

Southern Interior Local Government Association

Constitution

April 2021

CONSTITUTION

1. NAME

The name of the society is Southern Interior Local Government Association.

2. PURPOSES

The purposes of the Southern Interior Local Government Association are:

- 2.1 to represent, in one organization, the various local governments of the Southern Interior area of British Columbia;
- 2.2 to enhance and provide the forum to improve and refine the quality and level of service provided by local government to its citizens;
- 2.3 to support and advance to the Union of British Columbia Municipalities (UBCM) and/or Provincial Ministries on behalf of the membership proposed changes in legislation, regulations or Government policy;
- 2.4 to coordinate communications between Members, other Local Government Associations and various governmental organizations;
- 2.5 to educate and assist Members in the provision of good government for our citizens; and
- 2.6 to hold meetings to promote the purposes listed above.

SCHEDULE "B"

BYLAWS

1. INTERPRETATION

In these Bylaws, unless the context otherwise requires:

"Association" or "SILGA"	shall mean the Southern Interior Local Government Association;
"Bylaw"	shall mean a Bylaw of the Association;
"Executive" or "Directors"	shall mean the President, First Vice-President, Second Vice-President, Immediate Past President and seven (7) Member Representatives of the Association as Directors at Large, one of whom must be an Electoral Area Director of a regional district, all of whom are elected annually at the Annual Meeting;
"Life Member"	shall mean an individual appointed to Life Membership in accordance with section 3 of the Bylaws;
"Member"	shall mean an eligible local government which has paid the assessed membership dues for the current year and shall include Life Members;
"Member Representative"	shall mean an elected official, currently in office, of a Member;
"Officers"	shall mean the President, First Vice-President, Second Vice-President, Past President and Secretary-Treasurer;
"Ordinary Resolution"	shall mean a resolution passed by a majority of the votes cast by the Member Representatives; and
"Special Resolution"	shall mean a resolution passed by at least 2/3 of the votes cast by the Member Representatives.

2. MEMBERSHIP

- 2.1 All cities, towns, villages and district municipalities and regional districts within the Okanagan, Thompson-Nicola, Columbia, Shuswap and Similkameen Valleys and Lillooet are eligible for membership in the Association upon payment of the annual membership dues set by the Association.
- 2.2 Every Member and Member Representative shall comply with the Bylaws of the Association and its rules and policies.

3. LIFE MEMBERSHIP

- 3.1 Life Memberships may be granted by the Executive to persons who have held elected municipal or regional district office, by way of certificate.
- 3.2 Any Member Representative of the Association may present to the Executive names of persons for consideration of Life Memberships.
- 3.3 The person being presented a Life Membership shall be so advised by the President.

- 3.4 All Life Membership Certificates shall be presented at the Annual Meeting after the installation of the President-Elect.
- 3.5 Life Members who are not elected officials, currently in office, of a Member shall not be entitled as Member Representatives to vote on matters to be resolved by the Members / Member Representatives and shall not receive notices in accordance with these Bylaws.
- 3.6 Annual and registration fees of Life Members shall be waived for those Life Members no longer serving as elected officials.
- 3.7 All Past Presidents of the Association shall be Life Members.

4. OFFICERS

- 4.1 In accordance with subsection 5.1 below, the Officers of the Association, with the exception of the Secretary-Treasurer and Past President, shall be elected by the Member Representatives at Annual General Meetings of the Association.
- 4.2 The Secretary-Treasurer will be the General Manager of SILGA, to be paid a contracted fee in the amount and on the terms and conditions authorized by the 2/3 majority of the Directors.
- 4.3 For those vacancies on the Executive created as a result of an Executive member vacancy:
 - 1. The First Vice-President shall assume the office of President;
 - 2. The Second Vice-President shall assume the office of First Vice-President; and
 - 3. Director at Large positions are to be advertised and appointed by the Executive on an interim basis until the next Annual General Meeting.
- 4.4 The President of the Association shall be the Association's appointee to the Union of British Columbia Municipalities (UBCM) Executive. At the President's discretion, a different member of the Executive may be designated as the appointee to the UBCM. The Association's appointee to the UBCM Executive will remain as the UBCM representative until the next UBCM Annual General Meeting.

5. EXECUTIVE

- 5.1 The Executive, with the exception of the Past President, shall be elected from among the Member Representatives at the Annual General Meeting of the Association in accordance with the process set out in section 7 below, and Executive members shall assume their respective positions immediately prior to the adjournment of the Annual General Meeting at which they are elected.
- 5.2 The term of office for the Executive, except for the Past President, shall be for a one year term. The President may not serve more than two consecutive terms in that office. Upon expiration of his or her term as President, the individual automatically takes the position of Past President, and holds that position until the next President is replaced at an Annual General Meeting.
- 5.3 In the event of a vacancy occurring in the Executive, such vacancy may be filled by a vote of the Executive only until the next Annual General Meeting.

- 5.4 Except for the office of Past President, all members of the Executive shall hold office only so long as they remain elected representatives of their Municipality or Regional District. If a person holding the office of Past President ceases to be an elected representative of a Member of the Association, such person shall only hold the office for the remainder of the current term.
- 5.5 A quorum at Executive meetings shall be a majority of the Executive members holding office.
- 5.6 The President shall recommend all committees, which will be ratified by the Executive.

6. DUTIES

- 6.1 The Executive shall manage the affairs of the Association between Annual General Meetings and shall report thereon at the next Annual Meeting of the Association.
- 6.2 The Executive shall have the duty to support and advance the will of the Association as expressed by resolution of the Members at any of its meetings.
- 6.3 The Executive shall have the power to incur such ordinary expenses, including reasonable expenses incurred by the Executive themselves in carrying out their responsibilities, as may become necessary to carry out the business of the Association between Annual General and Extraordinary Meetings.
- 6.4 The Executive shall meet at least four times per year and more often as requested by the President or three other Officers or Directors of the Executive.
- 6.5 The notice requirements for meetings of the Executive, shall be the same as those contained in Section 8.4.

7. NOMINATIONS AND ELECTION OF EXECUTIVE

- 7.1 The President shall appoint a Nominating Committee to make nominations for the Executive. The Nominating Committee shall consist of up to three (3) Member Representatives, one of whom shall be a Past President.
- 7.2 The Chair of the Nominating Committee shall be the Past President unless that position is vacant, in which case the Chair shall:
 - 1. be appointed by the Executive with consideration to a previous Past President; and
 - 2. not be a member of the Executive.
- 7.3 The Nominating Committee shall submit a proposed slate of Executive to the Members at the Annual General Meeting for consideration.
- 7.4 All Member Representatives shall be eligible to stand for election to the Executive.
- 7.5 If an election of the Executive is required it will be conducted by a secret ballot and, subject to subsection 7.11 below, those candidates receiving the most votes of the Members being elected to the Executive, and ballots shall be destroyed by resolution of the Members following the declaration of the successful candidate for office or directorship.
- 7.6 In the event of an equality of votes between two candidates, the successful Executive candidate will be chosen by lot between those two candidates. The name of each candidate will be written on a separate piece of paper, folded in such

a way that the names of the candidates are not visible and placed in a container and shaken. One piece of paper will be withdrawn by the Chair of the Nominating Committee and that person declared the winning candidate.

- 7.7 The Chair of the Nominating Committee shall present the Nominating Committee's candidates to the Association and will preside over the election process.
- 7.8 If the Chair of the Nominating Committee is unable to act, the Executive shall appoint a Member Representative, Officer or Director to undertake the duties and responsibilities as Chair of the Nominating Committee and to preside at the election.
- 7.9 The Secretary-Treasurer shall serve as the "Returning Officer" and may appoint other staff members in attendance to assist with the election.
- 7.10 The election of Officers to the Executive shall be held at the Annual General Meeting on a first ballot and that of the Directors at Large subsequently on a second ballot. Any candidate that is unsuccessful in obtaining an Officer position on the first ballot may become a candidate for a Director at Large position on the second ballot.
- 7.11 If, in the election of the Officers to the Executive on the first ballot, an Electoral Area Director of a regional district is elected, the Director at Large positions will then be filled by the candidates with the most votes.
- 7.12 If, in the election of the Officers to the Executive on the first ballot, an Electoral Area Director of a regional district is not elected, then in the election of the Directors at Large, the candidate - of those candidates that are Electoral Area Directors of a regional district - with the most votes will be elected as a Director at Large and the balance of the Director at Large positions will be filled by the remaining candidates with the most votes. If only one Electoral Area Director of a regional district candidate runs for a Director at Large position, that candidate will be acclaimed.

8. MEETINGS OF THE MEMBERS

- 8.1 One of the Vice-Presidents shall preside at all meetings of the Members in the absence of the President.
- 8.2 One general meeting shall be held every year in the month of April or May which shall be known as the Annual General Meeting. If a virtual Annual General Meeting is deemed necessary by the SILGA board, the SILGA board or staff will choose a third-party virtual meeting platform as well as a third party electronic voting platform to allow confidential online voting for all aspects of the Annual General Meeting. Member Representatives will be provided in advance with detailed instructions on how to access the virtual platform and the voting procedures.
- 8.3 Extraordinary Meetings, which shall be any meetings of the Members other than the Annual General Meeting, may be called by the President, or in the absence of the President by one of the Vice-Presidents or by a majority of the Executive, and the business of that meeting shall be restricted to the business specified in the notice calling the meeting.
- 8.4 Fourteen (14) days' notice of Extraordinary Meetings shall be given to Members.
- 8.5 The location of the Annual General Meeting shall be determined by ordinary resolution at an Annual General Meeting no less than 2 years in advance of the proposed meeting date. The dates of the next meeting shall be fixed by the

Executive, and at least ninety (90) days' notice of such a meeting shall be given to the Association Members.

- 8.6 A quorum shall be twenty (20) Members present at the Annual General Meeting and Extraordinary Meetings.
- 8.7 All elected officials of a Member municipality or regional district shall be entitled as the Member Representatives to have a voice and vote at the Annual General or Extraordinary Meetings of the Association.
- 8.8 There shall be no proxy voting, and each Member Representative present at a meeting shall be entitled to one vote per question.
- 8.9 The Secretary-Treasurer and the Corporate Officer and/or Chief Administrative Officer of the Member local governments shall be entitled to attend meetings of the Members but shall not be entitled to vote, nor to address matters placed before the Association unless requested to do so by the President.
- 8.10 All matters placed before a meeting of the Association or Executive, shall be resolved by Ordinary Resolution, except as otherwise specifically referenced for these bylaws and for amendments to the Constitution, Bylaws and annual dues which shall require a Special Resolution of the Member Representatives present at the meeting.

9. FINANCES

- 9.1 The fiscal year end of the Association shall be December 31st.
- 9.2 The President or their designate, the Secretary-Treasurer and one other member of the Executive appointed by the Executive shall be signing authorities for the Association. Any two of the above-named are authorized to sign all documents and cheques for the Association.
- 9.3 The Executive shall prepare or cause to be prepared an operating budget for the next fiscal year, along with a financial plan for the next 5 fiscal years, for presentation to, and approval by Ordinary Resolution the Member Representatives at the Annual General Meeting.
- 9.4 The Secretary-Treasurer shall coordinate preparation of the Association's annual Financial Statement by the Association's accountants (to be prepared to a review engagement standard), to be presented by the Association's accountants and/or a member of the Executive at the Annual General Meeting.
- 9.5 Expenditures deemed to be extraordinary and beyond the scope of ordinary expenses under the usual authority of the Executive shall be referred to, and approved by Special Resolution the Member Representatives of the Association in attendance at the Annual General or Extraordinary Meeting at which the proposed expenditures were presented. If the expenditure is approved, a special levy will be assessed equally amongst all Members, if required.
- 9.6 Dues requisitions for each year shall be sent to Members on or before June 15th and shall be payable on or before September 15th of the same year. Member Representatives of Members whose dues are in arrears are not eligible to speak or vote at any meeting of the Association or to sit on the Executive Committee.
- 9.7 Changes to annual membership dues shall be determined by Special Resolution of the Member Representatives present at an Annual General Meeting of the Association and shall remain fixed until a further change is adopted by the

membership. The current membership dues rate is attached hereto as Schedule "A".

10. SUBMISSION OF ANNUAL GENERAL MEETING RESOLUTIONS

- 10.1 Notice of the 'Call for Resolutions' for the next Annual General Meeting shall be given to all Members not later than January in each year.
- 10.2 The President shall appoint a Resolutions Committee of three or more Members of the Executive at least sixty (60) days prior to the Annual General Meeting.
- 10.3 It shall be the duty of the Resolutions Committee to examine, comment and make recommendations on all resolutions submitted in response to the "Call for Resolutions" for the Annual General Meeting.
- 10.4 Resolutions Submitted Prior to the Annual Meeting
- (1) Each resolution shall be prepared on the sponsoring Member local government's letterhead and shall bear a short descriptive title;
 - (2) Each resolution shall be endorsed by the sponsoring Member's Municipal Council or Regional Board;
 - (3) Each resolution should be received by the Secretary-Treasurer no later than sixty (60) days prior to the Annual General Meeting;
 - (4) Each resolution should be relative to regional issues and should not pertain to a finite local interest. Background information should be provided to support the resolution; and
 - (5) At least two weeks prior to the Annual General Meeting, the Secretary-Treasurer shall circulate all resolutions submitted in response to the "Call for Resolutions" to all Members.
- 10.5 Late Resolutions
- (1) Resolutions submitted following the expiry of the regular deadline noted in section 10.4 shall be considered "Late Resolutions" and shall comply with all other submission requirements, except that a copy of the resolution shall be provided to SILGA by noon on the Friday preceding the date of the Annual General Meeting. The resolutions committee will meet on the Tuesday preceding the Annual General Meeting to provide recommendations as to whether the late resolution(s) should be brought to the Members for inclusion in the resolution debate. All late resolutions must be adopted by a Special Resolution of the Member Representatives in attendance at the Annual General Meeting to be included in the discussion.
 - (2) Late resolutions will be reviewed by the Resolutions Committee prior to the Meeting and only those of a subject matter which could not have been submitted by the normal deadline date outlined in section 10.4 will be considered.
 - (3) Late Resolutions shall be available for discussion after resolutions printed in the resolutions book have been considered.
 - (4) Late Resolutions admitted for plenary discussion shall be dealt with in the order presented in the Late Resolutions report.

- (5) In the event that a late resolution is recommended to be admitted for discussion, the sponsoring member of the late resolution shall produce sufficient copies for distribution to the Members at the Annual General Meeting.
 - (6) The Late Resolution will, after reading, be properly before the meeting, and the regular procedures for handling resolutions will apply.
- 10.6 The Executive will have the resolutions available on the SILGA website as well as circulated to Member Representatives via email.

11. CONSIDERATION OF RESOLUTIONS

- 11.1 The Chair of the Resolutions Committee shall introduce each submitted resolution and call for discussions from the floor. The resolution will, after reading, be properly before the Members and will not require a mover or a seconder.
- 11.2 Any amendment and any motion to withdraw any resolution from consideration of the meeting must be moved and seconded from the floor.
- 11.3 Voting on resolutions shall be by show of voting card and the Chair's decision as to whether a motion is won or lost shall be final. Any Member may call for or demand a count and, if seconded, the Chair must put the question on ordering a count.
- 11.4 Any resolution that has been voted on may be reconsidered at the same meeting provided that the Member Representatives present agree by a Special Resolution of the Member Representatives in attendance at the meeting that the reconsideration is warranted because of additional or clarifying information having come to the attention that is directly relevant to the decisions of the Member Representatives in casting their votes. A resolution may only be reconsidered once. A resolution to be reconsidered may only be brought to the floor after all other resolutions have been considered.
- 11.5 It is understood that any Member of the Association may submit a resolution direct to UBCM without an endorsement of the Association.

12. AMENDMENTS TO CONSTITUTION AND BYLAWS

- 12.1 Where amendments are proposed to the Constitution and Bylaws, the following procedures shall apply:
 - (1) all proposed amendments will be submitted to the Secretary-Treasurer who will present them to the Executive;
 - (2) the proposed amendments, after review by the Executive, shall be submitted to the Member Representatives of the Members of the Association at its Annual General Meeting;
 - (3) the Secretary-Treasurer shall provide not less than sixty (60) days' notice to the Members of the Association of the proposed amendments to the Constitution and Bylaws; and
 - (4) amendments to the Constitution and Bylaws must be approved by a Special Resolution of the Member Representatives in attendance at the meeting.

12.2 Policies and Rules

- (1) The Executive may from time to time adopt policies or implement rules which will become binding on the Members and their Member Representatives; and
- (2) The Secretary-Treasurer shall maintain a Policy Book which will include the policies adopted or the rules implemented by the Association. The Policy Book shall be open to review by all Members of the Association and their Member Representatives.

13. RULES OF PROCEDURE

- 13.1 At all times, and unless contrary to the Constitution and Bylaws of the Association, or policies or rules adopted pursuant to section 12.2, the most recent edition of Roberts Rules of Order shall be the applicable rules of procedure at all meetings of the Association.

APPENDIX "A" TO SECTION 9.7
SCHEDULE "A"

The Annual Dues for membership in the Southern Interior Local Government Association (SILGA) per Member are as follows:

In 2018	\$250 plus \$0.04 per capita*
In 2019	\$275 plus \$0.06 per capita*
In 2020 and beyond	\$300 plus \$0.075 per capita* plus an annual 2% increase

*based on most recently available Statistics Canada census information