

CLA Constitution and Bylaws Proposed revisions, 26 April 2011

Constitution

Article 1: Name

The name of this body shall be the Canadian Library Association/Association canadienne des bibliothèques, hereinafter referred to as “the Association”.

Article 2: Objectives

The Association shall exist to develop and advocate for high standards of librarianship and of library and information services.

Article 3: Membership

Membership in the Association shall be open to individuals, institutions and groups interested in librarianship and in library and information services.

Article 4: Management

4.1 Management of the Association shall be vested in a legislative body known as the Executive Council of the Association.

4.2.1 The Executive Council of the Association shall consist of the following:

- a. the President
- b. the Vice-President/President-Elect
- c. the Treasurer
- d. Three members to be known as Councillors-at-large
- e. The Executive Director of the Association (non-voting).

All positions are to be elected by the membership as provided for in the Bylaws of the Association.

4.2.2 All voting members of the Executive Council shall be Personal Members of the Association in good standing.

4.2.3 The Executive Council shall be the legislative body of the Association. It shall determine all policies of the Association and its decisions shall be binding upon the Association and its constituted bodies, provided that the membership of the Association may set aside any action of the Executive Council by a three-fourths vote at any general meeting of the Association, or three-fourths vote by mail in which at least one-fourth of the voting members of the Association have voted. Such a vote by mail shall be held upon petition of 100 members of the Association.

Article 5: Head Office

The head office of the Association shall be located in the city of Ottawa, in the province of Ontario, and the place or places therein where the affairs of the Association may be conducted. The Association may establish such other offices elsewhere within Canada as the Executive Council may deem expedient.

Article 6: Seal and Certification of Documents

6.1 The seal of the Association shall be in such form as shall be prescribed by law with the name “Canadian Library Association/Association canadienne des bibliothèques” imposed thereon. It shall be kept in the custody of the Executive Director. Whenever used, it shall be authenticated by the signatures of two designated Executive Council members of the Association.

6.2 Where certification of documents of the Association is required, they shall be certified by any two designated Executive Council members of the Association.

Article 7: Amendment of the Constitution

7.1.1 The Executive Council or twenty-five voting members of the Association may propose amendments to this Constitution. Proposed amendments shall be submitted to the Executive Director in writing not less than sixty days before a general meeting.

7.1.2 The Executive Council shall review all proposed amendments and shall submit all legitimate amendments to a general meeting.

7.1.3 All proposed amendments shall be considered legitimate unless, on the advice of the Association’s Solicitor, they are found to be contrary to the laws of Canada.

7.1.4 Where proposed amendments are ruled illegitimate, the sponsors of the amendments shall be duly notified in writing by the Executive Director.

7.1.5 All legitimate amendments shall be distributed to the membership no later than fourteen days prior to a general meeting.

7.2 To be passed, an amendment to the Constitution shall require a two-thirds vote of the members present and voting at a general meeting. It shall not be enforced or acted upon until approval is obtained from the Minister responsible for federal corporations and non-profit corporations.

Article 8: Amendment of Bylaws

8.1 The Executive Council or twenty-five voting members of the Association may propose amendments to the bylaws. Proposed amendments shall be submitted to the Executive Director in writing not less than sixty days before a general meeting.

8.2.1 The Executive Council shall review all proposed amendments and shall submit all legitimate amendments to a general meeting.

8.2.2 All proposed amendments shall be considered legitimate unless, on the advice of the Association's Solicitor, they are found to be contrary to the laws of Canada or the Constitution of the Association.

8.2.3 Where proposed amendments are ruled illegitimate, the sponsors of the amendments shall be duly notified in writing by the Executive Director.

8.2.4 All legitimate amendments shall be distributed to the membership no later than fourteen days prior to a general meeting.

8.3 To be passed, an amendment to the Bylaws shall require a majority vote of the members present and voting at a general meeting. It shall not be enforced or acted upon until approval is obtained from the Minister responsible for federal corporations and non-profit corporations.

Article 9: Proxies

9.1 Any member may be represented at annual or special general meetings of the Association by another member acting as their proxy, provided that such proxy is in writing, whether in paper form or in electronic form.

9.2 Members represented by proxy shall count towards the quorum required for annual or special general meetings.

Article 10: Authority to Make Editorial Changes

The Executive Council may make such editorial or grammatical changes in this Constitution, Bylaws, or Resolutions approved at a general meeting, as do not change their substance and meaning. These changes shall take effect upon their approval by the Executive Council.

Article 11: Dissolution

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

Bylaws

Bylaw 1: Aims and Objectives

In seeking to fulfil its Constitutional objectives, the Association 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.

Bylaw 2: Membership

2.1.1 Persons and organizations wishing to enrol as members of the Association may do so upon application for membership and payment of the required fees.

2.1.2 All membership fees shall be established by the Executive Council, subject to a vote of approval by a majority of the members present and voting at any general meeting of the Association.

2.1.3 Membership in the Association shall include the option of membership in any Networks chosen by the member without payment of additional fees.

2.1.4 Members shall be classified as follows:

- a. Personal Members
- b. Institutional Members (libraries, corporations, associations and other interested organizations)
- c. Honorary Members (including recipients of the CLA Award for Outstanding Service to Librarianship).

2.2.1 All members shall possess the following rights and privileges:

- a. Subject to Article 2.2.3, the right to vote
- b. The right to receive the official membership publications of the Association
- c. Such other benefits and services as the Association may establish.
- d. The right to serve on Committees of the Association. In the case of Institutional Members, this right is restricted to a maximum of one individual from any single institutional member per committee.

2.2.2 Personal members shall have the following additional rights and privileges:

- a. The right to hold elective office in the Association provided that employees of the Association shall be excluded from any elective office in the Association during the period of their employment.

2.2.3 The votes of Institutional Members shall be cast by the Chief Executives or duly designated representatives of the respective bodies.

2.3 Personal members may enrol for life upon payment of the required fees. Life members shall be entitled to the same privileges as personal members.

2.4.1 Except for members who have been enrolled for life, the duration of membership, whether for a new applicant or an applicant for renewal, shall be for a period of time as the Executive Council may from time to time by resolution determine and the Executive Council may provide for more than one membership duration period.

2.4.2 Annual membership duration shall operate on a calendar year. New members will be charged a pro-rated fee determined by the month in which they join; in all subsequent years they shall renew on the calendar year cycle. Membership shall cease when dues are not paid by 31 January each year. Reinstatement is possible only within the following eleven months and upon payment of dues for the entire twelve-month period. If reinstatement is not accomplished within the above eleven-month period, reapplication for membership is required.

2.4.3 A member may resign from the Association at any time by submitting notice in writing to the Executive Director of the Association, but shall not be entitled to any rebate of membership fee.

2.4.4 The Executive Council of the Association, by a two-thirds vote of those present, may suspend any member, or reinstate any suspended member. Such suspension or reinstatement shall take place as determined by resolution of the Executive Council.

Bylaw 3: Executive Council

3.1 The Executive Council shall administer the affairs of the Association in accordance with its Constitution and Bylaws and with the policies of the Association. They may exercise all such powers of the Association as by the Corporations Act or by the Constitution and Bylaws are not required to be exercised by the members at general meetings. They shall have authority to enter into any legal or fiscal negotiations and transactions necessary to the affairs of the Association and may by resolution appoint such persons as they deem suitable to act on their behalf.

3.2 The appointment of the elected members of the Executive Council shall be confirmed at each Annual General Meeting.

3.3 The President shall: preside at meetings of the Executive Council; with the Secretary of the Executive Council, or other officer appointed by the Executive Council for that purpose, certify all minutes and documents requiring certification; be an *ex officio* member of all units of the Association.

3.4 The Vice-President (President-Elect) shall: serve the first year after election as Vice-President, and the second year as President; in the absence or disability of the President perform and exercise the powers of the President; act as convenor of the Resolutions Committee; perform such other duties as may be assigned by the President.

3.5.1 The Treasurer shall: be responsible for the corporate funds and securities of the Association; account to the Officers and the membership for all financial transactions of the Association; act as convenor of the Finance Committee; perform such other duties as may be assigned by the President.

3.5.2 The term of office for the Treasurer shall be of two years duration. The treasurer shall serve for one term or until their successors are elected or appointed. No person shall serve as Treasurer for consecutive terms.

3.6 Councillors-at-large shall serve for a term of two years, with terms to be rotated so that two Councillors-at-large shall be elected every second year and one Councillor-at-large elected in the intervening year. The Councillors-at-large shall serve for one term or until their successors are elected or appointed. No person shall serve as Councillor-at-large for consecutive terms.

3.7 The Executive Director shall: be the Chief Executive Officer and Secretary of the Executive Council and of all general meetings of the Association; be responsible for the daily operations of the Head Office of the Association; carry out any instructions of the Executive Council; submit regular statements to the Executive Council respecting the financial affairs of the Association; be an *ex officio* non-voting member of all units of the Association.

3.8.1 Any elected Executive Council position shall be vacated through:

- a. written notice of resignation delivered to the Executive Director
- b. a resolution for removal from office passed by a two-thirds vote of those present at a meeting of the Executive Council
- c. death.

If the position is not provided for automatically under these bylaws, the Executive Council may by resolution fill the office vacated until the next annual election.

3.8.2 A Vice-President (President-Elect) who succeeds to the Presidency in mid-term shall continue in that office for a further term.

3.8.3 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.

3.9 The Executive Council year shall operate on the calendar year.

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

3.11 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 four weeks written notice of such meeting shall be sent to each member by the Executive Director. A majority of the voting Executive Council Members shall constitute a quorum. Electronic media meetings of Council may also be held, provided that all Council members consent to such a meeting, and that the media used permit all Council members to hear or otherwise communicate effectively with everyone else at all times during the meeting. Council may also deliberate and make decisions via electronic mail, electronic discussion groups or other electronic media, provided that all Council members consent to the decision-making process, that the media used permit all Council members to communicate effectively with everyone else, and that sufficient time is permitted for all Council members to participate.

3.12 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.

3.13 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 Association 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.

Bylaw 4: Elections

4.1.1 Prior to March 1 each year, the Participation Committee shall designate a Nominating Committee of not less than three members.

4.1.2 Members of the Nominations Committee shall be ineligible for nomination to any elective office.

4.1.3 Prior to 1 September each year, the Participation Committee shall designate an Elections Committee of not less than two members, not members of the Executive Council.

4.2.1 Nominations for the position of Vice-President (President-Elect), and/or Treasurer and one or two Councillor(s)-at-large and a Councillor-at-large for the unexpired term of any Councillor-at-large position vacated pursuant to the provisions of Bylaw 3.8.1 shall be invited from the membership at large by published notice to the members which shall contain the Association's election policy.

4.2.2 Nominations received by the Nominating Committee must include the nominees' written consent to stand.

4.2.3 The nominees shall be Personal Members of the Association in good standing since December 31 of the previous year.

4.2.4 The Nominating Committee shall file with the Executive Director, no less than 14 days prior to the Annual General Meeting each year, the names of all nominees, their written statements of consent to stand for election and their biographical sketches.

4.2.5 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 at the Annual General Meeting. Further nominations may be entered by petition of five personal members and shall be filed with the Executive Director no later than 15 July. If, as of 15 July – "Nomination Day" – there remains only one nominee, the nominee shall be declared elected.

4.3.1 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.

4.3.2 No later than 1 September the Executive Director shall mail or otherwise cause to be distributed to those members of the Association in good standing as of that date a copy of or access to the Official Ballot.

4.3.3 The Official Ballot shall be marked and returned to the Executive Director in accordance with instructions provided.

4.3.4 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 following the distribution of the ballot.

4.3.5 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.

4.4.1 The Elections Committee shall have charge of the counting, tabulation and verification of all votes cast.

4.4.2 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.

4.4.3 Members of the Elections Committee shall be ineligible for nomination to any elective office.

4.4.4 The Elections Committee shall report the results of the election to the membership in the issue of the association's regular newsletter immediately following the election, including in that report a tally of the number of votes cast for each candidate and the number of spoiled ballots.

Bylaw 5: Committees

5.1.1 There shall be a CLA Participation Committee, appointed by the Executive Council, convened by the Vice-President (President-Elect). This committee shall establish such Standing and Advisory committees as shall be necessary to carry on the work of the Association.

5.1.2 The CLA Participation Committee shall establish the name, terms of reference and membership of all committees and shall report the same to the Executive Council. All committee appointments shall be subject to ratification by the Executive Council.

5.2 Standing Committee finances will be included in the Association's operating budget. Advisory Committees requiring financial assistance from the Association shall submit for approval by the

Executive Council, a detailed outline of programs proposed and funding required on a project basis. Submissions may be made at any time during the year.

5.3 All Committee members shall normally be appointed in time to begin their work on 1 January each year, and shall continue in office until 31 December of the following year, or until they are discharged.

5.4 Committees shall report through their Chair to the Executive Council whenever requested to do so.

5.5 The records of all Committees shall be filed with the Executive Director. Committee annual reports shall be included in the Association's Annual Report.

Bylaw 6: Networks

6.1 Networks may be established by the Executive Council upon written request of voting members of the Association to meet CLA member needs. These needs may be related to areas such as a type of activity, a type of material, a type of library, a type of library patron, a geographical location, a social, political or educational issue or a category of worker in the information sector.

6.2 Terms of reference of a Network shall be prepared by the Moderator of the Network in consultation with the Participation Committee for ratification by Executive Council.

6.3 The Executive Council may dis-establish a Network when the Network can no longer meet the requirements set out in the Network policy as approved by the Executive Council.

6.4 Each Network shall have a Moderator who shall be selected by and from amongst the participants in the Network. The Moderator shall hold office for two years and may appoint such officers as may be appropriate during this period.

6.5 Network Moderators shall normally be appointed to begin their terms on 1 January and shall continue in office until 31 December of the following year or until discharged.

6.6 A Network shall report to the Executive Council through its Moderator whenever requested to do so.

6.7 The records of all Networks shall be filed with the Executive Director.

6.8 Each Network shall submit for approval by the Executive Council a detailed outline of programs proposed and funding required on a project basis. Submissions may be made at any time during the year.

Bylaw 7: Finances

7.1 The operational year of the Association shall coincide with the calendar year.

7.2 The members shall, at each Annual General Meeting, appoint an Auditor, who shall be a duly qualified accountant, to audit the accounts of the Association, and to hold office until the next meeting, provided that the Executive Council may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Executive Council.

7.3 All monies, securities and other valuable effects shall be deposited in the name and to the credit of the Association in such chartered bank or trust company, or in the case of securities, with such registered dealer in securities as may be designated by the Executive Council.

Bylaw 8: Meetings

8.1 The Annual General Meeting of the Association shall be held at such time and place as the Executive Council may determine, in order for the members to receive the annual reports of the Association and its units. A quorum shall consist of 100 members.

8.2 The President or the Executive Council shall have power to call special general meetings of the Association at any time, and the President, on written request of 100 members, shall call such a special general meeting. Special general meetings of members shall be held at such place as the Executive Council may appoint. A quorum shall consist of 100 members.

8.3.1 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.

8.3.2 Publication of notices in the Association's regular newsletter shall be considered sufficient to fulfil the requirement of notice by mail.

8.4 Meetings of all units of the Association are open to all members of the Association to attend, observe, and, on invitation, to participate in with the following exception; meetings where the agenda, or a portion thereof, is accepted by the meeting for discussion *in camera*.

8.5 Voting at all meetings of the Association units shall be by a show of hands, a vote by ballot ~~is~~ demanded by the majority of the members present, or any other method of voting at the discretion of the chair. Each member shall be entitled to one vote.