



## **BYLAWS**

### **1. Name**

The name of the society is the *Alberta Association of Academic Libraries (AAAL)*.

### **2. Membership**

#### **2.1 Eligibility for Membership**

Membership is open to institutions engaged in post-secondary academic library service in Alberta.

#### **2.2 Institutional Membership**

- i) All post-secondary academic libraries in Alberta are eligible to join and institutional membership is effective upon payment of the annual membership fee.
- ii) Individuals employed in the libraries of member institutions in good standing are eligible to participate in AAAL activities and meetings.

#### **2.3 Affiliate Membership**

Any interested party may apply for affiliate membership by submitting a request to the Executive Committee for consideration by the voting members. Affiliate memberships do not include voting rights. Employees of affiliate members are eligible to participate in AAAL meetings and activities.

#### **2.4 Application for Membership**

Institutions applying for membership are required to complete the membership application form available on the AAAL website, and submit it to the Membership Coordinator.

#### **2.5 Membership Fees**

- i) The annual membership fee rates for institutional and affiliate members shall be determined by a vote at the Annual General Meeting. Fees are payable on or before September 30 of each year.
- ii) Voting rights of institutional members shall be suspended if they fail to make payment by September 30 of every year. Voting rights will be reinstated immediately upon payment of fees.

## **2.6 Cessation of Membership**

- i) Membership shall cease upon:
  - a) Non-payment of membership fees for a period greater than 6 months after September 30<sup>th</sup> of every year.
  - b) Submission of a written request to the Chair by a member institution wishing to resign its membership.
  - c) Closure of an institutional member's library.
- ii) Members delinquent in payment of fees for a period in excess of 3 months shall be notified by the Executive Committee, via mail and e-mail addressed to the Library Director, Library Manager, or Provost. Membership will be reinstated upon payment of fees.
- iii) Members terminating membership shall not be entitled to any rebate of membership fee.

## **2.7 Record of Membership**

- i) A record of members is maintained by the Membership Coordinator and is publicly available on the AAAL website.

# **3. Officers**

## **3.1 Executive Committee**

AAAL is governed by an Executive Committee comprising the Chair, Chair-Elect, Secretary/Treasurer, and Membership Coordinator.

## **3.2 Election of Executive Committee**

- i) Officers are elected from among individuals employed by institutional members in good standing, normally at an Annual General Meeting.

- ii) Elections for Executive Committee officers shall be held when an officer's term has ended or when a vacancy occurs.
- iii) The Nominations Committee shall solicit nominations 2 months prior to the expiry of an officer's term. If a vacancy occurs prior to the end of a term of office, the Nominations Committee shall solicit nominations in the interim for a vacant position, with an election held at either the Fall or Annual General Meeting.
- iv) The Nominations Committee will shortlist a slate of nominees that includes candidate names and brief statements of interest to be sent to each voting member at least two weeks before an election takes place.
- v) Should the Nominations Committee not receive any nominations for a vacant position, nominations will be accepted from the floor and nominees will provide a verbal statement of interest to the membership. Nominations will only be accepted from the floor if no nominations have been received prior to the meeting.
- vi) Voting for elections shall take place by secret ballot.
- vii) In the event of a tie vote, the Nominations Committee shall first conduct a recount of the ballots. Should the recount confirm a tied vote, balloting continues, retaining on the ballot all candidates who do not voluntarily withdraw.

### **3.3 Terms of Office**

- i) Officers shall take office at the close of the Annual General Meeting at which they are elected.
- ii) The Chair shall serve a one (1) year term with this year occurring in the year following a term as Chair-Elect.
- iii) The Chair-Elect shall serve a one (1) year term preceding a term to be served as Chair.
- iv) The Secretary/Treasurer shall serve a two (2) year term of office and may hold office for up to two consecutive terms.
- v) The Membership Coordinator shall serve a two (2) year term of office and may hold office for up to two consecutive terms.

### **3.4 Duties of the Officers**

- i. The duties of Executive Committee and other committees are described in *Appendix A: Responsibilities of AAAL Officers and Committees*.
- ii) The Executive Committee may establish standing committees and working groups from the membership to carry out specific duties as needed.
- ii) These duties may be modified from time to time by the AAAL membership as appropriate.

### **3.5 Resignation/Termination of Officers**

- i) A member of the Executive Committee may resign by providing 1 month's written notice to the Chair. The resignation takes effect no later than the end of the month's notice.
- ii) A member of the Executive Committee may not continue to serve on the Executive Committee if they cease to be employed at a member institution or if their institution ceases to be a member.
- ii) A member of the Executive Committee may be removed for just cause. Absence without regrets from 3 consecutive meetings constitutes just cause for removal from office. A Special Resolution for removal shall take place at any meeting of the members and must be passed by 75% (three-quarters) of the voting representatives.

### **3.6 Expenditures**

The Executive Committee may approve expenditures for AAAL to cover time-sensitive association-related expenses between meetings up to \$500. Expenses which exceed this limit shall be presented by the Executive Committee to voting representatives of member institutions for consideration in an email vote.

## **4. Standing Committees and Working Groups**

4.1 Standing committees and working groups shall nominate one of their members as Convenor. The Convenor will be responsible for liaising with the Executive Committee and shall attend meetings of the Executive Committee when requested.

### **4.2 Standing Committees**

- i) The duties of standing committees are described in *Appendix A Responsibilities of AAAL Officers and Committees*.

- ii) Committee members for all committees except the Nominations Committee are appointed by the Executive Committee following a call for volunteers led by the Chair-Elect. A balance of members from colleges, polytechnics, and universities from across the province is desired.
- iii) The Nominations Committee shall ordinarily be appointed and convened by the past Chair with each member serving a one (1) year term.
- iv) Committee members on committees other than the Nominations Committee shall serve 2-year terms. Terms may be renewed.

### **4.3 Working Groups**

A Working Group may be formed for a specific task and for a predetermined amount of time. Working groups will be discharged when their tasks are completed.

## **5. Meetings**

### **5.1 General and Special Meetings**

- i) AAAL shall hold an Annual General Meeting on or before May 30<sup>th</sup> each year. Notice shall be delivered to the members at least 14 days prior to the Annual General Meeting by the Chair via the AAAL listserv.
- ii) AAAL shall hold a Fall Meeting on or before December 30 in each year. Notice shall be delivered to the members at least 14 days prior to the Fall meeting by the Chair via the AAAL listserv.
- iii) Occasionally, the Chair may call special meetings of the association. Notice shall be delivered to the members at least 14 days prior to a special meeting by the Chair via the AAAL listserv.
- iv) Quorum at any meeting will consist of voting representatives from at least 50% of members in good standing.
- v) The following functions shall be performed at the Annual General Meeting, and at the Fall Meeting if required:
  - a) Receive reports from the officers of the Executive Committee, standing committees, and working groups (as applicable).
  - b) Elect the members of the Executive Committee (if applicable, every 2 years).

- c) Vote on the membership fees for the following year.
  - d) Receive and approve financial statements and auditor's reports.
  - e) Ratify and/or make amendments to the Bylaws.
  - f) Resolve any other business considered appropriate as brought before the meeting by the Executive Committee or voting representatives.
- vi) Minutes of all AAAL meetings shall be recorded by the Secretary/Treasurer and made available to the membership via the AAAL listserv and/or website.
  - vii) Where technology permits, members may attend meetings via remote means; however, voting may only take place in-person or by proxy.

## **5.2 Executive Committee Meetings**

- i) Meetings of the Executive Committee shall be held in person or by remote means as required, and shall be called by the Chair.
- ii) A quorum for any meeting of the Executive Committee shall consist of 3 executive officers.
- iii) Minutes of all Executive Committee meetings shall be recorded by the Secretary/Treasurer and made available to the Executive Committee.

## **6. Voting**

- i) Each institutional member must appoint a single representative, with the right to a single vote, at any meeting. The voting representative must be present, in person, at the meeting and may be any person employed by the member institution.
- ii) Institutional members are responsible for appointing a single voting representative, and for providing via mail or email the name of the representative to the Membership Coordinator not less than 7 days prior to each meeting. The voting representative for each institution will be asked to identify him or herself at the opening of each meeting.
- iii) In the event that an institutional member's designated voting representative is unable to attend and be present for voting, proxy voting may occur. An institutional member may appoint an employee from another institutional member as its voting proxy. Notification of such voting proxy authorization must be provided by mail or email to the Membership Coordinator by the requesting institution not less than 1 day in advance of a meeting.

- iv) The Chair may vote as an institutional member if appointed as its voting representative, or as the designated proxy by another institutional member. The Chair may only vote once in this capacity, and is not entitled to a second vote, even in the case of a tie.

## **7. Auditing**

- i) The books, accounts and records of AAAL shall be audited at least once each year by two volunteers from among the membership, neither of whom shall be officers. An audited financial statement shall be distributed at the Annual General meeting. The AAAL fiscal year shall be April 1<sup>st</sup> to March 31<sup>st</sup>.
- ii) The books and records of AAAL shall be available to all members at any time upon giving reasonable notice (at least 14 days) to the Secretary/Treasurer.

## **8. Finance**

- i) No officer or institutional member of AAAL shall receive any remuneration for his/her services. Any member of the Executive Committee shall receive such out of pocket expenses as approved by the Executive Committee. All out of pocket expenses shall be accounted for and reported to the AAAL membership at the Annual General Meeting.
- ii) All unbudgeted expenses shall be approved by the membership at any meeting.

## **9. Borrowing Powers**

For the purpose of carrying out its objectives, AAAL shall, upon special resolution of all voting representatives in good standing in attendance at a meeting, exercise its power to borrow or raise money.

## **10. Custody of the Seal**

The AAAL seal shall be in the custody of the Secretary/Treasurer. The seal will be affixed to the signature of the Chair and the Secretary/Treasurer.

## **11. Amendment of the By-laws**

Bylaws may be rescinded, amended or added to only by Special Resolution. Any member may propose such a Special Resolution by notifying the Executive Committee in writing. Amendments to the Bylaws may take place at any meeting provided the Chair has presented the Special Resolution and proposed amendments to all members in good standing at least 21 days prior to the meeting and a minimum of 75%

(three-quarters) of the voting representatives present vote in favour of the amendment(s).

## **12. Dissolution**

- i) AAAL 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.
- ii) Upon the dissolutions of AAAL, the Executive Committee 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 in Alberta with similar or related objectives.

## **13. Effect**

The AAAL Bylaws that were in force immediately prior to these bylaws coming into force are hereby repealed.