

BCSTA BYLAWS (2024-2025)

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 Chief Executive Officer, and to be effective for the following membership year must be received by the Chief Executive Officer three (3) months prior to expiration of the current membership year.)
- b. Honorary Life Membership
Honorary Life Members are current or former British Columbia school trustees who:
 - i. have been elected to the office of President of the Association;
 - ii. the Board of Directors has decided to honor by conferring honorary life membership. A trustee must have accumulated at least 20 years of service as a trustee for a public Board of Education that is a current member in good standing of the Association in order to be considered by the Board of Directors for this honor; or,
 - iii. the Association has decided to honor 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 Bylaw 10.

Registration fees for general meetings shall be waived for Honorary Life Members who are no longer holding office as school trustees.

All who are conferred life memberships prior to the close of the 2018 Annual General Meeting 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. All who are conferred life memberships after the close of the 2018 Annual General Meeting will not be entitled to vote unless they are entitled to vote as school trustee delegates of member Boards of Education.

- c. Rescission of Honorary Life Membership – the Board of Directors may rescind the Honorary Life Membership of any individual for conduct which, in the opinion of the Board of Directors, is not in the best interest of the Association, or which brings the Association into disrepute. A life member whose status is rescinded no longer has the rights set out in Bylaw 1(b).

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, if they agree to serve, but only for a term of one year;

- v. the Directors, who shall be five (5) in number;
- vi. the Chief Executive Officer, who shall be the secretary-treasurer.

Each officer, other than the honorary President, the Chief Executive Officer and the immediate past President, shall be elected at the Annual General Meeting. An elected Officer shall serve a term of two (2) years commencing at the close of the Annual General Meeting at which such individual is elected and concluding at the earlier of: (i) the close of the second Annual General Meeting held subsequent to such Officer's election; or (ii) when they cease to be a trustee serving on a member Board.

- b. 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 ten (10) times per year. 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.
- c. The Vice-President shall perform all duties of the President at such times as the President is unable to perform them.
- d. The immediate past President shall be a non-voting member of the Board who acts in an advisory capacity. The immediate past President only holds this position for a term of one-year following the election of a new President. If the immediate past President cannot or will not serve on the Board of Directors or ceases to be a trustee of a member Board, then this position shall be deemed vacant.
- 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 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 Chief Executive Officer and the immediate past President shall be nonvoting members of the Board.

4. **Vacancies on the Board of Directors**

Elections for the President, Vice-President and Directors will be conducted at an Annual General Meeting.

Should a vacancy occur amongst the President, Vice-President or Directors between Annual General Meetings the following process shall apply:

- a. The Board of the Directors, in accordance with Bylaw 8, may call a General Meeting to fill, through an election of the membership, any vacant position on the board.
- b. General meetings for the purposes of filling a vacancy, other than the Annual General Meeting, may be held virtually.
- c. If the office of President falls vacant the Vice-President shall advance to the office of the President.

- d. If the office of Vice-President falls vacant, an interim Vice-President shall be elected by the Board of Directors from its own members who shall serve until the election of a new Vice President at the next General Meeting.
- e. If the Director serving as interim Vice-President is not elected to that position at the next General Meeting, they will revert to their position of Director with the corresponding remaining term they would hold as director by virtue of their election at a prior Annual General Meeting.
- f. Any vacancy existing amongst the Directors shall be resolved at the same General Meeting.
- g. Should the time period from a vacancy occurring until the next Annual General Meeting exceed nine months, the Board of Directors shall call a General Meeting for the purposes of electing a new office holder.

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 be available to members on the BCSTA website.
- c. The Board of Directors shall have the power to select, appoint, fix the remuneration of and control a Chief Executive Officer 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.
- h. The Board of Directors shall have the power to adopt operational guidelines to provide ongoing guidance to the Board and to the staff of the Association with respect to carrying on the business of the Association. The Board of Directors will annually report to AGM adopted operational guidelines and the rationale for each.

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 at least once per year. 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.
- 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 is empowered to establish interim policies of the Association between general meetings.
- e. The Provincial Council may authorize the Board of Directors to acquire or lease real and personal property.
- f. 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.
- g. 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.
- h. The Provincial Council may direct the Board of Directors regarding the investment of funds in the forms permitted by Article 14.a) and establish limits on the Board of Directors' borrowing powers in accordance with Article 14.b).
- i. The Provincial Council shall have the power to provide financial and other assistance to other non-profit organizations with similar goals and objectives.
- j. 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.

- k. Motions to be dealt with by the Provincial Council shall be forwarded to the Chief Executive Officer by member Boards, the Professional Learning Committee, the Indigenous Education Committee, branch associations or the Board of Directors.
- l. The Chief Executive Officer will establish submission deadlines for motions for consideration by Provincial Council.

Motions received by the submission deadline must 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 the Association's ability to influence public policy, or a public education issue.

Motions received after the submission deadline will be reviewed for their emergent nature by the Board of Directors which, in its absolute discretion, may determine whether the motion will be considered at the Provincial Council Meeting.

- m. Nothing herein shall be held to prevent the Board of Directors of the Association from submitting a motion even though notice has not been given. Such a motion does not require approval before it can be considered.

8. General Meetings

- a. The Association shall hold an Annual General Meeting at a time and place determined by the Board of Directors, or, lacking agreement, by the President, and additional general meetings as called in accordance with these bylaws.
- b. For the Association to conduct business at an Annual General Meeting or other General Meeting, a quorum must be present.
- c. For the purposes of these bylaws, a quorum means 50% of eligible voting trustees, and representatives of 50% of the Association's branches.
- d. For the purposes of these bylaws, an eligible voting trustee means a person from a member board who (1) currently holds the office of trustee in a School District in British Columbia; (2) a person who has registered to attend the Annual General Meeting or General Meeting, and (3) who is present at the Annual General Meeting or General Meeting.
- e. The President of the Association, or such other person as they designate, shall chair all sessions.

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 enrollment 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	to	71,999 pupils	17 votes
72,000	to	83,999 pupils	18 votes
84,000	and over	pupils	19 votes

These categories are to be reviewed when the enrollment of the largest member Board exceeds 84,000 students.

- b. 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 with respect to ballot votes.
- c. Ballot votes shall be used:
- for election of BCSTA officers;
 - on amendments to the Association's bylaws;
 - on the taking of a vote on a substantive motion when called for by any twenty (20) delegates;
 - for the approval of an Association petition to the Legislature for changes in the BCSTA Act of Incorporation; and
 - on enactment or amendment of Foundational Statements.
- d. Voting on substantive motions shall be by show of hands unless a ballot vote is called for by any twenty (20) delegates.

10. General Meeting Motions

- a. Motions to be dealt with by general meetings shall be forwarded to the Chief Executive Officer by member Boards, the Professional Learning Committee, the Indigenous 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 Chief Executive Officer not less than sixty (60) days prior to the opening date of the said general meeting, and shall be transmitted by the Chief Executive Officer to the member Boards not later than thirty (30) days prior to the opening date of the general meeting, subject nevertheless to any rejection, consolidation, alteration or amendment that may be considered necessary by a Legislative Committee.
- c. Notice of motion submitted after the deadline set out in bylaw 10(b) shall be considered by the general meeting when such a motion deals with emergent matters arising subsequent to the deadline set out in bylaw 10(b). Prior to any consideration by the membership in a General Meeting, such motion must be referred to the Legislative Committee to determine, by simple majority, whether to present such motion to the General Meeting.

Any motion not submitted to the Legislative Committee seven (7) days in advance of the General Meeting will be referred to the Board of Directors, which, in its absolute discretion, may determine whether the motion will be considered at the General Meeting.

- d. Notice of motion of extraordinary resolutions shall be given in writing to the Chief Executive Officer 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 Chief Executive Officer to member Boards not less than thirty (30) days prior to the opening date of the general meeting. Motions by the Provincial Council and the Board of Directors may exceed this deadline if submitted to the Chief Executive Officer 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.
- e. Should a motion sponsor wish to appeal a Legislative Committee or Board of Directors 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 or Board of Directors decision shall be forwarded to the Chief Executive Officer within 24 hours of the Legislative Committee or Board of Directors decision.
 - ii. The Chief Executive Officer shall place the appeal of the Legislative Committee's or Board of Directors' decision before the general meeting. Those present will then decide, by simple majority vote, whether or not to sustain the Legislative Committee's or Board of Directors' decision.
 - iii. In the event that the Legislative Committee's or Board of Directors' decision is not sustained by the membership on a simple majority vote, then the late motion will be included in the order of business.

- f. Should the Legislative Committee edit, reject, correlate, order, or consolidate any notices of motion submitted within the time frames set out in bylaw 10(b), the motion sponsor will be notified of the decision and the motion sponsor shall have the right to challenge the Legislative Committee's decision at the opening of the general meeting proceedings. The motion sponsor shall advise the CEO of its challenge within 7 days of the Legislative Committee's decision so that the original motion and the Legislative Committee's rationale can be published in advance of the General Meeting.
- g. Nothing herein shall be held to prevent the Board of Directors of the Association and Provincial Council from submitting a substantive motion even though notice has not been given. Such a motion does not require approval before it can be considered.

11. Committees

- a. The President shall appoint a Legislative Committee within thirty (30) days of the President assuming office. The Committee shall consist of not less than three (3) members, one of whom shall be a member of the Board of Directors of the Association (other than the Chief Executive Officer) who shall also act as a liaison between the Committee and the Board of Directors. The Legislative Committee shall, inter alia, prepare all notices of motion for printing on the agenda of a general meeting, and will consider late notices of motion as outlined in bylaw 10c.

The Legislative Committee may, in its absolute discretion, and subject to the decisions of the membership at the Annual General Meeting, edit, reject, correlate, order, consolidate and report upon late notices of motion submitted in accordance with bylaw 10.

- 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 at the beginning of each day of business regarding the number of duly accredited delegates present, and the number of votes they carry. The reports of the Credentials Committee must be adopted by a majority vote of the assembly.
- c. The President shall appoint a Finance and Audit Committee within thirty (30) days of the President assuming office. The Committee shall consist of not less than two (2) members and a chair, who shall be a member of the Board of Directors of the Association (other than the Chief Executive Officer). This officer shall also act as a liaison between the Committee and the Board of Directors. All members shall have voting privileges.

The duties of the Finance and Audit Committee shall be:

- i. to monitor 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 inventory statement of the Association's capital assets is completed at the conclusion of each fiscal year;
- viii. to approve BCSTA's draft audited financial statements and to report to the Provincial Council as required on the financial status of the Association, substantiated by the audited financial statements; and
- ix. to review all accounts payable payments in excess of \$5,000.

The Finance and Audit 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 voting members of the Professional Learning Committee shall consist of a representative of each branch as elected by each branch, and a member appointed by the President from the Board of Directors of the Association (other than the Chief Executive Officer) who shall also act as a liaison between the Committee and the Board of Directors. The President shall appoint the Board of Directors liaison and any non-voting Professional Learning Committee members within thirty (30) days of the President assuming office. Members of the Committee shall hold office from their election or appointment to the close of the next AGM. Should a vacancy occur among the Professional Learning Committee members elected by a branch, the President may appoint an interim representative from that branch or until the branch is able to elect a new representative.

The duties of the Professional Learning 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 Professional Learning Committee, so that interested parties may have an opportunity to volunteer.
 - g. The President shall appoint an Indigenous Education Committee within thirty (30) days of the President assuming office. The Committee shall consist of nine (9) voting members appointed by the President, one of whom shall be a member of the Board of Directors (other than the Chief Executive Officer) 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 Indigenous 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 Professional Learning 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.
- i. Extraordinary motions proposing to amend the Association's Bylaws to create new standing committees will be reviewed and analyzed by the Board of Directors before the motions are transmitted to member Boards. The Board of Directors will prepare a written statement providing members with information about the financial and operational implications of creating a new standing committee and this statement will accompany the relevant extraordinary motion when the general meeting motions are transmitted to member Boards prior to the general meeting.

12. 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.

13. Suspension of Member Boards

- a. The Chief Executive Officer 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 13 shall at any time fully pay to the Association all its arrears of fees, levies, dues, or interest, the Chief Executive Officer 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 13 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.

14. 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 14.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 14.a) and is in excess of one-fifth (1/5) of the annual budget shall be authorized only by resolution of the Provincial Council.

15. Election of Officers

- a. Any trustee of a member Board is eligible for election as an officer of the Association.
- b. Election of Officers for two-year terms will take place at the 2023 Annual General Meeting and in every second year after that.
- c. The nomination of candidates for election as Association officers shall be submitted at least thirty (30) days prior to the Annual General Meeting when elections are scheduled to take place, addressed to the Chief Executive Officer. Nominations shall be accepted where a trustee submits their name for election to a specific office and the name is supported by two (2) trustees serving on the same or different member Boards.
- d. 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.
- e. The Association shall distribute or make available the candidates' statements package to all members at least two (2) weeks prior to the Annual General Meeting: candidates may submit a candidate statement (maximum 500 words) and a photograph twenty (20) days prior to the Annual General Meeting.
- f. 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.

- g. At least three (3) scrutineers shall be appointed by the Chief Returning Officer. Before any ballot is taken, any person nominated may decline office or withdraw their name.
- h. 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.
- i. In the election of Directors, there shall be sequential rounds of balloting for five (5) Directors. 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.

16. Representation to Canadian School Boards Association

- a. The President or designate shall be the CSBA Director.
- b. If the President or designate is unable to attend a meeting of the CSBA Board of Directors, the President may appoint an alternate CSBA Director for that meeting.

17. Seal

The seal of the Association shall be held in the custody of the Chief Executive Officer 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 determined by the Board of Directors and published in the Association's Operational Guidelines.

The Board of Directors may vary the composition of the district branch associations as the Board in its discretion thinks appropriate.

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 Board of Directors.

20. Amendments to Bylaws

The bylaws may be amended only by extraordinary resolution.

21. Association Records

The Chief Executive Officer 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.

22. Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association general meetings and Provincial Council except where they are inconsistent with these bylaws and General Meeting Rules of Order and Provincial Council Rules of Order.

23. Association Policies

- a. The policies of the Association continue in force until repealed and provide an ongoing guide to the actions of the Association. The following comprise the policies of the Association:
 - i. Foundational Statements enacted by the membership in general meeting by extraordinary motion;
 - ii. Policy Resolutions passed by the membership in general meeting or on an interim basis by Provincial Council.
- b. The Legislative Committee is responsible for the maintenance of the Association's policies and may recommend changes to the Board of Directors for presentation to the membership.