



British Columbia
School Trustees
Association

BYLAWS

2025-2026



1. MEMBERSHIP

- a. Membership in the Association shall be open to all boards of education within the province and to any francophone education authority, established or continued under the School Act (collectively "Boards").
- b. The membership year shall be July 1 - June 30. A Board which is a member for any part of the membership year is liable for the year's full membership dues, unless all or part of such dues are otherwise excused by the Provincial Council of the Association. (Notice of intent to resign from the Association must 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 or dues for the subsequent year will be payable to the Association.)
- c. Affiliate Membership
 - i. Affiliate Membership in the Association may be granted to boards in other jurisdictions who serve K-12 public education including any First Nations/Indigenous school board that is not affiliated with any other federal/provincial educational entity that is comparable to British Columbia School Trustees Association.
 - ii. Boards wishing to be Affiliate Members must have operated for more than 5 years, unless otherwise determined by the Board of Directors, and must meet the requirements of their provincial, territorial or other responsible government to exist as a board with oversight of public education in their jurisdiction.
 - iii. A board wishing to be an Affiliate Member must apply for membership in writing to the Association's Board of Directors.
 - iv. The dues for Affiliate Membership shall be established by the Provincial Council from time to time, considering, non-exclusively, processes established for determining dues and fees for Boards, the services and benefits to membership provided to the Affiliate Member, and such other matters as determined to be relevant by the Provincial Council and Board of Directors.
 - v. An Affiliate Member that wishes to withdraw their Affiliate Membership must provide at least 3 months' notice to the Board of Directors.
 - vi. Affiliate Members have such privileges of membership as are granted to Boards except as otherwise limited by the Board of Directors. Affiliate Members shall not have the right to vote, nor shall trustees of Affiliate Members be able to hold office on the Association's Board of Directors.
 - vii. Affiliate Membership is granted and may be terminated by the Board of Directors in its absolute discretion.

d. Honourary Life Membership

- i. Honourary Life Members are current or former British Columbia school trustees who:
 - a) Have been elected to the office of President of the Association;
 - b) The Board of Directors has decided to honour by conferring Honourary 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 honour; or,
 - c) The Association has, by extraordinary resolution in accordance with the provisions of Bylaw 10, decided to honour for their distinguished service to the Association.
- ii. Registration fees for general meetings shall be waived for Honourary Life Members.
- iii. 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 their vote as a delegate of a member Board, and not in addition to the full quota of votes cast by any Board of which they 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.
- iv. Rescission of Honourary Life Membership - the Board of Directors may rescind the Honourary Life Membership of any individual for conduct which, in the opinion of the Association's Board of Directors, is not in the best interest of the Association, or which brings or may bring the Association into disrepute.

2. DIRECTORS

- a. The Directors of the Association, with voting rights are:
 - i. The President;
 - ii. The Vice-President; and
 - iii. Five (5) elected Directors.
- b. The Directors of the Association without voting rights are:
 - i. The Chief Executive Officer (CEO), who shall be the Secretary-Treasurer;
 - ii. The Minister of the Government of British Columbia responsible for K-12 public education who is invited to be the honorary President of the Association; and
 - iii. The Immediate Past President, should they so agree, who shall act in an advisory capacity. The Immediate Past President shall only hold this position for one year following the election of a new President.

- c. Each Director, other than the honorary President, the Chief Executive Officer and the Immediate Past President, shall be elected at the Annual General Meeting.
- d. An elected Director 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 Director's election; or
 - ii. When they cease to be a trustee serving on a member Board.
 - iii. A Director whose Board ceases to be a member solely by reason of being abolished by legislative action, may remain in office until the next general meeting following the abolition.
- e. 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.
- f. The President shall be the chair of meetings of the Board of Directors, and the President, or such person as they designate, shall be the chair of meetings of the Provincial Council.
- g. The Vice-President shall perform all duties of the President at such times as the President is unable to perform them.

3. CHIEF EXECUTIVE OFFICER

The Board of Directors shall hire the Chief Executive Officer (CEO). The CEO shall have the responsibility to carry out the day-to-day operations of the Association.

4. ELECTIONS FOR BOARD OF DIRECTORS

Elections for the Directors shall be conducted at an Annual General Meeting.

- a. Any trustee of a member Board is eligible for election as a Director of the Association
- b. Directors elected at Annual General Meetings are elected for two-year terms.
- c. The nomination of candidates for election as Association Directors 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. A nomination may specify the office or offices for which the nominee wishes to stand for election. Nominations must be supported by two (2) trustees of member Boards.
- d. A Nominating Committee shall be appointed by the Board of Directors sixty (60) days prior to the AGM. 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 office(s).

- 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. If a candidate previously nominated for a position is defeated in the election, the candidate may be nominated for other positions immediately prior to the election for other offices.
- g. The CEO shall appoint a Chief Returning Officer. At least three (3) scrutineers shall be appointed by the Chief Returning Officer.
- h. Before any ballot is taken, any person nominated may decline their nomination or withdraw their name from consideration.
- i. Should any candidate for the office of President or Vice-President receive a clear majority of the votes cast upon the first ballot, they shall be declared to be elected. Should no candidate receive such a clear majority, the candidate receiving the lowest number of votes on the first ballot shall be dropped from the list and a second ballot shall be conducted. 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.
- j. In the election of Directors, there shall be sequential rounds of weighted balloting as defined in these bylaws. The following procedures apply:
 - i. Ballots shall be issued for each vote. For each round of balloting a voter may mark a vote for one or more candidates, not to exceed the number of candidates to be elected;
 - ii. To be elected, a candidate must receive a number of votes equal to or greater than 50 percent of the validly cast ballots;
 - iii. Candidates are elected in order of the number of votes received, provided they receive more than the threshold number of votes.
 - iv. If no candidate is elected on a ballot, the candidate with the lowest number of votes is eliminated and a subsequent ballot with the remaining candidates shall be held.
 - v. Further rounds of balloting continue until the required number of Directors is elected.

5. VACANCIES ON THE BOARD OF DIRECTORS

Should the office of the President, Vice-President or any elected Directors become vacant between Annual General Meetings, the following process shall apply:

- a. The Board of the Directors, in accordance with Bylaw 6, 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 Director.

6. BOARD OF DIRECTORS' DUTIES AND POWERS

- a. The Board of Directors shall select and appoint the Chief Executive Officer. The Chief Executive Officer shall report to the Board of Directors. The Chief Executive Officer is responsible for the day-to-day staffing and operations of the Association including personnel and human resource matters and may employ such other employees as they deem advisable, subject to the general oversight of the Board.
- b. The Board of Directors may take positions on emergent issues consistent with the policies established by the members of the Association. Where no current policy exists, the Board shall exercise its own discretion in representing the Association on emergent issues and shall inform the membership of action(s) taken.
- c. The Board of Directors shall regularly update the Provincial Council on the activities of the Association.
- d. 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.
- e. The Board of Directors shall prepare proposed agendas for meetings of the Provincial Council.
- f. The Board of Directors may call a General Meeting of the Association at any time.
- g. The Board of Directors may enter into contracts on behalf of the Association and shall generally carry on the business of the Association. The Board of Directors of the Association may acquire or lease property, but prior to doing so shall seek the advice of Provincial Council
- h. The Board of Directors shall have the power to adopt Operational Guidelines to provide

ongoing guidance to the Board of Directors and to the Chief Executive Officer of the Association with respect to carrying on the business of the Association.

7. 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.

8. PROVINCIAL COUNCIL DUTIES AND POWERS

- a. The Provincial Council's responsibilities are to support the Board of Directors in advancing the mission and goals of the Association and to review and approve the Annual Budget of the Association as presented by the Finance and Audit Committee.
- b. 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 criteria shall be used by the Board of Directors when establishing the appropriate fee for each member.
- c. The schedule of meetings of the Provincial Council will be published annually by the Board of Directors. Absent exceptional circumstances, meetings of the Provincial Council shall be held three (3) times a year, one of such meetings to be held in conjunction with the Annual General Meeting and twice between Annual General Meetings.
- d. Quorum for Provincial Council meetings shall be representatives of 50% of the member Board and 50% of the Association's Branches.
- e. 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 Directors, Provincial Council members and staff when incurred on Association business.
- f. The Provincial Council may provide advice to the Board of Directors in acquiring or leasing real and personal property.
- g. The Board of Directors shall seek the approval of the Provincial Council regarding the investment of funds in the forms permitted by Bylaw 15 - Investment and Borrowing Powers.

9. 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.

10. SUBMISSION OF 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 Advisory Council, Branch Associations, 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 General Meeting and shall be transmitted by the Chief Executive Officer to member Boards not later than thirty (30) days prior to the opening date of the General Meeting, subject to any rejection, consolidation, alternation or amendment that may be considered necessary by the Legislative Committee.
- c. A Notice of Motion submitted later than 60 days prior to the opening date of the General Meeting shall be considered by the General Meeting when such a motion deals with emergent matters arising subsequent to that date. Prior to any consideration by the 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. A Notice of Motion for an extraordinary resolution 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.
- e. Notwithstanding, the foregoing Notices of Motion(s) by the Board of Directors must be submitted to the Chief Executive Officer at least thirty (30) days prior to the opening date of the General Meeting.

- f. A two-thirds (2/3) majority weighted vote shall be necessary to pass an extraordinary resolution.
- g. Should a motion sponsor wish to appeal a Legislative Committee's or Board of Directors' decision ruling a late motion out of order under section c), the following procedure shall be followed:
 - i. Written notice of intention to appeal the Legislative Committee's or Board of Directors' decision must be forwarded to the Chief Executive Officer within 24 hours of notification of the Legislative Committee's or Board of Directors' decision.
 - ii. The Chief Executive Officer shall place the appeal of the 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.
 - iv. 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 Chief Executive Officer 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.
- h. Nothing herein shall limit the Board of Directors' ability to submit a substantive motion even though notice has not been given. Such a motion does not require approval before it can be considered.

11. DELEGATES AND VOTING POWERS AT GENERAL MEETINGS

- a. The President shall appoint three (3) trustees attending as delegates at the General Meeting to act as a Credentials Committee for the purpose of validating the credentials of delegates and to report to the general meeting the number of duly accredited delegates present and the number of votes they carry. The Credentials Committee will report to the General Meeting at the beginning of each business day.
- b. Delegates must be school trustees duly accredited by Boards of which they are members.
- c. Depending on the subject matter under consideration voting may be:
 - i. By show of hands or individual electronic vote; or
 - ii. By weighted ballot (electronic or paper).
- d. All substantive motions shall be decided by simple majority (50% +1).

- e. Weighted ballot voting shall be used for:
 - i. Election of BCSTA Directors
 - ii. Changes to Foundational Statements and BCSTA Bylaws and
 - iii. Approval of any Association petition to the Legislature for changes to the British Columbia School Trustees Association Incorporation Act.
- f. Amendments to extraordinary motions require a two thirds (2/3) majority vote, not by weighted ballot.
- g. 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 and may specify on its proxy how such delegate shall vote on matters before the General Meeting.
- h. For the purposes of determining the number of votes allocated to a Board for weighted ballot, the following principles apply:
 - i. The number of votes allocated to a Board is calculated based on actual headcount (not full time equivalent) student enrolment as at the most recent date established under the School Act for the reporting of student population;
 - i. The number of votes allocated to a Board increases as the headcount of the board increases;
 - ii. The number of additional students required to move to a higher number of votes increases as enrolment increases. In other words, a larger number of additional students is required to gain an additional vote for large school districts as compared to small school districts. For clarity, the number of votes allocated to a Board shall increase as follows:
 - a. Boards with less than 250 students receive 1 vote;
 - b. Boards with 250 or more students, but less than 1000 students, receive two votes;
 - c. Boards with 1000 or more students, but less than 2000 students, receive three votes;
 - d. Boards with 2000 or more students, but less than 6000 students, receive four votes;
 - e. Boards with 6000 or more students, but less than 36,000 students, shall receive an additional two votes per 6000 students; and
 - f. Boards with 36,000 or more students shall receive an additional one vote per 12,000 students, to a maximum total of 20 votes.

- i. Accordingly, Boards having an annual enrolment at the most recent date established under the School Act for the reporting of student populations, shall have the following number of votes:

1 to 249 students	1 vote
250 to 999 students	2 votes
1,000 to 1,999 students	3 votes
2,000 to 5,999 students	4 votes
6,000 to 11,999 students	6 votes
12,000 to 17,999 students	8 votes
18,000 to 23,999 students	10 votes
24,000 to 29,999 students	12 votes
30,000 to 35,999 students	14 votes
36,000 to 47,999 students	15 votes
48,000 to 59,999 students	16 votes
60,000 to 71,999 students	17 votes
72,000 to 83,999 students	18 votes
84,000 to 95,999 students	19 votes
Over 96,000 students	20 votes

The Board of Directors shall initiate a review of the weighted ballot vote allocations when the largest member board exceeds 100,000 students.

12. COMMITTEES

- a. The Association shall have the following standing committees (the “Standing Committees”):
 - i. Legislative Committee
 - ii. Finance and Audit Committee
 - iii. Professional Learning Committee
 - iv. Indigenous Education Advisory Council
- b. New standing committees may only be created by an amendment to these bylaws.
- c. The Board of Directors may establish ad hoc committees for a specific purpose with approved terms of reference which include duration and budget.
- d. The President shall appoint trustees of member Boards to the Standing Committees and ad hoc committees, and to such external committees or bodies where representation from the BCSTA is requested, in their discretion.
- e. The President shall be an ex officio member of all Association committees.
- f. Unless otherwise set out in these bylaws or in any terms of reference or Operational Guidelines for a Standing Committee or ad hoc committee, all trustee members shall be voting members.
- g. All committees are subject to direction from and the oversight of the Board of Directors.
- h. The Board of Directors may establish Operational Guidelines for all Standing Committees and ad hoc committees, and these Operational Guidelines shall be consistent with these Bylaws.
- i. Legislative Committee
 - i. The President shall appoint members to the Legislative Committee within thirty (30) days of assuming office. The Legislative Committee shall consist of not less than three (3) members, one of whom shall be a voting member of the Board of Directors of the Association who shall act as a liaison between the Legislative Committee and the Board of Directors.
 - ii. The Legislative Committee shall oversee, prepare and publish motions for the Annual General Meeting consistent with these bylaws and the Association’s Operational Guidelines.
 - iii. 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.
 - iv. The Legislative Committee is responsible for the maintenance of the Associations’ policies and may recommend changes to the Board of Directors for presentation to the membership.

j. Finance and Audit Committee

- i. The President shall appoint a Finance and Audit Committee within thirty (30) days of assuming office. The Finance and Audit Committee shall consist of not less than two (2) members and a chair, who shall be a voting member of the Board of Directors of the Association. and shall act as a liaison between the Finance and Audit Committee and the Board of Directors. All trustee members shall have voting privileges.
- ii. The Finance and Audit Committee shall:
 - a) Monitor the collection of all dues, fees, levies and other revenues on behalf of the Association;
 - b) Recommend reasonable controls for the safekeeping of Association assets;
 - c) Obtain satisfactory evidence of continuing maintenance of proper financial books and records;
 - d) Monitor the expenditures of Association;
 - e) Cooperate with the Board of Directors in the preparation of an annual budget for the following fiscal year;
 - f) Supervise the calculation and drafting of an annual membership fee scale, in accordance with budget requirements;
 - g) Ensure that an inventory of the Association's capital assets is completed at the conclusion of each fiscal year;
 - h) Approve BCSTA's draft audited financial statements and report to the Provincial Council as required on the financial status of the Association, substantiated by the audited financial statements;
 - i) Review all expenditures in excess of \$5,000; and
 - j) Regularly report to both the Board of Directors and the Provincial Council.

k. Professional Learning Committee

- i. The President shall initiate a process to form a Professional Learning Committee within thirty (30) days of assuming office.

- ii. The Professional Learning Committee shall consist of:
 - a) A representative of each branch as elected by each branch following an Annual General Meeting; and
 - b) A voting member of the Board of Directors who shall also act as a liaison between the Professional Learning Committee and the Board of Directors
- iii. Should a vacancy occur among the elected members of the Professional Learning Committee, the President may appoint an interim representative from that branch until the branch is able to elect a new representative.
- iv. The Professional Learning Committee shall:
 - a) Support professional learning opportunities at Association events;
 - b) Identify educational issues of concern to Boards and trustees in British Columbia;
 - c) Share knowledge regarding research and policies related to public school education;
 - d) Formulate recommendations for action by the Board of Directors, and the membership at General Meetings on educational matters;
 - e) Establish opportunities for the discussion of education issues; and
 - f) Recommend topics for leadership development seminars.
- I. Indigenous Education Advisory Council
 - i. The President shall appoint an Indigenous Education Advisory Council within thirty (30) days of assuming office. The Indigenous Education Advisory Council shall consist of nine (9) voting members, one of whom shall be a voting member of the Board of Directors who shall act as a liaison between the Indigenous Education Advisory Council and the Board of Directors.

The mandate of the Indigenous Education Advisory Council is understood to encompass issues affecting the education of all students of Indigenous descent.
 - ii. The Indigenous Education Advisory Council shall:
 - a) Represent the interests of Boards in Indigenous education matters in cooperation and liaison with rights holders and Indigenous groups;

- b) Heighten knowledge, awareness and understanding of Indigenous values, cultures and perspectives in the education system;
- c) Disseminate information to relevant constituent groups, in order to foster an atmosphere that will promote dialogue at the local level between Boards and Indigenous communities;
- d) Identify and address issues related to provincial policy and implementation processes that impact on Indigenous education; and
- e) Develop recommendations on Indigenous education matters, including funding issues and implications, for action by the Professional Learning Committee, and/or Board of Directors, as appropriate.

13. ANNUAL DUES

The Board of Directors shall 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 does not exceed the amount approved by the Provincial Council for the year concerned.

14. SUSPENSION OF MEMBER BOARDS

The Board of Directors may suspend a member Board from participation in the affairs of the Association or exercising any privileges of membership if the member Board has not, within 30 days of receipt of notice in writing that the Board is in arrears of its financial obligations to the Association, satisfied such arrears, until such time as such arrears are remedied and any other conditions imposed by the Board of Directors satisfactorily addressed.

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. 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. 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.

18. DISTRICT BRANCH ASSOCIATIONS

- a. Member Boards shall be members of Branches of the Association as established by the Board of Directors ("Branch" or "Branches").
- b. Only Boards that are members of the Association may be members of a Branch.
- c. Branch associations shall have a Constitution, which shall be approved by the Board of Directors.
- d. Any amendments to a Branch Constitution must be approved by the members of the Branch and the Board of Directors.
- e. Branches may submit motions to General Meetings.
- f. The Conseil scolaire francophone de la Colombie -Britannique (CSF) may attend and vote at meetings of Branch Associations where its schools are located.

19. AMENDMENTS TO BYLAWS

The bylaws may be amended only by extraordinary resolution.

20. ASSOCIATION RECORDS

The Board of Directors shall ensure that all necessary records of the Association are maintained, including minutes of the Board of Directors meetings and meetings of Provincial Council. Minutes of the meetings and a report of actions will be preserved for a period of not less than three (3) years and will be made available to the membership.

21. RULES OF ORDER

Except where otherwise inconsistent with these bylaws or the rules of order adopted by a General Meeting or Provincial Council, the current version of Robert's Rules of Order shall govern Association meetings.

22. ASSOCIATION POLICIES AND OPERATIONAL GUIDELINES

- a. Foundational statements shall be established or modified by an extraordinary motion at a general meeting.
- b. Policy resolutions shall be adopted by substantive motion at a general meeting.
- c. Operational Guidelines for the Association shall be established by the Board of Directors.