



Proposed CLA Bylaws 2014

1. General

A by-law relating generally to the transaction of the business and affairs of

CANADIAN LIBRARY ASSOCIATION/
ASSOCIATION CANADIENNE DES BIBLIOTHÈQUES

CONTENTS

Section One - General
Section Two - Membership Matters
Section Three - Termination of Membership
Section Four - Meetings of Members
Section Five - Directors
Section Six - Meetings of Directors
Section Seven - Officers
Section Eight - Notices
Section Nine - Dispute Resolution
Section Ten - Amendments and Effective Date

BE IT ENACTED as a By-law of the Corporation as follows:.

By-law 1.01: Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:
"Act" means the *Canada Not-For-Profit Corporations Act S.C. 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;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“Corporation” means Canadian Library Corporation / Association Canadienne Des Bibliothèques;

“Director” means a director of the Corporation elected in accordance with section 5 of these By-laws, each of whom will be a member of the Executive Council;

“*Executive Council*” means the board of directors of the Corporation;

"*Meeting of Members*" includes an annual general meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“*Member*” means a member of the Corporation;

“*Officer*” means the officers of the Corporation elected/appointed in accordance with section 5 of these By-laws (specifically the President, Vice-President, Treasurer, 3 Councillors-at-large and the Executive Director [who in turn is also the Chief Executive Officer and the Secretary of the Corporation]);

"*Ordinary Resolution*" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“*person*” includes an individual, body corporate, partnership, trust and unincorporated organization;

"*Proposal*" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"*Regulations*" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"*Special Resolution*" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

By-law 1.02: Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

The headings in these By-laws are for ease of reference only and shall not be taken into account in the construction or interpretation of any provision to which they refer.

By-law 1.03: Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Executive Council. If a corporate seal is approved by the Executive Council, the secretary of the Corporation shall be the custodian of the corporate seal.

By-law 1.04: Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any member of the Executive Council or Executive Director, provided that any deed, transfer, assignment, contract, obligation or other instrument in writing under which the Corporation will incur an obligation or has a value under \$49,999. Those in excess of \$50,000.00 must be signed by the Executive Director and a member of the Executive Council with signing authority. In addition, the Executive Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person(s) authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer or authorized signatory may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

By-law 1.05: Financial Year End

The financial year end of the Corporation shall be determined by the Executive Council.

By-law 1.06: Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Executive Council may by resolution from time to time designate, direct or authorize. Notwithstanding anything to the contrary in these By-laws, cheques drawn on any account of the Corporation must be signed by two individuals so authorized to do so in accordance with this section.

By-law 1.07: Borrowing Powers

The Directors of the Corporation may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (b) give a guarantee on behalf of the Corporation; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

By-law 1.08: Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

By-law 1.09: Public Accountant and Level of Financial Review

The Corporation shall appoint a public accountant if the Corporation is a “designated corporation” (as defined under the Act) or if it is otherwise required to do so at law and any such public accountant shall conduct the level of financial review required by the Act or otherwise required by law.

By-law 1.10: Objectives

The Corporation shall exist to develop and advocate for high standards of librarianship and of library and information services. In seeking to fulfil these objectives, the Corporation shall work to develop active and meaningful communication among its Members, shall encourage and support high levels of professional conduct on the part of its Members, shall cooperate with library associations both within and outside Canada, and shall promote strong public support for library and information services.

2. Membership Matters

By-law 2.01: Membership Conditions

Membership in the Corporation will be open to individuals, institutions, corporations and other groups interested in librarianship and in library and information services. Persons wishing to join as members of the Corporation may do so upon application for membership and payment of the required fees. The form of membership application will be determined by the Executive Council from time to time, as will the membership fees, subject to section 2.02 of these By-laws.

By-law 2.02: Membership Fees

Annual membership fees will be determined by the Executive Council from time to time, subject to a vote of approval by the majority of members present and voting at the next general meeting of the Corporation following any change to the annual membership fees.

Members will be notified in writing of the membership fees at any time payable by them and, if any Member does not pay the fees due by it within two calendar months of the membership renewal date (as determined by the Executive Council from time to time), then any such Member in default will automatically cease to be a Member of the Corporation. Reinstatement is possible within the following ten months and upon the payment of fees for the entire 12 month period. If reinstatement is not accomplished within the 10 month period, then reapplication for membership is required.

By-law 2.03: Membership Classes

Subject to the Articles, there shall be five (5) classes of Members of the Corporation, classified as follows:

- (a) Personal Members
- (b) Institutional Members
- (c) Corporate Members
- (d) Associate Members (associations and other interested organizations); and
- (e) Honorary Members (including recipients of the CLA award for outstanding service to librarianship).

By-law 2.04: Membership Class Attributes

Each Member shall be entitled to:

- (a) receive notice of, attend and vote at all meetings of the Members of the Corporation. With respect to Institutional Members only, each Institutional Membership entitles the holder to cast five votes. The Institutional Member will determine which individual(s) may cast any one or more of such five votes. An Institutional Member may send up to 5 individuals to represent it at any such meeting of the Members of the Corporation. Such individuals will be fully entitled to participate at any such meeting, subject to the Institutional Member determining which individual(s) may cast how many of that Institutional Member's votes.
- (b) receive the official membership publications of the Corporation;
- (c) such other benefits and services as the Corporation may establish from time to time;
- (d) the right to serve on committees of the Corporation (or, in the case of Institutional Members, Corporate Members and Associate Members, the right to have one representative (per such Member) serve on committees of the Corporation); and
- (e) in the case of Personal Members only, the right to stand for election as a Director, provided that such Member is not then an employee of the Corporation.
- (f) No class of Members is permitted to vote as a class in the case of amendments set out in Section 199(1)(a) and (e) of the Act (concerning exchanging, reclassifying or cancelling all or any part of the memberships and concerning the creation of new classes of memberships).

By-law 2.05: Membership Resignation

A Member may resign membership in the Corporation at any time by submitting notice in writing to that effect to the Executive Director of the Corporation, but shall not, in that event, be entitled to any rebate of the membership fee.

By-law 2.06: Membership Termination

The Executive Council, by a vote of at least 2/3 of those present at any meeting of it, may suspend or terminate any Member's membership, or reinstate any suspended Member's membership.

By-law 2.07: Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

By-law 2.08: Notice of Members Meeting

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, not less than 14 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

By-law 2.09: Members Calling a Members' Meeting

The Executive Council shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of 100 Members. If the Executive Council does not call a meeting within fourteen (14) days of receiving the requisition, any Member who signed the requisition may call the meeting.

By-law 2.10: Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatory,

- i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the Member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the Member may appoint the proxy holder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - iv. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
 - v. provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;

- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a Special Resolution of the Members (and if Section 199 applies, a Special Resolution of each class of Members) is required to make any amendment to the Articles or By-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of Members.

3. Membership Termination and Discipline

By-law 3.01: Termination of Membership

A membership in the Corporation is terminated when:

- a) the Member resigns by submitting notice in writing to that effect to the Executive Director of the Corporation;
- b) the Member is expelled or their membership ceases or is otherwise terminated in accordance with the Articles or these By-laws;
- c) the Member dies, or
- d) the Corporation is liquidated and dissolved under the Act;

and in any such case the Member will not be entitled to any rebate of the membership fee.

By-law 3.02: Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

By-law 3.03: Discipline of Members

The Executive Council shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Executive Council in its sole discretion;
- c) for any other reason that the Executive Council in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Executive Council determines that a Member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Executive Council, shall provide 20 days' notice of suspension or expulsion to the Member 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 Council, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, then the president, or such other officer as may be designated by the Executive Council, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Executive Council will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Executive Council's decision shall be final and binding on the Member, without any further right of appeal.

4. Meetings of Members

By-law 4.01: Place of Members' Meeting

Subject to compliance with section 159 of the Act (concerning Place of Members' Meetings), meetings of the Members may be held at any place within Canada determined by the Executive Council or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

By-law 4.02: Persons Entitled to be Present at Members' Meetings

Members' Meetings are open however only those entitled to vote shall do so upon the call of the President. Non-members are welcome to speak however must register in advance via a process defined by the Executive Council.

By-law 4.03: Chair of Members' Meetings

The chairperson of any Meeting of Members shall be the President, or if the President is not present, then the Vice-President. If neither such officer is present within 15 minutes from the time fixed for holding the meeting, members of the Executive Council present and entitled to vote shall choose one of their number to be chairperson.

By-law 4.04: Quorum at Members' Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 10% of Members entitled to vote at the meeting, including Proxies. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

By-law 4.05: Votes to Govern Members' Meeting

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. Voting at all meetings of the Corporation shall be by a show of hands, unless a vote by

ballot is demanded by the majority of the Members present in person or by proxy, or any other method of voting at the discretion of the chair. Each Personal, Corporate and Associate member shall be entitled to one vote. Each Institutional Member shall be entitled to five votes. Each proxy holder shall be entitled to one vote for each proxy held by him or her.

By-law 4.06: Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately (i.e. simultaneously and instantaneously) with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

By-law 4.07: Members' Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

By-law 4.08: Special Meetings

The President or the Executive Council shall have power to call special general meetings of the Corporation at any time, and the President, on written request of 10% of Members, shall call such a special general meeting.

By-law 4.09: Notice of Meetings

No public notice or advertisement of members meetings, annual or special, shall be required, but at least fourteen days prior written notice of such meeting shall be distributed to each Member. The failure of a Member to receive notification of a meeting will not invalidate any proceedings of the meeting or decisions taken thereat. Publication of notices in the Corporation's regular newsletter will be considered sufficient to fulfil any requirement of notice by mail.

5. Directors and Officers

By-law 5.01: Executive Council

Management of the Corporation shall be vested in a legislative body known as the Executive Council, which will consist of the persons holding the positions described in section 5.02 of these By-laws.

The Executive Council shall administer the affairs of the Corporation in accordance with the Articles and these Bylaws and with the policies of the Corporation. The Executive Council may exercise all such powers of the Corporation as are permitted by the Act (except as modified by these Bylaws) and as are not required to be exercised by the Members in accordance with the Act. Without limiting the generality of the foregoing, the Executive Council shall have authority to enter into any legal or fiscal negotiations and transactions necessary to the affairs of the Corporation and may by resolution appoint such persons as they deem suitable to act on their behalf.

The Executive Council shall be the legislative body of the Corporation. It shall determine all policies of the Corporation and its decisions shall be binding upon the Corporation and its constituted bodies, provided that the Members of the Corporation may set aside any action of the Executive Council if such setting aside is approved by at least 75% of the votes cast at any general meeting of the Corporation, or is approved by at least 75% of the votes cast by a mail in vote in respect of which at least 25% of the voting Members of the Corporation have voted. Such a vote by mail shall be held upon petition of 10% of the Members of the Corporation.

The Executive Council shall review the actions of all units of the Corporation. It shall act promptly upon reports and recommendations made by the Corporation and its constituted bodies. It shall report to the membership at any general meeting.

By-law 5.02: Composition and Terms of Executive Council

The Executive Council will be comprised of 7 Directors, of whom one will be elected as President of the Corporation, one will be elected as Vice-President of the Corporation, one will be elected as Treasurer of the Corporation, and three will be elected as Councillors at-large. The President of the Corporation shall assume the position of Past-President at the end of their term as President.

All of the Directors, with the exception of the Vice-President/President/Past-President will be elected for 2-year terms. Each year, a Vice-President will be elected who shall serve the first year after election as Vice-President, the 2nd year after election as President and the 3rd year as Past-President. The Treasurer and one of the Councillors-at-large will be elected on terms starting in even years (for two year terms) and two of the Councillors-at-large will be elected on terms starting on odd years (for two year terms). Each director will serve for two years or until his or her successor is appointed. Subject to section 5.04 of these By-laws, no director may serve in the position for which they were elected for more than two consecutive terms.

Newly elected Members of Executive Council shall assume office at the end of the Annual Meeting of Members.

The Executive Council may appoint an Executive Director. The Executive Director will be an ex officio, non-voting member of the Executive Council and of all units of the Corporation.

All Directors shall be Personal Members of the Corporation in good standing at the time of their respective nominations and at all times during their respective terms.

By-law 5.03: Executive Council Roles

(a) The President shall be an elected director of the Corporation and shall preside at all meetings of the Executive Council and of the Members. The President shall have such other duties and powers as the Executive Council or members shall specify from time to time. If the President is not present within 15 minutes from the time fixed for holding the meeting, then the Vice-President shall chair. If the Vice-President is not present then the persons present and entitled to vote shall choose one of their number to be chairperson.

(b) The Vice- President shall be an elected director of the Corporation. The Vice-President shall in the absence of or disability of the President, perform and exercise the powers of the President, act as convenor of such of the committees of the Corporation as the Executive Council determines, and perform such other duties as may be assigned by the Executive Council.

(c) The Treasurer shall be an elected director of the Corporation. The Treasurer shall be responsible for the corporate funds and securities of the Corporation; account to the Executive Council and the membership for all financial transactions of the Corporation; act as convenor of the Finance Committee; perform such other duties as may be assigned by the Executive Council.

(d) The Councillors-at-large shall be elected Directors and shall have such duties and powers as the Executive Council may specify.

(e) The Executive Director shall be the Chief Executive Officer and Secretary of the Executive Council and of all general meetings of the Corporation; be responsible for the daily operations of the head office of the Corporation; carry out any instructions of the Executive Council; submit regular statements to the Executive Council respecting the financial affairs of the Corporation; implementing the strategic plans and policies of the Corporation; and certifying all minutes and documents of the Corporation requiring certification. The Executive Director shall, subject to the authority of the Executive Council, have general supervision of the affairs of the Corporation.

The powers and duties of any other officers of the Corporation from time to time (as appointed by the Executive Council) will be such as the terms of their engagement call for or the Executive Council or President requires of them. The Executive Council may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

By-law 5.04: Vacating Directors Positions

Any elected Executive Council position will be vacated through:

- (a) written notice of resignation delivered to the Executive Director;
- (b) when he or she ceases to be qualified for election as a Director;
- (c) in accordance with the Act; or
- (d) death.

If the position is not provided for automatically under these By-laws, or filled by the Members electing a new director in accordance with the Act, then the Executive Council may by resolution fill the office vacated until the next annual election.

Notwithstanding anything to the contrary in section 5.02, a Vice-President who succeeds to the Presidency in mid-term shall continue in that office for a further term and in that event, any Director elected or appointed to fill the Vice-President's place shall be elected as Vice-President for a term to last only for the balance of that year and following that period of time, such Vice-President's term will end and a new Vice-President will be elected in accordance with the procedures set out in these By-laws.

Subject to any decision made at a Meeting of the Members, if any vacancy other than that of the Vice-President shall occur the Executive Council by majority vote may (but is not required to) by appointment, fill the vacancy with a member of the Corporation and the appointee shall hold office until the next meeting of CLA (annual general or otherwise). The total number of appointed directors may not exceed two. The fact that the less than a full slate of directors is elected or appointed at any time will not affect any decisions of the Executive Council. The director who is the Vice President may only be replaced at a meeting of the members.

Notwithstanding anything to the contrary in section 5.02, all other Executive Council members succeeding or appointed to an elective position in mid-term shall be eligible for re-election to that office for a further term.

By-law 5.05: Remuneration

Executive Council members shall not receive any regular remuneration for their services, but expenses may be allowed for attendance at any meeting of the Executive Council.

By-law 5.06: Indemnity

All Executive Council members and their heirs, executors and administrators, and estates and effects respectively, are from time to time and at all times indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatever that such Executive Council members sustain or incur in and about any action, suit or proceeding that is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter or thing whatever made, done, or permitted by them, in or about the execution of the duties of their offices and
- (b) all other costs, charges and expenses that they sustain, or incur, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

By-law 5.07: Elections

- (a) Prior to October 1 each year, the Executive Council shall designate a Nominating Committee of not less than three members
- (b) No less than 120 days prior to the Annual Meeting of Members, the Executive Council shall designate an Elections Committee of not less than three members who shall not be members of the Executive Council.
- (c) Prior to November 1 of each year the Executive Council shall review the Election guidelines.
- (d) Nominations for the position of Vice-President (President-Elect), and/or Treasurer and one Councillor-at-large and a Councillor-at-large for the unexpired term of any Councillor-at-large position vacated pursuant to the provisions of Bylaw 5.04 shall be invited from the membership at large by published notice to the members which shall contain CLA election guidelines.
- (e) Nominations received by the Nominating Committee must include the nominees' written consent to stand.
- (f) The nominees shall be personal members of the Association in good standing since December 31 of the previous year.
- (g) The Nominating Committee shall file with the Executive Director, no less than 127 days prior to the Annual Meeting of Members, the names of all nominees, their written statements of consent to stand for election and their biographical sketches.
- (h) If the Nominating Committee receives only one nomination for a vacancy by the deadline for nominations, the name of the nominee shall be presented to the membership no less than 120 days prior to the Annual Meeting of Members. Further nominations may be entered by petition of five personal members and shall be filed with the Executive Director no less than 90 days prior to the Annual Meeting of Members. If, as of 90 days prior to the Annual Meeting of Members - "Nomination Day" - there remains only one nominee, the nominee shall be declared elected.
- (i) The Executive Director shall prepare a ballot, to be known as the Official Ballot, which shall contain all valid nominations received by the Nominating Committee; any nominations made by the Committee; and any nominations received by petition.

- (j) No less than 60 days prior to the Annual Meeting of Members, the Executive Director shall mail or otherwise cause to be distributed to those members of the Association in good standing as of 90 days prior to the Annual General Meeting - "Nomination Day" - a copy of or access to the Official Ballot.
- (k) The Official Ballot shall be marked and returned to the Executive Director in accordance with instructions provided.
- (l) The member's vote(s) via the Official Ballot shall be received by the Executive Director prior to midnight Eastern Time of the day which falls 30 days prior to the Annual General Meeting.
- (m) The Executive Director shall verify that only members have voted and in order to maintain secrecy shall deliver to the Elections Committee the Official Ballot in sealed envelopes or a report of votes which maintains the anonymity of voters.
- (n) The Elections Committee shall have charge of the counting, tabulation and verification of all votes cast.
- (o) The candidate or candidates receiving the largest number of votes for each office shall be elected. In the event of a tie, the successful candidate shall be determined by lot.
- (p) The Convenor and members of the Elections Committee shall be ineligible for nomination to any elective office.
- (q) The Elections Committee shall report the results of the election to the membership at the Annual Meeting of Members including in that report a tally of the number of votes cast for each candidate and the number of spoiled ballots.

6. Meetings of Directors

By-law 6.01: Meetings of the Executive Council

The Executive Council shall meet in person at least twice annually. Meetings shall be held at any time and the place to be determined by the President, provided that at least 30 days' written notice of such meeting shall be sent to each member of the Executive Council by the Executive Director (in the manner provided in the section on giving notice of meeting of Directors of this By-law). Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Four of the voting Executive Council members will constitute a quorum. If a telephonic, electronic or other communication facility that permits all participants to communicate adequately (i.e. simultaneously and instantaneously) with each other during a meeting of the Executive Committee, then any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person

participating in an Executive Committee Meeting by a telephonic, electronic or other communication facility who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility made available for that purpose.

The Executive Council may also deliberate and make decisions via electronic mail, electronic discussion groups or other electronic media, provided that all Executive Council members consent to the decision-making process, that the media used permits all Executive Council members to communicate effectively with everyone else, and that sufficient time is permitted for all Executive Council members to participate.

Meetings of the Executive Council may be called by the President, the Vice-President or any two Directors at any time (in the manner provided in the section on giving notice of meeting of Directors of this By-law). If the Corporation has only one Director, that Director may call and constitute a meeting.

By-law 6.02: Purpose of Meeting of the Executive Council

Unless these By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

By-law 6.03: Regular Meetings of the Executive Council

The Executive Council may appoint a day or days in any month or months for regular meetings of the Executive Council at a place and hour to be named. A copy of any resolution of the Executive Council fixing the place and time of such regular meetings of the Executive Council shall be sent to each Director and the Executive Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

By-law 6.04: Votes to Govern at Meetings of the Executive Council

At all meetings of the Executive Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

By-law 6.05: Committees of the Executive Council

The Executive Council may from time to time appoint any committee or other advisory body or group (including groups that include non-Members), as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Executive Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or

directions as the Executive Council may from time to time make. Any committee member may be removed by resolution of the Executive Council.

7. Notices

By-law 7.01: Method of Giving any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Executive Council, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Corporation or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors) and received by the Director;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Executive Council in accordance with any information believed by the secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed. All notices of the Corporation shall be signed by at least one Director, unless these By-laws permit the notice to be signed by only the Chief Executive, or some other officer, or unless the Executive Council has delegated the authority to send a notice to some other person, by resolution.

By-law 7.02: Invalidity of any Provisions of this Bylaw

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

By-law 7.03: Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Executive Council or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8. *Dispute Resolution*

By-law 8.01: Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.

By-law 8.02: Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive Council of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

9. Amendments, Dissolution and Effective Date

By-law 9.01: Amendment of Articles

Pursuant to Section 197(1) of the Act, a Special Resolution of the Members (and if Section 199 applies, a Special Resolution of each class of Members) is required to make any amendment to the Articles of the Corporation.

Bylaw 9.02: Amendment of Bylaws

Subject to the Articles, the Executive Council may, by resolution, make, amend or repeal any by-laws (or sections of any by-laws) that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a Special Resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

By-law 9.03: Dissolution

In the event of the winding-up or dissolution of the Corporation, the Executive Council and/or the trustees charged with the winding up or dissolution shall, after paying all debts and liabilities of the Corporation, distribute any remaining assets to such non-profit organizations in Canada as the Council or trustees shall in absolute discretion decide.

Bylaw 9.04: Effective Date

This by-law comes into force when enacted by the Executive Council in accordance with the Act.

ENACTED by the Executive Council on the _____ day of _____, 20____.

President

Secretary

CONFIRMED by the Members in accordance with the Act, on the day of , 20_____.

Secretary