

This Constitution is dedicated to all of those who have worked to make British Columbia a better place to live and to those unionists that spent time and effort in making this Labour Council an advocate for peace and social progress since 1889.

**CONSTITUTION AND BY-LAWS**  
**OF THE**  
**VANCOUVER AND DISTRICT**  
**LABOUR COUNCIL**  
**[VDLC]**

*(Chartered by the Canadian Labour Congress – May 15, 1956)*

Revised January 2022



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## **ARTICLE 1 – JURISDICTION**

- Section 1.** This Labour Council shall be known as the “Vancouver and District Labour Council” and is chartered by the Canadian Labour Congress. It shall consist of organizations affiliated to the Canadian Labour Congress which become affiliated to this Council. These organizations shall conform to the Constitution and rules and regulations of this Council as set forth herewith.
- Section 2.** This Labour Council shall not be dissolved while there are organizations remaining in affiliation representing at least five (5) national unions, international unions, regional, or provincial organizations affiliated to the Canadian Labour Congress, or chartered locals of the Canadian Labour Congress.
- Section 3.** The geographic jurisdiction of the Vancouver and District Labour Council, CLC, now covers the area west of Boundary Road, south to the Fraser River, including Lulu Island, Sea Island, City of Richmond, City of Vancouver, Lions Bay, City of North Vancouver, the Corporation of the District of North Vancouver, Bowen Island, West Vancouver, and the University Endowment Lands within Electoral Area “A”.

## **ARTICLE 2 – DECLARATION OF PRINCIPLES AND OBJECTIVES**

The purposes of this Labour Council are:

1. To support the principles and policies of the Canadian Labour Congress.
2. To promote the interests of its affiliates and generally to advance the economic and social welfare of workers.
3. (a) To assist affiliated organizations in extending its benefits of mutual assistance and collective bargaining to workers.  
(b) To assist in the organization of the unorganized into unions for their mutual aid, protection and advancement.
4. To encourage all workers to share in the full benefits of union membership, especially those who identify with equity seeking groups and any others worker who is protected by the grounds of the BC Human Rights Code.
5. To actively oppose racism, sexism, homophobia, transphobia, ageism, ableism, and xenophobia and work to eliminate the barriers that prevent marginalized workers from benefiting from union organization or participating fully in the labour movement.

6. To affirm the underlying title of Indigenous nations on their traditional territories, and their inherent rights of self determination, including to promote reconciliation with Indigenous peoples through acting on, and conducting our work in accordance with, the Truth and Reconciliation Commission 94 Calls to Action, and the United Nations Declaration on the Rights of Indigenous Peoples.
7. To promote public and cooperative ownership as models which better promote economic democracy and social good.
8. To secure legislation which will safeguard and promote the principle of free collective bargaining, the rights of all workers, and the security and welfare of all people.
9. To protect and strengthen our democratic institutions, to secure full recognition and enjoyment of the rights and liberties to which we are justly entitled, and to preserve and perpetuate the cherished traditions of our democracy.
10. To promote the cause of peace and freedom in the world and to assist and co-operate with free and democratic labour movements throughout the world.
11. To stand for action to address the real and immediate danger of climate change and ensure a sustainable economy with a just transition for all workers.
12. To aid and encourage the sale and use of union-made goods and union services.
13. To protect the labour movement from all corrupt influences and from any agencies which are opposed to the basic principles of democracy and free democratic unionism; and to strongly support affiliates against raiding.
14. To safeguard the democratic character of the labour movement and to observe and respect the autonomy of each affiliated union.
15. While preserving the independence of the labour movement from political control, to engage in political action by:
  - (a) Encouraging workers to vote, to exercise their full rights and responsibilities, and to perform their rightful part in the political life of the municipal, provincial, and federal government.
  - (b) Engaging in political action and participation in municipal, provincial and federal election campaigns.
  - (c) Engaging in ongoing political activism addressing local issues, working with community groups, lobbying and advocacy of municipal councils, school boards, park boards, members of the provincial legislature, and members of parliament.

16. To promote safety and health for workers in all types of employment, and to initiate and support programmes designed to reduce injuries, disease, and death in all industries.
17. To engage in media relations and public communications to raise the profile of the labour movement in the community.
18. To promote the identity of the labour movement by organizing events for designated days, e.g. International Women's Day, Day of Mourning, International Worker's Day (May Day), National Aboriginal Day, Labour Day, The National Day for Remembrance and Action on Violence Against Women.

### **ARTICLE 3 – AFFILIATION AND DUTIES**

- Section 1.** The Labour Council shall be composed of:
- (a) local unions, branches, units, or lodges of national and international unions, regional, and provincial organizations affiliated to the Canadian Labour Congress; and
  - (b) local unions in the area chartered by the Canadian Labour Congress.
- Section 2.** Any organization suspended or expelled by the Canadian Labour Congress or this Labour Council, shall not, while under such penalty, be allowed representation in the Council.
- Section 3.** Any organization affiliated with this Labour Council may be expelled from membership in the Council by a majority roll call vote at a meeting.
- Any decision to expel may be appealed to the Executive Committee of the Canadian Labour Congress within two (2) months. The decision shall be in force and effect during appeal.
- Section 4.** BC Federation of Retired Union Members (BC FORUM) shall be entitled to membership as an affiliated organization upon application by BC FORUM and payment of a \$10.00 application fee and shall be entitled to two (2) delegates.
- Section 5.** Canadian Labour Congress officers and staff shall be accorded all rights and privileges of delegates, except the right to vote, when they attend meetings of the Labour Council.

### **ARTICLE 4 – DELEGATE REPRESENTATION**

- Section 1.** The number of members of each organization for the purpose of selecting delegates to the Labour Council shall be the average monthly number on which per capita tax is paid for the last six (6) months.

**Section 2.** The President shall furnish each affiliate with credential blanks. Any delegate selected to represent an affiliated organization must fill in and present to the President the proper credential form at least twenty-four (24) hours prior to the first (1<sup>st</sup>) meeting the delegate wishes to attend. The credential must be signed by the delegate as well as an authorized officer of the organization appointing the delegate.

**Section 3.** Each affiliated union shall be entitled to seat delegates as follows:

1 to 100 members	2 delegates
101 to 200 members	3 delegates
201 to 300 members	4 delegates
301 to 400 members	5 delegates
401 to 500 members	6 delegates

and for each additional 250 members, or a major fraction thereof, affiliates of more than 500 members shall be entitled to one (1) additional delegate.

**Section 4.** Delegates to retain their seats until new credentials are received from their organization.

**Section 5. Obligation**

Delegates whose credentials have been accepted shall be conducted to the presiding Officer, who shall administer the following obligation:

*"I, \_\_\_\_\_, pledge my word to this Labour Council that I will faithfully and truly represent the organization which has sent me here as a delegate, and that I will at all times advance and maintain the principles of unionism and defined by the Canadian Labour Congress, and abide by the Constitution and By-Laws of this Council."*

**Section 6. Alternate Delegates**

Affiliated local unions shall be entitled to have alternate delegates attend Labour Council meetings for the purpose of substituting for regular delegates when such regular delegates are unable to attend. The names of such alternates shall be sent to the President. An alternate attending in place of a regular delegate shall fill in the form supplied by the Credentials Committee and mark thereon the word "Alternate". Alternates shall not be eligible for election to any office of the Council nor as members of committees. They shall not be eligible for election as delegates to Conventions, nor as delegates to outside bodies on which the Council maintains representation. As the alternate is substituting in place of a regular delegate for a specific meeting, the alternate shall be entitled to all rights and privileges of the regular delegate, except as heretofore stated.

## **ARTICLE 5 – REGULAR AND SPECIAL MEETINGS**

- Section 1.** The regular meetings of this Labour Council shall be the governing body of the Council; its decisions shall be by majority vote, unless otherwise provided for.
- Section 2.** Registered delegates representing at least fifteen (15) of the affiliated union locals shall constitute a quorum at the meeting of the Labour Council for the transaction of business.
- Section 3.** The regular meetings of the Labour Council shall be held on the third (3<sup>rd</sup>) Tuesday of each month except that there will be no meeting in the month of August. The December regular meeting will be held on the second (2<sup>nd</sup>) Tuesday of that month. Meetings shall commence at 7:00 p.m. sharp, or such other regular hour as the Executive Board might deem to be appropriate.
- Section 4.**
- (a) Special meetings of the Labour Council may be called by the direction of the Executive Board or on written request of fifteen (15) or more delegates representing at least fifteen (15) affiliated organizations.
  - (b) In the event a majority as provided in subsection (a) requests a special meeting, the Executive Board shall call such a meeting within five (5) calendar days and shall give all organizations five (5) calendar days' notice of the time and place for holding the special meeting, together with a statement of the business to be considered at such meeting.
  - (c) Representation to special meetings shall be on the same basis as regular meetings.
  - (d) Except as provided in subsection (b), a special meeting shall exercise the same authority as regular meetings.

## **ARTICLE 6 – EXECUTIVE BOARD REPRESENTATION**

- Section 1.** The Executive Board of the Labour Council shall consist of five (5) Officers, and twelve (12) members-at-large. The Officers of the Labour Council shall be the President, 1<sup>st</sup> (First) Vice-President, 2<sup>nd</sup> (Second) Vice-President, Recording Secretary, and Treasurer, and twelve (12) Members-at-Large.
- Section 2.** Each member of the Executive Board shall be a member in good standing of an affiliated organization. No delegate shall be eligible for election to office, unless they have at least twelve (12) months' previous experience as a delegate and have attended at least fifty percent (50%) of the Labour Council meetings, including meetings missed for valid reasons, in the twelve (12) months up to and including the meeting where the election will be conducted.
- Section 3.** Election of Executive Board members shall be by secret ballot. A majority of votes cast shall be required before any candidate can be declared elected, and



second (2<sup>nd</sup>) and subsequent ballots shall be taken if necessary to obtain such a majority. In case of a final tie vote, the presiding Officer may cast the deciding vote.

**Section 4.** All elected Executive Board members shall, at the first opportunity following their election, take the following oath:

*"I, \_\_\_\_\_, most solemnly promise, on my honour, to perform the duties of my office faithfully and impartially, and to the best of my ability until my successor is duly elected and installed, and will support the Constitution, principles, and policies of the Vancouver and District Labour Council and the Canadian Labour Congress."*

**Section 5.** A potential candidate for office who finds they shall be absent from the nominating and election meeting due to sickness, accident, work, or absence from the city, must:

- a) submit a letter to the Labour Council President prior to the nomination, signifying that they will accept should their name be placed in nomination; and
- b) acquire from the Labour Council office and have delivered to the President thereof, prior to the said meeting, a form letter bearing the oath of nomination duly executed with the nominee's personal signature signifying allegiance to the oath contained therein.

**Section 6.** The term of Executive Board members shall commence upon the completion of elections.

**Section 7.** In the event of a vacancy through death or resignation, or for any other reason, in the office of President, the Vice-Presidents, in order of precedence, shall perform the duties of President until a successor is elected.

In the event of a vacancy in any other office, the Executive Board shall appoint a delegate of the Labour Council to fill the position until the next regular meeting when nominations for the vacated office shall take place, and at the next succeeding meeting, nominations shall be reopened, and the election held.

**Section 8.** When two (2) or more nominees are to be elected to any office by ballot, each delegate voting shall be required to vote for the full number of candidates to be elected or the delegate's ballot will be declared spoiled.

**Section 9.** All Executive Board members elected shall hold office for a period of two (2) years.

**Section 10.** The Executive Board of this Labour Council shall be elected as follows:

Nominations shall be opened at the regular meeting in October. Nominations will be reopened, and Officers will be elected at the regular meeting in November. The election for each office shall be completed before nominations are reopened for any subsequent office.

The election of Officers shall take place in the following sequence:

President

First (1<sup>st</sup>) Vice-President

Second (2<sup>nd</sup>) Vice-President

Treasurer

Recording Secretary

Members-at-Large

In the event that it is deemed that the meetings for nominations and/or elections are to fall on inappropriate dates, the Labour Council shall have the right to change such meeting dates provided notice is served at the meeting in September that the change is contemplated and provided that a Motion to so change is carried by a majority vote of the delegates, at the said September meeting.

#### **ARTICLE 7 – DUTIES OF OFFICERS**

**Section 1.** The President shall function as the Chief Executive Officer of the Labour Council. The President shall be the primary public spokesperson for the Council, attend all meetings of the Council, sign all official documents, and receive and answer all communications.

The President shall be a full-time Officer of the Labour Council. On January 1, of each year, the annual wage for the position of President shall be increased by the same percentage increase as the average wage increase for unionized workers in the province of British Columbia for the previous twelve (12) months. The amount of the wage increase shall be calculated and applied as soon as the wage increase data for the previous year becomes available and shall be retroactive to the first (1<sup>st</sup>) of January.

The President, in consultation with the Executive Board, will appoint such committees as are necessary to conduct the affairs of the Labour Council, and shall be an ex-officio member of all committees. The President shall be a Labour Council delegate to conventions.

The President shall assist the Recording Secretary to keep a correct record of proceedings of all Labour Council meetings and shall report the delegate attendance at meetings twice yearly to Local Unions. The Recording Secretary shall have a copy of minutes of the previous Council meeting available for all accredited delegates attending meetings.

The President shall be a signing Officer and shall sign all cheques issued by the Labour Council. The President shall be bonded for an amount determined by the Executive Board and the premium paid for by the Council.

The President shall, upon vacating office, deliver to the Labour Council all books, papers, and monies belonging to the Council that may or should be in their possession.

**Section 2.** The 1<sup>st</sup> (First) Vice-President shall Chair all meetings of the Labour Council, shall decide all questions of order, and shall have the authority to interpret the Constitution. The 1<sup>st</sup> (First) Vice-President's interpretation shall be conclusive and in full force unless reversed by the Executive Board or by a meeting of this Labour Council or by the Canadian Labour Congress.

The 2<sup>nd</sup> (Second) Vice-President shall perform the duties of the 1<sup>st</sup> (First) Vice-President when they are unavailable.

**Section 3.** The Recording Secretary, working with the President, shall be responsible for keeping correct minutes of all Executive Board and Labour Council meetings. The Recording Secretary shall have access to all minutes, records, and correspondence of the Council and shall report in this regard to the Executive Board and Council.

**Section 4.** The Treasurer shall be a signing Officer and shall have access to all books, receipts, and disbursements and other finances that come within the jurisdiction of the Labour Council.

#### **ARTICLE 8 – EXECUTIVE BOARD**

**Section 1.** The Executive Board shall be the governing body of this Labour Council between meetings. It shall take such action and render such decisions as may be necessary to carry out fully the decisions and instructions of the Council meetings and to enforce the provisions contained in this Constitution.

**Section 2.** The Executive Board shall meet upon the call of the President. It shall also be necessary for the President to call a meeting upon the request of three (3) other Executive Board members.

- Section 3.** A majority of the members of the Executive Board shall constitute a quorum for the transaction of the business of the Labour Council.
- Section 4.** Executive members who are absent for three (3) consecutive meetings shall be deemed to have vacated their positions, unless:
- a) a reasonable explanation is provided and accepted by vote of the executive, and
  - b) on-going regular attendance is expected for the remainder of the term.
- Section 5.** The Executive Board is authorized to reimburse members of the Labour Council for necessary expenses in performing their duties for the Council.
- Section 6.** The Executive Board is authorized to employ such staff as it deems necessary for the efficient administration of all departments of the Labour Council and fix salaries, therefore.
- Section 7.** The Executive Board shall hold title to any real estate of the Labour Council as Trustees for the Council. They shall have no right to sell, convey, or encumber any real estate without first submitting the proposition to a regular meeting and such proposition is approved.
- Section 8.** Committee Chairpersons duly appointed in accordance with this Constitution, who are not members of the Executive Board, shall have the right to attend Executive Board meetings with voice but not vote unless the Executive Board determines otherwise by majority vote.

#### **ARTICLE 9 - ELECTION OF TRUSTEES**

- Section 1.** There shall be three (3) Trustees who shall serve for a term of three (3) years each, elected in such a manner that the term of one (1) Trustee shall expire annually.
- Section 2.** To be eligible for nomination as a Trustee, a delegate must be a member in good standing of an affiliated organization and must have attended at least 50% of the meetings of the Labour Council, including meetings missed for valid reasons, in the previous twelve (12) months.
- Section 3.** Nominations shall be held annually at the January Labour Council meeting. Delegates nominated for the position of Trustee will accept or decline nomination at the January meeting, and the election will be held at the February Labour Council meeting.
- Section 4.** A delegate must, in addition to the other requirements of these By-laws, be present at the meeting to accept the nomination in person or must have

forwarded acceptance in writing for presentation at the nomination meeting, in order to be eligible to stand as a candidate for election.

**Section 5.** The election of a Trustee shall be by secret ballot. A majority of the votes cast shall be required before any candidate can be declared elected to the position of Trustee.

Second and subsequent ballots shall be taken if necessary to obtain such a majority. On the second and subsequent ballots, the candidate receiving the lowest number of votes in the previous ballot shall be dropped.

**Section 6.** In the event of a vacancy in the position of Trustee, the Executive Board shall recommend a replacement for the unexpired term, subject to approval of the Labour Council.

#### **ARTICLE 10 – REVENUE**

**Section 1.** A per capita tax shall be paid upon the full, paid-up membership of each organization.

**Section 2.** Each affiliated local union, branch, unit, or lodge shall pay, before the last day of each month, for the preceding month, a per capita tax of fifty cents (\$0.50) per member.

All changes to the per capita tax shall require Notice of Motion and formal approval by the Labour Council, and approval by the Canadian Labour Congress.

**Section 3.** Any organization which does not pay its per capita tax on or before the time specified shall be notified of that fact by the President of the Labour Council. Any organization three (3) months in arrears in payment of per capita tax may become suspended from membership in the Council and can be reinstated only after arrears are paid in full.

**Section 4.** Revenues other than those herein before mentioned may be provided in such manner as the Labour Council may devise.

**Section 5.** No individual expenditure of monies for a specific purpose in excess of one thousand dollars (\$1,000) shall be authorized at any meeting of this Labour Council except that two weeks' prior notice has been given, together with the object of the expenditure, as well as the amount to be expended.

**Section 6.** No money shall be paid out except by the President and countersigned by the Treasurer or the 1<sup>st</sup> (First) Vice-President. All receipts with stubs, and cheques, shall be numbered consecutively.

## ARTICLE 11 – RULES OF ORDER

**Section 1.** The 1<sup>st</sup> (First) Vice-President, or in their absence the 2<sup>nd</sup> (Second) Vice-President or another Executive Board Member, shall take the Chair at the hour specified in the Constitution for regular meetings, or in the call for a special meeting. In the absence of said Officers, a Chair *pro tempore* shall be chosen by the Labour Council.

**Section 2.** *Bourinot's Rules of Order* shall be the authority to decide all questions of order not provided for in the Constitution, By-Laws, or Rules of Order.

**Section 3.** All regular meetings shall commence at 7:00 p.m., or such regular hour as the Executive Board might deem to be appropriate, and adjourn at 9:30 p.m. A Motion to extend the time must have a two-thirds (2/3) vote.

**Section 4. Order of Business**

1. Territorial Acknowledgement
2. Notice of Policy on Harassment
3. Adoption of Agenda
4. Adoption of Minutes
5. Report of Credentials Committee
6. Obligation of New Delegates
7. Guest Speakers
8. Educational Session
9. President's Report
10. Treasurer's Report
11. Canadian Labour Congress Report
12. Correspondence
13. Reports of Unions
14. Reports of Committees
15. Reports of Labour Council Appointed Representatives to External Bodies
16. Unfinished Business
17. Election and Installation of Officers
18. New Business
19. Notices of Motion
20. Good and Welfare of the Labour Council
21. Adjournment

**Section 5.** Delegates from twenty percent (20%) of the unions affiliated, if dissatisfied with the decision of the Labour Council on any subject before them, may have the matter referred to a referendum vote of the affiliated local unions. The Secretary of each union to notify the Council of the votes, for and against, within two (2)

months. A favourable decision from a majority of the membership voting shall sustain the decision of the Council.

**Section 6.** In addition to the rules of order specified above, the following rules shall govern meetings of the Labour Council:

- a) There shall be no recording, photographing or other media capture of meetings of the Labour Council without prearranged consent of the President.
- b) No questions of a sectarian character shall be discussed at meetings.
- c) A delegate wishing to speak shall first be recognized by the Chair. The delegate shall state their name and the organization they represent and shall confine their remarks to the question at issue.
- d) A delegate shall not speak more than once upon a subject until all first-time speakers have had an opportunity to do so.
- e) A delegate shall not interrupt another except to call a point of order.
- f) Proposals for expenditure shall not be approved by the regular meeting without the Executive Board first giving consideration to the proposal.
- g) If any delegate while speaking is called to order by the Chair, the delegate shall be seated until the question of order has been decided.
- h) Should a delegate persist in un-parliamentary conduct, the Chair shall name the delegate and submit their conduct to the judgement of the meeting. In such case, the delegate whose conduct is in question shall have up to three (3) minutes to provide an explanation and then withdraw from the room, while the meeting determines what course to pursue in the matter.
- i) Questions shall be decided by vote, using voting cards provided upon signing into the meeting. A roll call vote may be demanded by thirty percent (30%) of the delegates present. In a roll call vote each delegate shall be entitled to one vote; names shall be called from the meeting's delegate attendance report.
- j) Two (2) delegates may appeal a decision of the Chair, stating their reasons for appeal. The question shall not be debateable except that the Chair may make an explanation of the decision. The Chair shall then put the question thus: "Shall the decision of the Chair be sustained?"
- k) The Chair shall have the same right as any other delegates to vote on any question. In case of a tie vote, the Chair shall cast the deciding vote, provided the Chair has not already voted on the question.
- l) When the previous question is moved or called, no discussion of amendment of either motion is permitted. If the majority vote that "the question be now put", the original motion has to be put without debate. If the motion to put the question is defeated, discussion will continue on the original motion.
- m) A motion may be reconsidered, provided the mover of the motion to reconsider voted with the majority and notice of motion is given for

reconsideration at the next meeting. The said notice of motion must be supported by two-thirds (2/3) of the delegates qualified to vote.

## **ARTICLE 12 – OMBUDSPERSON**

**Section 1.** If a delegate to the Labour Council has a complaint or grievance against an Officer or delegate to the Council, and no procedure of redress of the complaint or grievance is set out in these By-Laws, the delegate shall have the right to submit the case, with all relevant material, to the Ombudsperson appointed by the Canadian Labour Congress.

The Ombudsperson will, under the authority vested by the Canadian Labour Congress, undertake such enquiries, hearings, or meetings, as deemed advisable, and report the findings as soon as possible to the parties to the complaint.

**Section 2.** In carrying out the duties assigned the Ombudsperson by the Canadian Labour Congress, the Ombudsperson is empowered:

- a) To receive complaints concerning the rights of delegates and to advise them of the redress of complaints.
- b) To receive complaints, to investigate them, to hold hearings if they decide the complaint warrants it, and to issue written reports, determinations, or findings on the individual cases.
- c) To decide whether or not allegations are sufficiently serious and substantial to justify a hearing, and if not, to dismiss a complaint without a hearing.
- d) To order, in cases where the decision favours the complainant, such remedies as in the opinion of the Ombudsperson are warranted.
- e) To recommend, based upon the cases handled, changes in the constitution of bodies concerns which, in the judgement of the Ombudsperson, would eliminate the cause of the complaint.
- f) To submit to the Canadian Labour Congress, before March 31<sup>st</sup> of each year, a statistical report of the cases handles during the previous calendar year, and the disposition thereof, including such comments and recommendations as may be of assistance to the Congress in determining future policy with respect to the functions of this office.
- g) To recommend, for the approval of the Canadian Labour Congress:
  - i. procedures for the handling of correspondence and written records relative to complaints received;
  - ii. procedures to be followed at meetings, hearings, and inquiries including the appearance and testimony of individuals;
  - iii. procedures for obtaining access to relevant files and other documentation; and



- iv. procedures for reimbursement of complainants, defendants, and witnesses for travel and other expenses.
- h) In addition to the forgoing, the Ombudsperson would, if their recommendations were not acted upon and grievances settled within a period of thirty (30) days after the report has been submitted to the parties, have the authority to publicize any decision, or other findings they have made.

### **ARTICLE 13 – AMENDMENTS**

**Section 1.** Amendments to this Constitution, so long as they do not conflict with the Constitution of the Canadian Labour Congress, nor its principles and policies, may be adopted. Any amendments shall only become effective after approval by the Canadian Labour Congress.

**Section 2.** An amendment or alteration of any kind to this Constitution and By-Laws shall first be submitted to the Labour Council, in writing, and lie upon the table or be referred to Committee till the next regular meeting, when it shall be voted upon, and if two-thirds (2/3) of the delegates present vote in favour of the amendment or alteration, it shall be declared adopted. The President shall keep a book in which shall be recorded all amendments or alterations of the Constitution and By-Laws.