendments are proposed to the Constitution and Bylaws, they shall be:
- a. Submitted to the President and copied to the Executive Director;
 - b. Reviewed and commented on by the Executive or Select Committee;
 - c. Submitted to all Members no less than sixty (60) days prior to their consideration at the Annual General Meeting;
 - d. Executed by the authority of the Membership by an affirmative vote of no less than 60% of voting Delegates present.

PART 11 RULES OF PROCEDURE

- 11.1 The most recent edition of Roberts Rules of Order shall be the applicable rules of procedure at all meetings of the Association.

PART 12 DISSOLUTION

- 12.1 In the event that the Association should at any time be wound up or dissolved the remaining assets, after payment of all debts and liabilities, shall be turned over to a recognized charitable organization in the Province of British Columbia as directed by a prior special Resolution of the Members. This provision was previously unalterable.