

Pender Island Public Library Association

2020 Bylaws Update

At the 2020 AGM the Board of Trustees will present a Special Resolution to update the PIPLA bylaws. This document provides some background and details regarding the proposed changes. This material will also be covered at the AGM with opportunity for questions and discussion.

Why this update?

It started with a few minor changes. We noticed small items that needed to be brought up to date to reflect current practice. As we looked for anything else that needed to be updated we noticed duplication, contradiction and impossibility. For example, many of our bylaws repeat what is in the Library Act verbatim. Occasionally our bylaws contradict the Library Act.

As the review process went along we concluded that we should do a complete rewrite of the bylaws. By that we meant putting the same key provisions in a clearer, more concise manner, not starting from a blank slate to fundamentally change the governance structure of our Association. The intent is to create a set of bylaws that guide the Board and hold them accountable to the members while allowing them to oversee the library in a responsible and responsive manner. Good bylaws are essential to the sustainability of an organization such as ours.

What we have now

Our current governance structure has the following elements:

	Purpose	Who changes
Library Act	Governs libraries in BC	Legislature
Constitution	Creates an organization	Library members (75%)
Bylaws	Accountability and responsibility	Library members (75%)
Governance Policy	How bylaws will be implemented	Library board

Section 4 of the BC Library Act (1996) regulates Public Library Associations, which is what we are. We are not a registered society and are, therefore, not governed by the Societies Act. The Library Act includes many provisions that would normally be included in an organization's constitution and bylaws. This can make our proposed bylaws appear incomplete.

Constitutions are generally pretty brief and ours is no exception. It states our name, location, purpose, policy (non-profit) and dissolution. The last two items are specified in the Library Act and are unnecessary here. The constitution can only be changed at a general meeting of the members by a special resolution requiring 75% of the votes to pass.

Our bylaws have been amended several times over the years, presumably to address specific issues. The amendments appear to have been done on a very narrow basis which has led to duplication, contradiction and a document that is difficult to follow.

There are two types of policy. Governance policy is determined by the board in order to implement the bylaws. Operational policy is determined by the Library Director and approved by the Board. Amendments over the years have led to the inclusion of procedures and history into our policy manual. The ongoing review of our governance policies is separating these extra items into the appropriate documents.

The current state of our bylaws and policies is what you would expect for an organization that has been around as long as our Library has. It is natural that from time to time it is necessary to take a big step back and look at the broad picture of our organization and do a wholesale update of the foundational documents.

Basis for changes

- Remove duplication of Library Act
- Remove internal duplication and contradiction
- Change provisions that we can't or don't do
- Move provisions to policy where appropriate
- Add or revise provisions to improve board effectiveness and accountability
- Reorganize, reword and simplify for clarity
- Retain fundamental principles of our existing bylaws

Throughout this process we studied our peers to look for best practices. Two that we looked at most often were Salt Spring and Grand Forks. We also looked at non-library organizations but as they are governed by the Societies Act they were less useful.

Proposal

- Delete the current bylaws in their entirety and replace them with revised bylaws as circulated.
- Delete the Constitution because the substantive provisions are covered by the Library Act.

Substantive changes to bylaws:

- Deletions
 - All provisions of the Library Act that are repeated in our bylaws. There is the occasional reference to the Library Act for clarity in the new bylaws.

- Requirement for board positions of Secretary and Treasurer as the bulk of these functions are performed by staff. If deemed necessary, the board can include these or other positions through policy changes.
- Detailed descriptions of responsibilities of board positions. These provisions belong in policy.
- Detailed description of membership. These provisions belong in policy and procedure
- Requirements to follow Robert's Rules of Order. The current edition is 698 pages and very few people know it well enough to implement it properly.
- Additions
 - General provisions to include items that were formerly in the constitution.
 - Definitions of terms
 - Description of an ordinary resolution at a general meeting.
 - Consent resolutions. These allow the board to conduct essential business between board meetings.
 - Provision to amend bylaws at a general meeting without notice if the change is passed unanimously.
- Changes
 - Provisions for general meetings of the membership consolidated.
 - General meeting notice requirements changed. No longer requires publication in the local newspaper and allows for notice to be provided electronically.
 - Signing authority provisions consolidated and simplified.
 - Borrowing provisions consolidated and simplified.
 - Many other changes to wording and organization for clarity and simplification.

Motions

Two motions will be made at the 2020 Annual General Meeting. The first will be to delete the current bylaws and replace them with the revised bylaws as circulated. If that passes the second motion will delete the constitution. Both motions require a 75% majority in order to pass.