



BCSTA BYLAWS

Updated April 2008

Incorporation

The British Columbia School Trustees Association was instituted on February 16, 1905, in Vancouver. Eight boards of education were present at the inaugural meeting.

In 1956, the association was incorporated by an act of the provincial legislature, "*The British Columbia School Trustees Association Act*." (SBC 1956, c.52) *The Act* was amended in 1974 (1974 SBC c.102 s.2), 1994 (*Public Education Labour Relations Act*, 1994 SBC. c.21 s. 13) and 2007 (*School (Student Achievement Enabling) Amendment Act*, 2007 SBC c.29 s.44, Sched). **The Act of Incorporation** as amended states:

CHAPTER 52

An Act to Incorporate The British Columbia School Trustees Association

Whereas the British Columbia School Trustees Association has hitherto operated as an unincorporated association:

And whereas it is desirable that the said Association should be incorporated:

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:-

1. This Act may be cited as "*The British Columbia School Trustees Association Incorporation Act*."
2. The present members of The British Columbia School Trustees Association and such persons and boards of school trustees as may from time to time become members pursuant to the bylaws of the association shall be and are hereby constituted a body politic and corporate under the name of "The British Columbia School Trustees Association."
3. The "Association" means The British Columbia School Trustees Association.
4. The objects of the Association are:
 - (a) to represent the public interest in public school education;
 - (b) to advance the cause of education in the province and promote public interest in educational affairs;
 - (c) to recommend changes in the *School Act* and any other Act which may affect the public education system;

- (d) to cooperate and provide liaison with municipal, provincial and federal governments and with organizations in Canada or elsewhere having aims and objectives the same as or similar to those of the Association;
 - (e) to promote efficiency in the carrying out of the duties and exercise of power by boards of education;
 - (f) to promote, conduct and direct research and the gathering of information and to make available the findings; and
 - (g) *repealed*
 - (h) to take any action, not inconsistent with this act or any other act, or any regulations or rules made under the authority of any act, that the association deems necessary or advisable to give effect to any policy adopted by it with respect to any question directly or indirectly affecting the purposes and objects of the association.
5. The Association shall have a common seal, which shall be used only in accordance with the provisions in the bylaws governing the same.
 6. The Association may acquire and take by purchase, donation, devise, or otherwise land and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop the same, and may erect and maintain any buildings necessary or convenient for its purposes.
 7. The Association may borrow or raise or secure the payment of money in such manner as it thinks fit, subject to the provisions of its bylaws, and may draw, make, accept, endorse, execute, and issue promissory notes, bills of exchange, and other negotiable instruments.
 8. The Association may, if authorized so to do by simple resolution of the membership, become a member of or cooperate with any other society or association, whether incorporated or not, whose objects are in whole or in part similar to its own objects.
 9. The Association shall have power to establish and to amend bylaws governing its operations and procedure, including all or any of such matters as are dealt with by bylaws under the *Societies Act*.

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1. MEMBERSHIP

- a) Membership in the Association shall be open to all boards of public school trustees within the province on a continuing basis, or upon application. A Francophone Education Authority, authorized under the *School Act* to provide a francophone education to eligible students within all or part of the province of B.C., shall be considered a board of public school trustees for this purpose, effective July 1, 1996.

The membership year shall be July 1-June 30, and a board which is a member for any part of the membership year shall be liable for the year's full membership dues, unless otherwise authorized by the Provincial Council of the Association. (Notice of intent to resign from the Association shall be given in writing to the executive director, and to be effective for the following membership year must be received by the executive director three (3) months prior to expiration of the current membership year.)

- b) Life Membership – Election to the office of president of the Association shall concurrently confer life membership upon the person so elected.
- c) Honorary Life Membership – The Association may honour any person for distinguished service within the Association by conferring on such person honorary life membership in the Association by extraordinary resolution in accordance with the provisions of Article 21.
- d) Long Service Life Membership – An individual who has accumulated 21 years of service as a trustee for a board of education that is a current member in good standing of the Association shall be conferred as a Life Member.

2. OFFICERS

- a) The officers of the Association are:
- (i) the Minister of Education who shall be the honorary president of the Association;
 - (ii) the president;
 - (iii) the vice-president;
 - (iv) the immediate past president, but only for a term of one year following the election of a new president;
 - (v) the directors, who shall be four (4) in number for those years the immediate past president is an officer of the Association, and five (5) in number otherwise;
 - (vi) the executive director, who shall be the secretary-treasurer.

Each officer other than the honorary president, the executive director and the immediate past president shall be elected at the Annual General Meeting, shall take office at the conclusion of that Annual General Meeting, and shall hold office until his/her successor takes office at the conclusion of the next Annual General Meeting thereafter, or until he/she ceases to be a trustee serving on a member board, whichever occurs earlier. In the event the position of past president is held by an individual who is no longer an elected trustee of a member board of education, the position shall be of an advisory nature only.

- b) The president, the vice-president and directors shall all be trustees serving on member boards.

The executive director shall not be a trustee, shall be appointed by the Board of Directors and shall be subject to the control of the Board of Directors.

- c) The president shall call meetings of the Provincial Council at least twice in each year between Annual General Meetings and of the Board of Directors at least monthly. The president shall be chair of meetings of the Board of Directors, and the president, or such person as he/she designates, shall be chair of meetings of the Provincial Council. The president shall appoint members to the Association's standing and ad hoc committees. The president shall be an ex officio member of all BCSTA committees.
- d) The vice-president shall perform all duties of the president at such times as the president is unable to perform them.
- e) Notwithstanding the requirements of subsections (a) and (b), an officer whose board ceases to be a member solely by reason of being abolished under the *School Act*, may remain in office until the next Provincial Council meeting, or Annual General Meeting, whichever first occurs, following the abolition.

3. BOARD OF DIRECTORS

The president, the vice-president, the directors and the immediate past president shall form the Board of Directors. The executive director shall be a nonvoting member of the Board.

4. VACANCIES ON THE BOARD OF DIRECTORS

Elected offices on the Board of Directors which fall vacant shall be filled in the following manner:

- a) If the office of president falls vacant the vice-president shall advance to the office of the president.
- b) If the office of vice-president falls vacant it shall be filled by the director who received the greatest number of votes at the time of the last election.

- c) If the office of director falls vacant the Provincial Council shall elect one (1) of their members to fill the vacancy until the next Annual General Meeting.
- d) If the immediate past president becomes unable to serve on the Board of Directors during his/her term of office, the president may appoint an additional director from among trustees of member boards of education.

A person so appointed shall hold office until the next Annual General Meeting.

5. BOARD OF DIRECTORS' DUTIES AND POWERS

- a) The Board of Directors is responsible to the Provincial Council for representing the policies of the Association.
- b) Copies of minutes of meetings of the Board of Directors shall be distributed to the Provincial Council and the offices of member boards.
- c) The Board of Directors shall have the power to select, appoint, fix the remuneration of and control an executive director and such other employees as it may deem advisable and to retain the services of a solicitor or any other professional assistance as it may deem advisable.
- d) The Board of Directors shall have the power to take positions on emergent issues within the policies established by general meetings or the Provincial Council. Where no current policy exists, the Board shall exercise its own discretion in representing the Association on emergent issues and shall report to the Provincial Council.
- e) The Board of Directors shall prepare proposed agendas for meetings of the Provincial Council.
- f) The Board of Directors may call a Special General Meeting of the Association.
- g) The Board of Directors may enter into contracts on behalf of the Association, generally carry on the business of the Association, and may, subject to the approval of the Provincial Council, acquire or lease real or personal property.

6. PROVINCIAL COUNCIL

- a) The Provincial Council of the Association shall consist of the Board of Directors plus one (1) representative elected by each member board.

- b) Each member board shall elect one (1) trustee as representative and one (1) trustee as alternate representative to the Provincial Council, such elections to take place annually between December 1 and the following January 15. Provincial Council members so elected shall take office immediately and shall hold office until successors are elected. Should a Provincial Council member cease to be a trustee or resign, the board shall elect a new representative.

7. PROVINCIAL COUNCIL DUTIES AND POWERS

- a) The Provincial Council may meet, adjourn and otherwise regulate its meetings as it sees fit and the quorum shall be two-thirds (2/3) of the member board representatives.
- b) Regular meetings of the Provincial Council shall be held three (3) times a year: once in conjunction with the Annual General Meeting and twice between Annual General Meetings on dates approved by the Provincial Council.
- c) A Special Council meeting shall be held if called for by one-third (1/3) of its members or the Board of Directors.
- d) The Provincial Council may enact special rules of order to govern proceedings at its meetings. Meetings of the Provincial Council shall follow Robert's Rules of Order except as provided in special rules of order.
- e) The Provincial Council is empowered to establish interim policies of the Association between general meetings.
- f) The Provincial Council may authorize the Board of Directors to acquire or lease real and personal property.
- g) The Provincial Council shall approve the annual budget of the Association, the total fees to be collected from member boards, and the criteria for the determination of individual member fees which shall be used by the Board of Directors when establishing the appropriate fee for each member.
- h) The Provincial Council shall approve payment of honoraria to the president, vice-president, directors, and the immediate past president, and shall approve the criteria for payment of out-of-pocket expenses of BCSTA officers, Provincial Council members and staff when incurred on Association business.
- i) The Provincial Council may direct the Board of Directors regarding the investment of funds in the forms permitted by Article 15. a) and establish limits on the Board of Directors' borrowing powers in accordance with Article 15.b).
- j) The Provincial Council shall have the power to provide financial and other assistance to EduServ Inc., B.C. Educational Support Foundation and other nonprofit organizations with similar goals and objectives.

- k) The Provincial Council and/or the Annual General Meeting may advise the Board of Directors with respect to its conduct of the business of any other organization of which it acts as Board of Directors.
- l) Motions to be dealt with by the Provincial Council shall be forwarded to the executive director by member boards, the Education Committee, the Aboriginal Education Committee, branch associations or the Board of Directors.
- m) All motions for consideration by Provincial Council must first be reviewed by the Legislative Committee to ensure they are of an emergent nature. Emergent shall be defined as: business that, if delayed until the Annual General Meeting, will impact negatively on boards' ability to influence public policy, or a public education issue.

8. GENERAL MEETINGS

The Association shall hold an Annual General Meeting at a time and place selected by the Board of Directors, and additional general meetings may be called if deemed necessary by the Board of Directors.

9. DELEGATES AND VOTING POWERS AT GENERAL MEETINGS

- a) Delegates shall be school trustees duly accredited by the boards of education of which they are members. For purposes of ballot voting, boards of education having an annual enrolment of pupils (actual pupils, not full-time equivalents) at the most recent date established under the *School Act* for the reporting of student populations, shall have the following number of votes irrespective of the number of delegates:

1	to	249 pupils	–	1 vote
250	to	999 pupils	–	2 votes
1,000	to	1,999 pupils	–	3 votes
2,000	to	5,999 pupils	–	4 votes
6,000	to	11,999 pupils	–	6 votes
12,000	to	17,999 pupils	–	8 votes
18,000	to	23,999 pupils	–	10 votes
24,000	to	29,999 pupils	–	12 votes
30,000	to	35,999 pupils	–	14 votes
36,000	to	47,999 pupils	–	15 votes
48,000	to	59,999 pupils	–	16 votes
60,000	and over		–	17 votes

These categories are to be reviewed when the enrollment of the largest member board exceeds 60,000 students.

- b) A life member shall have one (1) vote, but not in addition to his/her vote as a delegate of a member board, and not in addition to the full quota of votes cast by any board of which he/she may be a member. Registration fees for general meetings shall be waived for life members.
- c) Any member board which is not represented at any general meeting may, by proxy, in writing, grant to a delegate of any other member board the right to vote on its behalf.
- d) Ballot votes shall be used:
 - (i) for election of BCSTA officers;
 - (ii) on amendments to the constitution;
 - (iii) on the taking of a vote on a substantive motion when called for by any twenty (20) delegates;
 - (iv) for the approval of an Association petition to the Legislature for changes in the BCSTA Act of Incorporation.
- e) Voting on substantive motions shall be by show of hands unless a ballot vote is called for by any twenty (20) delegates. Any procedure used to assist in the counting of a vote shall provide for consideration of handicapped delegates. Fifty (50) delegates shall constitute a quorum.

10. PROCEDURES FOR GENERAL MEETINGS

- a) The president of the Association, or such other person as he/she designates, shall be chair of any or all sessions.
- b) The order of business at any session of a general meeting shall be that expressed in the printed program, subject to such alterations as deemed advisable by the majority of those present.
- c) Robert's Rules of Order will govern points of order or procedures not provided for in the bylaws.
- d) When any motion is under consideration, no other motion shall be received unless it deals with the following:
 - a motion to adjourn;
 - the previous question;
 - a motion to postpone to a certain time or to refer;
 - a motion to amend.

Such motions shall be dealt with as follows:

- (i) A motion to adjourn the meeting or to adjourn the debate shall always be in order and need not be in writing and shall be decided without debate; no second motion to the same effect shall be made until some intermediate proceedings have been taken.
- (ii) The previous question, until it is decided, shall preclude all amendments of the main motion, and shall be in the following words: "That the question be now put." If the previous question be resolved in the affirmative, the main motion is to be put forthwith without further amendment or debate.
- (iii) A motion to postpone or to refer, until decided, shall preclude all amendments of the main motion.
- (iv) Every amendment submitted shall be immediately presented in writing.
- e) Any provision in the bylaws of a procedural nature may be suspended upon a two-thirds (2/3) majority of those present at the meeting voting in favour of suspension.

11. GENERAL MEETING MOTIONS

- a) Motions to be dealt with by general meetings shall be forwarded to the executive director by member boards, the Education Committee, the Aboriginal Education Committee, branch associations, the Provincial Council or the Board of Directors.
- b) Notice of all substantive motions to be dealt with at a general meeting shall be forwarded to the executive director not less than sixty (60) days prior to the opening date of the said general meeting, and shall be transmitted by him/her to the member boards not later than twenty (20) days prior to the opening date of the general meeting, subject nevertheless to any consolidation, alteration or amendment which may be considered necessary by a Legislative Committee, to be appointed each year for that purpose by the president.
- c) Notice of motion submitted too late to meet requirements of section b) herein shall be considered by the general meeting only when such a motion deals with matters arising from events occurring or legislation introduced subsequent to the stated sixty (60)-day deadline for submission of motions. A motion meeting these criteria shall be referred to the Legislative Committee for consideration and then, if in order, be submitted to the general meeting; a simple majority is required for approval.
- d) Should a member board wish to appeal a Legislative Committee decision ruling a late motion out of order under section c), the following procedure is to be followed:
 - (i) Written notice of intention to appeal the Legislative Committee decision shall be forwarded to the executive director as soon as possible.

- (ii) The executive director shall place the appeal of the Legislative Committee's decision before the general meeting. Those present will then decide, by simple majority vote, whether or not to sustain the Legislative Committee's decision.
 - (iii) In the event that the Legislative Committee's decision is not sustained by the membership on a simple majority vote, then the late motion will be included in the order of business.
- e) Should the Legislative Committee consolidate, alter or in any other way amend the motion of any board, it will notify the moving board of its decision in writing and the board shall have the right to challenge the Legislative Committee's decision at the opening of the general meeting proceedings. In such a case, the Legislative Committee will publish the board's motion and the Legislative Committee's rationale for its decision and then request the general meeting to sustain its decision.
- f) Nothing herein shall be held to prevent the Board of Directors of the Association from submitting a substantive motion even though notice has not been given. Such a motion does not require approval before it can be considered.

12. COMMITTEES

- a) The president shall appoint a Legislative Committee within two (2) weeks of the president assuming office. The Committee shall consist of not less than three (3) members, one (1) of whom shall be a member of the Education Committee. The Legislative Committee shall, inter alia, prepare all notices of motion for printing on the agenda of a general meeting, and shall act during a general meeting to prepare late notices of motion for the consideration of the membership. The Legislative Committee shall have the power to examine, correlate, amend, reject and report upon notices of motion submitted to it. All the actions of the Legislative Committee with respect to notices of motion shall be subject to the approval of the membership at the general meeting and the membership may, upon simple motion from the floor of the meeting, sustain the Committee's actions, or refer back the notice of motion to the Committee with special instructions.
- b) The president shall appoint three (3) trustees attending the general meeting as delegates to act as a Credentials Committee. It shall be the duty of the Credentials Committee to validate all credentials found to be in order and to report to the meeting from time to time regarding the number of duly accredited delegates present, and the number of votes they carry.
- c) The president shall appoint a Finance Committee within two (2) weeks of the president assuming office. The Committee shall consist of not less than two (2) members and a chair, who shall be an officer of the Association other than the executive director. This officer shall also act as a liaison between the Committee and the Board of Directors.

The duties of the Finance Committee shall be:

- (i) to direct the collecting of all dues, fees, levies and other revenues on behalf of the Association;
- (ii) to recommend reasonable controls for the safekeeping of Association funds;
- (iii) to obtain satisfactory evidence that there is a continuing maintenance of proper financial books and records;
- (iv) to monitor the expenditures of Association monies;
- (v) to cooperate with the Board of Directors in the preparation of an annual budget for the following fiscal year;
- (vi) to supervise the calculation and drafting of an annual membership fee scale, in accordance with budget requirements;
- (vii) to ensure that an annual inventory statement of Association assets is completed at the conclusion of each fiscal year;
- (viii) to request the executive director of the Association to report to the Provincial Council as required on the financial status of the Association, substantiated by a banker's statement and/or an auditor's statement;
- (ix) to approve all cheques over \$5,000.

The Finance Committee shall report jointly to the Boards of Directors and the Provincial Council.

- d) The Provincial Council or the Board of Directors of the Association may establish ad hoc committees of the Association.

All ad hoc committees shall have terms of reference formulated by the Provincial Council or Board of Directors, and shall report to a future meeting of the Provincial Council.

- e) The president shall appoint an Education Committee within two (2) weeks of the President assuming office and the members of the Committee shall hold office from their appointment to the close of the next AGM. The Committee shall consist of an Education Committee representative of each branch as elected by each branch and a member of the Board of Directors of the Association (other than the executive director) who shall also act as a liaison between the Committee and the Board of Directors.

The duties of the Education Committee shall include:

- (i) to formulate the program of the Annual General meeting and make arrangements so as to facilitate and support activities at the AGM;
 - (ii) to identify educational issues of concern to boards of education and trustees in British Columbia;
 - (iii) to share knowledge regarding research and policies related to public school education;
 - (iv) to formulate recommendations for action by the Board of Directors, the Provincial Council and the membership at general meetings on education matters of provincial concern;
 - (v) to establish opportunities for the discussion of education issues;
 - (vi) to recommend topics for leadership development seminars.
- f) The president shall circulate information about opportunities to participate on BCSTA committees, and/or other committees appointed by BCSTA, with the exception of the Education Committee, so that interested parties may have an opportunity to volunteer.
- g) The president shall appoint an Aboriginal Education Committee within two (2) weeks of the president assuming office. The Committee shall consist of seven (7) members appointed by the president, one of whom shall be a member of the Board of Directors other than the executive director who shall also act as a liaison between the Committee and the Board of Directors.

The mandate of the Committee is understood to encompass issues affecting the education of all students who declare their Aboriginal descent.

The duties of the Aboriginal Education Committee shall include:

- (i) to represent the interests of boards of education in Aboriginal education matters in cooperation and liaison with Aboriginal groups;
- (ii) to heighten knowledge, awareness and understanding of Aboriginal values, cultures and perspectives in the education system in order to enhance learning;
- (iii) to disseminate information to relevant constituent groups, in order to foster an atmosphere that will promote dialogue at the local level between boards of education and Aboriginal communities;
- (iv) to identify and address issues related to provincial policy and implementation processes that have an impact on Aboriginal education; and

- (v) to develop recommendations on Aboriginal education matters, including consideration of funding implications, for action by the Education Committee, Provincial Council and/or Board of Directors, as appropriate.
- h) The president may appoint any BCSTA member trustee to an outside group where formal BCSTA representation has been requested. BCSTA's trustee representatives will be expected to represent BCSTA policies and positions where they exist. These representatives shall be responsible to the Board of Directors.

13. ANNUAL DUES

The Board of Directors shall have power to establish and levy annual dues upon all member boards of education for each financial year in accordance with the criteria established by the Provincial Council, provided that the total amount so levied for any financial year shall not exceed an amount approved by the Provincial Council for the year concerned.

14. SUSPENSION OF MEMBER BOARDS

- a) The executive director shall, on or before July 31 in every year, send a notice in writing by registered mail to any member board in arrears of fees, levies or dues levied in respect of any preceding financial year or years. The notice shall specify the amount of each arrears.
- b) If the amount of any arrears plus interest as determined by the Provincial Council is not fully paid on or before September 30 next following the mailing of such notice, the Provincial Council may suspend the member board from all its rights and privileges of membership including, without limitation, all its voting rights.
- c) If a member board suspended pursuant to this bylaw 14 shall at any time fully pay to the Association all its arrears of fees, levies, dues, or interest, the executive director shall so certify to the Provincial Council whereupon the member board shall be deemed to be fully reinstated to membership.
- d) Nothing in this bylaw 14 shall prejudice the right of the Association to recover from a board of school trustees, as a debt owing to the Association, any such arrears of fees, levies, dues, or interest.

15. INVESTMENT AND BORROWING POWERS

- a) The Board of Directors shall have the power to invest funds of the Association in accordance with the policies of the Provincial Council, as such funds from time to time accumulate, in investments authorized under the *Trustee Act*.

- b) The Board of Directors shall have the power to borrow from time to time and on the credit of the Association, amounts which at no time shall exceed in the aggregate a sum which can be fully secured by investments made in pursuance of bylaw 15.a) plus one-fifth (1/5) of the annual budget.
- c) All borrowing by the Association which cannot be fully secured by investments made pursuant to bylaw 15.a) and is in excess of one-fifth (1/5) of the annual budget shall be authorized only by resolution of the Provincial Council.

16. ELECTION OF OFFICERS

- a) Any trustee of a member board is eligible for election as an officer of the Association.
- b) The nomination of candidates for election as Association officers shall be submitted by mail at least thirty (30) days prior to the Annual General Meeting, addressed to the executive director. Nominations shall be accepted where a trustee submits his/her name for election to a specific office and the name is supported by two (2) trustees serving on the same or different member boards.
- c) A Nominating Committee shall be appointed by the Board of Directors in sufficient time so that if, by thirty (30) days prior to the Annual General Meeting, nominations have not been received for all offices, the Nominating Committee shall be responsible for nominating candidates for the vacant offices.
- d) The Association's mailing and printing facilities shall be made available to candidates for one (1) general mailing two (2) weeks prior to the Annual General Meeting: candidates may submit one (1) 8 ½" by 11" page (both sides) and a photograph twenty (20) days prior to the Annual General Meeting.
- e) Additional nominations shall be called for at the conclusion of the Annual General Meeting's opening ceremonies. Nominations shall then be closed, except that candidates properly nominated for a position who are defeated in the election may be nominated for other positions immediately prior to the election for those other officers.
- f) The election of officers shall be held on the second full day of the Annual General Meeting. Three (3) scrutineers shall be appointed by the presiding officer. Before any ballot is taken, any person nominated may decline office or withdraw his/her name.
- g) Should any candidate for the office of president or vice-president receive a clear majority of the votes cast upon the first ballot, he/she shall be declared to be elected. Should no candidate receive such clear majority, the candidate receiving the lowest number of votes on the first ballot shall be dropped from the list and a second ballot and, if necessary, subsequent ballots shall be held in like manner until one (1) candidate receives a clear majority of the votes cast and such candidate shall thereupon be declared to be elected.

- h) In the election of directors, there shall be sequential rounds of balloting, with four (4) directors elected in years when there is an immediate past president, and five (5) directors otherwise. The following procedures apply:
- (i) For each round of balloting, a ballot shall be issued for each vote allocated under 9(a) or (b), on which a voter may mark a sub-vote for each one of more candidates, not to exceed the number of candidates to be elected;
 - (ii) A threshold number of sub-votes is established equal to 50 per cent of the validly cast ballots;
 - (iii) Candidates are elected in order of the number of sub-votes received, provided they receive more than the threshold number of sub-votes.
 - (iv) If no candidate is elected on a ballot, the candidate with the lowest number of votes is dropped off.
 - (v) Further rounds of balloting continue until the required number of directors is elected.

16A. REPRESENTATION TO CANADIAN SCHOOL BOARDS ASSOCIATION

- a) The Board of Directors shall elect a CSBA Director from among its members.
- b) Elections shall take place within 60 days of the Board taking office or prior to the opening of CSBA's Annual General Meeting, whichever shall occur first.
- c) If the CSBA Director is unable to attend a meeting of the CSBA Board of Directors, or the office of CSBA Director is vacant, the president may appoint an alternate CSBA Director for that meeting.
- d) Voting representative for a meeting of the CSBA representative assembly will be appointed by the CSBA Director or alternate CSBA Director from among trustees attending the CSBA meeting.

17. SEAL

The seal of the Association shall be held in the custody of the executive director and shall be used only pursuant to resolution of the Board of Directors and in the presence of any two (2) officers of the Association named in such resolution.

18. AUDITORS

Auditors shall be appointed annually by the Provincial Council at the time of the Annual General Meeting and shall hold office until the next Annual General Meeting.

19. DISTRICT BRANCH ASSOCIATIONS

District branch associations shall be affiliated with this Association. Only boards that are members of the Association shall be members of a branch. Branch associations shall be permitted to draft their own constitutions, or amendments thereto, subject nevertheless to the approval of the Provincial Council of this Association, and should any branch association fail to draft its own constitution within a reasonable time, the Provincial Council may draft and establish a constitution for it. Branch associations may submit motions to general meetings and to the Provincial Council. The composition of the district branch associations shall be as follows, so long as the school districts specified remain members of this Association:

- 1) **Fraser Valley Branch**
SD33 (Chilliwack); SD34 (Abbotsford); SD35 (Langley); SD42 (Maple Ridge-Pitt Meadows); SD75 (Mission); SD78 (Fraser-Cascade)
- 2) **Kootenay Boundary Branch**
SD05 (Southeast Kootenay); SD06 (Rocky Mountain); SD08 (Kootenay Lake); SD10 (Arrow Lakes); SD20 (Kootenay-Columbia); SD51 (Boundary)
- 3) **Metropolitan Branch**
SD36 (Surrey); SD37 (Delta); SD38 (Richmond); SD39 (Vancouver); SD40 (New Westminister); SD41 (Burnaby); SD43 (Coquitlam); SD44 (North Vancouver); SD45 (West Vancouver); SD93 (Conseil scolaire francophone)
- 4) **North West Branch**
SD50 (Haida Gwaii/Queen Charlotte); SD52 (Prince Rupert); SD54 (Bulkley Valley); SD82 (Coast Mountains); SD92 (Nisga'a)
- 5) **South Coast Branch**
SD46 (Sunshine Coast); SD47 (Powell River); SD48 (Howe Sound)
- 6) **Northern Interior Branch**
SD27 (Cariboo-Chilcotin); SD28 (Quesnel); SD49 (Central Coast); SD57 (Prince George); SD59 (Peace River South); SD60 (Peace River North); SD81 (Fort Nelson); SD87 (Stikine); SD91 (Nechako Lakes)
- 7) **Okanagan Branch**
SD19 (Revelstoke); SD22 (Vernon); SD23 (Central Okanagan); SD53 (Okanagan Similkameen); SD58 (Nicola-Similkameen); SD67 (Okanagan Skaha); SD73 (Kamloops/Thompson); SD74 (Gold Trail); SD83 (North Okanagan-Shuswap)

8) Vancouver Island Branch

SD61 (Greater Victoria); SD62 (Sooke); SD63 (Saanich); SD64 (Gulf Islands); SD68 (Nanaimo-Ladysmith); SD69 (Qualicum); SD70 (Alberni); SD71 (Comox Valley); SD72 (Campbell River); SD79 (Cowichan Valley); SD84 (Vancouver Island West); SD85 (Vancouver Island North)

In recognition of its province-wide status, trustees (directors) of the Conseil scolaire francophone de la Colombie-Britannique (CSF) have the ability to attend meetings of all branch associations on a nonvoting basis, and the CSF has the ability to be a voting member of one branch, to be determined by agreement between the CSF and the branch.

The Provincial Council, with the concurrence of the member boards concerned, shall have the power to vary the composition of the district branch association between AGMs.

20. AMENDMENTS TO BYLAWS

The bylaws may be amended only by extraordinary resolution.

21. EXTRAORDINARY RESOLUTIONS

Notice of motion of extraordinary resolutions shall be given in writing to the executive director not less than seventy (70) days prior to the opening date of the general meeting at which such motions are to be considered, and shall be transmitted by the executive director to member boards not less than thirty (30) days prior to the opening date of the general meeting. Motions by the Provincial Council may exceed this deadline if submitted to the executive director at least thirty (30) days prior to the opening date of the general meeting. A two-thirds (2/3) majority vote by ballot shall be necessary to pass an extraordinary resolution.

22. ASSOCIATION RECORDS

The executive director shall cause to be taken an audio recording of proceedings at all regular sessions of each general meeting and preserve this recording for a period of three (3) years. He/she shall cause to have published and delivered to member boards a report of actions taken by the membership at each general meeting. He/she shall also take minutes of all Provincial Council and Board of Directors meetings and keep the same in a permanent record book.

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