

BY-LAWS

SALT SPRING ISLAND PUBLIC LIBRARY ASSOCIATION

Incorporated February 22, 1960 under the Libraries Act of
British Columbia and continued under the Library Act.

GENERAL

1. (a) The name of the association shall be SALT SPRING ISLAND PUBLIC LIBRARY ASSOCIATION.
- (b) The name of the library shall be the SALT SPRING ISLAND PUBLIC LIBRARY.
- (c) The objectives of the association shall be operation of a public library to serve residents of Salt Spring Island.

MEMBERSHIP

2. On application, any person may become a member of the Association, if that person is:
 - (a) a resident of Salt Spring Island, or
 - (b) a resident in an area in which the Association agrees to provide library service.

Any resident, as described above, automatically becomes a member of the Association on application for a card giving borrowing privileges from the Association's library.

The Association shall maintain a record of its membership.

RIGHT TO VOTE OR HOLD OFFICE

3. (a) A member of the Association is eligible to be elected to hold office in, and to vote at meetings of, the Association.
- (b) No member under 18 years of age and no employee of the Association is eligible to be elected to hold office in, or to vote at meetings of, the Association.

COMPOSITION OF THE LIBRARY BOARD (THE BOARD)

4. The Board is to consist of:

Bylaws adopted at 1995 AGM

Amended at 2000, 2006, 2007, 2008, 2009, 2011, 2012, 2014, 2015, 2016, 2020, and 2021 AGMs

- (a) not fewer than five or more than nine members, elected by the members of the Association from among themselves,
- (b) any person appointed to be a member of the Board by the Capital Regional District board under the authority of the Library Act; and
- (c) at the option of the Board, a past chair or Board member who shall serve in a non-voting capacity and who shall not be considered to be a member of the board for the purposes of establishing a quorum or calling meetings.

MEETINGS

- 5. (a) An annual general meeting must be held by March 31. Notice of such meeting must be published in a local newspaper in two consecutive issues during the two weeks before the meeting, and posted during that period in the library.
- (b) A Special General Meeting of members may be called at any time.
 - (i) by the Board if it requires ratification by association members of any proposed items of business or courses of action, or
 - (ii) by at least fifteen members in good standing who sign a request for such a meeting by applying in writing to the board stating their reasons for calling a special general meeting.
 - (iii) Notification of the calling for a special general meeting shall follow the procedures laid down for the calling of an annual general meeting.
- (c) The quorum at an annual or special meeting of members shall consist of at least fifteen members in good standing.
- (d) The Board may direct any meeting of the Association be held either in person or using virtual technology.

NOMINATIONS

- 6. A slate of members to fill vacancies on the Board shall be presented to the Annual General Meeting. A nominating committee reporting to the Board shall be appointed at least six weeks before the date of such meeting. If there are further nominations from the floor at the meeting, the voting shall be by ballot.

ELECTIONS AND TERMS OF OFFICE

7. (a) Elections to the Board must be held each January or as soon afterwards as is convenient.
- (b) Elections are for terms of two years.
- (c) A member is eligible for re-election or reappointment to the Board, but no member may serve for more than eight consecutive years.
- (d) *Removed: March 26, 2020 AGM*
- (e) A vacancy arising during the term of office of an elected member is to be filled, for the remainder of the term, by an appointment made by the Board at the first meeting after the vacancy arises or as soon afterward as is convenient.
- (f) The Board
 - (i) may remove an elected member for cause, including if the member fails to attend 3 consecutive regular meetings of the Board without its written approval, and
 - (ii) must remove an elected member who ceases to be eligible to hold office in or to be a member of the Public Library Association.

ELECTION OF OFFICERS

8. (a) Immediately following the Annual General Meeting, the Board must elect from its voting members a Chair, a Vice Chair and a Treasurer. Provided they are still members of the Board, such officers continue in office until the next Annual General Meeting.
- (b) If the chair is not present at a meeting of the Board, the vice chair has all the powers of the chair and is subject to all the rules applicable to the chair.
- (c) If neither the chair nor the vice chair is present at a meeting of the Board, the members present may elect an acting chair who has, during the meeting, all the powers of the chair and is subject to all rules applicable to the chair.
- (d) A vacancy arising during the term of an officer is to be filled, for the remainder of the term, by the appointment made by the Board at the first meeting after the vacancy arises, or as soon afterward as is convenient.

REGULAR AND SPECIAL MEETINGS OF THE BOARD

9. (a) The Board must meet at regular intervals at least six times a year.
- (b) A majority of all the members of the Board is a quorum.
- (c) The chair or any two members may call a special meeting of the Board by notifying the other members at least two days before the meeting and stating the purpose of the meeting.

POWERS AND DUTIES OF THE BOARD

10. The Board has the powers and duties conferred on it by the Library Act.

FINANCIAL

11. (a) The Board shall approve a yearly budget and shall cause annual financial statements to be prepared in accordance with generally accepted accounting procedures. Such financial statements shall be reviewed and reported on, by the accountant appointed pursuant to (b) below, on a “review engagement” basis and they shall be signed by the Chair and the Treasurer on behalf of the Board and presented at the Annual General Meeting.
- (b) An independent accountant, who is a Chartered Professional Accountant (CPA) in good standing, shall be elected by the Members at each Annual General Meeting to serve until the next Annual General Meeting. No Board member shall be eligible to serve as such accountant.
- (c) The financial year of the Association shall end on December 31st.
- (d) The Treasurer shall keep such records as may be necessary to prepare the Association's financial statements and shall supervise the operation of such bank accounts as shall from time to time be considered necessary. The Treasurer shall present a report of the financial position of the Association on a regular basis as governed by policy and shall obtain the prior approval of the Board for all unbudgeted expenditures in excess of such amount as the Board may from time to time determine.
- (e) None of the assets of the Association shall be distributed for the benefit of any member of the Board or Association other than for the payment of expenses incurred on behalf of the Association and approved by the Board or a duly appointed officer of the Board.

ADMINISTRATION

12. (a) The Board must appoint a chief librarian who shall be secretary to the Board and to the Public Library Association. The chief librarian has the powers and duties the Board assigns to the chief librarian from time to time.
- (b) The Board shall appoint a recording secretary who shall keep minutes of meetings of the Board and of the Association which may be inspected by any member upon giving ten days notice. In the absence of the recording secretary the minutes shall be kept by the Secretary to the Board or such other person as the Board may appoint for that purpose.

ALTERATIONS TO THE BY-LAWS

13. (a) Any new by-law may be made and any by-law herein contained may be amended or rescinded by a resolution passed by two-thirds of the members present at an annual or special general meeting of the Association.
- (b) Notice of motion to propose any matter referred to in 13(a) above shall be published in a local newspaper at least two weeks prior to the Annual or Special General Meeting in two consecutive issues and the exact wording of the proposed change shall be posted in the Library during such two weeks period. Any such motion may be subject to amendments at the said meeting.

SCHEDULE “A”

Board Consent Resolutions

A resolution passed by the members of the Board (“Board Members”) in accordance with the following requirements is called a “Board Consent Resolution”. A Board Consent Resolution will be as valid and effective as if it had been passed at a duly held and called meeting of the Board if it is in the form of either one written document signed by all Board Members or a written document circulated and consented to in counterpart by all Board Members if the consent of each of the Board Members is given by either:

- an originally signed copy, or
- an e-mail transmission if the e-mail:
 - contains the full text of the Board Consent Resolution and the clear consent of the transmitting Board Member, and
 - is transmitted directly or by intermediary to the Board Chair.

A Board Consent Resolution is effective on the later of the date stated in the Board Consent Resolution or on the date of delivery or transmission of the last counterpart to the Board Chair.