

## **FORM 3 SOCIETY ACT CONSTITUTION**

### **1. Society Name**

The name of the society is the Municipal Information Systems Association of British Columbia (MISA BC).

### **2. Society Purpose**

The purpose of the Society is:

- To promote efficient and effective local government through the application of Information and Communication Technology.
- To be the recognized collective authoritative voice for matters relating to local government Information and Communications Technology.
- To create opportunities for sharing of resources between members.

### **3. Society Principles**

The following are the principles under which the Society operates.

- Association members co-operate to share best practices, research and experience.
- Association members obtain value for membership.
- Association members enjoy participation, work hard and have fun.
- Association members provide an opportunity for service providers to learn about the local government technology market and to develop mutually beneficial partnerships.
- Association co-operates and collaborates with other organizations.
- Association is client-focused.
- Association's volunteer Executive and membership share workload equitably.

This provision is alterable.

## **BYLAWS**

### **1. Bylaw Definitions**

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.

#### **1.1 Act**

"Act" means the Society Act R.S.B.C. 1996, Chapter 433 of the Province of British Columbia.

#### **1.2 Association**

"Association" means the Municipal Information Systems Association of British Columbia (MISA BC)

#### **1.3 National Association**

"National Association" means the Municipal Information Systems Association of Canada, also known as "MISA Canada".

#### **1.4 Bylaws**

"Bylaws" means the bylaws of the Association as contained in this document and any subsequent amendments to them.

#### **1.5 Regulations**

"Regulations" means the regulations of the Association as provided for under the Act.

#### **1.6 Officer**

"Officer" means an Officer of the Association; namely the President, Vice President, Past President, Secretary and Treasurer.

## **1.7 Executive Committee**

“Executive” means the Executive Committee of the Association established under these Bylaws. The Executive Committee is comprised of the Officers of the Association.

## **2 Membership**

### **2.1 Members in Good Standing**

Members shall be considered as members in good standing if they:

- a. have maintained their membership by payment of Association dues,
- b. have complied with the Bylaws and Regulations of the Association,
- c. are not under suspension, or have not had their registration cancelled,  
and
- d. otherwise qualify for membership.

### **2.2 Types of Membership**

The Association shall recognize four (4) types of membership.

- a. Regular Membership shall consist of:
  - i. A local government or regional district as defined in the Local Government Act.
  - ii. City of Vancouver.
  - iii. A local government body as defined under the Freedom of Information and Protection of Privacy Act.

Regular membership is awarded to organizations, not individuals. Organizations shall designate their primary contacts for purposes of official business.

- b. Associate Membership is available to organizations not eligible for Regular or Affiliate membership that provide professional expertise or management consulting services to local governments.
- c. Affiliate Membership is available to any federal, provincial, or local government executives, agencies or commissions with Executive approval. Affiliate membership is also available to local government professional organizations.
- d. Honorary Membership may be granted at the discretion of the current Executive during their term in recognition of a person of exemplary character who has made outstanding contributions to further the purpose and objectives of the association.

Organizations (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.

## **2.3 Membership Rights and Privileges**

### **2.3.1 Rights and Privileges of Regular Membership**

Regular members who maintain their status as members in good standing shall have the right to:

- attend meetings of the Association,
- receive all communication intended for Association members,
- make representations at meetings of the membership,
- subject to the provisions of Section 3.1, petition the Executive for a general meeting of the membership,
- inspect the membership list and records of the Association as provided for in Section 4.2 and Section 4.3,
- make representation to the Executive on issues related to the local government information systems,
- serve on committees appointed by the Executive Officers,
- vote on matters to be decided by the membership, votes to be counted as one vote per member organization.
- be a member of the Executive,
- chair an Executive-appointed committee

### **2.3.2 Rights and Privileges of Associate Membership**

Associate members who maintain their status as members in good standing shall have the right to:

- attend meetings of the Association,
- receive some communication intended for Association members,
- make representations at meetings of the membership,
- inspect the membership list and records of the Association as provided for in Section 4.2 and Section 4.3,
- make representation to the Executive on issues related to the local government information systems,

- serve on committees appointed by the Executive Officers,
- chair an Executive-appointed committee.

### **2.3.3 Rights and Privileges of Affiliate Membership**

Affiliate members who maintain their status as members in good standing shall have the right to:

- attend meetings of the Association,
- receive some communication intended for Association members,
- make representations at meetings of the membership,
- inspect the membership list and records of the Association as provided for in Section 4.2 and Section 4.3,
- make representation to the Executive on issues related to the local government information systems,
- serve on committees appointed by the Executive Officers,
- chair an Executive-appointed committee.

### **2.3.4 Rights and Privileges of Honorary Membership**

Honorary members who maintain their status as members in good standing shall have the right to:

- attend meetings of the Association,
- receive some communication intended for Association members,
- make representations at meetings of the membership,
- inspect the membership list and records of the Association as provided for in Section 4.2 and Section 4.3,
- make representation to the Executive on issues related to the local government information systems,
- serve on committees appointed by the Executive Officers,
- chair an Executive-appointed committee.

## **2.4 Administration of Membership**

### **2.4.1 Application for Membership**

Regular membership shall be accepted and approved by the Treasurer, after consultation with the Executive, and upon receipt of a valid application and appropriate fee from a local government.

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 Executive members present.

### **2.4.2 Address of Record**

For the purposes of these Bylaws and any Association related communications, the address of record of any member shall be the member's address as last notified, by the member, in writing or email to the Association or made directly on the web page of the Association. It shall be the responsibility of the member to notify the Association of any change of address or other related information on a timely basis. Any notice mailed or emailed to the member at the address of record will be deemed received by the member at the date and time it was posted.

### **2.4.3 Dues**

The Executive shall be responsible for determining the amount of any dues, fees or charges required to be paid by the members and for setting the timing, period and duration for which they apply. The Executive shall cause all members to be notified, at their address of record, of any such amounts at least two (2) full calendar months in advance of the due dates. Any such amount not paid in full on the due date shall be considered delinquent. The Executive shall notify the member of the delinquent amount and any additional penalties or fees. If payment in full is not received within two (2) months of such delinquency notice, the member may be subject to suspension and cancellation of membership as provided for in these Bylaws.

### **2.4.4 Resignation or Death**

An individual representing a member may resign from the Association at any time providing such resignation is made in writing.

Such resignation shall not relieve the member from payment of dues or other moneys owed to the Association at the time of the resignation, or give any right to refund or rebate of dues or other moneys paid to the Association or to any portion or share of the assets of the Association.

Membership in the Association shall not cease for the member organization upon the death of a representative. The organization should notify the Association as soon as possible with a new designated primary contact name.

#### **2.4.5 Suspension and Cancellation**

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.

## **3 Meetings of Members**

### **3.1 Types of Meetings**

There shall be annual, general and executive meetings.

#### **3.1.1 Annual General Meeting**

The annual general meeting shall be held at a time and place in British Columbia as the Executive may determine, *within six (6) months after the end of each fiscal year of the Association*. This meeting will receive reports from the Officers and Committees of the Association for the year immediately past, elect Officers as required and consider such other business of concern to the membership as the Executive determines.

The President of the Association shall preside as Chair at every annual general meeting of the Association. If there is no President or if the President is not present at the annual general meeting at the scheduled time of the meeting, the Vice President shall preside as Chair. If there is no President or Vice President or if neither the President nor the Vice President is present at the annual general meeting at the scheduled time of the meeting, the Executive present shall choose someone of their number to preside as Chair.

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

- the reports of the Executive shall be presented,
- the annual budget shall be presented for adoption by the membership,
- the financial statement for the year just ended shall be presented for adoption by the membership,
- expiring terms (two years) on the Executive shall be elected for a term of two years,
- remaining terms (two years) on the Executive shall be elected for a term of up to two years, to end at the same time as the current Executive terms,
- amendments to the bylaws be ratified, and
- the actions of the Executive be either ratified or revised in the appropriate manner.

The members may consider and transact any business 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 meeting of the members of the Association.

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.

### **3.1.2 General Meeting**

A general meeting of members may be convened by the Executive at any time during the year. Members may request the Executive to hold a meeting through a petition in writing signed by ten per cent (10%) of members in good standing.

If neither the President nor the Vice President is in attendance at a meeting, the Executive Officers present may appoint a Chairperson to serve for that meeting.

### **3.1.3 Executive Meeting**

No error or omission in giving such notice for a meeting of the Executive 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.

Any meetings of the Association or of the Executive 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.

Except as otherwise required by law, the Executive may hold its meetings at such place or places as it may from time to time determine. The Executive shall hold a meeting immediately following the annual general meeting of the members. The President may formally call the meetings of the Executive.

Meetings can be by video conferences and telephone conferences.

If neither the President nor the Vice President is in attendance at a meeting, the Executive Officers present may appoint a Chairperson to serve for that meeting.

### **3.2 Notice**

No public notice nor advertisement of regular, regional, or annual general meetings shall be required, but notice of the time and place of every such meeting shall be given to each member organization by sending the notice by email, prepaid mail or facsimile fourteen (14) 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 by unanimous consent of the members given in writing, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

Notice of executive 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 Treasurer or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. An agenda, including meeting location and time must be sent.

### **3.3 Quorum**

A quorum for the transaction of business at any annual or general meeting of members of the Association shall be ten percent of the regular paid-up members in good standing plus a majority of the Executive. If a quorum is not present within one half-hour from the time appointed for the meeting, the meeting shall automatically stand adjourned to such time and place as a majority of the members then present shall direct, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned as well.

A simple majority of the Executive shall form a quorum at an executive meeting.

### **3.4 Voting**

Only Regular member organizations (see bylaw 2.3) may vote at meetings. The number of non-voting members will never be greater than the number of voting members.

At all meetings of members, every question shall be decided by a majority of the votes of the designated voting member representatives 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 member. 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 favor of or against such resolution. The demand for a poll may be withdrawn by a majority of votes given by the members present. Polls 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.

No member organization shall be entitled to vote at meetings of the Association unless he has paid all dues or fees if any, then payable by them.

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. local government) member.

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

Voting by proxy is not allowed.

## **4 Administration of the Organization**

### **4.1 Books and Records**

The Executive shall ensure that all necessary books and records of the Association required by the Act or Bylaws are regularly and properly maintained.

The Executive shall determine to what extent and at what times and places and under what conditions or regulations the books and records of the Association shall be open for inspection by the public, as may be conferred by law or authorized by the Executive.

### **4.2 Inspection by Members**

The books and records of the Association may be inspected by any member of the Association at the annual general meeting or at any time upon giving reasonable notice and arranging a suitable time with the Treasurer. All members of the Executive shall have access to the books and records of the Association at any time.

### **4.3 Membership List**

A simple list of member names and membership class shall be maintained and made available for inspection by any member of the Association upon giving reasonable notice and arranging a suitable time with the Treasurer.

Any member shall have the right to request that any and all information of a personal or confidential nature provided to the Association, other than their name and membership type, not be published in the membership list of the Association. Such information required for the administration of the Association shall be maintained and held in the strictest confidence.

### **4.4 Head Office**

The head office of the Association shall be situated at a place in the Province of British Columbia.

## **4.5 Financial Year**

The financial year of the Association shall conclude on the thirty-first (31st) day of December of each year.

## **4.6 Budgets**

The Treasurer shall prepare the budget to be reviewed and approved by the Executive prior to the start of the fiscal year. The budget will include funding to continue operations and expenditures until the annual general meeting. The approved budget must be presented to the membership at the next annual general meeting. Conference expenditures may be paid by the Treasurer without further authorization providing such expenditures do not exceed conference income earned at that date. Any general meeting can modify the annual budget.

## **4.7 Auditing**

The books, accounts and records of the Association as maintained by the Treasurer shall be reviewed at least once a year by a person or auditor duly selected and approved at the Annual General Meeting. Officers may be appointed as the Audit Committee to assist in the audit.

## **4.8 Use of Funds**

The Executive Officers may use the funds of the Association in accordance with the approved budget, and in furtherance of the objectives of the Association.

The Executive 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 or 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 \$10,000 dollars that is not included in the existing budget.

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 the President, the Vice President or the Treasurer and will be known as the Officers or Signing Officers of the Association.

#### **4.8.1 Short Term Borrowing**

For the purpose of carrying out regular Association business, the Executive are empowered to obtain services on account with suppliers for such amounts as may be reasonably incurred in providing services to the Association membership. Such accounts are to be paid in full within sixty (60) days of the receipt of the invoice.

#### **4.8.2 Long Term Borrowing**

The Officers are not empowered to borrow funds on behalf of the Association where the payment obligations extend greater than one (1) year, except as specifically permitted by resolutions passed by the Association membership, in accordance with the Society Act, at the annual general meeting or a general meeting called for that purpose.

### **4.9 Cheques**

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 corporation, shall be signed by two of either the president, vice president, 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 Executive. Any one of such officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the corporation's bankers for the credit of the corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the corporation's rubber stamp for the purpose. Any of such proper signing officers may arrange, settle, balance and certify all books and accounts between the corporation and the corporation'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.

The securities of the corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the Executive and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Executive shall be fully protected in acting in accordance with the directions of the Executive and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **4.10 Corporate Seal**

The Society may have a Seal which shall be affixed to documents only in the presence of two (2) members of the Executive duly authorized by the Executive to attest to its use. The Seal of the Society shall at all times remain in the custody of the Secretary.

In the absence of the Seal, a document requiring certification by the Society shall be deemed certified if signed by two (2) members of the Executive duly authorized for that purpose by the Executive as if their signatures were under the Seal of the Society.

#### **4.11 Indemnification of Executive Members**

Subject to the Society Act, each Executive of the Association, their heirs and assigns shall be indemnified and held harmless by the Association from all claims, costs or expenses arising from any action brought against him as a result of the execution, in good faith, of their duties as an Executive of the Association. This indemnification does not include any claims, costs or expenses arising from the Executive's intentional wrongful acts or fraudulent activity.

## **5 Organization of the Association**

### **5.1 Executive Committee**

#### **5.1.1 Executive Officers**

The Executive shall consist of the President, Vice President, Past President, Secretary and Treasurer. The Executive Committee shall be responsible for the day-to-day activities of the Association and for carrying out the instructions and directions of the Membership.

Each Executive shall be elected to hold office until the expiry of the position's term as prescribed in the following sections of the document or until his successor shall have been duly elected and qualified.

The President shall, when present, preside at all meetings of the members of the Association and of the Executive. 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, the Vice President may exercise his duties and powers, and if the Vice President, or such other Executives as 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. The President is elected by the membership for two years (but not more than two consecutive terms) and is a representative of a regular member organization with full voting rights.

The Vice President is responsible to the President and shall assume the duties of the President in the absence or disability of the President. The Vice President shall assist the President in the execution of their duties and responsibilities to the Executive. The Vice President shall also have such additional responsibilities as may be delegated by the Executive or the President. The Vice President is elected by the membership for two years (but not more than two consecutive terms) and is a representative of a regular member organization with full voting rights.

The Past President shall act as an advisor to the President and the Executive and shall undertake such special duties or assignments as may be requested by the Executive from time to time. The Past President is automatic after serving a term as President and has full voting rights.

The Secretary is responsible to the President and shall be responsible for the day to day affairs of the Society. The Secretary shall ensure all meetings of the Executive, the Executive Committee and the annual and any special meetings of the membership in general are properly and accurately recorded. The Secretary shall keep all Society records and correspondence of a non-financial nature and shall be the custodian of the Seal of the Society. The Secretary is elected by the membership for two years (but not more than two consecutive terms) and is a representative of a member organization with full voting rights.

The Treasurer shall disburse the funds of the Association under the direction of the Executive 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. The Treasurer is elected by the membership for two years (but not more than two consecutive terms) and is a representative of a member organization with full voting rights.

### **5.1.2 Committee Chairpersons**

Committee Chairpersons may be appointed by the Executive following the annual general meeting, or from time to time. Committee Chairpersons act in an advisory role to the Officers of the Association, and 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. The Executive may create and dissolve committees at will.

## **5.2 Nomination and Election**

The Officers of the Association shall be elected at a bi-annual general meeting of the Association by a majority vote of all those eligible to vote.

At least sixty (60) days prior to the annual general meeting, the Past President shall call for nominations to be made in writing for Officers to be elected at the annual general meeting. The nomination period shall be held open for at least twenty one (21) days. The names and qualifications of those nominated shall be distributed with the notice of the annual general meeting. Nominations from the floor are also acceptable.

The position of Past President will be filled in succession by the member previously elected to the position of President.

### **5.3 Term**

In general, Officers of the Association shall be elected for two (2) years .

Each Officer of the Association shall assume their duties immediately following the meeting at which they were elected and shall hold the position until their successor is elected and takes office, or the officer resigns from the Association, is terminated, or is removed.

Officers may hold the same office for no more than two consecutive terms.

### **5.4 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 general meeting. 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 President or designate.

The President shall have the power to appoint replacement Executive members for vacant positions on the Executive.

### **5.5 Removal from Office**

Executive Officers shall be terminated for just cause by a majority of the member organizations at a General Meeting after a member has been notified of the proposed action and given one month in which to respond.

### **5.6 Remuneration**

The Executive shall not be compensated for duties performed.

## **6 Termination of the Association**

Upon the winding up and dissolution of the Association, the remaining net assets of the Association will be donated to the Union of BC Municipalities (UBCM).

## **7 Amendment of the Bylaws**

Amendments of these Bylaws shall be proposed by the Executive in writing and sent to the membership one (1) month prior to the annual general meeting or such general meeting as may be called for that purpose by the Executive. Each amendment shall be discussed and voted on separately pursuant to Section 3.1. Amendments of these Bylaws shall not be made at any other time. Amendments shall be approved by special resolution by a three-quarters (75%) majority vote of those members participating in the meeting pursuant to Section 3.1.

Dated.....[month, day, year].

Witness(es)

Applicants for Incorporation

[Signature] \_\_\_\_\_  
[Full name] [Resident address]

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