



## 2015 Constitution and Bylaws

LOCAL GOVERNMENT MANAGEMENT ASSOCIATION  
OF BRITISH COLUMBIA



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## CONSTITUTION

### *Purpose*

1. The name of the Society is the Local Government Management Association of British Columbia.
2. The purposes of this Society are to promote professional management and leadership excellence in local government and to create awareness of the local government professional's role in the community, to be achieved by various means, including but not limited to:
  - (a) ensuring the provision of education and career development programs;
  - (b) promoting professional standards and ethics;
  - (c) representing the local government profession;
  - (d) facilitating communication and information sharing among members and related agencies;
  - (e) developing resource materials for local government operations;
  - (f) organizing an annual conference; and
  - (g) supporting regional chapters.

### **PART 1 – INTERPRETATION**

- 1.01(1) In these Bylaws, unless the context otherwise requires,
- (a) Act means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (b) Affiliate Member means a person who is not a Regular Member and who meets the qualifications of an Affiliate Member set out in Bylaw 2.03;
  - (c) Authority means the involvement in the decision making processes with respect to physical, budgetary or human resources;
  - (d) Board or Board of Directors means the Directors of the Society as set out in Bylaw 5.04;
  - (e) Bylaw or Bylaws means the bylaws of the Society as filed with the British Columbia Registrar of Companies;
  - (f) Constitution means the Constitution of the Society as filed with the British Columbia Registrar of Companies;
  - (g) Director means a person who is designated as a Director as set out in Bylaw 5.04;
  - (h) Key Service Area means a department, division or section which delivers local government services as defined in a policy of the Board;

- (i) Life Member means a person who meets the qualifications of a Life Member as set out in Bylaw 2.03;
- (j) Local Government includes a municipality, regional district, or improvement district;
- (k) Member means a Regular Member, Life Member or an Affiliate Member;
- (l) Officer means a Director who is designated an officer as set out in Bylaw 5.05;
- (m) Registered Address of a Member means his address as recorded in the register of Members of the Society;
- (n) Regular Member means a person who meets the qualifications of a Regular Member as set out in Bylaw 2.03;
- (o) Resolution in Writing means a resolution which is in writing:
  - i. signed by at least two-thirds of Directors to the extent permitted by the Society Act and placed with the minutes of the meetings of the Board; or
  - ii. signed by two-thirds of all Members, if an ordinary resolution or by 100% of all Members if a special resolution to the extent permitted by the Society Act , and placed with the minutes of the Members;
- (p) Society means the Local Government Management Association of British Columbia; and
- (q) Supervisory Responsibility means the direction or inspection of the work, actions or performance of others.

(2) The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.02 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## **PART 2 - MEMBERSHIP**

### ***Classes of Members***

2.01(1) The Members of the Society are:

- (a) those persons who are Members in good standing on the date these Bylaws come into force; and
- (b) those persons who subsequently become in accordance with these Bylaws, provided, in each case, that such person has not ceased to be a Member in accordance with these Bylaws.

- (2) There are two voting classes of Members which are called:
- (a) Regular Member; and
  - (b) Life Member,
- and one non-voting class of Members, which is called:
- (c) Affiliate Member.

### **Admission**

2.02(1) A person must apply to the Society if a person wishes to become a Member.

- (2) A person may become a Member upon:
- (a) completion of the application in accordance with the admission process;
  - (b) payment of the fees, dues or assessments owing for that class of Member; and
  - (c) acceptance by the Board or its delegate.
- (3) The Board or its delegate may accept or refuse any application for membership for whatever reasons, subject to:
- (a) any restrictions approved by; or
  - (b) any appeal made in favour of the person who applied for membership to the membership at a general meeting.
- (4) The Board may establish any additional policy, procedures, terms or conditions regarding admission to the Society.

2.03(1) To be a Regular Member, a person must meet the following criteria:

- (a) is employed by or under contract directly or indirectly with a local government in British Columbia or with a First Nations in British Columbia;
  - (b) holds a non-unionized managerial position with:
    - (i) authority over physical resources, financial resources, or human resources; or
    - (ii) Supervisory Responsibility over a Key Service Area; and
  - (c) pays the applicable dues, fees and assessments for a Regular Member.
- (2) To be a Life Member, a person must meet the following criteria:
- (a) has made a recognized contribution to the Society, in the opinion of the Board; and
  - (b) has been granted life membership pursuant to a resolution adopted by the Board.

- (3) To be an Affiliate Member, a person must qualify under at least one of the following categories:
- (a) a person who has an interest in local government administration and operations;
  - (b) a person or organization who works with local governments in an advisory or consultative capacity;
  - (c) a person who meets the criteria for a Regular Member but is employed by a local government outside of British Columbia;
  - (d) A public sector organization active in the local government sector such as a provincial government ministry, department, crown corporation, or agency or a post-secondary institution that offer studies in local government;
  - (e) A person who is enrolled in a full time course of related studies in an accredited Canadian post-secondary institution;
  - (f) A person who meets the following criteria:
    - (i) was a Regular Member of the Society immediately prior to retirement;
    - (ii) is in receipt of a municipal retirement pension or equivalent; and
    - (iii) is retired from full time employment.

### ***Rights of Members***

2.04(1) A Regular Member may:

- (a) participate during any meeting of the Society;
- (b) make a motion, second a motion, and vote at a meeting of the Members;
- (c) participate or vote in any election of the Society; or
- (d) serve on the Board.

(2) A Life Member may:

- (a) participate during any meeting of the Society;
- (b) make a motion, second a motion and vote at any meeting of the Members;
- (c) participate or vote in any election of the Society; or
- (d) serve on the Board, provided the Life Member is employed by or under contract directly or indirectly with a local government in the British Columbia at the time of election.

(3) An Affiliate Member:

- (a) may only speak in the debate of motions during any meeting of the Society;
- (b) may not make a motion, second a motion, or vote at a meeting of the Members;
- (c) may not participate nor vote in any election of the Society;
- (d) may not be elected to the Board.

- 2.05 The Board may establish different terms and conditions for Member classes or categories of Members within any Member class.

### ***Obligations of Members***

- 2.06 A Member will at all times:
- (a) uphold the Society's Constitution;
  - (b) comply with the Society's Bylaws and any policies adopted by the Board;
  - (c) not hinder the purposes, aims and objectives of the Society;
  - (d) disclose to the Society any conflicts of interest which he does not hold in common with other Members of the Society; and
  - (e) not participate in any way or attempt to influence other Members pertaining to any personal conflict of interest.

### ***Membership Dues, Fees and Assessments***

- 2.07 The Board:
- (a) must determine the annual dues for the Members;
  - (b) may levy any additional fees or assessments as it deems necessary for as long as necessary; and
  - (b) may establish any policy and procedures pertaining to dues, fees and assessments.
- 2.08 Membership dues:
- (a) are payable at the start of the fiscal year of the Society; and
  - (b) become delinquent after 12 months, if not paid.

### ***Termination and Reinstatement of Membership***

- 2.09 A person will cease to be a Member of the Society:
- (a) by delivering a written resignation by mail or electronic means to the Executive Director who will forward the resignation to the Society, effective the later of the date of the delivery or the effective date stated within the resignation;
  - (b) upon death, if the Member is an individual;
  - (c) upon dissolution, if the Member is a corporation;
  - (d) if the Member has not been a Member in good standing for 12 consecutive months;

- (e) by ceasing to meet the qualifications to be a Member as set out in these Bylaws or policies of the Board; or
- (f) upon being expelled from the Society.

2.10 (1) A person who is a Regular Member ceases to be a Regular Member if:

- (a) that person no longer meets the requirements of Bylaw 2.03; or
- (b) that person resigns from or leaves his employment with a local government and is not re-employed by a local government within a period of eighteen months.

(2) A person who ceases to be a Regular Member may transfer to the Affiliate Member class at any time, provided that the person meets the criteria in Bylaw 2.03(3) and pays any difference in the fees, dues or assessments.

2.11 A Member may be expelled by:

- (a) a special resolution adopted by the Members at a general meeting;
- (b) a motion adopted by at least two-thirds of all Directors; or
- (c) a Resolution in Writing.

2.12(1) The Board may reinstate a person who has ceased to be a Member if:

- (a) The person pays any outstanding dues, fees and assessments; and
- (b) The matter that resulted in the termination of the membership has been resolved to the satisfaction of the Board.

(2) The Board may reinstate a person:

- (a) in the same Member class that the person was before, provided that the person still meets the qualifications of that class; or
- (b) As an Affiliate Member, if the person no longer meets the qualifications of the class of membership as the person was before.

### ***Standing within the Society***

2.13 A Member who has paid the dues and any additional fees or assessments levied by the Board is a Member in good standing.

2.14 A Member is not in good standing for as long as the amount owing remains unpaid.

- 2.15 Failure to be a Member in good standing:
- (a) does not prevent a Member from attending a meeting of the Members as an observer; but
  - (b) does prevent the Member from exercising the rights of the Members class set out in Bylaw 2.04.

### ***Disciplinary Process***

- 2.16(1) The Board may, upon receipt of a complaint or on its own initiative, investigate the conduct of any Member including but not limited to:
- (a) failing to comply with the Bylaws or the policies of the Society;
  - (b) engaging in actions which are deemed detrimental to the objectives of the Society; or
  - (c) engaging in objectionable, offensive or improper behaviour.
- (2) To discipline a Member, the following requirements must be followed:
- (a) the Society will send a notice of the proposed discipline to the Member in question according to Part 9 of the Bylaws;
  - (b) there must be at least 7 days between the date the notice of the proposed discipline is deemed received and the date on which the proposed discipline will be considered; and
  - (c) the notice of proposed discipline will include the following content:
    - (i) the date, time and location of the meeting or the day on which the matter will be considered;
    - (ii) the reason(s) for the proposed discipline;
    - (iii) the right of the Member to be given the opportunity to be heard by the Members or the Board before the matter is put to a vote; and
    - (iv) a copy of any written material which will be provided to the Members or the Board.
- (3) The Board may establish, by policy, any additional terms and conditions for the process used to discipline a Member.
- 2.17 The Members or the Board may consider any other information they deem necessary in order to make a determination of the matter, provided that the information is provided to the Member in question.



- 2.18 The Member in question may respond to the notice of the proposed discipline by:
- (a) appearing in person at the meeting;
  - (b) participating in any electronic means which enables the Member to hear and be heard by the Members or the Board;
  - (c) making a written submission or consideration; or
  - (d) having another person act on his or her behalf in any of the ways set out in the above subsections.

2.19 The Members or the Board may impose any type of discipline that they see fit in the circumstances up to and including expulsion from the Society.

### **PART 3 – MEETINGS OF MEMBERS**

3.01 The Board will decide the time and place of any general meeting of the Society in accordance with the Society Act and will provide notice in accordance with Part 9.

3.02(1) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

(2) When it deems necessary, the Board of Directors may convene an extraordinary general meeting.

### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

4.01 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting except:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the reports of the Board, Officers and Directors;
  - (iv) business arising out of any reports of the Board, Officers or Directors;
  - (v) the report of the auditor;
  - (vi) the election of Officers or Directors;
  - (vii) the appointment of the auditor; and
  - (viii) other business that, under these Bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

### ***Conduct of Business without a Quorum***

- 4.02(1) If there is no quorum present at a general meeting, no business will be conducted other than:
- (a) the selection of a person to act as presiding officer, if the President and Vice President are not present;
  - (b) motions to take steps to obtain a quorum;
  - (c) motion to call a recess; or
  - (d) adjournment or termination of the meeting.
- (2) At any time during a general meeting, if a quorum ceases to be present, business will be suspended until:
- (a) a quorum is re-established; or
  - (b) the meeting is adjourned or terminated.
- (3) Any business that is suspended due to the lack of a quorum can be re-introduced at the next general meeting without notice.

### ***Quorum***

- 4.03(1) A quorum at any meeting of the Society will consist of at least 25 Regular Members or Life Members in good standing.
- (2) If no quorum is present within 30 minutes of the time set for a general meeting, the meeting will:
- (a) be terminated, if the meeting was called at the request of the Members; and
  - (b) in all other cases, be adjourned to the same day and time in the next week but may be in a different location, as resolved by those present.
- (3) If no quorum is present within 30 minutes of the time set for the adjourned meeting, those Members present at the adjourned general meeting will then constitute a quorum.
- 4.04 Subject to Bylaw 4.05, the President or the Vice-President, or in their absence another Director of the Board of Directors present, shall preside at a general meeting.

- 4.05 If at a general meeting
- (a) there is no President, Vice-President, or another Director of the Board of Directors present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President, the Vice-President and all other Directors of the Board of Directors present and are unwilling to preside;
- the Members present shall elect one of their number to preside.

### ***Adjournment of Meetings***

- 4.06(1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as set out in Part 9.
  - (3) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

### ***Proceedings at Meetings***

- 4.07(1) All resolutions proposed at a meeting must be seconded and the presiding officer of a meeting may not move or propose a resolution.
- (2) In case of an equality of votes the presiding officer shall not cast a second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.
  - (3) The presiding officer must decide any question of procedure not set out in these Bylaws.
- 4.08(1) A Regular Member or a Life Member in good standing will be entitled to one vote on every motion at a meeting of Members.
- (2) Unless the Members otherwise decide, voting will be conducted by:
    - (a) a show of hands;
    - (b) a standing count;

- (c) the use of voting cards;
- (d) by ballot; or
- (e) the use of electronic methods.

(3) Voting by proxy will not be permitted.

## **PART 5 – BOARD COMPOSITION, TERMS OF OFFICE AND QUALIFICATIONS OF DIRECTORS**

### ***Powers of the Board***

5.01 The Board may exercise all the powers and do all acts and things that the Society may exercise or do, subject to:

- (a) all laws affecting the Society;
- (b) the Constitution and these Bylaws; and
- (c) policies and rules made by the Members in a general meeting which are not inconsistent with these Bylaws.

5.02 No policy or rule made by the Members in a general meeting will invalidate a prior act of the Board that would have been valid if that policy or rule had not been made.

5.03 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.

### ***Composition of the Board***

5.04(1) There must be at least three Officers on the Board.

(2) The Board will consist of the following Directors:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Chapter Directors;
- (e) Up to 3 Directors at Large; and
- (f) Past President, if any.

- (3) The Board may appoint additional non-voting positions to advise the Board as it deems necessary.

### ***Officers of the Society***

5.05 The following Directors are deemed to be Officers of the Society:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) Past President, if any.

### ***Executive Committee***

5.06(1) The following positions will serve on the executive committee:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) Past President, if any.

(2) Subject to any policies or directions of the Board, the executive committee will have all the powers of the Board to transact all business of the Society between the meetings of the Board.

(3) The quorum for the executive committee is three.

(4) The executive committee will meet at the call of the President, as and when needed.

(5) The proceedings of the executive committee will be the same as the proceedings for the Board.

### ***Qualifications of Directors and Officers***

5.07 In order to be a Director, a person must have the following qualifications:

- (a) be a Regular Member in good standing or Life Member in good standing who meets the qualification to serve in Bylaw 2.04(2);
- (b) be at least 18 years old or older;
- (c) legally entitled to reside and work in Canada;
- (d) not be an undischarged bankrupt;

- (e) not be found by a court of competent jurisdiction as incapable of managing one's own affairs;
- (f) not be convicted of an offence:
  - (i) in relation to fraud or the formation or operation of a corporation, unincorporated business or association; and
  - (ii) for which the person has not been pardoned or for which there is less than 5 years between the conviction and the date of consideration to be a Director.

### ***Obligations of Directors***

5.08 A Director will:

- (a) act honestly and in good faith and in the best interests of the Society, exercising all reasonable care, diligence and skill on the Society's behalf;
- (b) support the purposes of the Society;
- (c) serve on committees as required by the Board; and
- (d) comply with all conflict of interest requirements of the Society Act and such policies as may be established by the Board of Directors.

### ***Remuneration of Directors***

5.09 A Director:

- (a) will not be remunerated for being a Director;
- (b) will not receive any income, profits, benefits or gains resulting from holding a position of Director; and
- (c) will be reimbursed for expenses necessarily and reasonably incurred in the performance of his duties to the Society.

### ***Term of Office for Directors***

5.10(1) The term of office for a Director who is not a Chapter Director and who is not a Director at Large:

- (a) is one year or until a successor is elected; and
- (b) begins at the end of the annual general meeting at which the person became a Director.

(2) The term of office for a Director at Large:

- (a) is two years or until a successor is elected; and

- (b) begins at the end of the annual general meeting at which the person became a Director.
- 5.11 The term of office for a Chapter Director will be determined by the appointment by the particular regional chapter.
- 5.12 The term of office for Directors at Large will be staggered so that at least one of the Directors at Large will begin his term of office in each year.
- 5.13(1) A person may be elected to serve as a Director on the Board to a maximum of six years, by any combination of terms served.
  - (2) Bylaw 5.13(1) does not apply to a Chapter Director.
- 5.14 A person who is currently serving as a Director on the Board is eligible for re-election to the Board unless the person would exceed the limits on the terms of office for that particular position, if the person was so elected.

### ***Termination of Directorship***

- 5.15 A person ceases to be a Director:
  - (a) by delivering his written resignation to the Society by mail or electronic means, effective the later of the date of the delivery or the effective date stated within the resignation;
  - (b) on his death;
  - (c) by ceasing to meet the qualifications for a Director as set out in Bylaw 5.07;
  - (d) upon being expelled by special resolution passed by the Members;
  - (e) upon being removed by a resolution adopted by at least two-thirds of all of the rest of the Directors to the extent permitted by the Society Act; or
  - (f) in the case of a Chapter Director only, upon disaffiliation of a regional chapter.
- 5.16 A Director who ceases to be employed by a local government during his term of office may continue to serve as a Director as long as he retains his status as a Regular Member under Bylaw 2.03 for eighteen months from the time he ceases his employment.

### ***Power to Remove a Director***

- 5.17(1) The Board may remove a person from the position of a Director by means of a resolution adopted by at least two-thirds of all of the Directors at a meeting of the Board to the extent permitted by the Society Act.
- (2) A Director who has been removed must not remain as a Director on the Board for the remainder of the term of office.
- 5.18 Voting Members may remove a Director during his or her term by special resolution in accordance with the Society Act.

### ***Vacancy on the Board***

- 5.19(1) The Board may appoint a person to fill a vacancy on the Board between general meetings, provided that the person meets the qualifications of a Director.
- (2) If there is a vacancy occurring in the office of President, the Past President shall be Acting President for the balance of the vacant term of President.
- (3) If there is a vacancy in any other position on the Board and there remains a sufficient number of Directors to form a quorum, the Board may appoint a person to fill the vacancy until the election at the next annual general meeting.
- (4) If there is a vacancy in a position on the Board and as a result there are not a sufficient number of Directors to form a quorum, the remaining Directors must appoint a person to fill the vacancy until the election at the next annual general meeting.
- (5) A partial term to fill a vacancy does not count towards the time used to determine the maximum limit that a person may serve in any capacity on the Board.

### ***Duties of the Officers and the Directors***

#### **President**

- 5.20 The following duties are assigned to the office of the President:
- (a) to be the chief executive officer of the Society;
- (b) to provide leadership to the Board;



- (c) to preside at all meetings of the Society and of the Board, if present;
- (d) to supervise the other Officers in the execution of their duties;
- (e) to supervise the Executive Director on behalf of the Board; and
- (f) to liaise with the rest of the Board and with the Executive Director as needed.

### **Vice President**

5.21 The following duties are assigned to the office of the Vice President:

- (a) to perform the duties of the office of the President, if the President is unavailable; and
- (b) to serve as a liaison to the regional chapters.

### **Treasurer**

5.22 The following duties are assigned to the office of the Treasurer:

- (a) to ensure that the financial records are kept, including books of account, necessary to comply with generally accepted accounting principles;
- (b) to ensure that financial statements are provided to the Directors, Members and others when required; and
- (c) to work with the Executive Director to develop policies that pertain to the financial matters of the Society.

### **Past President**

5.23 The following duties are assigned to the office of the Past President:

- (a) to serve as the chair of the Nomination Committee;
- (b) to provide assistance to the current President as needed; and
- (c) to serve as the President, if there is a vacancy in the office of the President.

### **Directors at Large**

5.24 The following duties are assigned to the office of the Directors at Large:

- (a) to serve as the chair of any committee to which they are assigned; and
- (b) to provide assistance to any of the Officers, as needed.

### **Chapter Directors**

5.25 The following duties are assigned to the office of Chapter Director:

- (a) to liaise with the applicable regional chapter;
- (b) to serve as the chair of any committee to which they are assigned, if there is no Director at Large also assigned to that committee; and
- (c) to provide assistance to any of the Officers, as needed.

5.26 In addition to any duties prescribed in the Bylaws, the Board may adopt a policy which sets out any additional duties of the Officers and the Directors.

### **Executive Director**

5.27 The Board may appoint a person to be the Executive Director who will do the following:

- (a) manage the overall operations of the Society;
- (b) provide leadership and advice to the Board and the Society in strategic, operational, technical and staff matters; and
- (c) comply with any duties as established by an employment contract.

5.28 The Executive Director may attend as an observer any meeting of the Members, the Board or any committee of the Society except as excluded by a Board resolution, but must not do any of the following:

- (a) be counted as part of the quorum;
- (b) participate in the debate, except to provide information and advice; and
- (c) vote on any motion before the Members, the Board or the committee.

## **PART 6 – MEETINGS OF THE BOARD**

### ***Basic Procedural Requirements***

6.01(1) The Board may hold meetings at any time and place and regulate their meetings and proceedings as set out by policy.

(2) The Board may hold a meeting at any time, provided that the Society gives at least 12 hours' notice to the Directors by means of a phone call, an email or some other form of communications.

(3) Despite Bylaw 6.01(2), the requirements for a notice of a meeting may be waived by a motion approved by unanimous consent of the Directors or by a Resolution in Writing.

(4) The Board may conduct its meetings by any electronic means provided that:

- (a) the Directors can hear and be heard by the other Directors; and

- (b) the Board adopts a policy to outline the procedure to be used for meetings by any electronic means.
- (5) A Director who participates in a meeting by electronic means is deemed to be present and counted as part of the quorum.
- 6.02 The quorum for a Board meeting will be the majority of the Directors currently in office.
- 6.03(1) The President will preside at all meetings of the Board, unless the Board appoints by resolution another person to preside at the meeting.
- (2) Despite Bylaw 6.03(1), if the President is not present or has requested that he or she not act as chair for all or part of that meeting, the Vice President will preside at the meeting.
  - (3) If the President and the Vice President are not present at the meeting, then the Directors who are present at the meeting may choose one amongst themselves to preside at that meeting.
- 6.04 The Board may adopt a policy to:
- (a) appoint a person to take minutes;
  - (b) establish the manner in which minutes are kept; and
  - (c) establish any other terms and conditions for the official recording of meetings of the Board.

### ***Convening Meetings***

- 6.05 A meeting may be convened:
- (a) at the call of the President, or in the case of an absence of the President , the Vice President; or
  - (b) by two Directors making a written request to the Society to convene a meeting.

### ***Participation of Chair in Meetings***

- 6.06 The person acting as the chair for the meeting of the Board may:
- (a) move or second a motion;
  - (b) participate in the debate; and
  - (c) vote on the motion.

### ***Resolutions in Writing***

- 6.07 A Resolution in Writing:
- (a) is valid and effectual as a resolution as if it had been passed at a duly called and constituted meeting of the Board;

- (b) may be in two or more counterparts which together will be deemed to constitute one resolution in writing;
- (c) is deemed to be passed on the date stated in the resolution or the latest date stated by any counterpart, if there is no date stated in the resolution; and
- (d) takes effect when it is accepted by the Registrar, if required pursuant to the Society Act.

## **PART 7 – COMMITTEES**

### ***Committees Excluded from the Application of this Part***

7.01 This part will not apply to the following committees:

- (a) Nomination Committee;
- (b) Executive Committee; and
- (c) Regional Chapter Standing Committees.

### ***Power to Establish Committees***

7.02 The Board may do any of the following:

- (a) In addition to the committees named in these Bylaws, create standing committees or special committees;
- (b) Delegate any, but not all, of its powers to a committee by policy;
- (c) Establish the terms of reference for a committee and any rules to which the committee must conform;
- (d) Require the committee to report to the Board every act or thing done in the exercise of delegated powers as often as the Board deems necessary; or
- (e) Appoint, remove or replace any committee member regardless of their status in the Society.

### ***Standing Committees***

7.03 The following will be standing committees of the Society:

- (a) A committee with responsibility for professional development;
- (b) A committee with responsibility for audit and risk management;
- (c) A committee with responsibility for governance, (including ethics, special initiatives and external relations); and
- (d) A committee with responsibility for human resource matters.

### ***Membership in Committees***

7.04 The President is an ex-officio member of all committees established pursuant to Bylaw 7.03 but is not required to attend the meetings of those committees.

### ***Chair of the Committee***

7.05(1) The Board may appoint the chair or the vice chair or both for any committee.

(2) If the Board has not appointed a chair or vice chair, then the committee members may elect the chair or vice chair for the committee from among its committee members.

### ***Committee Proceedings***

7.06(1) The committee members may meet and adjourn as they see fit.

(2) Subject to conditions placed by the Board, the committee may determine its own rules and procedures for its proceedings.

## **PART 8 – NOMINATIONS AND ELECTIONS**

### ***Manner in Which Elections May be Conducted***

8.01 The following positions on the Board are eligible for election by the voting Members on an annual basis:

- (a) President;
- (b) Vice President;
- (c) Treasurer; or
- (d) Director at Large.

8.02(1) The elections for positions on the Board may be done by any of the following means:

- (a) An election by voting in person;
- (b) A mail-in ballot sent to all Regular and Life Members in good standing; or
- (c) An election process conducted using electronic means.

(2) Unless otherwise determined by a resolution passed by the Board, an election by voting in person for positions on the Board will be held.

(3) At a meeting of the Board in advance of the Society giving notice of the annual general meeting, the Board may pass a resolution to conduct the election by mail-in ballot or electronic means in accordance with any requirements of the Society Act and subject to whatever rules the Board sees fit, provided that:

- (a) the election by either means can be done in advance of or at the annual general meeting; and
- (b) the results can be communicated to the Members at the annual general meeting.

8.03 The Board may establish further policies and procedures for the conduct of the election for positions on the Board.

### ***Nomination Committee***

- 8.04 The Board may establish a Nomination Committee and its terms of reference.
- 8.05 The Nomination Committee may establish its own procedures for conduct of its meetings.

### ***Nomination Process***

- 8.06 If a person wishes to be considered as a candidate for a position on the Board, the person:
- (a) must be nominated by at least two Regular or Life Members in good standing;
  - (b) must consent in writing to the nomination; and
  - (c) may include any additional information that he thinks will assist the Members making a determination about his suitability for the position.

### ***Number of Candidates for the Election***

- 8.07 In elections where there is the same number of candidates as there are vacant positions, the persons are elected to the position by acclamation and no ballot or vote will be required.
- 8.08(1) In elections where there are more candidates than vacant positions, the election will be by ballot, either in paper form or by electronic means.
- (2) The candidate who receives the highest number of votes is elected to the position.
  - (3) If there is a tie, the candidate will be chosen by lot draw.
- 8.09 In elections where there are fewer names of candidates than there are vacant positions and the result is that there is an insufficient number of Directors to form a quorum on the Board, the person who was previously elected to that position may continue to serve in that position until such time as a successor is elected, in spite of any limits on the term of office.
- 8.10 A Regular or Life Member in good standing will be entitled to vote in the election.

## **PART 9 –NOTICE AND PARTICIPATION**

- 9.01(1) The following persons will be entitled to receive notice of a meeting of the Members:
- (a) every Member shown on the register of Members on the day the notice is given;
  - (b) every Director; and
  - (c) the auditor of the Society.

- (2) In addition to the above subsection, the Board may provide notice of a particular general meeting to any other person that the Board wishes to attend.
- 9.02 The notice of a meeting of the membership will contain the following details:
- (a) the day, time and place of the meeting;
  - (b) the nature of the business to be considered at that meeting, if the meeting is an extraordinary meeting of the membership; and
  - (c) any other details necessary for the conduct of the meeting.
- 9.03 The Society will give notice to the Members not less than 14 days before a meeting of the membership.
- 9.04 The Society may give notice of a meeting to the persons listed in Bylaw 9.01 by one of the following methods:
- (a) by mailing the notice to the usual address given by the person;
  - (b) by delivery in person;
  - (c) by electronic mail at the usual email address given by the person; or
  - (d) by including the notice in any promotional materials sent to the Members.
- 9.05 A notice will be deemed to have been given as follows:
- (a) on the second day after the date set in the notice, if the notice is mailed; or
  - (b) on the day that the notice is provided, in all other situations.
- 9.06 The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any of the persons in Bylaw 9.01 entitled to receive notice does not invalidate proceedings at that meeting.
- 9.07 In addition to these Bylaws, the Board may establish additional policies or procedures for the giving of notice to the Members.
- 9.08(1) The Board may establish the procedures necessary to allow a Member to participate in a meeting of the membership:
- (a) in person at remote sites; or
  - (b) by telephone, by videoconferencing or by other communications medium.
- (2) A Member who participates in a meeting pursuant to this Bylaw must be able to hear what is occurring at the main location of the meeting.
- (3) A Member who participated in a meeting pursuant to this Bylaw is deemed for all purposes to be present at the meeting and able to exercise the rights of his Member class.
- 9.09(1) The Board may establish the procedures necessary to allow a Member to participate in polls of the Members, other than elections of the Board, between the meetings of the

Members by telephone, by electronic survey, by videoconferencing or by other electronic means or communications medium.

- (2) Any poll taken pursuant this Bylaw is not binding on the Board.

## **PART 10 – REGIONAL CHAPTERS**

### ***Existing Regional Chapters Continued***

10.01(1) The following regional chapters of the Society are established and continued:

- (a) Lower Mainland;
- (b) North Central;
- (c) Thompson Okanagan;
- (d) Rocky Mountain;
- (e) Vancouver Island; and
- (f) West Kootenay Boundary.

- (2) The members of an existing regional chapter may determine whether they wish to alter the form of the regional chapter by means of a motion adopted by majority vote at a meeting of the members of the regional chapter. Notice of such motion must be provided to the Society without delay.

### ***Establishing Additional Regional Chapters***

10.02 The Society may establish additional regional chapters in accordance with these provisions.

10.03(1) A regional chapter may be established as:

- (a) an incorporated Society; or
- (b) a standing committee of the Society.

- (2) The members of the regional chapter may determine which form will be used to establish the regional chapter by means of a motion adopted by majority vote at a meeting of the members of the regional chapter and may subsequently determine whether they wish to alter the form of the regional chapter by means of a motion adopted by majority vote at a meeting of the members of the regional chapter. Notice of such motion must be provided to the Society without delay.

(3) A regional chapter must include the following in its name:

- (a) the words “Local Government Management Association”; and
- (b) the name of the geographical area which it represents as a prefix or a suffix to the words set out in the above subsection.



- (4) In order to establish a regional chapter, the following must occur:
- (a) there are at least 5 persons who qualify as Regular Members according to these Bylaws;
  - (b) the persons listed in the above subsection must be from at least 5 separate local governments located in British Columbia and located within the geographic boundaries established by the Board of Directors;
  - (c) the persons listed in the above subsection must apply to the Board of Directors in writing for recognition as a regional chapter;
  - (d) the Board of Directors must make a recommendation regarding to the recognition of the regional chapter in the form of a special resolution to be considered at the annual general meeting; and
  - (e) the membership must adopt the special resolution at the annual general meeting.

### ***Board of Directors***

10.04 The Board has the authority to determine the geographic boundaries for each of the regional chapters.

10.05 The Board has the authority to establish policies or procedures that apply to all regional chapters or to a particular form of regional chapter.

10.06(1) The Board may, by majority vote, determine to disaffiliate with any regional chapter for any reason which the Board considers necessary in the circumstances.

(2) Once the Board of Directors adopts a motion to disaffiliate with a regional chapter, the Chapter Director ceases to be a Director.

### ***Chapter Director***

10.07(1) Each regional chapter will have the right to appoint a Chapter Director to the Society.

(2) Each individual that is appointed as a Chapter Director will:

- (a) automatically become a Director of the Society to serve on the Board;
- (b) have the full rights and responsibilities as a Director; and
- (c) have all the legal and fiduciary duties of a Director, including the duty to act in the best interests of the Society and the Board.

10.08 Each regional chapter must determine, according to the process it has established, who will serve as its Chapter Director on the Board.

10.09(1) Each regional chapter must notify the Society of the name and the contact information for the Chapter Director.

(2) A regional chapter must notify the Executive Director of any changes to the identity or contact information for the Chapter Director.

10.10 In the event that a Chapter Director is unable to attend a meeting of the Society or a meeting of the Board of Directors, the regional chapter may send an individual to the meeting as a non-voting observer.

***Regional Chapters Responsibilities in General***

10.11 The following provisions apply to all regional chapters regardless of their form.

10.12 A regional chapter may submit written recommendations to the Board of Directors on the following:

- (a) agenda of an annual general meeting;
- (b) the relationship between the Society and the regional chapters; or
- (c) any other pertinent matters affecting the regional chapter.

10.13 A regional chapter may:

- (a) establish the term of office for a Chapter Director;
- (b) establish its own rules and proceedings for meetings of its executive, members and any subcommittees;
- (c) determine the qualifications for membership in the regional chapter;
- (d) establish any rights, responsibilities, and fees for its members;
- (e) establish its own process for determining who will serve on its board of directors;
- (f) establish its own process for determining who will serve as its Chapter Director;
- (g) determine the content, administration and logistics of any conferences, training sessions, educational forums or other like gatherings which are:
  - (i) located within the boundaries of the regional chapter;
  - (ii) organized by the regional chapter; and
  - (iii) for the benefit of the regional chapter members.

10.14 A regional chapter may not act in any manner which is to the detriment of the Society or which is contrary to such policies and procedures as the Society may establish from time to time.

## **PART 11 – FINANCIAL**

### ***Expenditures, Borrowing and Investments***

- 11.01 Subject to any limitations in the Society Act, these Bylaws or resolutions passed by the Members, the Board may do the following:
- (a) make expenditures, including grants, gifts and loans, whether or not secured or interest bearing;
  - (b) enter into trust arrangements or contracts; and
  - (c) invest, raise or secure the payment or repayment of money in manner it desires, including but not limited to the issue of debentures.
- 11.02 No debenture will be issued by the Board without the sanction of a special resolution adopted by the Members.
- 11.03 The Members may, by special resolution, restrict the borrowing powers of the Board but such a restriction imposed expires at the next annual general meeting.
- 11.04 Subject to the provisions of the Society Act, the Society will indemnify each Director against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a Director of the Society.
- 11.05 To the extent permitted by the Society Act, the Society will indemnify and hold harmless every person who serves or has served as a Director and that person's heirs and personal representative.
- 11.06 Each Director, upon being appointed, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
- 11.07 The failure of a Director to comply with the Society Act, Bylaws or policies of the Society will not invalidate any indemnity to which he is entitled under this article, unless the Director is found guilty by a court of dishonesty, gross negligence or malicious or wilful misconduct.
- 11.08 The Society may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agent against personal liability incurred by such a person acting in that capacity.

## **PART 12 – BYLAWS AND PARLIAMENTARY AUTHORITY**

- 12.01 Upon request, the Society will provide a Member a copy of the Constitution and the Bylaws without charge.
- 12.02 These Bylaws must not be amended except by special resolution.
- 12.03 The most recent edition of Robert’s Rules of Order will be the parliamentary authority for the Society.
- 12.04 The application of the parliamentary authority to the proceedings of the Society will be as determined by the Board From time to time.