

MISA BC

Municipal Information Systems Association of BC

OPERATIONS MANUAL

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1.0 INTRODUCTION

This manual is designed to provide MISA Executive and Members with information regarding the bylaws and general operating procedures that govern the operational and legislative processes of the Association.

There is also a section that describes the responsibilities of each of the Committees in the Association.

1.01 What is MISA

The Municipal Information Systems Association is composed of municipal government representatives and others engaged in, or interested in, the development and operation of municipal information systems.

1.02 MISA Objectives

- a) To promote the efficient and effective use of municipal information systems and technology.
- b) To sponsor programs and conferences for the purposes of gathering and disseminating information and making available the special skills, knowledge and expertise of members to those working with municipal information systems.
- c) To provide a medium of communication for the interchange of information between members and interested persons or groups, leading to the more efficient use of municipal information systems.
- d) To provide a formal interface between those working with municipal information systems and other levels of government for the purpose of exchanging information.

2.0 ASSOCIATION BYLAW

A bylaw relating generally to the transaction of the business and affairs of the Municipal Information Systems Association of British Columbia.

BE IT ENACTED as a bylaw of the Association as follows:

2.01 SEAL

The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Association.

2.02 INTERPRETATION

In these bylaws and in all other bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa and references to persons shall include firms, associations, and government ministries.

In these bylaws and in all other bylaws of the Association hereafter passed unless the context otherwise requires:

- a) “annual meeting” means the annual general meeting of the members that is normally held during the annual conference.
- b) “general meeting” means a meeting of the regular, affiliate, and honorary members along with invited associate members and/or non-members.
- c) “special meeting” means a meeting of the members other than a regularly scheduled meeting.
- d) “executive meeting” means a meeting of the executive.
- e) “The Executive” means members of the executive.

2.1 THE EXECUTIVE

The affairs of the Association shall be managed by an executive of three (3) members, each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office, shall be a representative of a regular member of the association. Each executive shall be elected to hold office until the expiry of the position's term as prescribed in sections 3, 4 and 5, or until his successor shall have been duly elected and qualified.

The representatives of the regular members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general or special meeting of which notice specifying the intention to pass such resolution has been given, remove any executive before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in this stead for the remainder of his term.

2.11 VACANCIES ON THE EXECUTIVE

Vacancies on the Executive, however caused, may, so long as the quorum of executives remain in office, be filled by the executives if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual. If there is not a quorum of executives, the president may appoint a member, on a temporary basis, to fill the vacancy. If the number of executives is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

When terminating office, the executive leaving office shall turn over all official records and property of the Association to the Executive.

2.12 QUORUM AND MEETINGS

A majority of the executives shall form a quorum for the transaction of business. Except as otherwise required by law, the executives may hold its meetings at such place or places as it may from time to time determine. The executives shall hold a meeting immediately following the annual meeting of the members. The meetings of the Executive may be formally called by the president. Notice of such meetings shall be delivered, telephoned, emailed or sent by facsimile to each executive not less than 3 working days before the meeting is to take place. The statutory declaration of the secretary or president that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Executive may appoint a day or days in any month or months for board meetings at an hour to be named. An agenda, including meeting location and time must be sent. The executives may consider or transact any business either special or general at any meeting of the Executive.

2.13 ERRORS IN NOTICE

No error or omission in giving such notice for a meeting of executives shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any executive may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

2.14 VOTING

Each executive personally present shall be entitled to one (1) vote on all questions arising at the meeting of the executives. Questions arising at any meeting of executives shall be decided by a simple majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any executive present, but if no demand were made, the vote shall be taken in the usual way be assent or dissent. A declaration by the president that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the president, his duties may be performed by the vice-president or such other executive as the executive may appoint for the purpose.

In case of an equality of votes at any meeting of the members of the Association or of the executives, the president of the meeting shall not be entitled to a second or casting vote.

2.15 POWERS

The executives of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the association is, by its charter or otherwise, authorized to exercise and do. The executive has the power to expend up to \$5,000 dollars without the authorization of the Association.

The president shall have the power to replace executive members who cannot fulfill their duties. The new executive, duly appointed, shall remain in office until the next general election.

2.16 REMUNERATION OF EXECUTIVES

The executives shall receive no remuneration for acting as such.

2.17 OFFICERS OF ASSOCIATION

Executives shall be elected every second year and hold office for two years with the president being allowed to serve for no more than two consecutive terms. The president will be the president of the Executive.

Executives may hold the same office for more than one term.

Elections shall be held as part of the annual meeting. New executives shall assume responsibilities following the annual general meeting of the association, normally when the outgoing president turns the gavel over to the incoming president.

At the time of the annual election of the executives, each candidate shall indicate the office to be assumed should that candidate be elected.

2.2 DUTIES OF OFFICERS

2.21 Duties of President

The president shall, when present, preside at all meetings of the members of the Association and of the executives. The president shall also be charged with the general management and supervision of the affairs and operations of the association. The president with the vice-president or other officer appointed by the Executive for the purpose shall sign all bylaws. During the absence or inability of the president, his duties and powers may be exercised by the vice-president, and if the vice-president, or such other executives at the Executive may appoint for the purpose, exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

2.22 Duties Of Vice-President

The vice-president shall be the custodian of all books, papers, records, correspondence, contracts, membership list, and other documents belonging to the Association. During the absence or inability of the president, his duties and powers may be exercised by the vice-president.

2.23 Duties Of Treasurer

The treasurer shall keep full and accurate accounts of all receipts and disbursements of the association in proper books of account and shall deposit all monies or other valuable effects in such bank or banks as the executives may from time to time decide upon. He shall disburse the funds of the Association under the direction of the executives, taking proper vouchers therefor and shall render to the executives at the regular meetings thereof or whenever required of him, an account of all his transactions as treasurer, and a written account of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the executives. When terminating office, the treasurer shall turn over all records and property of the Association to his successor.

2.24 DUTIES OF OTHER OFFICERS

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the executives require of them.

2.24.1 Past President

The immediate past president of the Executive shall act in an advisory capacity to the Association and serve as parliamentarian at all meetings.

2.24.2 Committee Chairpersons

Committee chairpersons shall be appointed by the Executive following the annual meeting, or from time to time. Committee chairpersons shall be required to provide a written report at least annually to the Executive. In addition, all committee chairpersons may be required to report committee activities at any meeting.

2.25 EXECUTION OF DOCUMENTS

Deeds, transfers, Licences, contracts and engagements on behalf of the Association shall be signed by the president and by the vice-president.

Notwithstanding any provisions to the contrary contained in the bylaws of the Association, the executives may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

2.26 BOOKS AND RECORDS

The executives shall see that all necessary books and records of the association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

2.3 MEMBERSHIP

The membership shall consist of such individuals, associations, partnerships and other legal entities as are admitted as members by the Executive. Membership will be required to follow the code or ethics of the Association.

There shall be four (4) classes of membership available:

- a) **Regular Membership** is available to municipal governments as defined under the Municipal Act of the Province of British Columbia.
- b) **Associate Membership** is available to non-municipal organizations that provide professional expertise or management consulting services to municipal governments. Associate members are not eligible to become members of the Executive. Associate members have no voting rights in the Association. Associate members are eligible to attend business meetings by invitation only.
- c) **Affiliate Membership** is available to any Federal, Provincial, or municipal government Executives, agencies or commissions. Affiliate membership is also available to municipal professional organizations. Associate members are not eligible to become members of the Executive. Affiliate members shall have no voting rights in the Association.
- d) **Honorary Membership** may be granted at the discretion of the current executives during their term a person of exemplary character who has made outstanding contributions to further the purpose and objectives of the association. This membership includes the right of attendance and participation in all general activities without registration fee and voting privileges.

Organization (i.e. regular, associate, and affiliate members) may be represented by more than one individual at meetings, committees, or any other activities of the Association, except where stated otherwise in this or other bylaws.

Regular membership shall be accepted and approved by the Treasurer on receipt of a valid application and appropriate fee from a municipality in accordance with the Municipal Act.

Application for Affiliate and Associate membership shall be made in writing at least two weeks prior to an Executive meeting and a motion proposing membership, made by a mover and seconded in good standing. The application shall be accepted or rejected by a majority vote of the members present.

Membership shall be terminated for just cause by a majority of the Executive after a member has been notified of the proposed action and given one month in which to respond. Cause for termination of membership shall be actions deemed detrimental to the objectives of the Association, or for non-payment of annual dues.

Members may tender resignation by writing to any member of the Executive.

2.4 DUES

The dues or fees payable by all members shall be from time to time fixed by the Executive, which dues or fees shall become effective only when confirmed by a vote of the members at the annual or at a special meeting.

The treasurer shall notify the members of the dues or fees at any time payable by them, and if any are not paid within 30 days of the date of such notice, the members in default shall, upon motion duly carried by the executives, cease to have any voting rights in the Association, but any such members may, on payment of all unpaid dues or fees, be reinstated as voting members of the Association by unanimous vote of the executives; provided however, that suspension from membership shall not in any event release the member so suspended from the payment of past dues.

2.5 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall usually be held at a location in British Columbia as the Executive may determine and on such day as the said executives shall appoint. Normally there would be one general and one annual meeting.

At every annual meeting, in addition to any other business that may be transacted, the following actions will be taken:

- a) the report of the Executive,
- b) the financial statement shall be presented,
- c) new executives elected for the ensuing year,
- d) amendments to the bylaws be ratified, and
- e) the actions of the Executive be either ratified or revised in the appropriate manner.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

At the direction of the Executive, the president or vice-president shall have power to call at any time a general or special meeting of the members of the Association.

No public notice nor advertisement of regular, regional, or annual meetings shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by email, prepaid mail or facsimile ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of regular members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

If neither the president nor the vice president is in attendance at a meeting, the members present may appoint a chairperson to serve for that meeting.

Meetings shall be conducted according to Robert's Rules of Order Revised, so long as they are not inconsistent with the Bylaws of the Association.

2.51 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any member, executive or officer for any meeting or otherwise, the address of any member, executive or officer shall be his last address recorded on the books of the Association.

2.52 ADJOURNMENTS

Any meetings of the Association or of the executives may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournments took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

2.53 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting shall consist of not less than a majority of the members present according to Section 2.54.

2.54 VOTING OF MEMBERS

The municipality is the regular member. Any number of persons from a member organization may attend meetings and be entitled to discounts or other privileges so determined by the bylaws of the Association. However, only one individual may vote for a regular (i.e. municipal) member.

Each regular member may vote by proxy. Such proxy need not himself be a member, but before voting shall produce and deposit with the Executive sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all dues or fees if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the designated voting member representatives, present in person or represented by proxy unless otherwise required by the bylaws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll or ballot be demanded by any members. When a tiebreaker is required a poll shall be taken. Unless a poll be

demanded a declaration by the president that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the president shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question.

2.55 CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by two of either the president, the vice-president or the treasurer or such other officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the executives and any one of such officers or agents may be alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

2.6 NOTICE

Whenever under the provisions of the bylaws of the Association notice is required to be given, such notice may be given either personally or by facsimile or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the executive, officer or member at his or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or sent by facsimile at the time sent. For the purpose of sending any notice the address of any member, executive or officer shall be his latest address as recorded on the books of the Association.

2.7 AMENDMENTS

Proposed amendments to this bylaw shall be circulated to the regular members at least four (4) weeks before the annual meeting or a special meeting called for that purpose.

Amendments to this bylaw shall be carried by a two-thirds majority of voting members present in person or by proxy.

PASSED by the Executive, the 16th day of September 1999.

President

Vice-President

3.0 THE EXECUTIVE

3.1 President

Selection: Elected by the membership

Term of Office: Two years but not more than two consecutive terms

Prerequisites: Regular MISA member

Voting Rights: Full voting rights

Responsibility:

The President provides leadership for sound policy management and strategic direction. The President is responsible for performance and growth of the Association in service, prestige, membership and program attendance.

Duties & Administration:

1. Set guidelines and policies in conjunction with the executives for all activities in compliance accordance with the Association Bylaws. The President must ensure that the interests of the Association are not contravened by any action of the membership.
2. Preside over all executive meetings.
3. Appoint, or ratify the appointment of, the Chairpersons of all committees.
4. Authorize a change of Chairperson of any committee.
5. Act as an ex-officio member of all standing committees.
6. Present bylaws changes for approval of the general membership at the annual meeting.
7. Assign specific administrative duties to the Vice President and other members of the executives.
8. Request committee chairpersons and other officers to provide activity reports on a regular basis.

3.2 Vice President

Selection: Elected by the membership

Term of Office: Two years and may serve for multiple consecutive terms

Prerequisites: Regular MISA Member

Voting Rights: Full voting rights

Responsibility:

The Vice President shall assist the President in managing the objectives and administration of the Association. During the absence or inability of the President to conduct or administrate the business of the Association, the Vice President shall assume the power and duties of the President.

Duties & Administration:

1. Act on behalf of the President at any function that the President is unable to attend.
2. Attend all meetings of the Executives and serve as a member of the Executive.
3. Keep and maintain the official records of the Association, including the Constitution, Bylaws and Operating Procedures of the Association.
4. Be the custodian of all books, papers, records, correspondence, contracts, membership list, and other documents belonging to the Association.

3.3 Treasurer

Selection: Elected by the membership

Term of Office: Two years and may serve for multiple consecutive terms

Prerequisites: Regular MISA Member

Voting Rights: Full voting rights

Responsibility:

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books and shall deposit all monies or other valuable effects in such financial institutions as the executives may from time to time decide upon. The Treasurer shall disburse the funds of the Association under the direction of the executives and shall provide the executives an account of all financial transactions in accordance with accepted accounting practices.

The Treasurer shall co-sign and issue all cheques on behalf of the Association.

Duties & Administration

1. Maintain a list of names, addresses, home and business telephone numbers, email addresses and FAX numbers of members.
2. Record revenue, expenses, assets and liabilities.
3. Report Financial status at each Executives meeting and at the Annual meeting.
4. Arrange for banking services, ensure sufficient signing officers and ensure the appropriate documents are filed with the bank.
5. The Treasurer shall request an annual budget from all committee chairpersons and prepare an annual budget.

6. Miscellaneous Responsibilities

- a) Provide accounting assistance to committees and for special events as requested.
- b) Maintain insurance/bond policies as required.
- c) Pay all invoices and make other disbursements in accordance with the Constitution and Bylaws of the Association or as directed by the Executive Committee.
- d) Make recommendations for Executive approval of the use of the balance on hand funds.
- e) Invoice and receive annual membership fees and keeps an accurate record of paid members.
- f) Review and reimburse committee expenses.
- g) Maintain adequate insurance policies to protect members of the Association.

4.0 APPOINTED OFFICERS

4.1 Past President

Selection: Automatic after serving term of President

Term of Office: Two years but no more than two consecutive terms

Prerequisites: Served as President

Voting Rights: Full voting rights

Responsibility:

The immediate past president shall act in an advisory role to the Executive and shall undertake special assignments as requested by the President.

Duties & Administration:

1. Provide advice to the Executive
2. Organize nominations
3. Annual Conference

4.2 Committee Chairpersons

Selection: Appointed by the Executives

Term of Office: One Year or duration of committee

Prerequisites: A Regular or Affiliate Member

Voting Rights: General Voting Rights

Responsibility:

Carry out the terms of reference of the specific committee.

Duties and Administration:

1. Select committee members.
2. Call meetings as deemed necessary for the property fulfillment of the appointed committee mandate.
3. Attend meetings of the Executive on an as required basis.
4. Provide the Executive with an annual budget.
5. Provide written reports or minutes of meeting to the Executive on committee activities.

5.0 GENERAL COMMITTEES

5.1 Member Services Committee

Reports to: The Executive

Term of Office: Two years and may serve for multiple consecutive terms

Members: Regular Members

Committee Size: Two or more who are regular members

Purpose: To present a consolidated approach to gather and present information relative to computer hardware and software available in the municipal marketplace.

Objective: To encourage interaction and enhance communication between municipal members and strengthen the liaison with Provincial Ministries.

Responsibility: The committee will be responsible for co-ordinating changes submitted by members of MISA with regard to municipal applications detail. The contents include:

- a) applications software
- b) hardware
- c) contact names.

Changes will be coordinated by this committee and then passed on to the liaison contact for the Ministry of Municipal Affairs, so that their files can be updated. The committee will further liaise with the Ministry to:

- a) coordinate suggestions and ideas, and
- b) coordinate access to information for MISA members

The committee will not be responsible for directing the Ministry in its publications of municipal information, but rather provide information to MISA members where required. The committee is prepared, when necessary to interact with other associations to provide information in this regard.

5.2 Newsletter / Publicity Committee

Reports to: The Executive

Term of Office: Two years and may serve for multiple consecutive terms

Members: Regular Members

Committee Size: Two or more who are regular members

Objective: Develop program and publicity material that will create public awareness of the goal and objectives of MISA and the accomplishments of its members.

Responsibility: Gather articles on MISA BC activities for the Association's newsletter, MUNICIPAL INTERFACE, on a bi-monthly basis or as directed by the Executives.

Maintain a chronological file of all issues, records and correspondence.

Exchange MISA programs, events and other items of interest with other associations.

Prepare and submit a budget request to cover expenses for the publication of all MISA newsletters and publicity material and incidental expenses related to the operation of the committee.

Authorize all committee expenditures before submitting them to the Executive for approval.

Maintain the professional image of MISA in all publications and in dealings with the membership and media.

Prepare and issue formal news releases about Association activities, appointments, information and awards.