

By-laws of the Foothills Library Association

Revised: June 19, 2019. Passed in Calgary, Alberta September 26, 2019.

By-laws of the Foothills Library Association

Revised: May 25, 2013. Passed in Calgary, Alberta June 18th, 2013.

Revised: June 2019. Passed in Calgary, Alberta September 26, 2019.

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1. NAME

The Name of the society is the Foothills Library Association.

2. MEMBERSHIP

2.1 ELIGIBILITY FOR MEMBERSHIP

Membership is open to any individual, institution or organization actively interested in the objectives of the Association and is effected upon payment of the annual membership fees.

- a) Individual Members are persons active or interested in librarianship, libraries or the information professions.
- b) Institutional Members are libraries or institutions interested in the objectives of this Association. The authorized representative of an Institutional Member shall be any person designated in writing by the Institution at the time of payment of institutional dues.
- c) Student Members are students currently enrolled in any program of study related to library or information technology, science, or studies.
- d) Honorary Lifetime Members. The elected and appointed officers, known as the Executive Board, may by a two thirds majority vote award the status of Honorary Life Member to any individual member of the Association or other individual who has made a substantial and recognizable long-standing contribution to libraries and library service in the Province of Alberta. Presentation of the award shall take place at the Annual General Meeting. Honorary Lifetime Members shall have all the rights and privileges of individual members. Payment of membership fees is waived for Honorary Life Members.

2.2 Individuals and institutions applying for membership are required to complete the membership application form available on the Foothills Library Association website and submit it to the Membership Director.

3. DUES OF MEMBERS

3.1 The annual membership dues of the Association shall be set by the Board subject to ratification at the Annual General Meeting. Any such changes in membership dues will take effect the following fiscal year.

3.2 The membership year for individual and institutional members shall be 12 months from July to June.

3.3 Dues are payable within the first two months of each renewal or membership year.

3.4 Members who have forfeited their membership through non-payment of dues may be reinstated upon payment of dues for the current year.

4. RIGHTS OF MEMBERS

4.1 Only individual members are eligible to hold office.

4.2 Individual members and institutional members' representatives may be appointed to committees.

4.3 Individual members and institutional members' representatives are eligible to vote in general and special meetings. Voting can only be done online, through a secure voting system activated by Foothills Library Association, or in person. Proxy voting is not permitted.

4.4 CESSATION OF MEMBERSHIP

Membership shall cease upon:

- a) non-payment of membership dues
- b) dissolution of an institution which holds institutional membership
- c) expulsion from the Foothills Library Association, if a member is deemed by a majority of the Officers to be in breach of association or event code of conduct

4.5 Members and institutional members may resign and shall cease to be a member of the Association upon delivering written notice of resignation in person, via email, or by post to the Membership Director to be effective on the date of receipt.

4.6 Members terminating memberships shall not be entitled to a refund of membership fee.

4.7 Members expelled shall not be entitled to a refund of membership fee, and will be permitted a membership in the Foothills Library Association no less than 1 year after expulsion, upon a vote by the majority of the Officers to reinstate. If reinstated, payment of membership fee is required.

4.8 RECORD OF MEMBERSHIP

A record of members is maintained by the Membership Director. This information is stored in a cloud-based Google spreadsheet that is accessible to FLA Executive Members but not to the public. Records of lapsed members will be maintained in a membership database for two years, after which time records will be deleted.

5. OFFICERS

Foothills Library Association is governed by an elected Executive Board comprised of the:

- President
- Vice-President/President Elect
- Secretary
- Treasurer
- Membership Director
- Jobline Coordinator(s)
- Webmaster
- Member at Large

5.1. ELECTION OF EXECUTIVE BOARD

- a) Officers are elected from among individuals who are members in good standing.

- b) The President is responsible for soliciting nominations, calling an online election, and presenting a slate of candidates for approval by the membership, prior to the Annual General Meeting.
- c) Elections will normally be conducted through a secure online vote, activated by Foothills Library Association.
- d) Each member and institutional member shall be entitled to one single anonymous vote or online secret ballot.
- e) The nominees who receive the most votes will be elected to the Executive Board. The results of the vote will be posted on the Foothills Library Association website and each member will be notified via email of the executive slate.
- f) Approval of the incoming Executive Board will normally take place at the Annual General Meeting. Members and representatives of Institutional Members may vote in-person to approve the incoming Board.

5.2 TERMS OF OFFICE

- a) Officers shall not serve more than two consecutive terms in one office.
- b) Individuals named to the positions of Secretary, Treasurer, Membership Coordinator, Newsletter Editor(s), Jobline Coordinator(s) and shall normally serve a two-year term. If possible, terms shall be staggered between a minimum of two individuals so as to ensure continuity of training and knowledge between those beginning and ending their terms.
- c) The position of Vice-President/President-Elect shall normally serve a three-year term, the first year of which will be in the role of Vice-president/President- Elect, the second year being that of President, and the third year being that of Member at Large.
- d) No members of the Executive Board will be remunerated for their services.

5.3 RESIGNATION / TERMINATION OF OFFICERS

- a) A member of the Executive Board may resign by providing at least one month's written notice to the President. The resignation shall take effect no later than the end of the month's notice.
- b) A member of the Executive Board may be removed for just cause. Absences without regrets from three consecutive meetings, and / or failure to perform duties are just cause for removal from office.
- c) Removal shall take place upon an in-person vote passed by 75% or three quarters of the remaining Executive Board.

5.4 VACANCIES

- a) President. A vacancy which occurs in the office of the President shall be filled for the balance of the respective term by the Vice-President.
- b) Vacancies in any other office shall be filled for the balance of the respective term by a replacement appointed by a majority vote of the Executive Board.

5.5 DUTIES OF THE OFFICERS

- a) Officers of the Executive Board shall transact the business of the Association between annual general meetings.
- b) The Executive Board shall hold regular meetings as required (no less than once within a 3 month period, no more than monthly) during the period from August to May, at such time and place as determined by the Executive Board. There shall be no voting by proxy.

- c) The Executive Board may establish ad hoc committees and / or volunteer positions from the membership to carry out specific duties as needed.
- d) Program development for the year shall be the responsibility of the entire Executive Board, under the direction of the President.
- e) All Executive members shall perform such other related duties as may be assigned by the President or the Board.

The duties of the Executive Committee and Officers are further described in Appendix A – Responsibilities of Foothills Library Association Officers.

5.6 EXPENDITURES

The Executive Board may approve expenditures to cover association or event-related expenses between meetings up to \$1000. Expenses which exceed this limit shall be presented to the Board for consideration and approval via email.

6. MEETINGS

6.1 GENERAL OR SPECIAL MEETINGS

- a) The Foothills Library Association shall hold an Annual General Meeting of the Association during May or June of each year. Notice shall be delivered to the members at least 21 days prior to the Annual General Meeting via email from the Membership Director. Notice will also be posted on the website.
- b) Occasionally, the Executive Board may call a Special Meeting. Special Meetings may be called at any time by the Executive Board or by petition of not less than 25 individual members in good standing, none of whom shall be a member of the Executive Board. Notice shall be delivered to members at least 21 days prior to the meeting via email and will be announced on the website.
- c) Quorum at any meeting will consist of 15 Members or voting representatives from Institutional Members. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such time and place as may be determined by the members present, and, if at that meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- d) The following functions may be performed at the Annual General Meeting:
 - i. Approve the incoming Executive Board
 - ii. Receive reports from Officers
 - iii. Receive and approve financial reports and auditor's reports for prior year
 - iv. Vote on membership fees for the following year
 - v. Ratify and / or make amendments to bylaws
 - vi. Resolve any other business considered appropriate as brought before the meeting by the Executive Committee or members
- e) Minutes of all Foothills Library Association meetings shall be recorded by the Secretary and made available to the members of the Executive Board. Minutes of the Annual General Meeting and Executive meetings are available to any Members in good standing upon email request to the President.

6.2 EXECUTIVE BOARD MEETINGS

- a) Meetings of the Executive Board shall be held in person, and will be called by the President.
- b) Quorum for Executive Board Members shall consist of 5 members. Meetings of the Executive Board may be called at any time by a majority of the Executive Members.

7. AUDITING

7.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.

7.2 The Association's fiscal year will be from 01 July to 30 June of the following year.

8. FINANCE

8.1 No Officer or member of Foothills Library Association shall receive any remuneration for their services.

8.2 Any member of the Executive Board shall receive such out-of-pocket expenses as approved by the Executive Board. All out-of-pocket expenses shall be accounted for and reported to the Membership as part of the Treasurer's report.

8.3 Borrowing Powers - For the purpose of carrying out its objectives, the Foothills Library Association may borrow or raise or secure the payment of money, upon special resolution of all members and voting representatives in good standing, in attendance at a meeting.

8.4 A Member wishing to inspect the books or records of the Foothills Library Association must give reasonable notice to the President or Treasurer of the Association of their intention to do so. The inspection must take place at a location agreed upon by either the President or Treasurer.

9. CUSTODY AND USE OF THE SEAL OF THE ASSOCIATION

9.1 The Executive Board may adopt a seal which shall be the common seal of the Association.

9.2 The Foothills Library Association seal shall be in the custody of the Secretary of the Association. The seal will be affixed to the signature of the President, Secretary and Treasurer.

10. AMENDMENT TO THE BY-LAWS

10.1 Bylaws may be rescinded, altered or added to only by a Special Resolution of the Association.

10.2 Amendments to the Bylaws may take place at any meeting provided the President has presented the Special Resolution and proposed amendments to all members in good standing at least 21 days prior to the meeting.

10.3 The Special Resolution must be passed by a vote of 75% or three quarters of the members and voting representatives in attendance at the meeting in favour of the amendments.

11. DISSOLUTION

11.1 Foothills Library Association may be dissolved at a special meeting of the association by passage of a Special Resolution provided that 60 (sixty) days notice is given to the membership specifying the intention to propose the Special Resolution.

11.2 Upon dissolution of the Foothills Library Association, the Executive Board shall ensure that any assets remaining after the payment and satisfaction of the debts and liabilities shall be distributed to one or more recognized charitable organizations or library associations in Alberta with similar or related objectives.

12. EFFECT

The Foothills Library Association Bylaws that were in force prior to these Bylaws coming into force are hereby repealed.

Dated. September 9, 2021.

Appendix A: Responsibilities of Foothills Library Association Officers

EXECUTIVE BOARD

The Foothills Library Association is governed by an Executive Board made up of 8-11 officers: President, Vice-President (President-Elect), Secretary, Treasurer, Membership Director, Jobline Coordinator(s), Webmaster, Past-President, and Member(s) at Large.

The President

- Shall preside at all meetings of the Association and of the Executive Board
- Plan and coordinate the Annual General Meeting, the Bubbly Brunch as well as meetings of the Executive Board
- Be the official representative of the Association to other bodies
- Establish objectives for the Association and coordinate the activities of the Association with other members of the Executive Board
- Ensure elections are carried out
- Contact members to advise them of upcoming meetings
- Prepare an Annual Report for presentation at the Annual General Meeting
- Has signing authority on FLA accounts
- Attend Executive meetings
- Follow bylaws of the Association

The Vice-President (President-Elect)

- Perform all of the duties of the President during any temporary absence or disability of the President
- Take charge of all publicity, other than the sending of notices of meetings and events to members
- Plan and coordinate the annual Calgary Libraries in Action (CLIA) event
- Advertise the Rachel Chan Memorial Grant, coordinate the selection and awarding of the grant
- Call for volunteers as required
- Communicate with other local associations to minimize event or program conflicts
- Attend Executive meetings

- Follow bylaws of the Association

The Secretary

- Take the minutes of all meetings of the Association and the Executive Board and distribute within 14 days of each meeting, a copy of minutes of each meeting to every member of the Executive Board
- Have custody of all records (both print and electronic) books, and papers relative to the current transaction of the Association and which are not in the charge of any other member of the Executive Board
- Be responsible for backing up all records, minutes and other documentation electronically
- Be responsible for completing the Society Annual Return, with updated information and submitting it to the provincial government
- Attend Executive meetings
- Follow bylaws of the Association

The Treasurer

- Keep accurate records of Foothills Library Association accounts including all accounts of receipts and disbursements of the Association
- Submit a Treasurer's report at each Executive meeting and the Annual General Meeting
- Pay all bills approved by the Executive Board
- Submit accounting records to the Auditor(s) annually and submit the audited financial statement to the Secretary for submission with the Society Annual Return
- Make arrangement for the transfer of signing authority on accounts between Executive Board members from one year to the next
- Is responsible for checking the FLA post office box at least monthly
- Has signing authority on FLA accounts
- Attend Executive meetings
- Follow bylaws of the Association

The Secretary / Treasurer

- If required, the offices of Secretary and Treasurer can be held by one individual who will carry out the duties of both offices

Membership Director

- Maintain current membership records, files and forms pertaining to FLA members and affiliates
- Communicate with all members in good standing to apprise them of upcoming meetings and events
- Communicate with members to remind them of renewal dates and payment dates for dues
- Regularly report on memberships, dues and allied disbursements to the Treasurer and at every meeting of the Executive Board
- Attend Executive meetings
- Follow bylaws of the Association

Jobline Coordinator(s)

- Responsible for maintaining and updating online register of local library and information related positions currently available
- Attend Executive meetings
- Follow bylaws of the Association
- Webmaster
- Responsible for maintaining and updating the Association's website, with the exception of the Jobline
- Manages the FLA.org email accounts, including passwords and updating of accounts annually
- Attend Executive meetings
- Follow bylaws of the Association

Past President

- Attend Executive meetings
- Follow bylaws of the Association
- Administer Career Connects program

Member(s) at Large

- Attend Executive meetings
- Follow bylaws of the Association
- Support the Vice-President's publicity efforts on social media following the FLA social media guidelines
- Assist with events, programming and projects as required
- Ad Hoc Committees
- The Executive Board may from time to time strike Ad Hoc Committees to carry out specific duties.
- These Committees will normally be discharged when their tasks are completed.