



# **CONSTITUTION AND BYLAWS**

**Version 9.1  
April 20, 2024  
Annual General Meeting**

# **ASSOCIATION OF KOOTENAY AND BOUNDARY LOCAL GOVERNMENTS**

## **CONSTITUTION AND BYLAWS**

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### **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; and,
- 2.7 to hold meetings in order for the Members to discuss, inform and develop resolutions on the above, or any other subject brought before the Association.

# ASSOCIATION OF KOOTENAY AND BOUNDARY LOCAL GOVERNMENTS

## CONSTITUTION AND BYLAWS

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### 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*” or “*AKBLG*” means the Association of Kootenay and Boundary Local Governments.
- 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) “*Directors*” or “*Executive*” means the President, Vice President, Immediate Past President and six (6) Directors At Large.
- e) “*Member*” means a local government established within the span of the membership area as defined in s. 2.1 of the Bylaws which has paid all assessed membership dues for the current year.
- f) “*Member Representative*” means an elected official of a Member.
- g) “*Officers*” means the President, Vice President, Immediate Past President and/or another Director appointed by majority vote of the Executive, and the Executive Director.
- h) “*Staff*” means the Corporate Officer and/or Chief Administrative Officer of a Member.

## **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 Association are met and approval by the Executive is specified, are eligible for membership in the Association.
- 2.2 The eligibility criteria for membership in the Association are:
  - a) elected representation;
  - b) ability to tax; and,
  - c) ability to exercise regulatory power or provide local services.
- 2.3 All local governments included in s. 2.1 shall be granted membership status in the Association upon payment of the annual membership fee.
- 2.4 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 All 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 Annual General and Extraordinary Meetings of the Association but shall not be entitled to vote on matters unless the Life Member is also a Member Representative.
- 3.6 Registration fees for the Annual Convention shall be waived for Life Members who are no longer serving as Member Representatives.

## **PART 4 OFFICERS**

- 4.1 In accordance with s. 5.1, the Officers of the Association, with the exception of the Executive Director and Immediate Past President, shall be elected by the Delegates at the Annual General Meetings of the Association.
- 4.2 The Officers shall be signing authorities for the Association; further associated authorities and restrictions shall be established by Executive Policy.
- 4.3 The President shall be the Association's appointee to the Union of British Columbia Municipalities Executive. In any permanent or temporary absence of the President, the Vice President, and in whose absence the Immediate Past President or another Director designated by majority vote of the Executive, will represent the Association to the Union of BC Municipalities.

## **PART 5 DIRECTORS – DUTIES, POWERS AND MEETINGS**

- 5.1 The Executive, with the exception of the Immediate Past President, shall be elected from among the Member Representatives at the Annual General Meeting of the Association in accordance with Part 6 of these Bylaws, and shall assume their respective positions immediately prior to the adjournment of the meeting at which they were elected.
- 5.2 If the office of President should become vacant, it shall be filled by the Vice President, if whose office is vacant shall be filled by the Immediate Past President, until the next Annual General Meeting.
- 5.3 In the event of a vacancy occurring in the Executive, such vacancy may be filled by a majority vote of the Executive only until the next Annual General Meeting.
- 5.4 If the office of Immediate Past President should become vacant, the Executive may elect by majority vote a Director to fill the vacancy until the next Annual General Meeting and may delegate the authorities or privileges of the Immediate Past President upon this or another Director. If, at the following Annual General Meeting, the President has one year remaining in their term, the Members shall elect a Director At Large for a one-year term to maintain the staggered term structure of the Executive.

### **DUTIES**

- 5.5 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 location, and provide Members ninety (90) days' notice, of the Annual General Meeting;
  - d) report the transactions of the year at the Annual General Meeting; and,
  - e) contract the Executive Director under terms and conditions established by Policy.

## **POWERS**

- 5.6 The Executive shall be empowered to make expenditures in undertaking its duties.
- 5.7 The Executive may call any person or agency it feels appropriate into consultation to assist in its duties
- 5.8 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.
- 5.9 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 *intra vires* to the Constitution and Bylaws of the Association; and,
    - iii. are kept as official Association records in a Policy Register.
- 5.10 Ratified Policies shall be binding and effective upon the entire membership.
- 5.11 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.
- 5.12 The Executive may appoint Select Committees at its pleasure.

## **MEETINGS**

- 5.13 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.
- 5.14 A quorum at Executive meetings shall be a majority of the Directors holding office.
- 5.15 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.
- 5.16 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.
- 5.17 A Director shall hold office only while remaining a Member Representative.

5.18 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 two (2) Directors At Large shall be elected as a slate in one year, and four (4) Directors At Large shall be elected as a slate in the following year.
- b) if the number of Director At Large vacancies exceeds those outlined in s. 6.1(a), the candidates receiving the highest number of votes shall be elected to two (2) year terms for those typical vacancies. Remaining vacancies, if any, shall be filled by the candidates with the next highest votes, who shall serve one (1) year terms, maintaining the staggered term structure of the Executive.
- c) following the term of President, the Immediate Past President shall serve an additional two (2) years, subject to s. 5.17.
- d) in the event a Director, elected to a two (2) year term under s. 6.1(b), assumes the office of President or Vice President in the second year of their term, their original Director At Large position shall be filled for one (1) year in the subsequent election to maintain the staggered term structure.

### **ELECTIONS**

6.2 The Executive shall appoint an Election Officer no less than ninety (90) days prior to the Annual General Meeting and confer upon the Election Officer the duties and powers to govern, regulate, and conduct the election.

6.3 The Election Officer shall not be a Member Representative.

6.4 The *Nomination and Election* Standing Committee shall prior to the Annual General Meeting:

- a) issue a call for nominations for those positions on the Executive which would ordinarily be up for election under s. 6.1(a), as well as any other Director vacancies;
- b) encourage potential nominees to come forward as candidates for office and provide information to such persons relating to the various offices;
- c) review and accept nominees nominated by two (2) Member Representatives, subject to ss. 5.17 and 8.7; and,
- d) at least thirty (30) days prior to the Annual General Meeting, prepare and provide to the membership a report on nominations accepted for each office that have been received prior to the deadline established by the Standing Committee.

- 6.5 The *Nomination and Election* Standing Committee shall not recommend any nominee or group of nominees.
- 6.6 The Chair of the *Nomination and Election* Standing Committee, during the first business session of the Annual General Meeting, shall present the nominations for Executive positions to the Election Officer. The Election Officer shall call for nominations from the floor for each of these positions, in addition to the names presented by the *Nomination and Election* Standing Committee.
- 6.7 If, at the close of nominations, only one (1) candidate stands validly nominated for a position, the Election Officer shall proclaim the candidate elected.
- 6.8 If, at the close of nominations, more than one (1) candidate stands validly nominated for any position, the Election Officer shall cause an election to be held.
- 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 elections of President and Vice President may be run separately as needed with one immediately following the other.
- 6.10 If a 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 Extraordinary Meetings, which shall be meetings of the membership other than the Annual General Meeting, may be called by the President or, in whose absence the Vice President or a majority of the Executive, and the business of that meeting shall be restricted to the business specified in the notice calling the meeting.
- 7.3 Fourteen (14) days' notice of Extraordinary Meetings shall be given to Members.
- 7.4 Member Representatives shall be entitled to have a voice and vote at Annual General and Extraordinary Meetings of the Association as Delegates, subject to s. 8.7.
- 7.5 Staff of a Member shall be entitled to attend the Annual General and Extraordinary Meetings of the Association but shall not be entitled to the privilege of the floor nor to vote.
- 7.6 Votes will be cast on the basis of one (1) vote per Delegate present in a manner established by Executive policy. Proxy voting shall not be permitted.
- 7.7 Twenty (20) Member Representatives shall constitute a quorum at meetings of the Association.



## **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 of 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 expenditures, 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 compile the accounts, revenue and expenditures, and the financial statements. The President or their 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' for the next Annual General Meeting 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 be received by the Executive Director no later than sixty (60) 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 considered *Late Resolutions* and shall comply with all other submission requirements.
- 9.5 *Late Resolutions* shall be held over until the next Annual General Meeting.
- 9.6 Notwithstanding s. 9.5, the *Resolutions* Standing Committee may review and submit to the membership as a *Special Resolution* any *Late Resolution* pertaining to a unique and unforeseen event or circumstance requiring time-sensitive attention and having occurred since the submission deadline.
- 9.7 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, unless two-thirds of the Delegates present determine to hear the resolution immediately.

## **PROCESS**

- 9.8 The Chair or appointed member of the *Resolutions* Standing Committee shall introduce each Resolution and call for discussions from the floor. The Resolution will be properly before the Members upon introduction by the *Resolutions* Standing Committee and will not require a mover or a seconder.
- 9.9 Any amendment and any motion to withdraw any Resolution from consideration must be moved and seconded from the floor.
- 9.10 Voting on Resolutions shall be in a manner established by Executive policy. Resolutions shall pass based upon a majority vote of Delegates.
- 9.11 Any Resolution that has been voted on cannot be brought to the floor again until the following Annual General Meeting.
- 9.12 Adopted Resolutions shall be submitted by the Association to the Union of BC Municipalities, subject to s. 9.3.

## **PART 10 AMENDMENTS TO CONSTITUTION AND BYLAWS**

10.1 Where amendments are proposed to the Constitution and Bylaws of the Association, 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; and,
- 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 Robert's 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 regular members. This provision was previously unalterable.