

# CONSTITUTION

The 2014 version

[https://thla.chla-absc.ca/wp-content/uploads/2015/02/ConsitutionRev\\_FinalDraft\\_Aug21\\_2014.pdf](https://thla.chla-absc.ca/wp-content/uploads/2015/02/ConsitutionRev_FinalDraft_Aug21_2014.pdf)

## 1. 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.'

## 2. Article II: Objectives

The objectives of the Association shall be:

- to promote the provision of quality information services to the health community in the greater Toronto area by fostering and stimulating health science libraries and other health information organizations;
- to encourage communication and cooperation among its Members and to seek to advance their continuing education, networking, 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.

## 3. 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.

## 4. Article IV: Membership

### a. Section 1 Terms and logistics

- i. Prospective members may register at any time to become active members of the Association. Registration shall be made possible on the Association's website, and by contacting the Secretary.
- ii. Members are contacted annually by email to verify their interest in remaining an active Member. At which time, they may cancel or renew their membership in the Association.

- iii. 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.

**b. Section 2 Fees**

- i. As of 2021, membership in the Association is available at no cost.
- ii. Members will opt-in to cover their fees for program registration or other voluntary fees as applicable based on cost-recovery circumstances for events, professional development, or other fee-based programming organized by the Association.

**5. Executive committee**

**a. Section 1 Officers**

- i. The business of the Association shall be conducted and managed by the Executive Committee. (See Article I of the Bylaws)
- ii. The Executive Committee shall consist of the following Officers, of which (3) shall constitute a quorum:
  - 1. the President
  - 2. the Vice-President/President Elect
  - 3. the Secretary
  - 4. the Web Manager
  - 5. the Past President
- iii. All Officers of the Association shall be paid-up Members of the CHLA/ABSC, the latter to ensure the annual renewal of the Association's Chapter status with CHLA/ABSC.

**b. Section 2 Terms of Office**

- i. 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.
- ii. The Past President shall not be eligible to stand for office until one year after the completion of the term.

- iii. The Secretary, Web Manager, and Treasurer (if applicable) shall be elected for one term of two years, and may elect to serve for a second consecutive term of office.
- iv. Executive Committee Members shall take office after the Annual General Meeting.
- v. 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.

**c. Section 3 Duties of Officers**

- i. 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.
- ii. 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.
- iii. The Past President shall be responsible for planning and recruiting nominations and elections for vacant positions.
- iv. 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.
- v. The Web Manager shall maintain the chapter website, and shall attend executive meetings. They shall also perform other duties, as required. The Web Manager will serve a two year term, with unlimited renewals at the agreement of the Executive Committee members and the appointee.
- vi. The Treasurer is a sunsetted position in 2022. If desirable or applicable to reinstate in the future, this role 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.

**d. Section 4 Appointment of Committees**

- i. The Executive Committee shall have the power to appoint and terminate both standing and ad hoc committees (see Article II of the Bylaws).
- ii. 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.

## **6. 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 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) percent of the Members of the Association.

### **Section 3 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 4 Quorum**

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

### **Section 5 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 6 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.

### **Section 7 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 a 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).

## **7. Article VII NOMINATIONS AND ELECTIONS**

### **Section 1 Committee**

The Past President shall be responsible for planning and recruiting Nominations and elections for vacant positions.

### **Section 2 Nominations**

1. The Past President 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 include the nominee's written consent to stand for election.
3. The Past President shall make every reasonable effort to ensure that there is a contested election.
4. The Past President 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 Executive 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 Past President shall be ineligible to vote unless there is a tie for any vacancy, in which case Past President 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 members immediately.

#### **8. 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.

#### **9. Article IX ACCOUNTS**

##### **Section 1 Fiscal Year**

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

##### **Section 2 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 including but not limited to:

- Collection of any fees to participate in programming
- Books and records

#### **10. Amendments to Constitution or Bylaws**

##### **Section 1 Amendment**

Notice of proposed amendments recommended by the Executive Committee, or petitioned by a minimum of ten (10) percent 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.

## **11. 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.

April, 2021

## **BYLAWS, RULES AND REGULATIONS**

### **1. Executive Committee**

#### **a. Shared Storage**

All the Executive documents will be stored in a shared web platform. Executive Committee members have access to this platform.

#### **b. Email**

Executive Committee Members shall use their own professional email addresses.

#### **c. Mail**

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

#### **d. 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.

**e. 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.

**f. Committees & 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 Section 2.b, of these Bylaws). The President may assign Executive Committee Members as Liaison Representatives to committees.

**g. 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 President or one other Member of the Executive Committee as appointed and authorized by the Executive Committee.

**h. 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 President is responsible to serve as correspondent to the CHLA/ABSC journal.

**i. 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.

**2. Committees**

**a. 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.

**b. 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.

**c. 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.

**d. 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.

**e. 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.

Constitution Committee, 2020/2021

Naz Torabi, Chair

Gurvinder Batra

Zack Osborne