



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

BE IT ENACTED as a By-Law of the **ONTARIO LIBRARY ASSOCIATION** hereinafter referred to as the "Association", as follows:

1. HEAD OFFICE

The head office of the Association and its divisions shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board of Directors of the Association may from time to time determine.

2. CORPORATE SEAL

The seal, an impression thereof is stamped in the margin hereof, shall be the Corporate Seal of the Association.

3. MEMBERSHIP

Membership shall consist of individuals and such corporations, associations, partnerships, and other legal entities that are interested in librarianship and in library and information service.

Members shall be classed as follows:

- a) Personal members
- b) Institutional members (libraries, associations and other interested organizations, institutions, or groups)
- c) Honorary Members (as defined by Board resolution)
- d) Associate members (individuals who do not earn their livelihood from the library field)
- e) Affiliate members (individuals who belong to specifically designated library organizations whose members are not within the mandate of the Association)

When a public library board joins the Ontario Library Boards' Association, the trustees of that library board shall become personal members of the OLA.

Division membership shall consist of such members of the Association who are in good standing. All members shall possess the following rights and privileges:

- The right to vote,



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

- The right to receive the official membership publications and communications of the Association or Division, and
- Such other benefits and services as the Association may establish.

In addition, personal members in good standing shall be eligible to hold elective office in the Association or Division and to serve on the committees, task forces, and action groups of the Association or Division.

Members may resign by submitting their resignation in writing, which shall be effective upon acceptance by the Board of Directors of the Association.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meetings of the members. Associations, partnerships, and other legal entities may vote through a duly authorized proxy.

The Executive Director of the Association of his/her admission as a member shall promptly inform each member.

The Board of Directors of the Association by a two-thirds (2/3) vote of those present at a meeting of the Board may suspend a member or reinstate a suspended member. Such suspension or reinstatement shall take place as determined by a resolution of the Board.

A member in good standing is one who may exercise all the usual rights of membership. A member loses good standing when the member is delinquent in dues or other financial obligations by the deadline set by the Association for payment. Good standing is restored when dues and financial obligations are paid in full. The member may also lose good standing if suspended from membership in the Association for any reason.

The association will maintain a policy defining the rights that a member may lose when placed not in good standing, but the rights lost, at a minimum, are the right to attend meetings, or to be represented by proxy at such meetings, and the right to run for office.

4. MEMBERSHIP FEES

Each member of the Association shall upon application pay the required membership fee to the Association. The membership fee shall be fixed by the Board of Directors of the Association from time to time and shall be approved by the members of the Association at the annual general meeting of the Association.

The Executive Director shall notify the members of the dues or fees at any time payable by them and if they are not paid within sixty (60) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association.



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

5. BOARD OF DIRECTORS

The legal responsibility for the affairs of the Association rests with the Board of Directors of the Association.

a) The composition of the Board of Directors shall be as follows:

- The President of the Association
- The Vice-President (President-Elect) of the Association
- The Treasurer of the Association
- The Past-President of each duly constituted division of the Association or designate.
- 3 Members-at-large

Provided that each of the foregoing is a personal member in good standing of the Association at the time of their election or appointment and throughout their term of office. The officers of the Association shall be the President, Vice President, the Treasurer, with the Secretary, ex-officio, without vote.

b) The Vice-President (President-Elect) of the Association shall serve the first year after election as Vice-President and the second year as President.

c) The Treasurer shall be elected for a two-year term.

d) The officers shall be elected by the members of the Association in the manner designated in this by-law, except the Secretary who shall be appointed by the Board upon the recommendation of the Executive Committee, provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.

e) The Divisions shall at the annual general meeting of the Association and following their respective annual general meetings submit the names of their Board representatives and their representative shall be deemed to be elected to the Board of Directors of the Association.

f) A member-at-large shall be elected annually for a three-year term.

6. DIVISIONS



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

The Board of Directors may, from time to time, constitute, by by-law, a Division of the Association, provided that the Division shall be 5% or more of the membership representing a specific sector of the Association.

- a) The affairs of any division shall be managed by the Council of the Division in a manner consistent with all provisions of By-law No. 1 except where specific exception has been made in a division's by-law and has been duly accepted by the annual general meeting of the division and of the Association.
- b) The composition of each Division Council shall be as set out in the Division by-law where such officers and councillors are personal members of the Association in good standing at the time of their election or appointment and throughout their term of office.
- c) The officers, other than the Executive Director or designate, shall be elected by the members of the division provided that in default of such election the then incumbents, being members of the Council shall hold office until their successors are elected or appointed. The Board of Directors of the Association shall appoint the Executive Director.
- d) The Vice-President (President-Elect) of the Division shall serve the first year after election as Vice-President, the second year as President, the third year as Past-President.
- e) No Division shall incur expenses on behalf of the Association, except as authorized by the Board of Directors of the Association. The authorization for incurring expenses may be included in the approval of the budget of the Division and may include authorization for Committees, Task Forces, or Action Groups established by the Division with the approval of the Board of Directors of the Association.
- f) A division may establish sections for groups of division members who share a service interest, a position level, or a common concern, all such sections to report to and be funded by the Division Council establishing the section.
- g) Upon the recommendation of a Division, the Association members may, at a General meeting, dissolve a Division by revoking the Division's by-law by a 2/3 vote.

7. COMMITTEES, TASK FORCES, AND ACTION GROUPS

The Board of Directors of the Association may, by resolution, establish such committees, task forces and action groups as may be necessary to carry out the objectives of the Association and its Divisions, and shall in the Resolution specify the name, terms of reference and structure of the Committee, Task Force or Action Group. Committees have responsibility for a specific program or function. Task Forces carry out time-limited tasks on a specific topic. Action groups



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

are groups of members who have requested responsibility for developing a limited program or activity on a topic of common interest.

- a) No Committee, Task Force, or Action Group shall incur expenses on behalf of the Association, except as authorized by the Board of Directors of the Association. In the case of Committees, Task Forces or Action Groups established by Divisions of the Association and which have been approved by the Board of Directors of the Association as in sub-paragraph (a), above, the authorization for incurring expenses may be included in the approval of the budget of the Division which has established the Committee, Task Force or Action Group.
- b) The President of the Association may establish task forces.

8. POWERS

The Board of Directors of the Association administers the affairs of the Association in all things and makes or causes to be made for the Association in its name and kind of contract which the Association may lawfully enter into and save as hereinafter provided, generally exercises all such other powers and does all such other acts and things as the Association in its Charter or otherwise is authorized to exercise and do.

Without any way derogating from the foregoing, the Board of Directors of the Association is expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, building and other property moveable or immovable, real or personal or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

However, the Board of Directors of the Association may not discontinue any scholarship, lecture, or other special purpose fund, which it has authorized on behalf of the Association, without the matter being submitted to a general meeting of the Association for consideration and approval.

Decisions of division councils are subject to the approval of the Board of Directors of the Association in all matters affecting the legal operation of the Association.

9. DUTIES OF PRESIDENTS



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

The President of the Association shall be the chief executive officer of the Association. The President shall sign all by-laws, minutes, and membership certificates and such further and other documents requiring certification.

The President of the Association shall be an officio member of all committees, task forces, and action groups of the Association and of the Council and Executive.

Committees of Divisions shall not be a member of an election's nomination committee.

The President of the Association shall preside over all meetings of the members of the Association, the Board of Directors, and the Executive Committee. During the absence or inability of the President, the Vice-President may exercise these duties and powers. In the event the President and Vice-President are absent or unable to preside, the members of the body present, provided a quorum is present, may elect, or appoint another to preside.

The President of a Division shall preside over all meetings of the members of the Division, the Council of the Division, and the Executive Committee of the Division. During the absence or inability of the President of the Division, these duties and powers may be exercised by the Vice-President (President-Elect) of the Division. In the event the President and Vice-President are absent or unable to preside, the members of the body present, provided a quorum is present, may elect, or appoint another to preside.

10. DUTIES OF VICE-PRESIDENTS

The Vice-President (President-Elect) of the Association shall, in the absence or inability of the President of the Association, perform the duties and exercise the powers of the President of the Association plus the Executive Committee of the Association may assign such other duties as to them. The Vice-President (President-Elect) of the Association shall represent the Association at the request of the President of the Association. During the absence of both the President of the Association and the Vice-President (President-Elect) of the Association, those directors present shall elect from their members a Chairperson for a meeting.

The Vice-President (President-Elect) of a Division shall in the absence or disability of the President of the Division, perform the duties and exercise the powers of the President of the Division plus such other duties as may be assigned by the Council of the Division. The Vice-President (President-Elect) shall represent the Division at the request of the President of the Division. During the absence of both the President of the Division and the Vice President (President-Elect) of the Division, those councillors present shall elect from their members a Chairperson for a meeting.



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

11. DUTIES OF TREASURERS

The Treasurer of the Association shall be responsible for the corporate funds and securities of the Association and shall account to the Executive Committee, the Board of Directors, and the members of the Association for all financial transactions of the Association. The Treasurer shall submit a statement respecting the financial affairs of the Association to each regularly scheduled meeting of the Board of Directors of the Association and from time to time as directed by the Council or Executive Committee of the Association. The Treasurer shall perform such other duties as may be assigned by the Board of Directors or Executive Committee of the Association.

The Treasurer of Division Council shall be responsible for those corporate funds and securities of the Association, which have been designated as the responsibility of the Division Council and shall account to the Board of Directors, Executive Committee, and members of the Association for all financial transactions of the Division. The Treasurer shall submit a statement respecting the financial affairs of the Division to each regularly scheduled meeting of the Division Council and from time to time as directed by the Board of Directors or Executive Committee of the Association. The Treasurer shall perform such other duties as may be assigned by the Council of the Division or the Board of Directors or Executive Committee of the Association.

12. DUTIES OF SECRETARIES

The Secretary of the Association shall be the Executive Director of the Board of Directors and Executive Committee of the Association. The Secretary shall attend all meetings of the Board of Directors and the Executive Committee of the Association and record all proceedings in the books kept for that purpose. The Secretary shall give all notice required to be given to the members and the councillors of the Association. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Association which shall be delivered up only when authorized by resolution of the Board of Directors of the Association to do so and to such person or persons as may be named in the Resolution and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors or Executive Committee of the Association.

The Secretary of a Division Council shall attend all meetings of the Division Council and record all proceedings in the books kept for that purpose; shall give all notices required to be given to the members and the councillors of the Division; shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Division and shall



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

perform such other duties as may from time to time be determined by the Division Council or the Board of Directors or Executive Committee of the Association.

Secretaries shall forward all notices of meeting, agendas, and minutes, the names of the members of committees and action groups to the Secretary of the Association.

13. DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall be the Secretary of the Board of Directors of the Association, of the Executive Committee of the Association and of all general and special meetings of the Association; be responsible for the operation of the Head Office of the Association; carry out the instructions of the Board of Directors and the Executive Committee of the Association; be an ex- officio, non-voting member of the Board, all Councils, committees, task forces and action groups of the Association and its Divisions.

14. EXECUTIVE COMMITTEE

The Executive Committee of the Association shall be composed of the officers of the Association.

During the intervals between the meetings of the Board of Directors of the Association, the Executive Committee of the Association shall possess and may exercise (subject to any regulations which the Board of Directors of the Association may from time to time impose) all the powers of the Board of Directors of the Association in the management and direction of the affairs and business of the Association (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee of the Association shall deem best for the interests of the Association and in all cases in which specific direction shall not have been given by the Board of Directors of the Association.

No business may be transacted by the Executive Committee of the Association except at a meeting of its members at which a quorum of the Executive Committee of the Association is present or in the alternative it may conduct its business by teleconference provided that a quorum is present, and all members can hear and respond to the discussion simultaneously.

The Executive Committee of the Association shall keep minutes of its meetings and they shall be submitted as soon as practicable to the Board of Directors of the Association for their information or action, as required.



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

15. QUORUM AND MEETINGS

A majority on any given Board or Council shall form a quorum for the transaction of business. Except as otherwise required by law, Board and Councils may hold their meetings at such place or places as they may from time to time determine. No formal notice of any such meeting shall be necessary if all Directors or Councillors are present or if those absent have signified their consent to the meeting being held in their absence.

The Executive Director on the direction in writing of three Directors or Councillors may formally call by the President or the Vice-President or meetings. Notice of such meetings and the agenda shall be delivered to each Director or Councillor not less than five days before the meeting is to take place or by regular mail not less than ten days before the meeting is to take place. The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

Where a day or days in any month or months for regular meetings at an hour be named, no notice need be sent. Meetings may also be held without notice immediately following the annual general meeting of the Association. Directors or Councillors may consider or transact any business at any meeting of the Board or Council. There shall be at least three meetings a year. The President shall act as Chairperson.

16. ERROR OR OMISSION IN NOTICE

No error or omission in giving of such notice of a meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Councillor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.

17. VOTING

Questions arising at any meeting of the Board, or any Council shall be decided by a majority of votes cast. Each voting member, including the Chairperson, shall have one vote. If demanded by any Director or Councilor present, a vote shall be taken by ballot or recorded vote, but if no demand were made, the vote shall be taken in the usual manner by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

17.a VOTING BY TELEPHONE OR ELECTRONIC MEANS

In addition to “voting by proxy”, the Board of Directors will accept voting by telephone or electronic means only if,

- a) A proxy has not been identified.
- b) The member cannot attend in person and no proxy has been identified.
- c) The member cannot attend in person because notice was not provided.

18. REMUNERATION OF COUNCILLORS

No members of any Board or Council shall receive any remuneration for acting as such; however, by resolution the Association may allow such justified expenses to Directors and Councillors for their attendance at Board, Council and Executive Committee meetings except those meetings held at substantially the same time and place as the annual general meeting of the Association.

19. NOMINATIONS AND ELECTIONS

The Board of Directors shall establish and appoint a Nominations and Elections committee to oversee and manage the nominations and elections process for office to the Board of Directors and Division Councils.

The Board of Directors shall maintain a policy and procedure for nominations and elections, and publish such policy and procedure for the members.

20. TENURE, VACANCIES

The members of the Association or Division may, by resolution passed by at least two-thirds of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any councilor before the expiration of their term of



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

office, and may by a majority of the votes cast at that meeting elect any personal member in good standing instead for the remainder of the term.

No person may hold the same office for more than two consecutive terms.

Vacancies on any Divisional Council however caused may, so long as a quorum of councillors remain in office, be filled by the Council by resolution from among the qualified personal members of the Association, if it shall see fit to do so. If there is not a quorum of Divisional Councillors, the Board of Directors of the Association shall appoint personal members to fill the vacancies.

21. ANNUAL AND OTHER MEETINGS OF MEMBERS

The Annual General Meetings of the Association and its Divisions shall be held at the Head Office of the Association or elsewhere as the Board of Directors of the Association may determine and on such day as the Board of Directors of the Association shall appoint.

The business transacted at the annual meeting shall include:

- Receipt of the agenda.
- Receipt of the minutes of the previous annual and subsequent special meetings.
- Report of the Board of Directors.
- Report from the Treasurer on the audited financial statements.
- Report of the auditor or person who has been appointed to conduct a review engagement.
- Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year.
- Report on Elections Committee (Election of Directors)

At Division Annual General Meetings, in addition to any other business that may be transacted, the report of the Council of the Division, the report of the Treasurer and the report of the Elections Committee shall be presented.

The Board of Directors of the Association or the President or Vice-President of the Association shall have the power to call at any time a special meeting of the members of the Association. No public notice nor advertisement of members' meeting, annual or special shall be required, but notice of the time and place of every such meeting shall be given to each member in the case of an Annual General Meeting ninety days before the time fixed for the holding of such meeting and in the case of a special meeting, thirty days prior to the date of such meeting.

A special meeting of the Association shall be called by the Board of Directors of the Association within sixty days of receipt of a written petition from 5 percent of personal members in good standing of the Association or by resolution duly passed by the Council of a Division or by



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

resolution duly passed at an Annual or other general meeting of the members of a Division requesting same to be held at such time and place as the Board of Directors of the Association shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Association at least thirty days prior to the meeting.

A special meeting of a Division shall be called by the Council of the Division within sixty days of receipt of a written petition from 5 percent of personal members in good standing of the Division requesting same to be held at such time and place as the Council of the Division shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Division at least thirty days prior to the meeting.

22. QUORUM OF MEMBERS

- a) At any annual general or special meeting of the Association a quorum shall be constituted when the lesser of
 - i. 100 members in good standing and entitled to vote are present in person or by proxy, or
 - ii. 5% of members in good standing and entitled to vote are present in person, electronically or represented by proxy. For clarity, an annual general or special meeting of the Association may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member participating in the meeting by those means is deemed to be present at the meeting.

If 15 minutes after the time appointed for the holding of any annual general or special meeting of members a quorum shall not be present the meeting shall be recessed for 15 minutes and after the reconvening, a quorum be not present, those members in good standing who are present in person or by proxy and entitled to vote shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

- b) At any general meeting of the Division, a quorum shall be constituted when the lesser of
 - i. 20 members in good standing and entitled to vote are present in person or by proxy, or
 - ii. 3 percent of the membership are present in person or represented by proxy at such meeting.

If 15 minutes after the time appointed for the holding of any annual general or special meeting of a Division a quorum shall not be present the meeting shall be recessed for 15 minutes and if



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

after the reconvening of such a meeting, a quorum be not present, those members in good standing who are present in person or by proxy and entitled to vote shall be deemed to be a quorum and may transact all business which a full quorum might have done.

23. VOTING OF MEMBERS

Subject to the Provisions, if any, contained in the Letters Patent of the Association, each member of the Association shall at all meetings of members be entitled to one vote and may carry proxies. Such proxy need not be a member but before voting shall produce and deposit with the Executive Director sufficient appointment in writing from the proxy-giver. No member shall be entitled to vote at meetings of the Association unless that member has paid all dues or fees, if any.

At all meetings of members every question shall be decided by a majority of votes of the members present in person, electronically or represented by proxy unless otherwise required by the by-laws of the Association or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any fifty members. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes cast by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct. At any meeting attended in whole or in part electronically, a poll will be required. The result of such poll shall be deemed the decision of the Association in annual general or special meeting upon the matter in question.

24. ERROR OR OMISSION IN NOTICE - MEETINGS OF MEMBERS

No error or omission in giving notice of any annual general or special meeting or any adjourned meeting, whether annual general or special meeting of the members of the Association or its Divisions shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

25. ADJOURNMENTS

Any meetings of the Association or of the Board of Directors of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any adjournment. Such adjournment may be made notwithstanding that no quorum is present.

26. FINANCIAL YEAR

Board of Directors of the Association shall determine the fiscal year of the Association and its Divisions.

27. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts, and engagements on behalf of the Association shall be signed by the President or Vice-President of the Association and the Executive Director of the Association, and the Executive Director shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, the Vice-President or Treasurer of the Association, the Executive Director, or by any other person authorized by the Board of Directors of the Association.

The President, the Vice-President, the Treasurer or the Executive Director of the Association or any one of them or any person or persons from time to time designated by the Board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds, or other securities from time to time transferred to the Association and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute, deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Association.



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors of the Association may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

28. BOOKS AND RECORDS

The Board of Directors of the Association shall ensure that all necessary books and records of the Association required by the by-laws of the Association or by the applicable statute or law are regularly and properly kept.

29. CHEQUES, ETC.

All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors of the Association and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases or verification slips.

30. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board of Directors of the Association. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Association signed by such officer or officers, agent or agents of the Association and in such manner, as shall from time to time be determined by resolution of the Board of Directors of the Association and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of



:. ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

the Board of Directors of the Association, shall be fully protected in acting in accordance with the directions of the Board of Directors of the Association and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

31. BORROWING

The Board of Directors of the Association may from time to time:

- a) Borrow money on the credit of the Association; or
- b) Issue, sell or pledge securities of the Association; or
- c) Charge, mortgage, hypothecate or pledge all or any other real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

32. NOTICE

Whenever under the provisions of the by-laws of the Association notice is required to be given, the delivery methods for notice of meetings, and the distribution of agendas and agenda material for all meetings of the Association and the Divisions, shall be by regular postal mail, electronic mail, facsimile, courier, or other electronic means or a combination of these methods.

A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox, or if faxed or emailed shall be held to be sent at the time indicated on the hard copy of the facsimile transmission or of the email copy. For sending any notice the postal address, fax number or email address of any member of the Association shall be the last address as recorded in the books of the Association. Publication of notices in the Association's newsletter shall be considered sufficient to fulfill the requirements of notice by mail. Notice may be given by any of the methods described in this section or by any combination of the methods permitted.

33. INTERPRETATION

In this by-law and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall



∴ ontario library association

By-law Number: 1	Type: Board Governance
Approved: June 9, 2017 Revision: February 23, 2023,	Date for Review: When required

include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

34. AMENDMENTS

This by-law may be amended at the Annual General Meeting of the Association provided that any proposed amendment has been sent to each member at least one month before the meeting.

When a motion for amendment is placed before the meeting, two-thirds (2/3) of the members present or deemed present shall vote in favour of the amendment for it to be adopted.

35. RESOLUTIONS

Resolutions, other than amendments to by-laws, may be submitted for consideration at an annual general meeting of members. Such resolutions shall be submitted to head office at least 30 days prior to the meeting. Two personal members of the Association or the President of a Division or Vice-President of a Division must sign resolutions.

Properly submitted resolutions shall be sent to all members 7 days before the annual general meeting of members in accordance with the usual delivery methods of the Association when giving notice of the annual general meeting, provided they have been submitted by the 30-day deadline. Resolutions submitted late shall only be briefly considered, but not acted upon, other than to refer them to the Board of Directors for their consideration.