

BY-LAW NO. 1

A by-law relating generally to the regulation of the business and affairs of
MANITOBA LIBRARY ASSOCIATION INC.
('the Corporation')

IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

1. **INTERPRETATION**

1. In this by-law and all other by-laws of the Corporation unless the context otherwise specifies or requires:

- (a) 'Act' means The Corporations Act, R.S.M. 1987, c.C225, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) 'Board' means the Board of Directors of the Corporation;
- (c) 'by-law' means any by-law of the Corporation from time to time in force and effect;
- (d) 'Regulations' means the Regulations under the Act as published or from time to time amended
- (e) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to them in the Act or the Regulations; and
- (f) the singular shall include the plural and *vice versa*, the feminine shall include the masculine and the neuter, and the word 'person' shall include corporations, partnerships, syndicates, trusts and any similar aggregate of persons.

DIRECTORS

2. **Number:** Subject to the articles of the Corporation, and until changed by special resolution, the management of the business and affairs of the Corporation shall be directed by a Board consisting of a minimum of 3 and a maximum of 15 directors.

3. **Qualification:** A director shall be a member in good standing of the Corporation, qualified pursuant to Article 32 of these By-laws.

4. **Term of Office:** Subject to the Articles of the Corporation and to the Act, a director's term of office shall be from the date on which she is elected or appointed until the the later of:

- (a) the annual meeting next following her election or appointment;
- (b) the date specified in the resolution whereby she was elected or appointed; and
- (c) the election or appointment of her successor.

5. **Vacation of Office:** The office of a director shall be vacated:

(a) if she becomes bankrupt or suspends payment of her debts generally or compounds with her creditors or makes an authorized assignment or is declared insolvent;

(b) if she is found to be a person of unsound mind;

(c) if she dies or resigns;

(d) if the other members of the Board, by majority vote of the members of the Board then present and voting, determine that she no longer qualifies for membership in the Corporation; provided that, should any director be charged with an offence under the Criminal Code of Canada, the question whether she continues to qualify for membership on the Board shall be referred to the Executive Committee and to the Corporation's legal counsel for consideration;

(e) if she fails to attend three consecutive meetings, or four meetings in any one fiscal year, of the Board or (if applicable) of the Executive Committee, without reasonable excuse, of which the Executive Committee shall be the sole arbiter.

Any resignation of a director shall be effective when received in writing by the Corporation or at the time specified in the resignation, whichever is later.

6. **Filling Vacancy:** Subject to the Act, a quorum of directors may appoint a member to fill a vacancy on the board of directors or the Executive Committee and any person so appointed to fill a vacancy shall hold office for the unexpired term of her predecessor.

7. **Election and Removal:** Directors shall be elected by the members at meetings of members on a show of hands unless a ballot is demanded, in which case the election shall be by ballot. It is not necessary that all directors elected at a meeting of members hold office for the same term. If qualified, any retiring director shall be eligible for re-election; provided always that the members of the Corporation may, by ordinary resolution passed at a special meeting of members, remove any director or directors from office and a vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed. A director elected to fill a vacancy shall hold office for the unexpired term of her predecessor.

EXECUTIVE COMMITTEE

8.(a) There shall be an Executive Committee, (for the purposes of this Section 8, 'the Committee') consisting of the Officers and the immediate Past President of the Corporation. However, if the Past President is unavailable or unwilling to act and no other Past President is available and willing to serve, the Board may fill that vacancy with any member of the Board, who shall be designated an Executive Committee Member at Large.

8(b) The Committee shall exercise such powers as may be delegated to it from time to time by the Board and may, in any event, make such decisions as are required to be made in furtherance of the Corporation's objectives between meetings of the Board, subject, when appropriate, to ratification by the Board at its next meeting thereafter.

8(c) Members of the Committee shall not be entitled to remuneration for serving in that capacity, but shall be entitled to reimbursement for all reasonable expenses incurred in the exercise of their duties.

8(d) Any member of the Committee may be removed from the Committee by affirmative vote of a majority of members of Board present and voting at a duly constituted meeting of the Board.

8(e) Meetings of the Committee may be held at any time and place within the City of Winnipeg (or elsewhere in Manitoba, if all members of the Committee agree) at the call of the President, the Vice President or of any two members of the Committee. Three members of the Committee shall constitute a quorum for the purpose of any meeting of the Committee. Unless notice is waived by all members of the Committee, at least 48 hours' notice shall be given to each member of the Committee, in the manner provided in Article 46.

MEETINGS OF DIRECTORS

9. **Place of Meeting:** Meetings of the Board may be held at any place within Manitoba selected from time to time by ordinary resolution of the Board

10. **Notice:** A meeting of the Board may be convened by the President, the Vice-President, a Past Chair or any three directors at any time. Subject to subsection (5) of section 109 of the Act, the notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. Notice of any meeting shall be served in the manner specified in Article 46 of these by-laws not less than 5 days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A director may in any manner waive notice of a Board meeting; attendance of a director at a meeting of the Board shall constitute a waiver of notice of that meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. **No Notice of First Meeting after election:** For the first meeting of the Board to be held immediately following the election of directors by the members, or for a meeting of the Board at which a director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed director(s) in order to constitute a valid meeting, provided that a quorum of the directors is present.

12. **Quorum:** A minimum of 50% of the directors shall form a quorum for the transaction of business. A quorum of directors may exercise all the powers of directors. In the absence of a quorum, no business shall be transacted at a meeting of directors, except the adjournment of the meeting to a new date of which notice shall, be given to all members of the Board.

13. **Telephone Participation:** A director may participate in a meeting of the Board or of the Executive Committee by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear and communicate with each of the others; a director participating in that manner is deemed to be present at that meeting.

14. **Voting:** Questions arising at any meeting of the Board or of the Executive Committee shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall not have a second or casting vote in addition to her original vote.

15. **Resolution in lieu of meeting:** A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board or of the Executive Committee is as valid as if it had been passed at a properly constituted meeting and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

REMUNERATION OF DIRECTORS

16.(a) The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid travelling and other expenses properly incurred by them in connection with the affairs of the Corporation. Any director who is a bona fide employee of

the Corporation (whether full time or part time) may be paid remuneration with respect to services performed by him or her as an employee.

16(b) Notwithstanding Section 16(a), the Executive Committee may, in special circumstances, exercise its discretion to cause an honorarium to be paid to a director who, in the unanimous opinion of the Committee, has provided services to the Corporation that are beyond the normal scope of a director's duties and are deserving of compensation.

**SUBMISSION OF CONTRACTS OR TRANSACTIONS
TO MEMBERS FOR APPROVAL**

17.(a) The Board may, in its discretion, submit any contract or intended action for approval or ratification to any annual or special general meeting of the members and, subject to the provisions of section 115 of the Act, any such contract or action approved or ratified by a resolution passed by a majority of the votes cast at that meeting (unless any different or additional requirement is imposed by the Act or by any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved and ratified by every member of the Corporation.

17.(b) Any director wishing to bid on a project for which the Corporation has invited tenders may do so, but the Corporation shall obtain two other, competitive bids before accepting the bid of the director, who shall not exercise a vote in that regard. All tenders/bids shall be submitted directly to the Executive Committee. If the director bidding on the project is a member of the Executive Committee, she shall not attend the meeting at which tenders are to be opened.

17(c) Any contract entered into by the Corporation may, in the discretion of the Executive Committee, be submitted to the Corporation's legal counsel for approval as to its form and content, and shall be signed by two members of the Executive Committee.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

18(a). **Conflict of Interest:**

Every member shall disclose fully to the Board any direct or indirect interest she may have in any contract or proposed contract between the Corporation and any other person, firm, partnership, corporation or other entity, and shall refrain from voting with respect thereto.

18(b) Without limiting any rights conferred upon directors by section 115 of the Act, provided she has made full disclosure as required by Article 18(a) no director shall be disqualified by her office from, or required to vacate her office by reason of: (i) holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a member, or (ii) being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which she is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall she be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit.

18(c) Subject to section 115 of the Act and provided full disclosure has been made pursuant to Article 18(a), no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be void or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship..

19. **Limitation of Liability:** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other director or officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the deficiency of title to any property acquired by or for the Corporation;
- (c) the deficiency of any security in or upon which any of the moneys belonging to the Corporation shall be invested;
- (d) any loss or damage sustained by the Corporation from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or firm or corporation with which any moneys, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation; nor
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of her office or trust except those resulting from her failure to exercise the powers and to discharge the duties of her office honestly and in good faith with a view to the best interests of the Corporation and, in connection therewith, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

INDEMNITIES TO DIRECTORS AND OFFICERS

20. Subject to section 119 of the Act, every director and officer of the Corporation and her heirs and personal representatives shall from time to time be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses reasonably incurred by her in respect of any action, suit or proceeding that is proposed or commenced against her in respect of anything done or permitted by her in the execution of the duties of her office; and
- (b) all other expenses reasonably incurred by her in respect of the affairs of the Corporation.

The Corporation shall carry Directors and Officers Liability Insurance to such reasonable limits as the Executive Committee may determine, unless the Board decides otherwise.

OFFICERS AND COMMITTEES

21. **Appointment of Officers** The Board shall, annually or more often as may be required, appoint a President, a Vice-President (who shall be designated as President Elect), an Honorary Secretary and an Honorary Treasurer. The Board may from time to time appoint such other officers, if any, as the Board may consider appropriate, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

22(a) **Establishment of committees** The Board may, by resolution, establish sub-committees of the Board to have such duties and responsibilities as the Board may, from time to time, determine, may appoint individual members of the Board to chair those committees, may select the membership of those committees and may vary those decisions from time to time.

22(b) **Establishment of Interest Groups** The Executive Committee may establish Interest Groups upon written request of at least 10 voting members, if the Committee is satisfied that such a Group is necessary for the purpose of meeting needs of the Corporation and its

members that cannot readily be met within the existing structure of the Corporation. Those needs may, without limitation, be related to a type of activity, a type of material, a type of library patron, a social, political or educational issue or a category of worker in the informational sector.

The Executive Committee may also discontinue any Interest Group when, in the opinion the Executive Committee, the Group no longer best serves the interests of the Corporation.

Each Interest Group shall elect from amongst its number a Convenor, who shall hold office for one year or until the next annual general meeting or until replaced.

The Convenor of each Interest Group shall be responsible for ensuring that minutes of all the Group's meetings are kept, and that a copy of each set of minutes is sent timely to the President

The Executive Committee shall, for each Interest Group, appoint a member of the Board to assist it and to report to the Board with respect to the Group's activities, needs and achievements..

23. Nomination Committee.The Executive Committee shall, in any event, establish a Nomination Committee, consisting of such persons and having such terms of reference (including time frames) as the Executive Committee may determine. The Nominating Committee shall, subject to approval by the Executive Committee, set its own procedures in order to achieve its objectives as efficiently as it deems practicable.

The Nominating Committee shall obtain nominations from the membership for all offices to be filled at the next election of directors, shall cause ballots to be prepared and shall conduct an election by mail ballot by all members of the Corporation entitled to vote. The date for mailing the ballots, and the date by which ballots must be returned and counted, shall be approved by the Executive Committee, but the date for counting the ballots shall be a date prior to the general meeting at which the results of the ballot are to be announced to the membership.

24 Staff appointment The Board may appoint an Executive Assistant (who shall not be a member of the Corporation), upon such basis of remuneration and upon such other terms of employment as the Executive Committee may recommend and the Board may ratify.

25. Removal: All officers and committee chairpersons shall, in the absence of agreement to the contrary, be subject to removal by resolution of the Board at any time, with or without cause.

26. Duties may be delegated: In case of the absence or inability to act of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of that officer to any other officer or director for the time being.

27. President: The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the Board, of the Executive Committee and of the members. She shall, *ex officio*, be a member of every committee established by the Board.

28 Vice-President If the President is absent or is unable or unwilling to act, the Vice-President or, failing her, such other member of the Executive Committee as the meeting may appoint, shall discharge all the duties of the President.

29. In the absence of the President and the Vice-President, the directors or members present and voting at a meeting of the Board or of the membership, as the case may be, shall elect one of their number to act as chairperson of the meeting.

30. **Honorary Secretary/Executive Assistant** The Honorary Secretary or, in her absence or inability to act, such person as the Chair may designate, shall give or cause to be given notices for all meetings of the Board, of the Executive Committee, of other sub-committees of the Board and of the members when directed to do so, and shall have charge of the minute books of the Corporation and of the records referred to in section 20 of the Act. The Honorary Secretary shall keep or cause to be kept records containing:

- (a) a copy of the Articles and by-laws of the Corporation and all amendments thereto;
- (b) minutes of meetings and resolutions of members, directors and any committee thereof;
- (c) the names, addresses and occupations, of all persons who are or have been directors of the Corporation, with the several dates on which each became or ceased to be a director; and
- (d) the names, addresses and occupations, if any, of all persons who are or have been members of the Corporation,

and shall perform such other duties as may reasonably be requested from time to time by the Executive Committee.

All or any of the foregoing duties may be delegated by the Board to the Executive Assistant, if one has been appointed.

31. **Honorary Treasurer** : Subject to the provisions of any resolution of the Board, the Honorary Treasurer shall have the care and custody of all the funds of the Corporation and shall deposit them in the name of the Corporation in such bank or other depository as the Board may direct. The Treasurer shall perform such duties incident to that office as are properly required of her by the Board, and shall present Financial Statements of the Corporation to the Board whenever requested by them to do so. She may be required to give such bond for the faithful performance of her duties as the Board in its discretion may require, but no director shall be liable for failure to require any such bond nor for the insufficiency of any such bond nor for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

Any of the foregoing duties may be delegated by the Board to the Executive Assistant, if one has been appointed.

MEMBERSHIP

31. **Requirements for Membership** The Executive Committee may establish, and may amend from time to time, criteria for membership in the Corporation and, in connection therewith, may establish:

- Forms of application for membership and for renewal of membership;
- the amount, frequency and duration of dues for membership and renewal of membership;

- the date for the commencement and termination of any membership period;
- the criteria for conferring Honorary Membership or Life Membership, or both.

32. Categories of Membership. The membership of the Corporation shall consist of:

- Individual voting members.** Any individual, resident in Manitoba or having a substantive interest in Manitoba who supports the objectives of the Corporation may apply to become a voting member of the Corporation. The Executive Committee shall consider the application and either accept or refuse it, subject (in the event of refusal) to a review by the members at the next meeting of the full Board if requested. A voting member shall have the right to receive notice of, to attend and to exercise one vote for each matter coming before each general meeting of members of the Corporation;
- Institutional voting members.** Any corporation, partnership, firm, association or other organization having an office or substantive interest in Manitoba, which supports the objectives of the Corporation, may apply to become a member of the Corporation. The Executive Committee shall consider the application and either accept or refuse it, subject, in the event of refusal, to a review by the members at the next meeting of the full Board if requested. An Institutional voting member shall designate one individual, who shall be entitled to receive notice of, to attend and to cast votes as the member's proxy at all general meetings of the membership of the Corporation on behalf of the Institutional member he or she represents;
- Honorary Members.** The voting members may, upon the recommendation of the Board, appoint as a non-voting Honorary Member of the Corporation or of the Board (with or without giving that person an honorary title), any person who is perceived by the Board to have contributed significantly to the development or maintenance of libraries in Manitoba or to have provided exemplary, voluntary service, assistance, funding or other support for the objectives of the Corporation in Manitoba or elsewhere, above and beyond the reasonable expectations of the Corporation or of his or her community. Honorary Members shall be entitled to receive notices of all general meetings, but not to vote.
- Life Members.** The voting members may, upon the recommendation of the Board, appoint any individual member to be a Life Member who has, in the view of the Board, satisfied the criteria established under Article 31 as prerequisites for Life Membership. Life Members shall be entitled to receive notices of all general meetings and shall have full voting rights.
- Other non-voting members.** The Board may appoint any other individuals to assist the Board by serving as voluntary, non-voting members of the Corporation, of the Board or of any sub-committee of the Board.

33. Confidentiality. Every director shall, during and after her term of office, keep absolutely confidential all information obtained by or disclosed to her in the course of her membership on the Board, unless:

- a.) the information is already in the public domain;
- b.) the information has been made public by the Corporation;
- c.) the director has been authorized by the Board to release the information.

34. Termination:

(a) Membership in the Corporation may be terminated voluntarily by a member giving a written resignation to the Board. Membership in the Corporation may also be terminated at any time by a majority vote of the members of the Board, but only after the member has been advised of any allegations against her and has been given an opportunity to refute those allegations at a meeting of the Board.

(b) A director who, without reasonable cause, is absent from three consecutive Board meetings, or is absent from four Board meetings in any fiscal year, shall automatically be deemed to have resigned from the Board, but only after having been notified and given an opportunity to offer the Executive Committee reasons for her absence. The Executive Committee shall be the sole arbiter of the reasonableness of any cause for absence offered by a member in the foregoing context.

MEMBERSHIP MEETINGS

35 Annual Meeting: Subject to sections 126 and 127 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the Board may by resolution determine at any place within Manitoba.

36. Special Meetings: Special meetings of the members may be convened by order of the President, the Vice-President or any five members of the Corporation, at any date and time and at any place within Manitoba.

37 Notices:

(a) A notice stating the day, hour and place of every general meeting of members shall be given to each member in the manner specified in paragraph 47 of this by-law, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and inclusive of the day for which notice is given) before the date of the meeting.

(b) Notice of a meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the members to form a reasoned judgment thereon, and the text of any special resolution to be submitted to the meeting. Such notice shall also be given in like manner to the auditor of the Corporation (if any has been appointed), at his/her business address.

(c). **Waiver of Notice:** A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members; attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting unless that person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

38. Omission of Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members, director or directors or the auditor or accountant of the Corporation shall not of itself invalidate any resolution passed or any proceedings taken at any meeting of members or of directors..

39. Votes: Every question submitted to any meeting of members shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot. In the case of an equality of votes the Chairperson of the meeting shall not, either on a show of hands or on a ballot, have a second or casting vote in addition to the vote to which she may be otherwise entitled. At any meeting, unless a ballot is demanded, a

declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

40. Secret Ballot: A ballot may be demanded, either before or after any vote by show of hands, by any person entitled to vote at the meeting, in which event the procedure for taking a secret vote and the appointment of two persons to count the ballots and report back to the meeting shall be determined by the Chairperson of that meeting.

41. Adjournment: The Chairperson of any meeting may with the consent of the meeting adjourn it from time to time to a fixed time and place; no notice of that adjournment need be given to the members unless the adjournment results from the lack of a quorum or unless the meeting is adjourned by one or more adjournments for an aggregate of thirty days or more, in which case notice of the adjourned meeting shall be given as for an original meeting. Any business may be dealt with at any adjourned meeting for which no notice is required which might have been dealt with at the original meeting in accordance with the notice calling it.

42. Quorum: A quorum at any meeting of members (unless a greater number of persons are required to be present by the Act or by the Corporation's Articles or any other by-law) shall be persons present and entitled to vote, being not less than 15 in number. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the opening of a meeting of members, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

43. Resolution in lieu of meeting: Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of the members is, subject to section 136 of the Act, as valid as if it had been passed at a meeting of the members.

44. Mail ballots: The Board may decide to ascertain the wishes of the membership on any matter by mail ballot, in which event the Executive Committee shall cause ballots to be mailed to every member entitled to vote at least 21 days (exclusive of the date of mailing but inclusive of the date for the counting of ballots) prior to the date fixed for the counting of ballots, of which each member shall be clearly advised.

45 No proxies Save as provided in Article 32(b), voting by proxy shall not be permitted.

SERVICE OF NOTICES

46. (a) Service: Any notice or other document required by the Act, the Regulations, the Articles or the by-laws of the Corporation to be sent to any member or director or to the auditor or accountant of the Corporation shall be delivered personally or sent by prepaid mail or by telegram, cable, telex, facsimile, e-mail or other electronic medium to the addressee at his\her latest address as shown in the records of the Corporation. If a notice or document is sent to a member by prepaid mail in accordance with this paragraph and the notice or document is returned on three consecutive occasions because the member cannot be found, it shall not be necessary to send any further notices or documents to the member until she informs the Corporation in writing of her new address.

A person entitled to receive a notice may waive its receipt and may waive or abridge the time for its receipt at any time. .

Honorary Secretary