

BY-LAWS
Revised 2004

Article I. NAME

The name of the Association shall be the **Canadian Health Libraries Association/Association des bibliothèques de la santé du Canada**. In French language documents, the name shall appear as **Association des bibliothèques de la santé du Canada/Canadian Health Libraries Association**. The Seal of the Corporation shall be in such form as shall be prescribed by the Directors of the Association and shall **have contain** the words *initialism* **"Canadian Health Libraries Association / Association des bibliothèques de la santé du Canada" "CHLA/ABSC"**.

Article II. OBJECTIVES

The mission of the Association shall be to improve health and health care by promoting excellence in access to information.

It shall also encourage communication and cooperation among its Members, and shall seek to advance their educational development by any means at its disposal.

In order to further the interests of its Members, the Association shall undertake from time to time to consult and collaborate with other professional, technical and scientific organizations in Canada or abroad in matters of mutual interest.

Article III. HEAD OFFICE

The Head Office of the **Canadian Health Libraries Association/Association des bibliothèques de la santé du Canada**, hereinbefore referred to as the "Association", shall be in the city where the Secretariat resides, and at the place therein where the offices of the Association may from time to time be situated.

The affairs of the Association shall be managed by a Board of Directors as hereinafter provided.

Article IV. MEMBERSHIP

Section 1. Classes

1. The Association shall consist of Regular Members, Student Members, Sustaining Members, Institutional Members, Retired Members, and Honorary Members, and other Classes of Membership as designated from time to time by the Board of Directors and approved at an Annual Meeting of the Association.
2. Members shall be such persons as may from time to time apply for and be granted membership status in the Association, and who pay the prescribed fee therefor.
3. Regular, Student, Sustaining, Institutional, Retired and Honorary Members shall be entitled to attend General Meetings of the Association to vote thereat and shall be eligible for election to office in the Association. Institutional Members shall receive two votes.

Section 2. Fees

1. Payments of the prescribed membership fees shall, subject as hereinafter provided, be deemed to cover membership in the Association for one membership year.
2. The amounts prescribed as the appropriate membership fees may be altered from time to time by resolution of the Board of Directors, without amendment to these By-laws, but no such alterations shall take effect otherwise **that than** in respect of a complete membership year.

Section 3. Termination of Membership

1. Membership in the Association shall terminate: i) upon the death of the Member; ii) upon his/**her** resignation; iii) upon non-payment of fees after two notices of renewal have been sent out by the Secretariat; or iv) upon resolution terminating that membership, passed by a vote of not less than two-thirds of the Members of the Board of Directors at a meeting thereof duly called to consider such termination.
2. Membership in the Association that has terminated by reason of non-payment of fees may be reinstated upon application for such reinstatement made within one year from the date upon which such fees became due and payable.

Section 4. Management

The affairs of the Association shall be managed by a Board of Directors as hereinafter provided.

Article V. CHAPTERS

1. A group of five (5) or more persons residing in a particular community of geographical area of Canada, who have formed an organization, incorporated or unincorporated, with objectives substantially in accordance with those of the Association, but not including objectives that are inconsistent with those of the Association, may apply to the Board of Directors for recognition as a Chapter of the Association.
2. Recognition may be granted upon presentation of satisfactory evidence that: i) the group was formally organized prior to application for Chapter status; ii) the group represents a single geographic area small enough to allow Members to attend its activities regularly; iii) membership in the group is open to any person who is interested in the purposes of the Association and is not limited on the basis of the type of position or training of the individual, nor by the type of organization in which the individual works; iv) the applicant group has Members from at least five (5) different organizations; v) all Officers of the applicant group are current Members of the Association; vi) all Officers of the applicant group were elected by the membership group; vii) the applicant group has a constitution or by-laws compatible with those of the Association.
3. No such group or organization shall be granted recognition as a Chapter until the constitution of said organization and the terms and conditions of its recognition as a Chapter have been approved by a two-thirds majority vote of the Board.
4. Each Chapter will be expected to cover its basic costs of meeting from local resources (e.g. meeting space, announcements, refreshments, travel, etc.).
5. Chapters may apply to the Board of the Association for **development grants funds** to support or assist proposed Chapter activities of merit. The Board may make grants to Chapters at its discretion.
6. Chapters may request that the Association provide programme loans to facilitate the organization of workshops, publications or other continuing education activities. The Association will consider the application on its merits.
7. Each Chapter shall appoint a correspondent to provide regular assistance to the Editor(s) of the Association's publications.
8. Each Chapter shall provide a written Annual Report to the Board outlining its activities during the current year, and verifying that all Chapter requirements continue to be met.
9. The written Annual Report submitted by each Chapter must be received by the President one month prior to the Annual General Meeting.
10. Should any Chapter cease to meet the necessary Chapter criteria, for whatever reason, Chapter status will be suspended until such time as the requirements have been fulfilled.
11. Notwithstanding anything contained in an agreement between a Chapter and the Association, that agreement may be terminated and recognition withdrawn at any time, upon a resolution of the Board of Directors confirmed by a two-thirds majority vote of those present and entitled to vote at a Special or General Meeting of the Members called for the purpose of considering the same.

Article VI. EXTERNAL RELATIONS

The Association may, by resolution of the Board of Directors, enter into an arrangement of affiliation with any other organization within Canada, or elsewhere, whose objectives coincide in material respects with those of the Association, but no such arrangement shall affect or purport to affect membership or conditions of membership in the Association.

Article VII. MEETINGS

Section 1. Annual Meeting

The Annual General Meeting of the Association may be held at such time and place in Canada as may be decided upon from time to time by the Board of Directors.

Section 2. Special Meetings

Special General Meetings of the Association may be held at such times and places as may be decided upon by the Board of Directors. They shall be called, upon a resolution passed by a two-thirds majority vote of the Board of Directors, or by the President, or upon the request in writing of not less than ten (10) per cent of the membership.

Section 3. Notice of Meetings

1. The notice calling any Annual or Special General Meeting shall be in writing, and shall be mailed **by prepaid post or emailed** to each Member of the Association in good standing, at his/her last known mailing **or email** address as indicated on the books of the Association, at least, in the case of the Annual General Meeting forty-five (45) days, and in the case of a Special General Meeting twenty-five (25) days prior to the date upon which such meeting is to be held; and in the case of a Special General Meeting, shall clearly indicate the purpose for which such meeting is called. In the case of the Special General Meeting, no business other than that mentioned in the notice calling the meeting shall be transacted thereat, unless all Members entitled to vote at that meeting are present and consent to the transaction of such other business.
2. Omission to notify a Member or the non-receipt of any such notice by a Member shall not invalidate the proceedings at any General Meeting.

Section 4. Quorum

Twenty-five (25) Members in good standing or twenty-five (25) per cent of the Members in good standing of the Association, whichever is the lesser, shall constitute a quorum for the transaction of business at any General Meeting of the Association. Should a quorum not be present when a Meeting is called to order, the Meeting shall adjourn, but shall meet again the same day forthwith, after the expiration of three hours from such adjournment. Where an Annual General Meeting has been so re-convened, and a quorum is still not present, the Chair**man** may declare a quorum to be present where not less than six (6) Members in good standing are in attendance; and where such declaration is made, the Meeting may proceed with the transaction of business.

Section 5. Order of Business

1. The business transacted at any Annual Meeting of the Association shall include: i) the consideration and adoption of the Minutes of the last Annual General Meeting and of any subsequent Special General Meeting; ii) the Report of the President; iii) the Auditor's Report; iv) the Report of the Elections Committee; v) the ratification of **and any** amendments to the By-laws.
2. The Association shall at each Annual General Meeting appoint Auditor(s) to audit the accounts of the Association, who shall hold office until the next Annual General Meeting.
3. The rules of order embodied in the ***Bourinot's Rules of Order*** (latest edition) shall be used in the conduct of General Meetings to the extent permitted by the statutes and By-laws of the Association.

4. Failure to adhere to the rules of order aforesaid shall not invalidate the proceedings at any General Meeting.

Section 6. Voting

Any question proposed for the consideration of the Members at a General Meeting of the Members shall, except as otherwise required by law, be determined by a majority of the votes cast by Members entitled to vote at such Meeting. Each Member is entitled to one vote in respect thereof, except Institutional Members who have two votes, and the Chair presiding at any such Meeting shall have the casting vote in the case of an equality of vote.

Article VIII. BOARD OF DIRECTORS

Section 1. Membership

1. There shall be a Board of Directors of the Association, elected from amongst the Members in good standing, and consisting of the President, the Vice-President/President-Elect, the Past-President, and four (4) other Directors.
2. Each Board Member is elected for a two-year term, or until his/her successor is elected, with the exception of the President, Vice-President/President-Elect and the Past-President. The President's term of office is one (1) year, preceded by one (1) year as Vice-President / President-Elect, and succeeded by one (1) year as Past-President for a total of three years in office.
3. To provide for change as well as continuity, the Board shall ensure that at least two vacancies on the Board of Directors shall become available each year. Candidates for these vacancies shall be elected through the process hereinafter provided.
4. A Board Member shall be eligible for re-election immediately upon expiration of his/her term of office. No Board Member shall serve longer than two consecutive terms.
5. If one of the positions on the Board shall become vacant, at its discretion the Board shall appoint one of their number to serve out the **unexpired remaining** portion of the term, or hold a by-election to elect a replacement to be confirmed at the next Annual General Meeting. The procedures for a by-election will follow those outlined in Article X.

Section 2. Chapter Representation

1. The Chief Executive Officer of each Chapter shall be a non-voting corresponding Member of the Board of Directors, and shall receive documentation provided to the Board. Chapter activities and requests shall be reported to the Board through this representative.
2. The Chief Executive Officers of the Chapters may attend Board Meetings as non-voting observers.
3. Any Chapter may place an item on the agenda of a Board Meeting or an Annual General Meeting. The Chief Executive Officer, or in his/her absence, any Officer of a Chapter may speak to that item when it arises.

Section 3. Vacancy of Office of Director

The office of Director shall be vacated upon: i) the death, **or** bankruptcy of the incumbent; ii) his/her resignation; iii) expiration of his/her term of office; or iv) termination of membership in the Association.

Section 4. Remuneration

Members of the Board of Directors and others as designated by the Board shall not receive any **stated** remuneration for their services. Members of the Board of Directors and others as designated by the Board may be reimbursed for such travelling and living expenses incurred in connection with the business of the Association as the Board may from time to time authorize.

Section 5. Duties

The **President**, or in his/her absence the Vice-President, or in the absence of the Vice-President, any other Board Member elected thereat to do so, shall preside and act as Chair at all General Meetings of the Association, and at all Meetings of the Board of Directors. The President has the ultimate responsibility for ensuring that the affairs of the Association are conducted in good order.

The **Vice-President/President-Elect** assumes duties of the President during his/her absence or in the case of his/her resignation, and performs other duties as may be designated by the Board of Directors from time to time.

The **Past-President** shall serve as the Chair of the Nominations and Elections Committees, and perform other duties as may be designated by the Board of Directors from time to time.

The **Secretary** shall have charge of all correspondence and records, except those relating exclusively to finance, and of all printed publications authorized or controlled by the Association; keep the Minutes of Meetings of the Association, and of the Board of Directors; notify all Members of the Association of all Annual General and Special Meetings and Conferences; notify all Members of all Committees of the Associations of all acts, orders, resolutions, votes, or other transactions of the Association affecting their membership or duties and perform such other duties as may be designated by the Board of Directors from time to time.

The **Treasurer** shall supervise the collection of, and keep on deposit the funds and securities of the Association; keep a full, correct and clear record of the financial transactions of the Association, supporting all disbursements with proper vouchers; cause a register of all Members of the Association to be maintained; see that the funds of the Association are disbursed as directed by the Board of Directors; prepare a statement duly audited by the Auditors, **and** submit the same to the Board for presentation at the Annual General Meeting of the Association, **and ensure its distribution to the membership**; and perform such other duties as may be designated by the Board of Directors from time to time.

Other Members of the Board may perform duties on behalf of the Association as designated from time to time upon the request of the Board of Directors.

Article IX. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

1. The Board of Directors shall meet at the call of the President, or in his/her absence, the Vice-President, or upon the request in writing of three or more Members of the Board. Meetings of the Board shall be called at least twice in one fiscal year, and one such Meeting shall be called forthwith after the close of the Annual General Meeting of the Association.
2. At least three (3) clear days' notice shall be given of the Meetings of the Board of Directors, provided that where all Directors are present and waive notice calling the Meeting, business may be transacted thereat.
3. Four (4) Members of the Board of Directors shall form a quorum at any Meeting of the Board.
4. Except as otherwise herein provided, questions arising for determination at Meetings of the Board of Directors shall be determined by a majority vote of those present; **the Chair shall be ineligible to vote unless there is an equality of votes, in which circumstance the Chairman shall cast the deciding vote. have one casting vote in the event of equality of votes.**

Section 2. Powers of the Board

1. The Board of Directors may exercise such powers as are not by statute or by these By-laws required to be exercised by the Members in General Meeting, and without limiting the generality of the foregoing shall: i) supervise generally the affairs of the Association; ii) formulate the policies of the Association; iii) establish branch or regional offices and employ, engage or appoint such persons as it deems advisable; **iv) fix the remuneration of the Auditors**; and **v) iv)** as hereinafter provided, enact new By-laws or amend existing By-laws.

2. The Board of Directors may establish Standing Committees as it may deem appropriate from among the Members of the Association, and assign the Committees such duties and responsibilities as it may deem appropriate.
3. The Board of Directors may establish Special Committees with the membership to be selected according to the instructions of the Board. No Special Committee shall continue beyond the end of the fiscal year in which it was appointed or reappointed, unless otherwise specifically provided by the Board.

Article X. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

1. Prior to 1 December of each year, the Board shall designate a Nominations Committee with the Past-President presiding as Chair. The Member(s) of the Nominations Committee shall be ineligible for nomination to any elective position during their term of appointment.
2. Prior to 1 February of each year the Nominations Committee shall request nominations from all Members in good standing by mail for such positions of the Board of Directors as shall be vacant or due to fall vacant at the next Annual General Meeting.
3. Valid nominations sponsored by two Members in good standing shall be submitted in writing to the Nominations Committee, and shall include the Nominee's written consent to stand for Election.
4. The Nominations Committee shall make every reasonable effort to assure that there is a contested Election.
5. Prior to 10 March of each year, the Nominations Committee shall file with the Secretary the names of all valid nominations.
6. In the case of a by-election, a Nominating Committee will be appointed by the Board as soon as possible, and a nomination form will be distributed **to members by mail or email. with the next issue of the Association's journal.** Nominations will close **in** one month from the distribution date.

Section 2. Balloting

1. At least six (6) weeks prior to the Annual General Meeting, or two weeks after by-election nominations close, the Past-President shall cause a ballot to be prepared and mailed **or emailed** to each Member of the Association in good standing.
2. The ballot shall be known as the Official Ballot, and shall contain all valid nominations for each Office, as well as the professional address of each Nominee. The Official Ballot shall be accompanied by short biographies, and a statement of goals for each Nominee.

Section 3. Elections Committee

1. Prior to the **mailing distribution** of the Official Ballot, the Board shall appoint an Elections Committee.
2. The Official Ballots cast by the Members shall be received by the Elections Committee prior to 5:00 p.m. on the day which falls fourteen (14) days prior to the Annual General Meeting.
3. The Elections Committee shall have charge of receiving, counting and tabulation of all Official Ballots cast. Wherever the intent of an elector is clear, in the opinion of the Elections Committee, the Ballot shall be counted.
4. The Chair of the Elections Committee shall be ineligible to vote in any Election under his/her supervision, unless there is a tie vote for any vacancy, in which case the Chair may cast the deciding vote.
5. The Nominees receiving the largest number of votes for each position shall be elected.
6. The Elections Committee shall report the results of the Elections to the next Annual General Meeting.
7. The Chair will then declare the successful Nominees elected.
8. The Chair of the Elections Committee will then move to have the Ballots destroyed, and if so ratified, ensure that the Ballots are destroyed.

9. In the case of a by-election, ballots shall be received one month after distribution, and the successful Nominee provisionally declared in the next issue of the Association's journal. Confirmation of the declaration will take place at the next Annual General Meeting.

Article XI. FISCAL YEAR, ACCOUNTS AND AUDIT

Section 1. Fiscal Year

The Fiscal Year of the Association shall begin on 1 January and end on 31 December.

Section 2. Books and Records

The Directors shall see that all necessary books and records of the Association, required by the By-laws of the Association or by any applicable statute or law, are regularly and properly kept.

Section 3. Auditors

The Members shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Association and to hold office until the next Annual General Meeting, except that the Directors may fill a casual vacancy in the Office of the Auditor. ~~The remuneration of the Auditor shall be fixed by the Board.~~ *The Auditor's annual report shall be disseminated to all members of the Association both in print at the Annual General Meeting and directly either by mail or email.*

Article XII. GIFTS AND BORROWING

1. The Board shall be empowered in the name of the Association to receive money by way of gifts, bequests and other means, and donations of property both real and personal and to administer the same for the furtherance of the objectives of the Association.
2. The Board shall be empowered to borrow money from a recognized financial institution upon the credit of the Association, either by creating an overdraft or otherwise.
3. Promissory notes or other negotiable papers may be signed on behalf of the Association by Directors of the Association authorized from time to time to sign negotiable instruments on its behalf for the money so borrowed and interest thereon, as may be agreed upon, and the same and all renewals thereof shall be binding upon the Association without the financial institution requiring evidence of any resolution of the Directors.
4. The Board may from time to time, if they see fit to do so, assign, transfer, hypothecate, mortgage or pledge all or any of the assets of the Association, to secure any monies so borrowed from said financial institutions and interest thereon, and all such securities shall be valid and binding upon the Association, if signed by any of the Directors authorized to sign negotiable instruments on the Association's behalf, without the financial institutions requiring evidence of any resolution of the Directors.
5. The Board may from time to time authorize any Director(s) of the Association to make arrangements with said financial institutions with reference to the monies from time to time to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, and every such Director shall have authority from time to time to vary or modify such arrangements, terms and conditions, and to give additional security for any monies remaining due.
6. All contracts, deeds, grants, assurances and documents reasonably required by said financial institutions or their counsel, for all or any of the purposes aforesaid, shall be executed and carried into effect by the proper Directors of the Association, and when necessary, the Seal of the Association shall be affixed thereto.
7. The Board of Directors may from time to time authorize any Director or Directors or employees of the Association, on behalf of the Association, to draw, make, accept, endorse, execute, certify and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments or other agreements and documents and the same and all renewals thereof, or substitutions therefor, so signed, shall be binding upon the Association.

Article XIII. INDEMNITIES TO DIRECTORS AND OTHERS

Every Director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against: i) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings **with which is are** brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; ii) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

Article XIV. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint a Director on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Association.

The Seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Directors appointed by resolution of the Board of Directors.

Article XV. AMENDMENTS OF BY-LAWS

Section 1. By-laws

1. The Board of Directors shall have power to make additional By-laws from time to time, or to repeal, amend or re-enact any By-law and subject as hereinafter provided, every such By-law and every such repeal, amendment or re-enactment shall, unless meanwhile confirmed at a Special General Meeting of the Association duly called for that purpose, have force only until the next Annual General Meeting of the Association, and, in default of the confirmation at such Annual General Meeting, shall at and from that time only, cease to have force. *A copy of the text of any By-law repeal, amendment or re-enactment shall be mailed or emailed to each Member of the Association in good standing, at his/her last known mailing or email address as indicated on the books of the Association, at least, in the case of the Annual General Meeting thirty (30) days, and in the case of a Special General Meeting twenty-five (25) days prior to the date upon which such meeting is to be held.*
2. No By-law altering or purporting to alter the name of the Association, or otherwise amend or purporting to amend the Letters of Patent under which Incorporation of the Association was granted, shall be in force or acted upon until sanctioned by two-thirds of the votes cast by the Members entitled to vote at a General Meeting of the Association specifically called to consider the same.
3. Notwithstanding anything in this Section contained, the enactment, repeal or amendment of one or more of these By-laws shall not be in force or acted upon until the approval of the Minister of **Consumer and Corporate Relations National Revenue of Canada** has been obtained.

4. In the event of the non-confirmation at the next Annual General Meeting of one or more of the By-laws enacted as aforesaid by the Board of Directors, the Minister of **Consumer and Corporate Relations** *National Revenue of Canada* shall be forthwith notified.

Section 2. Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members shall at and from that time cease to have any force and effect.

Article XVI. DISSOLUTION

In the event of the winding-up or dissolution of the Canadian Health Libraries Association / Association des bibliothèques de la santé du Canada, the Board of Directors 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 Board or Trustees shall in absolute discretion decide.

Article **XVII. INTERPRETATION**

In these By-laws and in all other By-laws of the Association hereafter passed unless the content otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.