

CANADIAN ASSOCIATION OF LAW LIBRARIES

BYLAW #1

A bylaw relating generally to the conduct of the affairs of the **Canadian Association of Law Libraries** (the "Association"), a body corporate continued under the *Canada Not-For-Profit Corporations Act* SC 2009, c 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time (the "Act")

Amended May 19, 2004
Amended May 18, 2005
Amended May 9, 2007
Amended May 28, 2008
Repealed and Replaced May 8, 2013
Amended May 28, 2014
Amended May 6, 2015
Amended October 22, 2020

ARTICLE 1 CORPORATE NAME AND SEAL

- 1.1 **Name.** The corporate name of the Association shall be **CANADIAN ASSOCIATION OF LAW LIBRARIES / ASSOCIATION CANADIENNE DES BIBLIOTHÈQUES DE DROIT.**
- 1.2 **Seal.** The corporate seal of the Association shall be circular in form and shall bear the name of the Association and the year of its continuance.

ARTICLE 2 REGISTERED OFFICE

- 2.1 The registered office of the corporation shall be at such location within Ontario as determined by the Executive Board from time to time.
- 2.2 The Association may establish such other offices and agencies elsewhere within Canada as the Executive Board may by resolution deem expedient.

ARTICLE 3 MEMBERSHIP

- 3.1 The membership of the Association shall consist of:
- (a) **Active Members:** Any individual who supports the objects of the Association, as stated in s. III of the Charter, shall be eligible for active membership.
 - (b) **Honoured Members:** Any individual who has made an outstanding contribution to the advancement of law librarianship may be proposed for honoured membership. Nominations for such membership shall be submitted to the Immediate Past President for consideration of the Executive Board at its next regular meeting. If the Immediate Past President is not serving on the Executive Board, nominations shall be submitted to the Treasurer. Nominees deemed by the Board to have met the necessary criteria shall be awarded honoured membership if elected by a two thirds vote at an annual meeting of the Association or by a majority of those voting in a mail ballot.
 - (c) **Student Members:** Any individual enrolled as a full time student in a university or other post secondary institution who supports the objects of the Association shall be eligible for student membership.

- (d) **Retired Members:** Any active member who has retired from active work shall be eligible for retired membership.

3.2 Applicants for active, unwaged, student, or retired membership shall become members of the appropriate category on approval of their applications by the Executive Board or its designee. They shall pay annual dues as prescribed below in Bylaw 3.4.

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3.3 Members who have not paid their annual dues three months after the commencement of the fiscal year shall, after due notice, be suspended from membership by the Treasurer. Suspended members may be reinstated at any time upon payment of the full current fiscal year's dues.

3.4 Annual Dues.

- (a) The annual dues of active members shall be established by resolution of the Association. The dues resolution may be amended by a majority of the members present and voting at an annual or a special meeting of the Association, provided that notice has been given to all members in accordance with the timeframes prescribed below in Article 4.3 before the meeting. Without such notice, an affirmative vote of two thirds of the members present and voting shall be required. Alternatively, the annual dues may be established or amended by a majority of the members voting in a ballot.
- (b) Dues for retired members shall be one third of the amount, rounded to the next highest dollar, of the dues payable by active members. Dues for student members shall be \$15.00 plus applicable taxes. Dues for active members who are unwaged at the time of renewal shall be fifty percent of the dues payable by active members. New active members shall be entitled to a one-time-only discount of fifty percent on their annual dues for their first year of membership.
- (c) Honoured members are not required to pay annual dues.
- (d) The dues of new active members, who have never been members of the association at any previous time, who join between July 1st and December 31st shall be one half of the annual dues for the full fiscal year.

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3.5 Any member may withdraw from the Association by sending a written resignation to the Treasurer of the Association. Members who resign shall not be refunded any portion of their membership dues.

3.6 The Executive Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- (a) violating any provision of the articles, bylaws, or written policies of the Association;
- (b) carrying out any conduct which may be injurious to the Association or its purposes as determined by the Executive Board in its sole discretion;
- (c) for any other reason that the Executive Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

3.7 In the event that the Executive Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Executive Board, shall provide to the member at the member's address as shown in the records

of the Association twenty days notice in writing of suspension or expulsion and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Executive Board, in response to the notice received within such twenty day period. In the event that no written submissions are received, the President, or such other officer as may be designated by the Executive Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this Article 3.7, the Executive Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty days from the date of receipt of the submissions. The Executive Board's decision shall be final and binding on the member, without any further right of appeal.

- 3.8** Members who are expelled or suspended from the membership shall not be refunded any portion of their membership dues.

ARTICLE 4 MEETINGS

- 4.1** An annual meeting of members of the Association shall be called by the Executive Board and held in each calendar year at such time, by such means and, in the case in-person meetings, at such location in Canada as the Executive Board may determine. No more than fifteen months shall elapse between the holding of one annual meeting and the next one, provided that no more than six months have passed since the end of the Association's preceding fiscal year.
- 4.2** Special meetings may be called by the President or the Executive Board, and shall be called at the request of five percent of the membership, but the Executive Board shall determine the time, means and place of all meetings.
- 4.3** Notice of the matters to be discussed at any meeting, other than those required to be dealt with at the annual meeting, shall be communicated to all members between 21 and 60 days before the meeting is to be held if such communication is made by mail or between 21 and 35 days before the meeting is to be held if such communication is made by electronic means. Alternatively, such notice may be printed in Canadian Law Library Review or its successor publications, provided that the issue containing the notice is sent to all members in accordance with the above noted time frames, as applicable, before the meeting is to be held.
- 4.4** All members of the Association shall have the right to vote at all meetings of the Association, both annual and special.

At all meetings of members of the Association every question shall be determined by a majority of the votes cast unless otherwise specifically provided by the Act or by the Association's bylaws.

If any member is in doubt that the vote at a meeting represents the opinion of the majority of the members, a ballot may be taken in place of the vote at the meeting, except in cases where the Act prescribes the holding of a meeting of members.

- 4.5** Forty members of the Association or a majority of the members registered as attending a meeting, whichever is the lesser, shall constitute a quorum.

ARTICLE 5 ELECTED OFFICERS

- 5.1** The elected officers of the Association shall be a President, a First Vice President, a Second Vice president, a Secretary, a Treasurer and two members at large. Additionally, the President, First Vice President, Second Vice President, Secretary and Treasurer shall perform the duties set out below and such other duties as may be assigned by the Executive Board. The elected officers shall hold office as provided below in Article 8.1 or until their successors are elected or appointed.

- 5.2 The President:** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Executive Board. This officer shall have the general and active management of the business of the Association and shall see that all orders and resolutions of the Executive Board are carried into effect. The President or the First Vice President with the Secretary or other officer appointed by the Executive Board shall sign all bylaws and other documents requiring the signatures of the officers of the Association.

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5.3

- (a) **The First Vice President:** The First Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be delegated to this officer by the Executive Board.
- (b) **The Second Vice President:** The Second Vice President shall perform the duties and exercise the powers as shall from time to time be delegated to this officer by the Executive Board.

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- 5.4 The Secretary:** The Secretary shall attend all sessions of the Executive Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. This officer shall give or cause to be given notice of all meetings of the members and of the Executive Board, and shall perform such other duties as may be prescribed by Executive Board or President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Association, and shall deliver it only when authorized by a resolution of the Executive Board to do so and to such person or persons as may be named in the resolution.

- 5.5 The Treasurer:** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Executive Board from time to time. This officer shall disburse the funds of the Association as may be ordered by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and members of the Executive Board at the regular meeting of the Executive Board, or whenever they may require it, an account of all such transactions and of the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the Executive Board. This officer shall give the Association a bond in a sum and with one or more sureties satisfactory to the Executive Board for the faithful performance of the duties of this office, and for the restoration to the Association in case of the Treasurer's death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under this officer's control belonging to the Association.

- 5.6** The elected officers shall receive no remuneration for their services, but may be allowed expenses, as provided in Article 7.8.

- 5.7** An elected officer may be removed for cause before the expiration of the term of office, as provided in Article 7.14.

- 5.8** In addition to any right to indemnity provided by the Act, subject to the provisions of the Act and the

approval of the courts, if applicable, the Association shall indemnify any elected officer or former elected officer of the Association against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of their association with the Association, provided that individual has acted honestly and in good faith with a view to the best interests of the Association or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that individual had no reasonable grounds for believing tie conduct was unlawful.

ARTICLE 6 APPOINTED OFFICER

- 6.1** The President may appoint a procedural adviser to give counsel on matters pertaining to the conduct of meetings and other aspects of procedure. The President's choice shall be subject to the approval of the Executive Board.
- 6.2** The procedural advisor shall, on request, furnish information on procedure to the President and members, attend meetings of the Executive Board if requested to do so, and have available for reference a copy of the charter, bylaws, standing rules, and the adopted manual of rules of order.

ARTICLE 7 EXECUTIVE BOARD

- 7.1** The Executive Board shall, at a minimum, consist of the elected officers and the Immediate Past President, who shall sit as a non-voting member. The Executive Board may propose additional individuals to sit on the Executive Board up to the total maximum of directors allowed by the Association's articles, such proposed individuals to be voted on by the membership at a meeting called and convened in accordance with this bylaw or by way of an election process analogous to that provided for in Article 8 and Article 9 of this bylaw.
- 7.2** The Executive Board shall direct the activities of the Association subject to the provisions of the Act and the Association's bylaws and in accordance with the policy agreed on by the members. The Executive Board shall have all the powers of the Association in the intervals between meetings.
- 7.3** If the office of President becomes vacant, the First Vice President shall succeed to that position. Any other office or position on the Executive Board that becomes vacant, except that of the Immediate Past President, shall be filled by a quorum of the Executive Board by any method or process it deems to be appropriate. The decision of the Executive Board shall be final.
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- 7.4** Meetings of the Executive Board may be held at any time and place to be determined by the members of the Board provided that 30 days notice of such meeting shall be sent to each member of the Board. No formal notice shall be necessary if all directors are present at the meeting or waive notice thereof.
- 7.5** A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.
- 7.6** At all meetings of the Executive Board every question shall be determined by a majority of the votes cast. Each member of the board shall have one vote, and the President or other Board member presiding at a meeting of the Board shall have no second or casting vote.
- 7.7** Meetings of the Executive Board may be conducted by telephone conference call or other method of communication provided that all members of the Executive Board consent, can communicate with each other adequately during the meeting and have been notified of the date and time of the meeting at least five days before it is to take place and provided that at least a quorum participates.

- 7.8** Members of the Executive Board, as such, shall receive no remuneration for their services, but, by resolution of the Board, expenses may be allowed for the performance of official business such as but not limited to their attendance at regular or special meetings of the Board.
- 7.9** Members of the Executive Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The members of the Executive Board shall have the power to make expenditures for the purpose of furthering the objects of the Association.
- 7.10** Members of the Executive Board shall have the power to enter into a trust agreement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the purposes of education or professional development.
- 7.11** Members of the Executive Board shall take such steps as they may deem requisite to enable the Association to receive donations and benefits.
- 7.12** The Executive Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Board at the time of such appointment.
- 7.13** The remuneration of all agents and employees shall be fixed by resolution of the Executive Board. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation, the remuneration to such agents or employees shall cease to be payable from the date of such meeting of the members.
- 7.14** The members of the Association may, by resolution passed by at least two thirds of the votes cast at a special meeting of members called for that purpose, remove before the expiration of the term of office any officer or other member of the Executive Board whose performance or conduct is deemed unsatisfactory.

ARTICLE 8 NOMINATIONS AND ELECTIONS

- 8.1** The elected officers of the Association shall be elected as follows:
- (a) The Second Vice President for a term of office of three years, the second year of which shall be served as First Vice President, the third year of which shall be served as President;
 - (b) The Secretary for a term of office of two years;
 - (c) The Treasurer for a term of office of two years; and
 - (d) Two members at large, each for a term of office of two years.

The elected officers shall take office at the close of the annual meeting following their election. Unless variations in procedure are ordered by the Association or the Executive Board, nominations and elections shall be conducted as outlined below.

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8.2 Procedure for nominations and elections:

- (a) Nominations: Not later than May 1st of every year the Executive Board shall appoint a Nominating Committee of three members, including a Coordinator, to nominate candidates

for the elective positions where the term of office will expire at the next annual general meeting. The Nominating Committee shall nominate candidates for the positions of Second Vice President, Secretary, Treasurer, and two members at large on the Executive Board. Members of the Executive Board, except the Immediate Past President, are ineligible for appointment to the Nominating Committee.

In a year when the position of Second Vice President is vacant for any reason, the Nominations Committee shall nominate a member for the position of First Vice President.

Names of the candidates, together with their expressed acceptances, shall be presented by the Nominating Committee to the President in sufficient time to enable this officer to inform the members of the nominations by December 1st by any communication method deemed appropriate by the President.

Further nominations may be made upon a petition endorsed by five members in good standing. Such petitions, accompanied by expressed acceptances of the nominees, must be filed with the Secretary of the Association not later than January 10th.

The Coordinator of the Nominating Committee shall prepare an official ballot including both nominations by the Nominating Committee and nominations by petition. The professional position of each nominee shall appear on this ballot.

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- (b) **Elections:** The President shall appoint a Committee on Elections consisting of a maximum of three members, including a Coordinator. The manner of conducting the election shall be determined by the Committee on Elections, subject to the approval of the Executive Board, and adhering to the following conditions:

Not later than February 1st, the Coordinator of the Committee on Elections shall make a ballot available to each member of the Association. The format and medium of the ballot will be determined by the Committee on Elections. Thirty days must elapse between the presentation of the ballot and the closing of the vote. The candidate receiving the largest number of votes, or in the case of members-at-large, the two candidates receiving the largest number of votes, shall be declared elected. In the case of a tie vote, the successful candidate shall be determined by lot conducted by the Committee on Elections. The Coordinator of the Committee on Elections shall report the result of the vote to the President, who shall announce it to members in a communication method deemed appropriate by the President, at least thirty (30) days before the commencement of the annual meeting.

ARTICLE 9 VOTING

- 9.1** The provision that thirty days shall elapse between the date ballots are presented to the membership and the date of closing the vote applies not only to the election of officers but also to any other vote conducted by any form or method deemed appropriate by the President.
- 9.2** All members of the Association in good standing at the time a vote occurs shall have the right to vote in an election or ballot.

ARTICLE 10 COMMITTEES

- 10.1** There shall be such committees, standing or special, in addition to those required by the Association's bylaws, as the Executive Board from time to time deems necessary to carry on the work of the Association.

- 10.2** The President shall appoint the coordinator of each committee. Unless otherwise provided by the bylaws, other members of the committee shall be appointed by the President or by the committee coordinator, subject to approval by the President.
- 10.3** Appointments to standing committees shall be for two years, corresponding to the President's term of office. The term for a special committee shall depend on the time needed to complete its assigned task. A final date for reporting may be included in the board resolution establishing the special committee.
- 10.4** The President shall fill any vacancy in the position of committee coordinator. Other vacancies on a committee may be filled in the same manner as the original appointment was made.
- 10.5** Each standing committee shall submit an annual report to the President and shall provide interim reports if requested to do so by the President or the Executive Board.

ARTICLE 11 SPECIAL INTEREST GROUPS

- 11.1** Special interest groups may be created by the Executive Board in response to a petition endorsed by ten or more members in good standing of the Association. The petition shall state the aims of the proposed group.
- 11.2** A special interest group informally in existence at the time these bylaws are adopted shall have two years from the date of their approval to submit a petition endorsed by ten or more members in good standing of the Association to obtain formal status. Failure to do so shall result in the dissolution of the special interest group.
- 11.3** Each special interest group formally established by the Executive Board shall report to it annually. Failure to report at two consecutive annual general meetings shall result in the automatic dissolution of the special interest group. A special interest group may also be dissolved by the Executive Board in response to a petition requesting dissolution, endorsed by two thirds or more of the voting members of the special interest group.

ARTICLE 12 REPRESENTATIVES TO OTHER ORGANIZATIONS

- 12.1** To facilitate cooperation with other organizations having some of the same or similar interests and concerns, the President may, with the consent of such an organization, appoint a member of the Association to represent it at meetings of the other organization and in communications with it. If deemed appropriate, such an arrangement may be extended to committees, working groups, or other sub bodies of the organization.
- 12.2** The appointment of each representative to another organization shall be for two years, corresponding to the President's term of office. Should any representative be unable to complete the two year term, the President may appoint another member to serve for the unexpired portion of the term.
- 12.3** Each representative to another organization shall be accountable to the Executive Board and shall submit a report annually or more often if requested to do so by the President or the Executive Board.
- 12.4** Members who have been chosen to represent the Association at meetings of other organizations and in communications with it, as such, shall receive no remuneration for their services, but, by resolution of the Board, expenses may be allowed for the performance of official business such as but not limited to their attendance at meetings of the other organization.

ARTICLE 13 FISCAL YEAR, ACCOUNTS AND AUDIT

13.1 Fiscal Year: The fiscal year of the Association shall begin on the first day of January in each year.

13.2 Accounts: The Executive Board shall keep proper books of account with respect to all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, all sales and purchases by the Association, the assets and liabilities of the Association and all other transactions affecting the financial position of the Association.

The books of account shall be kept at the head office of the Association or such other places permitted by law as the Executive Board sees fit to designate and shall at all times be open to inspection by each member of the Executive Board.

13.3 Auditor: The members shall at each annual meeting appoint a public accountant to review the accounts of the Association in accordance with the direction of the Executive Board. The public accountant shall hold office until the next annual meeting provided that the members of the Executive Board may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Executive Board. At least once in every fiscal year the accounts of the Association shall be examined and the correctness of the statement on income and expenditures and of the balance sheet ascertained by the public accountant, for report to the members at the next annual meeting.

ARTICLE 14 BORROWING

14.1 The Executive Board may from time to time:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association; provided that debentures shall not be issued without the sanction of an extraordinary resolution of the Association.

14.2 From time to time the Executive Board may authorize any member of the Executive Board, officer or employee of the Association or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any money borrowed or remaining due by the Association as the Executive Board may authorize and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 15 SIGNATURE AND CERTIFICATION OF DOCUMENTS

15.1 Contracts, documents or any instruments requiring the signature of the Association, shall be signed by any two of the President, First Vice President, Second Vice president, Secretary or Treasurer, and all contracts, documents, and instruments so signed shall be binding upon the Association without any further authorization or formality. The members of the Executive Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents, and instruments. The seal of the Association when required may be affixed to contracts, documents and instruments signed as aforesaid or by any officer or officers appointed by resolution of the Executive Board.

- 15.2** Notwithstanding the provisions of Article 15.1 above, 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 may be signed by the Treasurer alone or by such other officer or agent as shall from time to time be determined by resolution of the Board.

ARTICLE 16 RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all deliberations of the Association, unless they are in conflict with the Act or any bylaws or special rules of order the Association may adopt.

ARTICLE 17 AMENDMENT OF BYLAWS

- 17.1** Bylaws shall be adopted, repealed or amended in accordance with the provisions of the Act.
- 17.2** The adoption, repeal, or amendment of any bylaw may be proposed by the Executive Board or by ten or more members of the Association.
- 17.3** Notice of the proposed adoption, repeal, or amendment of any bylaw shall be filed with the Secretary and, if it is to be submitted to a meeting of the Association, it shall be sent to all members at least thirty days before that meeting.
- 17.4** Subject to matters required by the Act to be approved by special resolution of the Association, the adoption of new bylaws, the repeal of existing bylaws and amendments to bylaws are effective when made by the Executive Board.
- 17.5** In every instance the adoption, repeal or amendment of bylaws shall be presented to the next meeting of members of the Association for confirmation, amendment or rejection but actions taken pursuant to such adopted, repealed or amended bylaws shall not be invalidated by the membership's actions at such meeting.

ARTICLE 18 REPEAL

All previous bylaws of the Association are hereby repealed.