

**Archives Association of British Columbia
Constitution and Bylaws
2014**

CONSTITUTION

Article I

The name of the Society is the Archives Association of British Columbia.

Article II

The purposes of the Association are:

1. To provide an organization through which all those engaged and interested in archives work may meet and exchange ideas and information.
2. To advocate the preservation and conservation of British Columbia's archival records and, when appropriate, to make representation to government and other agencies to promote this preservation.
3. To encourage the establishment of archives by record creating bodies and to prevail upon these bodies to open historical records to public research.
4. To develop and promote the highest possible standards of policies, procedures and ethics among archival institutions and archivists.
5. To assess and report on the needs of the provincial archival community to government and other funding agencies, and to make representation to these agencies for funding and other assistance to fulfill these needs and to manage any such funding.
6. To assist in the education of archivists and others with interests in the field of archives.
7. To represent the provincial archives community in a national archival network.
8. To promote public understanding and use of archives and historical resources in the Province.

Article III

Upon winding up or dissolution of the Association, any assets of the Association remaining after the satisfaction of its debts and liabilities shall be transferred or given to an organization, the objectives of which are similar to the objectives of this Association, as may be determined by the members at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provision, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization or charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

Article IV

The Association may accept donations from any person, institution or group that wishes to assist the Association financially towards achieving its objectives.

Article V

The provision of Articles III, IV and V of this Constitution are unalterable in accordance with Section 22 of the Society Act of British Columbia.

BYLAWS

Section I - Membership

1. The Association shall consist of honorary life members, individual members, institutional members, and associate institutional members.
 - a. Honorary life membership shall be accorded by a majority vote to persons who are distinguished for their archives work, or who have rendered distinguished service to the Association, or who are otherwise deemed worthy of the honour. Each proposal to enroll a person as an honorary life member shall be submitted on recommendation of the Executive to the Annual General Meeting for the approval of the membership. Honorary life members have the right to vote during meetings and hold office in the Association.
 - b. Individual membership shall be accorded to any person who supports the objectives of the Association and/or who is engaged in archival work and who has paid the annual membership fee of the Association. Individual members in good standing have the right to vote during meetings and hold office in the Association.
 - c. Institutional membership shall be accorded to those institutions that are engaged in the preservation of archival records for the use of public researchers. They must also submit a written acquisition mandate officially approved by their governing body; have an on-going commitment of financial support from the governing body to provide both staff and physical facilities; and have regular hours of opening equivalent to at least one day or seven hours per week. An institutional member in good standing shall designate only one representative to vote at all meetings and to be eligible to hold office in the Association.
 - d. Associated Institutional membership shall be accorded to those institutions that support the constitution of the Association, are engaged in or interested in archival work, have paid the annual membership fee of the Association but do not qualify for institutional membership. An Associate Institutional member in good standing shall designate only one person to vote at all meetings and to be eligible to hold office in the Association.
2. The membership year shall be the same period as the Association's fiscal year.
3. The scale and amount of the membership fee shall be determined, from time to time, by the Executive of the Association, subject to the approval of the membership at the Annual General Meeting. Annual membership fees shall be paid yearly in advance.
4. Any member may terminate her or his connection with the Association by sending her or his resignation to the Treasurer, and the Treasurer shall remove her or his name from the membership roll, but no portion of any pre-paid membership fee shall be refunded to the member resigning.
5. Any member whose fees are in arrears for three months after the beginning of the current membership year shall forfeit her or his good standing, and if at the end of the current membership year, her or his membership fees remain unpaid, that member's name shall be removed from the membership roll. Payment of fees in arrears any time between the fourth and ninth month of the membership year will restore the member to good standing for the current year.

6. The Executive Committee of the Association shall have the power by a majority vote of the whole Executive Committee, which may be by letter ballot, to remove from the membership roll the name of any member who, in the judgment of the Executive Committee, is no longer worthy of being connected with the Association, and such person shall cease to be connected in any way with the Association, but the Executive Committee shall first give any such person the right to appear before the Executive Committee and be heard. Should the Executive Committee not approve the expulsion in any case that may be brought to its attention, the matter shall not be entered into the minutes of the Executive Committee or of the Association. In any case in which it is proposed to expel a member of the Executive Committee, that member of the Executive Committee who it is proposed to expel may not cast a vote for or against her or his own expulsion.
7. If a majority of the whole Executive Committee has voted for the expulsion of a member, the membership shall first give to any such member the right to appear before the Association and be heard. Should the membership not approve the removal of a member in any case that may be brought to its attention, the matter shall not be entered into the minutes of the Association or the Executive Committee. In any case in which it is proposed to expel a member, that member who it is proposed to expel may not cast a vote for or against removal.

Section II - Finance

1. The fiscal year of the Association shall begin on 1 April and end on 31 March of the following year.
2. At the Annual General Meeting of the Association, the Treasurer shall present a report of the accounts.
3. The Association shall exercise such borrowing power as may from time to time be approved by a majority vote of the honorary life, individual, institutional and general members in good standing.

Section III - Meetings

1. General Meetings shall be held in the Province or at a place outside the Province that the Registrar approves on application made to him by the Association.
2. The Annual General Meeting of the Association shall be held or commence on a day in the month of April, or as near thereto as circumstances will permit in each year. The specific date of the Annual General Meeting shall be determined by the Executive.
3. Meetings other than the Annual General Meeting may be called at the discretion of the Executive or on the requisition of one tenth or more of the membership.
4. At least fourteen days notice of any general meeting, specifying the date, hour and place of the meeting and, in the case of special meetings, the nature of special business, shall be given members, but the non-receipt of such notice by any members shall not invalidate the proceedings of any General meeting.
5. The presence in person, or by proxy, of at least one-tenth of the members in good standing or at least ten members, whichever is the larger number, shall be necessary to constitute a quorum at any General Meeting.
6. Roberts Rules of Order shall apply so far as applicable to all meetings of the Association except as otherwise provided for in the Constitution and By-Laws of the Association.
7. Votes are conducted by a show of hands unless a resolution is presented and passed by a majority to establish a secret ballot or in the case of the election of officers which will always take place by secret ballot. Proxy voting will be permitted when authorized in writing by the member unable to attend and such written authorization must be presented to the Secretary at the time of the vote. Proxies

shall only apply to votes conducted at one meeting, which must be specified in the written authorization. Each member present at a vote may cast no more than one proxy vote on behalf of absent members.

8. All votes on the election of officers and on resolutions shall be decided by a simple majority except as otherwise provided for in the Constitution and By-Laws of the Association. The Chairperson shall not have a second or casting vote.

Section IV – Officers

1. The affairs of the Association shall be carried out by an Executive Committee of six Directors who will fill the offices of:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Member-at-Large
 - f. Member-at-Large
2. All directors shall be elected at an Annual General meeting of the Association from the membership of the Association. The term of office for each director will be two years. No member of the Executive Committee shall hold the same office for more than two terms consecutively. No person shall hold more than one office concurrently.
3. The Vice-President shall be elected at each Annual General meeting of the Association. The Vice-President will automatically succeed to the office of President in the second year of her or his term as a director.
4. The Secretary and one Member-at-Large shall be elected in even-numbered years and the Treasurer and the Member-At-Large shall be elected in odd-numbered years.
5. Directors may receive remuneration to cover all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.
6. A majority of the members of the Executive Committee shall constitute a quorum for conducting the business of the Executive Committee.
7. The membership of the Association shall have the power by a majority vote on a special resolution at a General meeting, which may be by letter ballot, to remove from the Executive Committee any director who, in the judgment of the membership is no longer worthy of serving on the Executive, and such director shall cease to be connected in any way with the Executive, but the membership shall first give to any such director the right to appear before the Association and be heard. Should the membership not approve the removal of a director of the Executive in any case that may be brought to its attention, the matter shall not be entered into the minutes of the Association. In any case in which it is proposed to remove a director from the Executive, that director who it is proposed to remove may not cast a vote for or against removal. If removed from the Executive, the former director shall continue to sit as a voting member of the Association unless subsequently expelled from the Association in accordance with Section I (6) above.

Section V - Duties of the Executive Committee

1. The President shall have executive supervision over the activities of the Association and the Executive Committee. The President shall preside over the meetings of the Association and the Executive Committee.
2. The Vice-President shall discharge the duties of the President in the President's absence and serve as an ex-officio member of each Standing Committee and shall report on the general activities of each Standing Committee to the Executive Committee.
3. The Secretary shall keep the minutes of all meetings of the Association and the Executive Committee, shall maintain a list of the members, shall be responsible for all current records, and shall engage in correspondence in the name of the organization at the direction of the Executive Committee.
4. The Treasurer shall be responsible for the proper keeping of the books of account of the Association. The Treasurer shall print a duly reviewed financial statement of the receipts and disbursements for each fiscal year and such other financial statements as required by the Executive Committee. The Treasurer shall receive all monies accruing to the Association, and shall deposit the same with a Chartered Canadian Bank or Credit Union or Trust Company in the name of the Association. Monies shall be paid out by numbered cheque signed by the Treasurer.
5. The two Members-at-Large shall carry out other duties and special projects as required by the Executive Committee. One Member-at-Large shall also serve as Chairperson of the Grants Committee.
6. The Executive Committee shall fill by appointment any vacancy in its membership which occurs between Annual General meetings. Such appointments shall be in effect until the next Annual General meeting.
7. Each newly elected director of the Executive Committee shall assume office immediately after the Annual General meeting and shall serve until the termination of the second Annual General meeting following her or his election.
8. The Executive Committee shall meet as often as is practicable on all matters affecting the policy and interests of the Association, shall call and report to the Annual General meetings, and shall be responsible for the appointment of officials and committees to carry on the work of the Association.
9. Any director of the Association shall be deemed to have vacated office:
 - a. if that director holds any other office or place of profit under the Association.
 - b. if that director is concerned in or participates in the profits of any contract with the Association, provided that the director shall not be required to vacate office by reason of being a shareholder or member of any corporation that has entered into contract with the Association, but that director shall not vote in respect of such contractor work.
 - c. if that officer fails to attend three consecutive duly constituted General meetings of the Association.

Section VI - Election of Directors

1. At least two months prior to the Annual General meeting, the Executive Committee shall appoint a Nominations Committee which shall prepare a slate of directors as required for circulation to the membership at least one month prior to the Annual General meeting. Presentation of such a slate

shall not preclude nominations prior to the Annual General Meeting from other delegates. Each nomination must be signed by the candidate, a nominator and a seconder, all of whom must be members in good standing.

2. If more than one candidate for any office is presented to the Annual General meeting, the elections shall be conducted by the Nominations Committee.
3. If a Director resigns before or upon completing any year of her or his term, the Nominations Committee will nominate a replacement for that position who will serve out the rest of the term. The nomination will be presented at the next Annual General Meeting.

Section VII - Committees

1. The Executive Committee may establish committees as required to carry out specific tasks. Such committees, with the exception of Standing Committees, will cease to exist at the termination of the next Annual General meeting.
2. Committee Chairpersons shall be appointed by the Executive Committee.
3. Each Committee Chairperson shall submit the names of the members of the committee for the approval of the Executive Committee.
4. Standing Committees shall be established to supervise the procedural operations of the Association and to advise the Executive Committee on matters of policy within its jurisdiction. Each standing committee shall have a Chairperson appointed by the Executive Committee for a term of one year.
5. The Association will establish the following Standing Committees:
 - a. the Nominations and Elections Committee, to prepare a slate of candidates for presentation to the Annual General meeting, as specified under Section IV.
 - b. the Membership Committee, to solicit new members, to keep an up-to-date list of members including contact information, and process renewals.
 - c. the Programs Committee, to develop and co-ordinate programs, including but not limited to education, preservation, and network services, for all levels of the membership.
 - d. the Constitution and By-laws Committee, to maintain and revise the constitution and by-laws as required and also, to draft and maintain position descriptions of all Executive Committee members and Standing Committee Chairpersons.
 - e. the Grants Committee consisting of one Member-at-Large, four institutional members, and two other individuals, with the Member-at-Large serving as Chairperson to make representation, in conjunction with the Executive Committee, to government and other agencies for funding to fulfill the needs of the provincial archival community, to establish procedures to review and adjudicate applications for financial assistance, and to make recommendations as to the success of any applications.
 - f. the Finance Committee, to advise and assist the Treasurer with financial operations and budget management.

Section VIII - Records

1. The preparation and custody of minutes of proceedings of the Association and the Executive Committee and other books and records of the Association shall be the responsibility of the Executive Committee of the Association. At the end of the fiscal year, retiring officers and chairpersons shall convey to the Secretary all books and records of the Association, and if the Secretary has finished her or his term, she or he shall convey all records to the incoming Secretary.
2. Any member may inspect the books and records of the Association, provided that at least three days notice of intention to inspect the books and current records is given to the Secretary. The Secretary shall make the current books and records available to the enquiring member at a mutually convenient time and place.

3. The books and records of the Association shall be administered according to the retention and disposal schedules approved by the Executive Committee.
4. The British Columbia Archives and Records Service shall be the official repository of the archival records of the Association.

Section IX - Amendments

1. The By-laws of the Association shall not be altered or added to except by a special resolution of the Association passed by a majority of not less than 75% or three- quarters of the members in good standing as are present. Notice to propose a special resolution shall be deemed to be duly given if signed by a member in good standing and received by the Secretary and the Secretary has notified the members, not less than one month before the Annual General meeting or not less than two weeks before a Special meeting of the Association.