

**BYLAWS**

**OF THE**

**LIBRARY ASSOCIATION OF ALBERTA**

**ARTICLE 1 NAME**

1.1 The Association shall be known as the LIBRARY ASSOCIATION OF ALBERTA.

1.2 This document is the general bylaws of the Library Association of Alberta. These bylaws regulate the transaction of business and affairs of the Library Association of Alberta.

**ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS**

2.1 In these Bylaws, the following words have these meanings.

- a) "Act" means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) "Annual General Meeting" means the annual general meeting described in Article 6.2.
- c) "Board" means the Board of Directors of this Association.
- d) "Bylaws" means the Bylaws of this Association as amended.
- e) "Director" means any person elected or appointed to the Board.
- f) "Members" means a Member of the Association.
- g) "Officer" means any Officer listed in Article 5.2.
- h) "Association" means the Library Association of Alberta.
- i) "Voting Member" means a Member entitled to vote at the meetings of the Association.

**ARTICLE 3 OBJECTS OF THE ASSOCIATION**

3.1 The objects of the Association are detailed in the Articles of Incorporation.

## **ARTICLE 4 MEMBERSHIP**

### **4.1 Qualification for Membership**

Membership in the Association shall be open to individuals, institutions and organizations engaged in library or information service in any capacity and to anyone interested in the objects of the Association.

### **4.2 Application for Membership**

Individuals, institutions and organizations wishing to enroll as members of the Association may do so upon application for membership and payment of the required fees. An institutional commercial, or affiliate member [Article 4.3 (b) (c) and (d)] must designate one person as its representative.

### **4.3 Classes of Members**

There shall be the following classes of members of the Association:

(a) Personal Members

Personal members include the following:

- (i) individuals;
- (ii) students who are enrolled full time in a library science or library technician program. Membership in this category may be held for a maximum of two (2) years.

(b) Institutional Members

Institutional members include libraries, educational and non-profit institutions.

(c) Commercial Members

Commercial members include vendors, suppliers and others who contract services to the library and information fields.

(d) Affiliate Members

Affiliate members include library, information science and related associations.

### **4.4 Members' Rights**

All members shall have the following rights and privileges, and the rights and privileges of institutions, commercial members, and affiliate members shall be conferred on their duly designated representative:

(a) the right to vote. Institutional, commercial or affiliate representatives who are also personal members will have the right to exercise one vote on behalf of the body represented and one vote on behalf of themselves;

(b) the right to receive any official membership publication or communication of the Association

(c) the right to nominate for elective office;

(d) the right to serve on committees;

(e) such other benefits and services as the Association may establish.

Only personal members shall have the right to hold elective office in the Association and to receive continuing education grants and scholarships.

#### **4.5 Honourary Life Members**

The Board may, by a two-thirds majority vote, award the status of Honourary Life Member to any individual member of the Association who has made a substantial and recognizable longstanding contribution to libraries and library service in the Province of Alberta. Presentation of the award shall take place at any Annual General Meeting. Honourary Life Members shall have all the rights and privileges of personal members. Payment of fees is waived for Honourary Life Members except when they wish to run for elective office.

#### **4.6 Termination of Membership**

A member may resign from the Association at any time by submitting notice in writing to the President. Resigning members shall not be entitled to any rebate of membership fee. The membership shall be deemed to have been terminated on the date of receipt by the President of the written notice. The Board may recommend to the members the suspension of any member for just cause, or the reinstatement of any suspended member. Such suspension or reinstatement shall take place at any meeting of members, following a three-quarters vote of the members present and entitled to vote.

#### **4.7 Fiscal and Membership Years**

The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year. The membership year shall begin upon payment of fees and end on the last day of the same month in the following year.

#### **4.8 Membership Fees**

The annual membership fees of the Association shall be set by the Board.

### **ARTICLE 5 GOVERNANCE**

#### **5.1 Governing Body**

The Association shall be governed by the Board. The Board shall, subject to the bylaws or directions given it by a majority vote at any Members' Meeting properly

called and constituted, have full control and management of the affairs of the Association.

## **5.2 Composition of the Board**

The Board shall consist of the Officers (President, First Vice President, Treasurer, Past President, Second Vice President and Communications Officer), and three (3) Directors.

### **President**

The President presides at all meetings of the association. The President is the main spokesperson for the association. The President calls meetings of the Board and the Executive Committee.

### **First Vice President**

The First Vice President chairs the Advocacy Committee and co-chairs the Nominations and Elections Committee. In the absence of the President, the First Vice President assumes the duties of the President.

### **Treasurer**

The Treasurer chairs the Finance Committee. The Treasurer oversees the finances of the association, preparation of the annual budget and the provincial operating grant application. The Treasurer presents the financial reports to the Board and to the members at the annual general meeting.

### **Past President**

The Past President co-chairs the Nominations and Elections Committee. The Past President conducts the board orientation at the first meeting of a newly-elected board.

### **Second Vice President**

The Second Vice President liaises with the Continuing Education Committee, as well as the LAA Advisory Committee.

### **Communications Officer**

The Communications Officer is responsible for the Library Association of Alberta's (LAA) public communication, which includes managing the email, social media accounts and enhancing the LAA website.

### **Directors**

Each Director is responsible for working on, and often serving as chair of, one of the Association's standing committees. Directors also serve on ad hoc committees established by the Board and as representatives to other organizations and LAA interest groups.

## **5.3 Board Committees**

The Board may appoint committees to advise the Board. The Board establishes Standing, Special, and Ad Hoc Committees, and assigns functions, responsibilities and powers to these

committees. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

### **5.3.1 General Procedures for Committees**

- (a) A Board Member chairs each committee created by the Board.
- (b) The Chairperson calls committee meetings. Each committee must:
  - Record minutes of its meetings;
  - Distribute these minutes to the committee members;
  - Provide reports to each Board meeting at the Board's request.
- (c) The meeting notice must be mailed or emailed five business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting.
- (d) A majority of the committee members present at a meeting is a quorum.
- (e) Each member of the committee, including the Chairperson, has one vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.
- (f) All committee meetings may be held by a conference call or by other electronic or remote communication means. Officers who participate in this call are considered present for the meeting provided that all participants may hear and communicate with each other.

### **5.4 Election of Board**

The Board shall be elected from those names submitted to the Board providing that all candidates are personal and current members of the Association and have consented to their candidacy. Prior to the Annual General Meeting, the Members in good standing shall elect by ballot a candidate for upcoming vacant positions:

- (a) a Vice President/President Elect, each year;
- (b) one (1) or two (2) Directors each year so the total remains three (3) total, each for a two-year term ,
- (c) a Treasurer for a two (2) year term in alternating years; and
- (d) a Second Vice President for a two (2) year term in alternating years.
- (e) a Communications officer for a two (2) year term.

If there are more than the needed number of individuals in a year nominated for the position of Director, the individual(s) who get the most votes shall be considered to be elected to the position of Director.

## **5.5 Term of Office**

(a) Officers and Directors shall take office at the close of the Annual General Meeting at which their election was announced and shall hold office until the close of the Annual General Meeting at which their successors' election is announced;

(b) No Officer or Director shall be eligible to serve for more than two (2) consecutive terms. Serving as Vice President/President Elect, President then Past President shall consist of one (1) term.

(c) A member of the Board may be removed from office upon majority vote by the Board for just cause or for conduct unbecoming a board member. Absence from three consecutive meetings shall be deemed as just cause for removal from office.

## **5.6 Vacancies on the Board**

The office of a member of the Board shall be vacated through:

(a) written notice of resignation submitted to the President and announced to the rest of the Board;

(b) a resolution for removal for just cause passed by a majority vote of the remaining members present at a meeting of the Board; or

(c) the death of an Officer or Director.

A vacancy in the office of President shall be filled for the balance of the respective term by the Vice President. A vacancy in any other office may be filled for the balance of the respective term by a replacement appointed by a majority vote of the Board.

When a person is appointed to fill a vacancy, the remainder of that term is not counted when calculating "two consecutive terms" (Article 5.5).

## **5.7 Remuneration**

Directors and Officers shall not receive any remuneration for their services as Board members.

## **ARTICLE 6 MEETINGS**

### **6.1 Meetings of the Board**

(a) Regular Meetings of the Board shall be held as often as may be required, but at least four (4) times each year, and shall be called by the President. The Board may conduct its business via electronic means provided a quorum participates and that all participates may hear and communicate with each other. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of

- the meeting.
- (b) Meetings of the Board require ten (10) days notice in writing sent to each Officer or Director or three (3) days' notice via telecommunications.
  - (c) A majority of the Directors present at any Board meeting is a quorum.
  - (d) If there is no quorum, the President adjourns the meeting to the same time and day of the following week.
  - (e) Each Director, including the President and the Past President, has one (1) vote.
  - (f) The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
  - (g) Meetings of the Board are open to Members of the Association by request, but only Directors may vote. Requests to attend the next meeting of the board can be submitted to the president. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present to leave.
  - (h) All Directors may agree to and sign a resolution. This written resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
  - (i) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
  - (j) A Director may waive in writing formal notice of a meeting.

## **6.2 Members Meetings**

- (a) Thirty (30) Members in good standing, both in-person or electronic means, shall constitute a quorum at any Meeting of Members. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to such time and place as may be determined by the members present, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (b) Voting shall be conducted in-person or via electronic means; there shall be no voting by proxy. Subject to the Societies Act, these Bylaws and the Parliamentary Authority (Article 6.3), every question at a meeting of Members shall be decided by a majority of the votes cast on the question. In the event of an equality of the votes on any question, the Chair shall be entitled to a casting vote.
- (c) A Special Meeting shall be called by the President within thirty (30) days upon receipt of a petition signed by twenty-five (25) Members in good standing, setting forth reasons for calling such meeting; or at any other time a Special Meeting is required. Notice shall be by email or mailing address to the last known address of

- each Member, sent twenty-one days previous to the Meeting. Such notice shall apply to the meeting indicated and to any adjournment thereof.
- (d) The Association shall hold an Annual General Meeting on or before June 30th in each year. Twenty-one (21) days' notice shall be communicated to each member of date, time and place of the Annual General Meeting. Such notice shall apply to the meeting indicated and to any adjournment thereof.
  - (e) The LAA Board will ensure the taking and keeping the minutes of members meetings which can include the employment or contracting of an individual or body to undertake this role.

### **6.3 Parliamentary Authority**

*The Standard Code of Parliamentary Procedure* by Alice Sturgis shall govern all meetings of Members and of the Board provided it does not conflict with the Act or these bylaws.

## **ARTICLE 7 FINANCIAL MATTERS AND REPORTING**

### **(a) Fiscal Year**

The fiscal year of the Association ends on December 31 of each year.

### **(b) Audit**

The books, accounts and records of the Association shall be audited at the close of each fiscal year by a duly qualified auditor or by two (2) Members of the Association who were not Officers or Directors during the year being audited, elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous Fiscal year and an interim report of the standing of the books for the current fiscal year shall be submitted by the Treasurer at the Annual General Meeting.

### **(c) Accounting Records**

The Board is responsible for ensuring the books and records of the Association are prepared and kept which can include the employment of or contracting of an individual or body to undertake this role. Any Member may inspect the books and records at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Each Member of the Board shall at all times have access to such books and records.

### **(d) Restrictions in Borrowing Powers**

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the bylaws of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association [*Societies Act* R.S.A. 2000, Chapter S-14].

**(e) Seal**

The Board may adopt a seal, which shall be the common seal of the Association. This common seal shall be under the control of the Board, and the responsibility for its custody and use from time to time shall be determined by the Board.

**(f) Cheques and Contracts of the Association**

The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board will pass a motion on who can countersign cheques and contracts.

- i. All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the board.
- ii. The Board keeps and files all necessary books and records of the Association as required by the bylaws, the Societies Act, or any other statute or laws.
- iii. A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or Treasurer of the Association of their intention to do so. The inspection must take place at a location agreed upon by either the President or Treasurer.
- iv. All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.
- v. All other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

**ARTICLE 8 PROTECTION AND INDEMNITY OF BOARD MEMBERS**

- 8.1 The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the association, unless the act is fraud, dishonesty

or bad faith.

8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor(s). Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report

## **ARTICLE 9 DISSOLUTION**

**Should the Association dissolve**, the Board shall have complete discretion over the distribution of any remaining funds and assets, in compliance with the Act.

## **ARTICLE 10 AMENDMENTS TO THE BY-LAWS**

- (a) Bylaws may be rescinded, altered or added to only by a Special Resolution. Any Member may propose such special resolution, in compliance with the Act, by presenting the same in writing to the President at least two (2) months before the meeting at which the resolution will be presented.
- (b) The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- (c) The amended bylaws take effect after approval of the Special Resolution at the Annual General meeting or Special Meeting and acceptance by the Registrar of the Corporate Registry of Alberta.

## **ARTICLE 11 FORCE MAJEURE**

The performance of the Association shall be subject to force majeure, including but not limited to acts of God, fire, flood, natural disaster, war or threat of war, acts or threats of terrorism, civil disorder, unauthorized strikes, governmental regulation or advisory, recognized health threats as determined by the World Health Organization, the Centers for Disease Control, or local government authority or health agencies (including but not limited to the health threats of COVID-19, H1N1, or similar infectious diseases), curtailment of transportation facilities, or other similar occurrence beyond the control of the Association, where any of those factors, circumstances, situations, or conditions or similar ones prevent, dissuade, or unreasonably delay prospective Member Meeting attendees from appearing at the Meeting, or where the Association or any of its Members make it illegal, impossible, inadvisable, or commercially impracticable to hold the Meeting.

Approved and filed by Alberta Registries [DATE]