

Bylaws of the Nova Scotia Library Association
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Article I – **NAME**

The name of this organization shall be the Nova Scotia Library Association.

Article II – **PURPOSE**

The purpose of this Association will be to facilitate the exchange of ideas, and to promote a forum for the discussion of issues among people concerned with library and information services in Nova Scotia.

Article III – **MEMBERSHIP**

Section 1: Membership in the Association is available on payment of a fee recommended by the membership committee, set by the Board of Directors and approved by the membership.

Section 2: The Nova Scotia Library Association recognizes the following membership classifications:

- a) personal
- b) institutional
- c) student
- d) honorary

Section 3: In addition to voting at general meetings of the Association, personal, student and honorary members are entitled to all publications of the Association including the NSLA newsletter, and the right of attendance at all general meetings and workshops of the Association at membership rates.

Institutional members receive one vote at general meetings of the Association, and all other privileges of other classifications for two of their employees.

To remain in good standing, personal, institutional, and student members must make dues payment within three months of membership expiry.

Article IV – **OFFICERS**

Section 1: There shall be an Executive Committee consisting of the President, Vice President, who shall be President Elect, Secretary and Treasurer.

Section 2:

(a) Duties:

President – To preside over and conduct meetings; to act as ex officio member of all committees, excluding nominations. Position of President shall be a two year term.

Vice-President – To preside over and conduct meetings in the absence of the President and to act as President Elect of the Association. Position of Vice-President shall be a two year term.

Treasurer – To keep and maintain the financial records of the organization, prepare the budget and prepare an annual financial statement for submission to the Financial Examiner in time for distribution at the annual meeting. The Treasurer shall sign all cheques which shall be co-signed by the President or Vice President. Position of treasurer shall be a 2 year term.

Secretary – To record attendance and take the minutes of all meetings, to keep a list of the time and place of meetings, and to conduct the correspondence of the Association.

(b) The Executive Committee is responsible for the day to day management of the Association between general meetings.

(c) At Executive Committee meetings, a majority of the Executive Committee constitutes a quorum.

Article V – **BOARD OF DIRECTORS**

Section 1: There shall be a Board of Directors consisting of the Executive Committee and at least six other members. These other members are to come from among the conveners of the Standing Committees and the immediate Past-President.

Section 2: The Board of Directors shall serve as an advisory body to the Executive Committee.

Section 3: Vacancies occurring on the Executive Committee may be filled by a majority vote of the Executive Committee and must be ratified at the next regular meeting of the Board of Directors.

Section 4: In the event of any other vacancies, the Nominating Committee will propose replacements for approval, by the Board of Directors.

Section 5: Notification of any vacancies filled by the Executive Committee or the Board of Directors shall be published in or with the next issue of NSLA Newsletter.

Section 6: Members of the Board of Directors are expected to attend quarterly board meetings. Any board member who is unable to attend a quarterly meeting is expected to submit a written report in advance of the meeting. If a board member misses two consecutive quarterly meetings and has not submitted written reports in lieu of attendance, the Board of Directors may choose to vote to remove that person from the Board.

Article VI – **COMMITTEES**

Section 1: There shall be the following standing committees:

- BYLAWS – Purpose to review all matters relating to the Bylaws of the Association.
- NEWSLETTER – Purpose to prepare a newsletter to keep members posted on activities of the Association.
- NOMINATING – Purpose to prepare a slate of officers to be voted upon at the annual meeting. It shall invite nominations from the members for this purpose.
- MEMBERSHIP – Purpose to find new members and to assist the Board of Directors on all membership matters.
- PROGRAM – Purpose to coordinate program planning for the general meetings.

- PUBLIC RELATIONS & PROMOTIONS: Purpose to publicize and promote the aims and activities of the Association to the library community and the general public..
- WEBSITE – To maintain association’s website and investigate new technology of benefit to the organization. of the Association to the library community and the general public.
- PROFESSIONAL DEVELOPMENT – Purpose to coordinate opportunities for continuing education for NSLA members and to act as the association’s representative on the Partnership’s Education Committee.

Section 2: Special committees may be formed as considered necessary by the general membership or the Executive Committee.

Section 3: Committees shall consist of an elected convener and as many other members of the Association as deemed necessary by the convener. Where members are not named by the general membership the convener shall make the necessary appointments.

Section 4: The Newsletter convener and Website convener may, by arrangement with the Executive Committee, serve in these positions without performing as members of the Board.

Article VII – **MEETINGS**

Section 1: The Association shall hold at least one meeting within 3 months of the fiscal year end that shall be the Annual General Meeting.

Section 2: At the annual general meeting, a quorum shall be those members present.

Section 3: Meetings of the Board of Directors will take place quarterly, with the final meeting of the year taking place immediately preceding the Annual General Meeting.

Section 4: At meetings of the Board of Directors, a majority of the Board of Directors constitutes a quorum.

Section 5: Special meetings may be called by the President, the Executive Committee, or by any member of the Board of Directors at the request of

ten members. No business shall be transacted except that mentioned in the notice of call. Notification of the meeting must be sent to the membership at least ten days in advance of the meeting. Publication to the NSLA list will serve as appropriate notification.

Section 6: At special meetings of the Association, a quorum shall be those members present.

Section 7: The Board of Directors and Committees may hold meetings by electronic means provided that all members of the Board or Committee consent. All such meetings may be conducted in accordance with established NSLA procedures.

Section 8: If an issue must be addressed before the next scheduled quarterly board meeting, the President or Vice-President may ask the board members to vote via email. An email vote request must be limited to a single issue. The President or Vice-President will introduce the topic and provide relevant information, asking respondents to reply to all members of the board. If three or more members of the Board of Directors object, the issue shall not be decided by e-mail.

Board members will be given time to discuss. If a motion is moved and seconded, the President or Vice-President shall set a deadline for voting. Voting is to be by e-mail to the NSLA Board mailing list. Prior to the deadline, discussion may continue and a director may change their vote. Only the most recent vote cast by any Director shall be counted. The President or Vice-President will attempt to contact by phone any board members who do not respond by the deadline.

The quorum for an electronic vote shall be the same as for a Meeting of the Board of Directors. Any email voting request, and all actions agreed to, must be listed as an agenda item at the next regular board meeting and recorded in the Minutes.

Article VIII – **FISCAL YEAR**

The fiscal year of the Association is from September 1 to August 31.

Article IX – **ELECTIONS**

Section 1: The Nominating Committee shall present its proposed slate of officers and committee conveners to the voting membership, in writing, at least two weeks before the annual meeting. Publication in the NSLA Newsletter and posting to the NSLA listserv shall constitute written notification.

Section 2: Additional nominations may be made from the floor for any position except that of Past-President provided that the written consent of the nominee has been received by the Secretary of the Association.

Section 3: Officers and committee conveners shall be elected by a majority vote of the voting members at the annual meeting.

Section 4: All officers and committee conveners and appointees to the Board of Directors must be members of the Association in good standing. No person may serve more than four consecutive years in the same Executive Committee office. Partial years in office shall be counted as full years if six or more months were served. No person shall serve in more than one office at the same time unless it is necessary to fill a position that has been vacant for two months or longer and neither position is on the Executive Committee

Section 5: Financial Examiner

At the annual general meeting of even numbered years, the membership shall elect for a two year term one of their members who is not a member of the Board of Directors of the Association to examine and report on the completeness and accuracy of the financial records of the Association at the conclusion of the fiscal year.

This report shall be made to each annual meeting before the financial statement is accepted. In exchange for examining the financial records, this member shall be entitled to free membership for two years, as well as free conference registration for the corresponding two year period.

In the event that there is a vacancy in the financial examiner position at a time other than the annual general meeting election, the nominating committee will be responsible for notifying the general membership. The nominating committee will also present the membership with a candidate for the position and put out a call for other nominations for the remaining term with a specified closing date. Upon closing of nominations, if there is

only one candidate that candidate shall be declared financial examiner for the remaining term by acclamation. If there is more than one candidate, a vote from the membership will be called for. The voting may take place at a special meeting of the membership or electronically. Electronic voting will follow this process:

- The President or Vice President will ask the membership to vote for their choice of candidate for the position by email.
- A closing date for voting will be identified in the email.
- Quorum shall be those members responding.
- The email voting request will be listed as an agenda item at the next board meeting and the outcome recorded in the minutes.

Article X - **AMENDMENTS**

Amendments to these Bylaws may only be made by a Special Resolution which must be passed by not less than three quarters of the members present at a meeting of the general membership. Notification in writing must be given to each voting member at least two weeks before the meeting at which the voting is to take place. Publication in the NSLA Newsletter and posting to the NSLA list shall constitute written notification.

Article XI - **PARLIAMENTARY AUTHORITY**

The latest edition of "The Standard Code of Parliamentary Procedure," when not in conflict with these bylaws, shall govern the proceedings of the Association.

Article XII - **STANDING ORDERS**

General or special meetings of the Association may authorize Standing Orders of the Association relative to any matter of procedure or organization of the Association not otherwise dealt with or inconsistent with the Societies Act (Province of Nova Scotia) or the Bylaws of the Association. Standing Orders may be implemented by ordinary motion or resolution and shall remain in force until expressly amended or repealed.

Every motion or resolution to implement a standing order shall be expressly designated as such. The Standing Orders of the Association shall be consecutively numbered and copies of those in force from time to time shall be available to all members on the NSLA webpage.

Article XIII - **CONFLICT OF INTEREST**

Section 1: Directors are in a conflict of interest when they, a member of their family, or an organization in which they are in a position of responsibility, would benefit from the Directors' performance of their duties.

Section 2: Directors who are in a conflict of interest shall recuse themselves from any discussion or vote on the matter. This section does not apply when all Directors would be required to recuse themselves because of the broad nature of the matter under consideration.

Section 3: If Directors are unsure if they are in a conflict of interest, they shall consult the Board of Directors before the matter is considered.

Section 4: Directors who recuse themselves from consideration of a matter are counted toward the quorum during the consideration of that matter.

Article XIV - **DISSOLUTION**

In the event of the winding up, or the dissolution of, the Association, the Board of Directors and/or the Trustees charged with the winding up or dissolution shall, after paying all debts and liabilities of the Association, distribute the remaining assets to such non-profit organizations in Canada as the Board or Trustees shall in absolute discretion decide.