

Library Boards Association of Nova Scotia By-Laws to June 2016

LIBRARY BOARDS ASSOCIATION OF NOVA SCOTIA

By-laws

Article 1 - NAME

The name of this association shall be the Library Boards Association of Nova Scotia (hereinafter referred to as “LBANS” or “the Association”). [Agreed 18/04/2015]

Article II - ACTIVITIES

Section 1. The objectives of the Association are set forth in Article 2 of the Memorandum of Association (1978).

Section 2. In accordance with the Objectives in the Memorandum of Association, the Association shall pursue:

- the promotion of quality public library service,
- the provision of a forum for the exchange of ideas and the development of cooperation among all Regional Library Boards within the Province of Nova Scotia, and
- the presentation of opinion and advice to all bodies responsible for the provision or development of good library service in Nova Scotia.

Article III - MEMBERS

Section 1

Voting membership shall automatically be granted to all persons appointed to serve on a Regional Library Board in Nova Scotia, under the terms of the *Libraries Act*, R.S., C.254.

For greater clarity, in the minutes and proceedings of this Association, in other provinces' legislation and in the publications of the Canadian Library Trustees' Association, use of the word 'trustee' may be applied to appointees.

Section 2

Persons holding the office of Provincial Librarian will be granted *ex-officio* membership in the Association. Persons holding this membership shall not be eligible to vote or hold office. [Agreed 18/04/2015]

Section 3

All membership in the Association shall be contingent upon the member continuing to hold the appointment or position through which he or she became a member.

Section 4

Notwithstanding the above, an honorary membership may be conferred upon any person following the signed recommendation of one member, seconded by a second member and ratified by a three-fourths vote by ballot at the Annual General Meeting. An honorary member who is not a current appointee to a regional library board shall have none of the obligations of membership in the Association, but shall be entitled to all privileges except those of making motions, of voting and of holding office. [accepted in principle on 14/02/2015]

Section 5

There shall be no personal member fees or annual dues. In lieu of these assessments, each Regional Library Board shall pay annually a sum of not less than \$500. The Secretary-Treasurer shall notify each Regional Library Board of the amount before the end of the calendar year.

The Secretary-Treasurer will present a schedule of dues at each Annual General Meeting. A schedule of dues will be made available to each member of the Executive Committee in advance of the meeting.

Article IV - MEETINGS

Section 1

There shall be one regular meeting of the Association each year, known as the Annual General Meeting, normally to be held in conjunction with the Association's annual conference, unless otherwise ordered by the Association or the Executive Committee.

Section 2

The purpose of the Annual General Meeting shall be to receive reports from officers and committees, to elect officers and to conduct the business of the Association.

Section 3

Special meetings can be called by the President or by the Executive Committee, or upon the written request of ten members of the Association. The date, place, time and purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten days notice shall be given.

Section 4

Notice of meetings shall be distributed by the Executive Secretary at least ten (10) days in advance. Notice shall normally be given by electronic mail.

Section 5

Six voting members shall constitute a quorum.

Section 6

Minutes of meetings, whether general, executive or special, shall be prepared by the Executive Secretary under the direction of the Executive Committee. Copies of the approved minutes shall form part of the Records of the Association (Article VIII).

Article V - OFFICERS AND DIRECTORS

Section 1

The officers and directors of the Association shall represent each of the Regional Library Boards within the Province of Nova Scotia and shall be elected at the Annual General Meeting.

Section 2

The officers of the Association shall be a President, a Vice-President, the Past- President, and a Secretary-Treasurer. Every officer is also a Director of the Association. To be eligible for the office of President, a member must have served as a member of the Executive Committee for at least the preceding year. If the Past-President is not able or eligible to serve, the Annual General Meeting or, dependent on timing, the Executive Committee, shall appoint a trustee to serve in this capacity. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Association. All Regional Library Boards will be represented on the Executive Committee.

Section 3

The officers shall be elected at the Annual General Meeting, serve for two years, unless otherwise specified or until their successors are elected. Their term of office shall begin at the close of the Annual General Meeting at which they are elected.

Section 4

In addition to the officers of the Association, there will be five Directors. The term of each Director shall be for one year. -[wording agreed to in principle 22/11/2014]. Directors shall be elected from among the regional library board representatives of the Executive Committee who are not nominated as officers of the Association.

Section 5

No members shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 6

President:

- The president shall be elected for a two-year term.
- The President shall preside over all meetings of the Association and its Executive Committee, and has day-to-day supervision of Association affairs.
- The President shall ensure the compilation of agendas for all meetings.
- The President shall be *ex officio* a member of all committees except the Nominating and Auditing Committees.
- The President, or his or her designate on the Executive Committee, shall represent the Association on the Board of Directors of the Canadian Library Trustees Association.
- The President shall have custody of the Seal, if any, which may be affixed to any document as required by the Executive Committee.

Past President:

- The Past-President shall chair the Nominating Committee.
- The Past-President shall be a member of the Finance Committee.

Vice-President:

- The Vice-President shall be elected for a two-year term.
- The Vice-President shall perform the duties of the President when the President is absent.
- The Vice-President shall act as liaison member to the Atlantic Provinces Library Association.
- The Vice-President shall solicit nominations for the Library Boards Association of Nova Scotia Award.

Secretary-Treasurer:

- The Secretary-Treasurer shall be elected for a one-year term.
- The Secretary-Treasurer shall chair the Finance Committee and ensure the preparation of a budget for each fiscal year and other financial plans as required.
- The Secretary-Treasurer and/or Executive Secretary shall open a bank account with cheque-signing officers being any two of the President, the Vice-President, the Secretary-Treasurer, or the Executive Secretary.
- The Secretary-Treasurer shall be responsible for the approval of reimbursements for payment for legitimate expenses.
- The Secretary-Treasurer shall ensure that financial records are kept in accordance with generally- agreed accounting principles.
- The Secretary-Treasurer shall ensure that a financial statement is submitted for approval to the President and the Executive Committee at each meeting.
- The Secretary-Treasurer shall ensure that a yearly financial report is submitted to the Audit Committee.
- The Secretary-Treasurer shall ensure that the reports of the Association required under the Societies Act are filed within fourteen (14) days of the Annual General Meeting.
- The Secretary-Treasurer shall work with the Executive Secretary to ensure that the minutes of all meetings of the Association are taken and made available on a timely basis.

Director:

- Directors shall serve as members of the Executive Committee and on designated committees as required.

Article VI - THE EXECUTIVE COMMITTEE

Section 1

The officers and directors of the Association shall constitute the Executive Committee.

Section 2

The Executive Committee shall have general supervision of the affairs of the Association between its business meetings, shall fix the hour and place of meetings, will make recommendations to the Association and shall perform such other duties as specified in these By-Laws. In particular, the Executive Committee may engage an Executive Secretary and determine her/his duties, responsibilities and remuneration.

Section 3

The Executive Committee may acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property. It may use and apply such property to the realization of the activities of the Association.

The Executive Committee may buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the activities of the Association.

The Executive Committee may execute contracts, bills of exchange and other instruments, and documents on behalf of the Association. Between Annual General Meetings, such transactions must be approved by a majority vote of the Executive Committee. The Executive Committee may borrow money only if approved by a special resolution to members of the Association.

Section 4

The Executive Committee shall be subject to the orders of the Association and none of its acts shall conflict with any action taken by the Association.

In the case of emergency policy decisions made between meetings, the Executive Committee shall be promptly notified of such decisions. A motion to ratify these decisions shall constitute approval of actions taken or to be taken.

Section 5

Unless otherwise specified, a regular meeting of the Executive Committee shall be held prior to the Annual General Meeting of the Association. Special meetings of the Committee can be called by the President, or upon written request of three members of the Committee.

Section 6

Five members of the Executive Committee shall constitute a quorum.

Section 7

In the event that an officer resigns his or her office or ceases to be a member of a Regional Library Board, whereupon his or her office shall be vacated, a member of the Association may be appointed by the Executive Committee to fill the vacancy until the next Annual General Meeting. In the event that a Director resigns or ceases to be a member of a Regional Library Board, his or her Regional Library Board shall appoint a member to complete the term.

Section 8

Membership on the Executive Committee is voluntary and without salary. However, the reasonable expenses of members of the Executive Committee incurred by attendance at any meeting of the Association or when travelling to meetings as a representative of the Association shall be reimbursed from the general funds of the Association.

Article VII - COMMITTEES

Section 1

A Finance Committee, composed of the Secretary-Treasurer, the Past-President and one Director, shall be appointed by the Executive Committee. It shall be the duty of this Committee to prepare a budget for the coming year. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year. The fiscal year shall be from September 1 to August 31.

Section 2

An LBANS Conference Planning Committee, composed of one Director as Chair, members of the Executive Committee and a sub-committee for local arrangements, shall plan the program for the Association's annual Conference to coincide with the next Annual General Meeting. Should there be a joint conference with the Nova Scotia Library Association (NSLA), the Chair shall liaise with NSLA's conference planning committee.

Section 3

An Auditing Committee of two members of the Association shall be appointed by the Executive Committee following each Annual General Meeting. The duty of this Committee shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the subsequent Annual General Meeting. Officers of the Association shall not be appointed to this committee.

Section 4

A Nominating Committee, composed of the Past-President as Chair and two additional members, shall be appointed by the Executive Committee following each Annual General Meeting. It shall be the duty of the Nominating Committee to prepare a slate of officers to be proposed at the next Annual General Meeting.

Section 5

A Resolutions Committee of not more than five members shall be appointed by the Executive Committee following the Annual General Meeting, to hold office for a period of one year. It shall be the duty of the Resolutions Committee to accept and review resolutions for presentation to the Annual General Meeting.

Section 6

The Chair and Chiefs Committee will meet in an advisory capacity, as required. Each Regional Library Board shall have one vote, to be cast by the Board Chair, a designated trustee from that Board, or the C.E.O.

Section 7

Such other committees, standing or special, shall be appointed by the Executive Committee as the Association or the Executive Committee shall from time to time deem necessary to carry on the work of the Association.

Section 8

The Executive Committee shall have the power to hire staff if such position(s) has/have been included in the budget submitted to the Annual General Meeting.

Article VIII – RECORDS OF THE ASSOCIATION

Section 1

The records of the Association shall be maintained at the Registered Office. The records shall consist of minutes of all Annual General Meetings, Executive Committee meetings, and special meetings, together with the account books and records.

Section 2

Any member of the Association who wishes to consult the records may do so at the Registered Office, providing advance notice of the consultation is given and the timing of the consultation is mutually agreeable.

Article IX – THE SEAL OF THE ASSOCIATION

Although the Association does not currently have a seal, should the Association acquire one, it would be in the custody of the Secretary-Treasurer.

Article X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are not addressed by these By-Laws and any special rules of order the Association may adopt.

Article XI - AMENDMENT OF BY-LAWS

It shall be the duty of the Executive Committee to receive, discuss and recommend amendments to these by-laws. When the Executive Committee recommends any amendment, a copy will be sent to each regional library board, with a request to endorse the text as distributed. Should a 3/4 majority of regional library boards (seven of nine boards) vote to approve the recommendations, the changes will be considered passed.

A record of the voting on each amendment or set of amendments will be maintained by the Executive Committee and will be sent to the Registrar of Joint Stock Companies together with the special resolution respecting each amendment, as required under the *Societies Act* of Nova Scotia.

These By-laws shall be reviewed every five years, following the last change or update to their contents.