



TORONTO HEALTH LIBRARIES ASSOCIATION CONSTITUTION & BYLAWS

CONSTITUTION

Article I NAME

The name of the Association shall be the Toronto Health Libraries Association, hereinafter referred to as 'the Association.' The Association shall be a Chapter of the Canadian Health Libraries Association/Association des bibliothèques de la santé du Canada, hereinafter referred to as 'CHLA/ABSC.'

Article II OBJECTIVES

The objectives of the Association shall be:

- to promote the provision of quality library service to the health community in the greater Toronto area by fostering and stimulating health science libraries;
- to encourage communication and cooperation among its Members and to seek to advance their continuing education and professional development by any means at its disposal;
- to consult and collaborate with other professional, technical and scientific organizations in Toronto, in matters of mutual interest.

Article III EXTERNAL RELATIONS

The Association may, by resolution of the Executive Committee, enter into an arrangement of affiliation with any other organization 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 IV MEMBERSHIP

Section 1 Classes

- 1) The Association shall consist of Regular Members, Student Members, Retired Members and Honorary Members, and such other Classes of Membership as designated by the Executive Committee and approved at the Annual General Meeting of the Association.
- 2) Members shall be entitled to attend general meetings of the Association and to vote thereat, and shall be eligible for election to office in the Association. Members are also entitled to receive a copy of the Association's newsletter and membership Directory.

Section 2 Fees

- 1) Payments of the prescribed membership fees shall be deemed to cover membership in the Association for one membership year, which shall run from January 1st to December 31st.
- 2) The amounts prescribed as the appropriate membership fees may be altered by resolution of the Executive Committee without amendment of the Constitution, and shall subsequently be discussed and voted upon at the Annual General Meeting or by mail ballot (see also Article IX, Section 2).

Section 3 Termination of Membership

Membership in the Association shall terminate upon non-payment of membership fees after the expiration of five (5) months from the date due.

Article V EXECUTIVE COMMITTEE

Section 1 Officers

- 1) The business of the Association shall be conducted and managed by the Executive Committee. (See Article I of the Bylaws)
- 2) The Executive Committee shall consist of the following Officers:
 - i. the President
 - ii. the Vice-President/President Elect
 - iii. the Secretary
 - iv. the Treasurer
 - v. the Past President

of which (3) shall constitute a quorum.

- 3) All Officers of the Association shall be paid-up Members of both the Association and CHLA/ABSC, the latter to ensure the annual renewal of the Association's Chapter status with CHLA/ABSC.

Section 2 Terms of Office

- 1) The Vice-President/President-Elect (hereinafter called President-Elect) is expected to make a three-year commitment to the Association. The President-Elect shall initially be elected for one term of one membership year. The President-Elect shall assume the duties of the President for one term of one membership year at the end of the outgoing President's term of office. The President shall become the Past President upon the completion of one year in office. In the event of the resignation of the President during the term of office, the President-Elect shall assume the duties of the President for the remainder of that term.



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- 2) The Past President shall not be eligible to stand for office until one year after the completion of the term.
- 3) The Secretary and Treasurer shall be elected for one term of two years, and may elect to serve for a second consecutive term of office.
- 4) Executive Committee Members shall take office after the Annual General Meeting.
- 5) If a vacancy occurs in the Executive Committee, the Committee shall invite an eligible Member to serve out the elected term of office, except in the case of the President-Elect, for which vacancy an election shall be held within sixty (60) days.

Section 3 Duties of Officers

- 1) The President shall preside at all meetings of the Association and of its Executive Committee. In the absence of the President the duties of the office shall be performed by the President-Elect.
- 2) The President-Elect shall act in the absence of the President, assist the President in the performance of duties, act as Programme Coordinator and perform other duties as assigned by the Executive.
- 3) The Secretary shall keep a record in minutes of the proceedings of Association meetings and shall have custody of all books, records and papers of the Association, except such as shall be in the custody of other persons authorized to have possession by resolution of the Executive Committee.
- 4) The Treasurer shall supervise the collection of, and keep on deposit, the funds of the Association; keep full, correct and clear record of the financial transactions of the Association, supporting all disbursements with proper vouchers; see that the funds of the Association are disbursed as directed by the Executive Committee; prepare a statement and submit it to the Executive Committee for presentation at the Annual General Meeting of the Association; and, maintain a register of all the members of the association.

Section 4 Appointment of Committees

- 1) The Executive Committee shall have the power to appoint and terminate both standing and ad hoc committees (see Article II of the Bylaws).
- 2) Committee membership shall terminate at the end of the membership year unless otherwise stated in the committee's terms of reference or extended by the Executive Committee.

Article VI MEETINGS

Section 1 Annual General Meeting

The Annual General Meeting of the Association shall be held in the spring of each year upon a date fixed by the Executive Committee.

Section 2 General Meetings

Three (3) additional general meetings may be held each year.

Section 3 Special General Meetings

Special general meetings of the Association may be held at such times and places as may be decided upon by the Executive Committee. They shall be called upon a resolution passed by the majority vote of the Executive Committee, or by the President, or upon the request in writing of not less than ten (10) per cent of the Members of the Association.

Section 4 Notice of Meetings

- 1) The Secretary shall notify all Members, by a separate mailing or by publication in the Association's newsletter, of all upcoming meetings (to include agenda, place, date and time).
- 2) No omission to notify a Member nor the non-receipt of any such notice by a Member shall invalidate the proceedings of any meeting.

Section 5 Quorum

Fifteen (15) per cent of the membership shall constitute a quorum at any general meeting.

Section 6 Order of Business

- 1) The business transacted at any meeting of the Association may include:
 - i. the consideration and adoption of the minutes of the last meeting and of any subsequent special general meetings; and
 - ii. the reports of the Executive Officers where necessary.
- 2) The rules of order embodied in *Bourinot's rules of order* (latest edition) shall be used in the conduct of all meetings to the extent permitted by the Constitution and Bylaws of the Association. No failure to adhere to the rules of order shall invalidate the proceedings at any meeting.

Section 7 Resolutions

At a general meeting, a Member may offer a complex motion introducing a new item of business only if written copies have been distributed at or before the meeting to each Member present or by unanimous consent of Members present.



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Section 8 Voting

Any question proposed for the consideration of the membership at a meeting of the Members shall be determined by a majority of the votes cast by Members entitled to vote at such meeting. Each Member is entitled to one vote and the Chair presiding at any such meeting shall have the casting vote in the case of an equality of votes (see also Article X, Amendments to Constitution or Bylaws).

Article VII NOMINATIONS AND ELECTIONS

Section 1 Committee

The Executive Committee shall designate a Nominations and Elections Committee of not fewer than three (3) Members including the Past President who shall serve as Chair of the Committee. The Members of the Nominations and Elections Committee shall be ineligible for nomination to any elective position during their term of appointment.

Section 2 Nominations

- 1) The Committee shall request nominations in writing from all Members for such positions of Officers in the Association due to fall vacant at the next Annual General Meeting.
- 2) Valid nominations shall be sponsored by two (2) Members, shall be submitted in writing to the Committee, and shall include the nominee's written consent to stand for election.
- 3) The Committee shall make every reasonable effort to ensure that there is a contested election.
- 4) The Committee shall file with the Executive Committee the names of all valid nominations.

Section 3 Balloting

- 1) At least one (1) month prior to the Annual General Meeting, the Secretary shall cause a ballot to be prepared and distributed to each Member of the Association.
- 2) The Ballot shall be known as the Official Ballot, and shall contain all valid nominations for each Office. The Official Ballot shall be accompanied by short biographies of each nominee.

Section 4 Elections

- 1) The Official Ballots cast by the Members shall be received by the Committee by the day designated on the Official Ballot.
- 2) The 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 Committee, the Ballot shall be counted.
- 3) The Chair of the Committee shall be ineligible to vote unless there is a tie for any vacancy, in which case the Chair may cast the deciding vote.
- 4) The Nominees receiving the largest number of votes for each position shall be elected.
- 5) The Committee shall report the results of the election to the next Annual General Meeting.

Article VIII EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) legal signing Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Executive Committee shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

Article IX FISCAL YEAR, ACCOUNTS

Section 1 Fiscal Year

The Fiscal Year of the Association shall end on the thirty-first day of December.

Section 2 Collection of Membership Fees

Annual membership fees may be collected at any time during a fiscal year.

Section 3 Books and Records

The Executive Committee shall see that all necessary books and records of the Association, required by the Bylaws of the Association or by any applicable statute or law, are regularly and properly kept.



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Article X AMENDMENTS TO CONSTITUTION OR BYLAWS

Section I Amendments

Notice of proposed amendments recommended by the Executive Committee, or petitioned by a minimum of ten (10) per cent of the Members of the Association at least six (6) weeks before the start of the next Annual General Meeting, shall be sent to each Member at least one (1) month before the date of the meeting. The notice shall indicate the time and place of the next meeting where the proposed amendments will be discussed and voted upon.

Section 2 Majority

A two-thirds (2/3) majority vote of those in attendance shall be required to approve any amendment.

Article XI BYLAWS, RULES AND REGULATIONS

The Association may devise and give effect to such Bylaws, Rules or Regulations as may be requisite for its governance, provided they are consonant with the principles embodied in this Constitution.

Such Bylaws, Rules or Regulations shall be reviewed every three years and amended as necessary at the Annual General Meetings of the Association.

May, 2014



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BYLAWS, RULES AND REGULATIONS

Article I EXECUTIVE COMMITTEE

Section 1 Mail

The mailing address of the Association shall be that of the President, or a post office box rented for this purpose.

Section 2 Meetings

The Executive Committee shall meet at least once between each general meeting and hold a joint meeting of the outgoing and incoming Executive Committees soon after the Annual General Meeting. Not less than one (1) day's notice shall be given for meetings, except when all Officers are present and waive notice of calling a meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have the casting vote. Members may not miss more than three (3) consecutive meetings without just cause.

Section 3 Remuneration

Executive Committee Members shall receive no remuneration for acting as such, but shall be entitled to compensation for any reasonable expenses incurred by them upon submission of proof of such expenses within two (2) months of the incurrence of the expenses. For amounts over fifty (50) dollars, prior approval of the Executive Committee is required.

Section 4 Committees and Representatives

To assist with the execution of Association business, the Executive Committee shall appoint Committees and Representatives to any bodies deemed relevant to the Association's interests. The Executive Committee has the discretion to terminate these appointments. The Committees and Representatives shall act under the authority of the Executive Committee (see Article II, Section 2, of these Bylaws). The President may assign Executive Committee Members as Liaison Representatives to committees.

Section 5 Signing Authority

Legal signing Officers shall be the President and another Member of the Executive Committee as appointed by the Executive Committee.

Cheque signing Officers shall be the Treasurer and either the President or one other Member of the Executive Committee as appointed and authorized by the Executive Committee.

Section 6 CHLA/ABSC

The President shall ensure that the Association meets its requirements for CHLA/ABSC Chapter status, and ensure, wherever possible, that it has representation at each CHLA/ABSC Board Meeting. The Executive Committee shall annually appoint a Member to serve as correspondent to the CHLA/ABSC journal.

Section 7 Termination

Elected Officers may be removed from office for just cause after due process and by affirmative vote of two-thirds (2/3) of the Members of the Executive Committee.

Article II COMMITTEES

Section 1 Membership

Membership in committees shall be determined giving due regard to the interests and expertise of Members. Every attempt shall be made to involve as many Members of the Association as possible in committee work. Appointments and reappointments should take into account the necessary element of continuity and change.

Section 2 Reporting Structure

The work of all committees shall be under the charge of the Executive Committee. No committee may commit the Association to a policy without prior reference to and approval of the Executive Committee or the President on behalf of the Executive Committee.

Section 3 Terms of Reference

Terms of reference for all the committees are to be written and/or approved by the Executive Committee and constitute the following: purpose of the committee, membership and the appointment of Members and the Chair, reporting structure and the committee's objectives.

Section 4 Responsibilities

The minutes of each committee meeting shall be forwarded promptly to the President. Each committee Chair shall annually present a report of its activities to the President, at least thirty (30) days prior to the Annual General Meeting. All committee Chairs shall submit sample copies of all publications of the Association to the Executive Committee, prior to printing.



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Section 5 Termination

Termination dates for ad hoc and special committees and task forces will be stipulated at their inception in the terms of reference and may be extended by the Executive Committee where necessary.

May, 2014

Constitution Committee, 2013/14
Sheila Lacroix, Chair
Melanie Anderson
Kathryn Tippell-Smith