



quality leadership in education

BC Principals' and Vice-Principals' Association

Constitution

1. The name of the society is B.C. Principals' and Vice-Principals' Association.
2. The Purposes of the society are to:
 - a) Represent, develop and promote the professional and economic interests and welfare of its members;
 - b) Foster education leadership as a means of promoting and advancing education at all levels and for all people;
 - c) Encourage wide communication and involvement among members;
 - d) Maintain a strong organization through constant assessment of efficiency and effectiveness of its activities;
 - e) Promote excellence in personnel practices;
 - f) Render assistance to members on any matter, upon request and when not inconsistent with the policies of the Association; and
 - g) Support and coordinate professional development activities for members.

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PART 1: INTERPRETATION

- 1.01 In these Bylaws, unless the context otherwise requires,
- a) "Association" means the B.C. Principals' and Vice-Principals' Association;
 - b) "Directors" means the directors of the Association for the time being as determined pursuant to Part 6;
 - c) The "Board of Directors", or the "Board" , means all those persons who at the relevant time, are the directors of the Association;
 - d) "Member" means any person employed within the Province of British Columbia as set out under Bylaw 2.02(a) and Bylaw 2.02(b), and is in good standing, except where otherwise specified;
 - e) "Registered address" of a member means the address as recorded in the register of members;
 - f) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - g) "Executive Director" means the person from time to time so designated by the Board;
 - h) "Conflict of interest" means a conflict between the personal, professional or vocational interest of a member of the board with the interest of the Association in respect of any matter upon which the member of the board may be permitted or required to debate or decide.
- 1.02 The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.

PART 2: MEMBERSHIP

- 2.01 The members of the Association are the applicants for incorporation of the Association and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.02 Any person listed below may apply to the Board to become a member in the Association and on acceptance by the Board and on payment of the annual membership dues shall be a member of the Association;
- a) any person employed within the Province of British Columbia as a principal or vice-principal of a public school; or
 - b) any person employed in the province of British Columbia as a Director of Instruction, district principal or vice-principal, or such similar district position as may be determined by the Board of Directors from time to time.
- 2.03 Any person who is not eligible to be a member may apply to the Board for associate membership in the Association and on acceptance by the Board and on payment of annual associate membership dues, shall become an associate member of the Association.
- 2.04 The Board may grant honorary life membership in the Association to any person who has demonstrated excellence in educational leadership and has provided quality service to the Association. Honorary life members may vote in elections and may attend and vote at Annual General Meetings and Extraordinary General Meetings.
- 2.05 Every member shall uphold the Constitution and comply with these Bylaws.
- 2.06 The Annual membership dues shall be determined by the Board of Directors, after considering the recommendation of Chapter Council.
- 2.07 All members and associate members shall pay membership dues as determined under Bylaw 2.06. Honorary life members are not required to pay membership dues.
- 2.08 All members are in good standing except a member who has failed to pay the current annual member or associate member dues or any other assessment, levy or debt due to the Association. A member or an associate member is not in good standing as long as the debt remains unpaid and shall not be entitled to services from the Association. In exceptional circumstances the Board may waive the whole or any part of dues for a member or an associate member for a specified period of time.

- 2.09 A person shall cease to be a member of the Association:
- a) by sending by facsimile, electronic email or delivering that person's resignation in writing to the Executive Director of the Association or by mailing or delivering it to the address of the Association;
 - b) by ceasing to be employed in a position set out in Bylaw 2.02(a) or Bylaw 2.02(b);
 - c) upon that person's death;
 - d) on being expelled; or
 - e) on not having been in good standing for 90 consecutive days.
- 2.10 A member may be expelled by a special resolution within the meaning of the *Society Act*, but no person shall be expelled unless:
- a) each member is sent, in accordance with Part 12, a copy of the resolution which is to be put to the meeting, the name of the person who is the subject thereof, a summary of the reasons in support of the resolution, and the place and date of the meeting where the resolution will be considered;
 - b) the member who is the subject of the resolution is informed by notice indicating the right of the member to attend the meeting and speak to the resolution before it is put to a vote.
- 2.11 The membership year shall be from July 1 to June 30.

PART 3: MEETINGS OF MEMBERS - PROCEDURES

- 3.01 Robert's Rules of Order shall govern the procedures of all meetings of the Association.
- 3.02 The Board may, at any time, convene an Extraordinary General Meeting or Chapter Council Meeting.
- 3.03 Notice of a general meeting or Chapter Council Meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- 3.04 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate the proceedings of that meeting.
- 3.05 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting or Chapter Council Meeting at a time when a quorum is not present.
- 3.06 A quorum is 25 members present at a general meeting or Chapter Council Meeting.
- 3.07 If within 30 minutes from the time appointed for a general meeting or Chapter Council Meeting a quorum is not present, the meeting, if convened on a requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum;
- 3.08 If at any time during a general meeting or a Chapter Council Meeting the chairperson of the meeting rules that the number of members present is insufficient to constitute a quorum, the business of the meeting shall be suspended as of the time of the ruling until there is a quorum or until the meeting is adjourned or terminated.
- 3.09 Subject to Bylaw 3.10, the President of the Association or, in the absence of the President, one of the other directors present, shall act as chairperson of a general meeting or Chapter Council Meeting.

- 3.10 If at a general meeting or Chapter Council Meeting:
- a) there is no President or other director present within 15 minutes after the time appointed for the meeting; or
 - b) the President and all other directors present are unwilling to act as chairperson, the members shall choose one of their number to be chairperson.
- 3.11 A general meeting or Chapter Council Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.12 When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3.13 Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting or Chapter Council Meeting.
- 3.14 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- 3.15 Each member, at a general meeting, is entitled to one vote.
- 3.16 Voting at a general meeting is by show of voting cards.
- 3.17 Voting by proxy is not permitted.

PART 4: ANNUAL GENERAL MEETING

- 4.01 An Annual General Meeting shall be held not more than 15 months after the holding of the preceding Annual General Meeting.
- 4.02 Each Annual General Meeting shall be held at the time and place that the Board decides, in accordance with the *Society Act*.
- 4.03 Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 4.04 Special business of any general meeting is:
- a) all business at an Extraordinary General Meeting except the adoption of rules of order; and
 - b) all business transacted at an Annual General Meeting, except:
 - i) the adoption of rules of order;
 - ii) the consideration of the financial statements;
 - iii) the report of the Board;
 - iv) the report of the auditor, if any;
 - v) the appointment of the auditor, if required; and
 - vi) the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by report of the Board issued with the notice convening the meeting.

PART 5: CHAPTER COUNCIL

- 5.01
- a) The Board may, upon application and upon compliance with these Bylaws, approve the establishment of local chapters;
 - b) To qualify as a chapter, a majority of the persons employed within the school district as principals or vice-principals of public schools, must be members of the Association;
 - c) Only one chapter shall be approved for each school district unless the Board of Directors authorizes otherwise;
 - d) Each chapter shall adopt a Constitution and Bylaws to govern its operation. No clause in the Constitution or Bylaws of any chapter shall be inconsistent with the Constitution and Bylaws of the Association;
 - e) Each chapter shall identify itself in all official communication and documentation as a chapter of the B.C. Principals' and Vice-Principals' Association.
- 5.02 The Chapter Council shall consist of the Board and representatives elected pursuant to Bylaw 5.03.
- 5.03 Each chapter established under Bylaw 5.01 shall elect to the Chapter Council one representative for each 50 members, or fraction thereof, in the chapter.
- 5.04 The business of the Chapter Council is to:
- a) provide guidance, advice or direction to the Board;
 - b) prepare and receive reports; and
 - c) carry out activities assigned to it by the Board of Directors or by members at an Annual General meeting;
- 5.05 Voting at Chapter Council Meetings shall be by show of voting cards.
- 5.06 The representatives of each chapter shall be entitled to one voting card for each group of 20 persons who are members of the Association in that chapter, as of the date of the meeting where the card will be used, and one card for the partial group resulting if the membership is not a multiple of 20.
- 5.07 Each member of the Board shall be entitled to one voting card at Chapter Council Meetings.

PART 6: THE BOARD OF DIRECTORS

- 6.01 The Board shall exercise the powers of the Association to the extent and in the manner specified in these Bylaws and the *Society Act* and shall provide supervision and guidance on matters of policy to the Executive Director.
- 6.02 All members are eligible for election to the Board of Directors.
- 6.03 The Board shall consist of:
- a) the President;
 - b) the immediate Past President or the President-Elect;
 - c) ten other directors.
- 6.04 The President shall serve for a term of two years and may not serve two consecutive terms.
- 6.05
- a) In the event that the President is unable to assume or complete a term of office, the Board of Directors shall determine who should assume or complete the term of office; and
 - b) if the President-Elect is chosen to complete the term of office, the term as replacement shall not be considered for the purpose of Bylaw 6.04.
- 6.06
- a) Upon completion of a term as President, the immediate Past President shall serve a term of one year; and
 - b) in the event that the immediate Past President resigns, ceases to be a member or otherwise ceases to hold office, the Board may appoint an additional director to fill the vacancy, and any member appointed to fill such vacancy will hold office until the expiration of the original term of office of the immediate Past President.
- 6.07 The President-Elect and other directors shall be elected by the members, as follows:
- a) in alternate years a President-Elect shall be elected for a term of one year to coincide with the second year of the term of the sitting President and shall assume the office of President on July 1 following completion of the term as President-Elect;
 - b) five directors shall be elected each year for a term of two years.

- 6.08 In the event that the President-Elect resigns or otherwise ceases to hold office before assuming the position of President, the position of President-Elect shall be filled by a special election held within 2 months of the vacancy if the vacancy occurs on or before December 31 or shall be left vacant if the vacancy occurs on or after January 1.
- 6.09 If the position of President-Elect is left vacant as referred to in Bylaw 6.08, an election for President shall occur at the next regularly-scheduled election.
- 6.10 Voting in elections shall be conducted by a method approved by the Board which may include mail, facsimile or electronic means.
- 6.11 A notice containing the names of candidates standing for election shall be given to members, along with the first ballot in an election, no later than 21 days before the first ballot in an election is due.
- 6.12 The notice referred to in Bylaw 6.11 shall specify the due date for the first ballot which due date shall not be earlier than 21 days after the notice and first ballot is given to members. Additional ballots, as necessary in an election, will be given to members with a notice specifying the due dates for those additional ballots which due dates shall not be earlier than 2 days after the additional ballots are given to members.
- 6.13 In order to be counted, a ballot must be received by the Association not later than 5:00 p.m. local time in Vancouver on the due dates stipulated in the notices referred to in Bylaws 6.11 and 6.12.
- 6.14 To be elected President-Elect or President, a candidate must receive 50% plus one vote of the votes cast.
- 6.15 The election of a President-Elect or President shall precede the election of the other directors, and shall involve more than one ballot, if necessary.
- 6.16 An unsuccessful candidate for President-Elect or President may stand for election as a director.
- 6.17 The number of other director positions open for election in any given year shall be filled by the corresponding number of candidates who receive the highest number of votes on a single ballot.

- 6.18 Each person elected in a regularly-scheduled election shall take office on July 1 following the election for the term described in Bylaw 6.06 and 6.07 or until that person's successor is elected.
- 6.19 When a director other than the President-Elect, President or Past President resigns or otherwise ceases to hold office, the vacancy shall be filled under Bylaw 6.20 or 6.21.
- 6.20 A vacancy referred to in Bylaw 6.19 which occurs on or before December 31 shall be filled by a special election held within 2 months of the vacancy.
- 6.21 A vacancy referred to in Bylaw 6.19 which occurs on or after January 1 shall be filled during the next regularly-scheduled election.
- 6.22 A director elected under Bylaw 6.20 or 6.21 shall complete the term of the former director.
- 6.23 A member who wishes to contest the result of an election shall provide written notice of the challenge to the Executive Director no later than seven days after the election results are announced to the members.
- 6.24 The affairs of the Association shall be managed and controlled by the Board which may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:
- a) all laws affecting the Association;
 - b) these Bylaws; and
 - c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meetings.
- 6.25 All members of the Board of Directors must conduct themselves in such a manner as to avoid real or apparent conflict of interest as defined in Part 1.01(h) and, when standing for election at the Annual General Meeting, shall declare any such real, potential or apparent conflict of interest.
- 6.26 No rule made by the Association in a general meeting invalidates a prior act of the Board that would have been invalid if that rule had been made at that time.
- 6.27 The members may by special resolution remove a director before the expiration of the director's term of office, and may by ordinary resolution elect a successor to complete that term of office.

- 6.28 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily or reasonably incurred in relation to the affairs of the Association.

PART 7: PROCEEDINGS OF THE BOARD OF DIRECTORS

- 7.01 The Board may meet at the places it thinks fit to dispatch business, adjourn and otherwise regulate meetings and proceedings.
- 7.02 The quorum necessary to transact business shall be a majority of the Board then in office.
- 7.03 The President shall chair all meetings of the Board but, if the President is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to chair the meeting.
- 7.04 The President may at any time, and on the request of a majority of the Board shall, convene a meeting of the Board.
- 7.05 The Board may delegate some, but not all, of their powers to committees. A committee so formed shall conform to any rules imposed on it by the Board, and shall report as directed by the Board.
- 7.06 The members of a committee may meet and regulate their proceedings as they see fit.
- 7.07 No meeting of the Board shall be deemed to have been improperly convened solely because of the failure to give notice of the meeting to any person who was a director as of the last day on which the notice could validly have been given.
- 7.08 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, facsimile or electronic mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meeting of the Board need be sent to that director; and
 - b) no meeting of the Board shall be deemed to have been improperly convened solely because of the failure to give notice to that director.
- 7.09 A director may waive notice of a meeting retroactively.
- 7.10 Questions arising at a meeting of the Board and a committee of the Board shall be decided by a majority of votes.
- 7.11 Each director is entitled to vote.

- 7.12 In case of an equality of votes the chairperson does not have a second or casting vote and the motion is defeated.
- 7.13 A resolution in writing, signed by all directors is as valid and effective as if regularly passed at a meeting of the Board.

PART 8: DUTIES OF OFFICERS

- 8.01 a) The President is the chief elected officer, representative and spokesperson of the Association and may preside over meetings of the Association and the Board.
- b) The President shall perform his or her duties in accordance with the Bylaws and with the Association policy that is not inconsistent with the Bylaws, and must act within the authority and discretion given to him or her by the Board, but in exceptional emergency circumstances, where convening a Board meeting is not reasonably possible and best interests of the Association require it, may act unilaterally by directing the Executive Director to take certain actions, but must forthwith bring the matter to the Board for review.
- 8.02 The President shall be a member ex officio of all committees.
- 8.03 The Board will engage a person as Executive Director of the Association who shall be the chief appointed officer of the Association and shall:
- a) conduct the day to day business operations and affairs of the Association in accordance with the Bylaws, Association policy that is not inconsistent with the Bylaws, and proper directions from the Board;
- b) issue notices of meetings of the Association and the Board;
- c) keep minutes of all meetings of the Association and the Board;
- d) maintain the register of members;
- e) keep the financial records, including books of account, necessary to comply with the *Society Act*;
- f) render financial statements to the Board, members and others when required; and
- g) perform such other duties and exercise such other powers as may be delegated to the Executive Director from time to time by the Board.
- 8.04 The offices of Executive Director and Treasurer may be held by one person who shall be known as the Executive Director.
- 8.05 In the absence of the Executive Director from a meeting, the Board shall appoint another person to record minutes at that meeting.

PART 9: SEAL AND EXECUTION OF DOCUMENTS

- 9.01 The Board may but need not provide a common seal for the Association.
- 9.02 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Executive Director.
- 9.03 Bills of exchange, promissory notes, cheques or other negotiable instruments to be drawn or endorsed by the Association shall be sufficiently signed on behalf of the Association when signed by any two of the Executive Director, the President, the President-Elect, the immediate Past President; or by such other persons or holders of such other offices which the Board from time to time so specify.

PART 10: BORROWING

- 10.01 In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 10.02 No debenture shall be issued without the sanction of a special resolution.
- 10.03 The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next Annual General Meeting.

PART 11: AUDITOR

- 11.01 At each Annual General Meeting the Association shall appoint an auditor to hold office until re-elected or a successor is elected at the next Annual General Meeting.
- 11.02 An auditor may be removed by ordinary resolution.
- 11.03 An auditor shall be promptly informed in writing of appointment or removal.
- 11.04 No director and no employee of the Association shall be its auditor.
- 11.05 The auditor may attend general meetings.

PART 12: NOTICES TO MEMBERS

- 12.01 A notice may be given to a member, either personally, by mail, facsimile or by electronic communication to the member's registered address.
- 12.02 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 12.03 Notice of a general meeting shall be given to:
- a) every member shown on the register of members on the day notice is given; and
 - b) the auditor if Part 11 applies.
- 12.04 No other person is entitled to receive a notice of general meeting.
- 12.05 In the case of special business at a General Meeting the notice shall include the description of the general nature of that business.

PART 13: BY-LAWS

- 13.01 On being admitted to membership, each member is entitled to and the Association shall give to each member, without charge, a copy of the Constitution and Bylaws of the Association.

- 13.02 These Bylaws shall not be altered or added to except by special resolution at a general meeting provided that notice is given by the Executive Director to those entitled to attend such meeting at least 30 days prior to the meeting.

PART 14: REFERENDUM

- 14.01 The Board may at its discretion, and shall when directed by the Annual General Meeting, submit to the members by referendum any questions affecting the interests of the Association.
- 14.02 A vote on referendum questions shall be conducted by a method approved by the Board which may include mail, facsimile or electronic means.
- 14.03 A notice and ballot containing the referendum question or questions and the names of the proposer of each question shall be given to members no later than 21 days before the ballot is due.
- 14.04 The notice referred to in Bylaw 14.03 shall specify the due date for the ballot which due date shall not be earlier than 21 days after the notice and ballot given to members.
- 14.05 In order to be counted, a ballot must be received by the Association not later than 5:00 pm local time in Vancouver on the due date stipulated in the notice referred to in Bylaw 14.03.
- 14.06 No action shall be taken by the Board in connection with referendum questions except as authorized by two-thirds of those voting on the question.

PART 15: FISCAL YEAR

15.01 The fiscal year of the Association shall be from July 1 to June 30.

PART 16: WINDING UP AND DISSOLUTION

16.01 On the winding up and dissolution of the Association, the assets of the Association shall be distributed pro rata among the members after all debts of the Association have been paid or provision for payment has been made.

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