

EDMONTON LAW LIBRARIES ASSOCIATION - BYLAWS

(Consolidated with amendments to January 22, 2009)

I MEMBERSHIP

A TERMS OF ADMISSION

To become a member of the Association, an applicant must be of the full age of 18 years, and complete and submit an application to the Executive of the Association for Approval by the Executive. With the exception of Honourary Lifetime Members, payment of annual dues within two (2) months of the commencement of the fiscal year is also a requirement for membership in the Association.

B RIGHTS AND RESPONSIBILITIES OF MEMBERS

The membership of the Association shall consist of:

Active individual members: Any person resident or employed in Edmonton and area who is officially connected with a law library, legislative library, or law-related book collection, shall be eligible for active individual membership. Active members shall be entitled to receive notification of upcoming meetings, may attend all meetings of the Association, may vote on association business and may hold office.

Affiliate members: Any person resident in Alberta but not actively engaged in law library work shall be eligible for Affiliate membership. Affiliate members shall be entitled to receive notification of upcoming meetings and may attend all meetings of the Association. Affiliate members may not vote on association business, and may not hold office.

Honourary Lifetime Members: Any current or past active individual member who has contributed significantly to the Association over a number of years shall be eligible for nomination to the category of Honourary Lifetime Member. Voting members of the Association shall submit nominations for lifetime membership to the Secretary-Treasurer no less than three (3) weeks prior to the monthly or special meeting at which the nomination is to be voted upon. An affirmative seventy-five percent (75%) vote of the membership in attendance at such meetings is required. Honourary lifetime members shall have all the privileges of active members but shall be exempted from paying annual dues.

Student Members: Any person enrolled in a post-secondary course of study towards an MLS-equivalent, a certificate in records management, or a library technician diploma, shall be eligible for student membership. Student members shall be entitled to receive notification of upcoming meetings, and may attend all meetings of the Association. Student members may not vote on association business, and may not hold office.

C RESIGNATION / SUSPENSION / EXPULSION OF MEMBERS

Any member may withdraw from the Association by sending a written resignation to the Secretary-Treasurer of the Association.

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

Any member may be expelled from membership for any cause which the Association may deem reasonable upon a majority vote of eligible members of the Association in good standing.

D VOTING

Any member in good standing, excepting Student Members and Affiliate members, shall have the right to vote at any meeting of the Association. Such votes must be made in person or by electronic mail and not by proxy or otherwise.

II DIRECTORS AND OFFICERS

The executive of the Association shall be comprised of a Chairperson, a Secretary-Treasurer, a Member-At-Large and a Web-Master. The Association does not have Directors. All officers must be a member in good standing of the Association and must consent to act as an officer. Officers may continue to hold the same position if re-elected. Officers may serve on the executive for a maximum of two consecutive terms. The Chairperson and Secretary-Treasurer shall be elected at a meeting in the Spring of every second fiscal year. The outgoing Executive shall appoint the Member-at-Large from the out-going Executive to provide continuity between the old and the new Executive. The incoming executive shall appoint the Web-Master. These officers together shall constitute the Executive and shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

A APPOINTMENT OF OFFICERS

The Chairperson and Secretary-Treasurer shall be elected bi-annually by electronic-mail ballot. The Member-at-Large shall be appointed by the outgoing Executive and the Web-Master shall be appointed by the incoming Executive. Following election / appointment, officers shall commence their term at the beginning of the fiscal year and remain in office for two years. Unless variations of procedure are ordered by the Association or by the Executive, nominations and elections shall be conducted as follows:

Nominations: Not later than the March meeting of every second year, the Executive

shall call for written nominations for the elected positions of Chairperson and Secretary-Treasurer. The nominees must give written or oral notice of their willingness to stand for election. Any nominations which may be received up to the day before the subsequent meeting of the Association shall be placed on a ballot for distribution.

Elections: Elections shall be carried out by electronic mail ballot. Ballots will be distributed by the Secretary-Treasurer via electronic mail to all eligible members in good standing. The replies shall be directed to the Secretary-Treasurer of the association within the stipulated time frame, and shall be tabulated at a meeting of the executive members with the Member-At-Large acting as scrutineer. The Secretary-Treasurer will check that replies are tabulated only from members with voting privileges. The Chairperson shall notify the successful candidates. The new Executive will be announced to the membership by the outgoing Executive after the election takes place.

B DUTIES OF OFFICERS

Chairperson: The Chairperson shall be the Chief Executive of the Association. He / she shall preside at all meetings of the Association and of the Executive. He / she shall have the general and active management of the business of the Association. He / she shall see that all orders and resolutions of the Executive are carried into effect and shall sign all Bylaws and other documents requiring the signatures of the officers of the Association.

Secretary-Treasurer: The Secretary-Treasurer shall attend all meetings of the Association and keep accurate minutes of the same. In case of the absence of the Secretary, his / her duties shall be discharged by such officer as may be appointed by the Executive. He / she shall keep an accurate and complete record of all members in good standing of the Association, send notice of meetings as required and collect the annual dues and other financial assessments on behalf of the Association. The Secretary-Treasurer shall have custody of Association monies, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effect in the name and to the credit of the Association and in such depositories as may be designated by the Executive from time to time. He / she shall disburse funds of the Association as may be ordered by the Executive, taking proper vouchers for such disbursements and shall render to the members of the Association at regular meetings or whenever required by the Executive, an account of the financial position of the Association. He / she shall submit audited financial records to the Corporate Registry annually and have charge of the official archives of the Association, to be made available as necessary throughout his / her term. The Secretary-Treasurer will perform such other duties as may from time to time be determined by the Executive. Upon expiry of his / her term of office, the Secretary-Treasurer shall give the Association all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

Member-at-Large: The Member-at-Large shall, in the temporary absence or disability of the Chairperson, shall perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as shall from time to time be imposed upon him or her by the Executive.

Webmaster: The Web-Master shall be responsible for the maintenance and updating of the association's website. The executive will retain responsibility for the content of the website, while the Web-Master will perform duties such as registration of the association with the host site, update of the information contained on the site, and reporting to the membership regarding changes, additions or deletions to the website.

C RESIGNATION / REMOVAL OF OFFICERS

A member of the Executive who ceases to be qualified for voting membership in the Association, may, if he or she wishes, retain his or her position, together with his or her voting membership to the end of the term for which he or she is elected or may resign from his or her position at which time an election for the position shall be held.

An officer of the executive may be removed from office for any cause which the Association may deem reasonable upon a majority vote of members of the Association in good standing.

D REMUNERATION

Members of the Executive shall not receive remuneration for their services.

III MEETINGS

A EXECUTIVE MEETINGS

Meetings of the Executive may be held at any time and place to be determined by the members of the Executive. Two (2) members of the Executive shall constitute a quorum for the transaction of business. At all meetings of the Executive every question shall be determined by a majority of votes. Minutes of executive meetings may be kept by the Secretary-Treasurer or designate. There may be established such committees, standing or special, as the Association or the Executive from time to time deems necessary to carry out work of the Association.

B GENERAL MEETINGS

Association members will be notified of general meetings and provided with an agenda, by electronic mail a minimum of ten (10) days prior to the date of the meeting. Written statements by members unable to attend may be read at the meeting. Unless

otherwise ordered by the Association or the Executive, monthly meetings in each of the months September to May inclusive may be held at such time and place as the Executive shall determine. The right to vote shall be restricted to eligible members in good standing and must be made in person or by electronic mail and not by proxy or otherwise. At all general meetings of members of the Association, questions shall be determined by fifty-one percent (51%) of the votes cast. Twenty-five percent (25%) of eligible voting members shall constitute a quorum. The Secretary-Treasurer shall take minutes of Association meetings or appoint a designated replacement. Minutes of general meetings shall be made available to the membership via publication on the Association website.

C ANNUAL GENERAL MEETINGS

A meeting once every fiscal year shall be designated as the Annual General Meeting (AGM). Association members will be notified of annual general meetings and provided with an agenda, by electronic mail a minimum of ten (10) days prior to the date of the meeting. Written statements by members unable to attend may be read at the meeting. The right to vote shall be restricted to eligible members in good standing and must be made in person or by electronic mail and not by proxy or otherwise. Questions put to a vote shall be determined by fifty-one percent (51%) of the votes cast. Twenty-five percent (25%) of eligible voting members shall constitute a quorum. The Secretary-Treasurer or designate will take minutes of annual general meetings which shall be made available to the membership via publication on the Association website. The Chairperson shall prepare a brief annual report outlining the year's activities and shall present this to the membership at the Annual General meeting. The Secretary-Treasurer shall present a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Association's auditor.

D SPECIAL MEETINGS

A special meeting shall be called upon receipt by the Executive of a petition signed by three or more members in good standing who are eligible to vote, setting forth the reasons for calling such a meeting. Association members will be notified of special meetings and provided with an agenda, by electronic mail a minimum ten (10) days prior to the date of the meeting. Written statements by members unable to attend may be read at the meeting. The right to vote may be restricted to eligible members in good standing and must be made in person or by electronic mail and not by proxy or otherwise. At all special meetings of the Association, questions put to a vote shall be determined by fifty-one percent (51%) of the votes cast. Twenty-five percent (25%) of eligible voting members shall constitute a quorum. The Secretary-Treasurer or designate will take minutes of special meetings which shall be made available to the membership via publication on the Association website.

IV FINANCIAL RECORDS

A FISCAL POLICY

Members of the Executive shall have power to authorize expenditures on behalf of the Association for the purpose of furthering the objects of the Association. Members of the Executive shall take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association. The Executive is not authorized to borrow money on behalf of the Association.

B FEES / DUES

The annual dues for each category of members shall be determined by a majority of members present at a meeting specified by the Executive. Fees and dues shall be published on the ELLA website.

C FISCAL YEAR

The fiscal year of the Association shall begin on the first day of September in each year and end on the last day of August of the next year.

D ACCOUNTS

The Executive 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 by the Secretary-Treasurer and shall at all times be open to inspection by members.

E AUDITING

The books, accounts and records of the Secretary-Treasurer shall be audited at least once each year by a member of the Society. The Auditor shall be elected by eligible members in good standing anytime between September 1st and June 30th. Voting may be allowed at any General, Annual or Special Meeting and must be made in person or by electronic mail and not by proxy or otherwise. The annual audited Financial Statement shall be made available to members via the website. The Secretary-Treasurer shall file the "Annual Return for Society", accompanied by the audited Financial Statement with Alberta Registries for approval annually.

The books and records of the society may be inspected by any member of the society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive shall at all times have access to such books and records.

F SIGNATURES & CERTIFICATION OF DOCUMENTS

Contracts, documents or any instrument in writing requiring the signature of the Association, shall be signed by the Chairperson and the Secretary-Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Association without further authorization or formality.

V WEBSITE

The Association shall maintain a website. The website will be the official communication channel of the Edmonton Law Libraries Association. Paper copy documents of archival value to the association shall be stored by the authority of the Executive. Minutes taken by the Secretary-Treasurer or designate shall be made available to the membership via publication on the Edmonton Law Libraries website.

VI BYLAWS

The bylaws may be rescinded, altered or added to only by a "Special Resolution". Proper notice of a proposed special resolution must set out the text of the special resolution and be provided to members not less than twenty-one (21) days prior to the meeting at which the special resolution is to be discussed. The special resolution must receive the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote at said meeting.

VII ASSOCIATION'S SEAL

The Edmonton Law Libraries Association has not adopted a Societies seal.