

# Ex Libris Constitution and Bylaws

The Ex Libris Association is the Canadian national association mostly for persons whose careers are or have been in libraries and information centres, archives, publishing, and related areas. The Association has members from across Canada, from St. John's to Victoria.

## The Ex Libris Association objectives are:

- To keep members informed on current developments and serve as a voice on important library-related issues;
- To connect retired information professionals with other like-minded retirees through educational and social activities such as speakers and tours;
- To be informed about issues of concern to libraries and archives and support relevant agencies doing advocacy on these issues where appropriate;
- To publish a Newsletter and maintain a social networking presence: a) to inform members of activities of individuals and institutions in the field of librarianship; b) to discuss issues concerning libraries and librarians; c) to discuss issues concerning libraries and librarians; d) to record matters of interest in the history and development of libraries and the library profession.
- To provide a forum for individuals interested in the history of Canadian librarianship;
- To identify materials related to library history in Canada which are not at present preserved by any other organization;
- To encourage persons and institutions possessing archival materials related to library history in Canada to preserve and publicize their holdings;

## The Ex Libris Association bylaws are:

### Article I. NAME.

The name of this organization is Ex Libris Association (ELA).

### Article II. PURPOSE.

To provide a forum for those interested in the history of and contemporary issues in Canadian information services, including Canadian libraries, archives and publishing; to promote collection, preservation and accessibility of archival materials relating to Canadian library history; to serve as a voice for its members.

### Article III. MEMBERSHIP.

Section 1. Membership. The Board of Directors shall prescribe procedures for application for membership. The Board of Directors shall have the power to terminate membership, as set forth in Section 4.

Section 2. Regular Membership. While ELA is primarily composed of retired librarians and library technicians, regular membership in ELA is open to all who support its purpose. Regular membership shall be available to any individual who has successfully applied and has paid the currently stipulated regular membership dues or has been awarded a complimentary membership. A regular member in good standing shall have all the privileges of membership, as established by the Board of Directors, including the right to vote and to hold office in the Association. Free life memberships shall be awarded to any member over 90 years of age. Those members who became life members shall retain their membership privileges indefinitely.

Section 3. Institutional Membership. Institutional membership shall be available to any organization, firm, association or other institution interested in forwarding the purpose and programs of ELA. The Board of Directors shall prescribe the application form, the dues and the privileges of institutional members. Each institutional member shall designate a representative who shall be the recipient of communications from ELA.

Section 4. Termination of Membership. Membership in ELA may be terminated when continuation is deemed detrimental to the interests of the Association, effective at the end of the membership year, by a two-thirds vote of the entire voting membership of the Board of Directors. The member so terminated may request and obtain a review of termination by the Board of Directors prior to the effective date of the termination. Continuation or termination of membership shall be by two-thirds vote of the entire voting membership of the Board of Directors.

Section 5. Membership year. Membership shall be for the calendar year.

#### **Article IV. OFFICERS.**

Section 1. Officers and Their Duties. Only regular members shall have the right to hold office. The officers of the Association shall be the President, the President-Elect, the immediate Past-President, the Treasurer, the Recording and Correspondence Secretary, the Membership Secretary. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association. The President, President-Elect, and Past President will assume their roles on 1 January of the next calendar year and serve for a minimum of two years. The remaining officers elected shall assume offices on 1 January of the next calendar year and serve for one year or until their successors are elected.

Section 2. Voting. In any contested election a plurality of votes will decide the winner. In any case of a tied vote the winner will be determined by lot, drawn by the tellers (vote-counters).

Section 3. Vacancies in Office. If a vacancy occurs in any office, the Board of Directors may appoint a regular member of the Association to fill the vacancy for the unexpired term. A member so appointed shall be eligible for nomination at the completion of the unexpired term.

#### **Article V. BOARD OF DIRECTORS.**

Section 1. Composition. The Board of Directors shall consist of no more than 15 Directors and shall include the Officers of the Association. The Officers of the Association, including the Directors, shall constitute the voting members of the Board of Directors. The Archivist and chairs of standing committees shall be a member of the Board. Board members elected shall assume offices on 1 January of the next calendar year and serve for two years or until their successors are elected.

Section 2. Duties and Powers. The Board of Directors shall exercise general supervision of the affairs of the Association in between annual meetings and perform such duties as are specified in these Bylaws.

Section 3. Board Meetings. The Board shall meet at least twice a year in the spring and fall. It may meet at the conclusion of the annual meeting at the call of the President.

Section 4. Quorum: 50% + 1 of the voting members of the Board shall constitute the quorum.

Section 5. Electronic Meetings. Meetings of the Board of Directors and Committees may be held in-person or virtually through digital meeting platforms or in hybrid (virtual or in-person) providing that all members may fully participate by hearing each other, speaking and voting. The procedure for holding electronic meetings shall be established and published by the Board of Directors.

Section 6. Action Taken Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meeting of Directors. Such consents shall be treated for all purposes as a vote at a meeting. The term "in writing" shall include communications by electronic mail (e-mail) or on the Google Drive.

## **ARTICLE VI. NOMINATING COMMITTEE.**

Section 1. Method of Selection. The Nominating Committee shall consist of three members including the immediate Past President, who shall be the Committee Chair. If the Past President is unable to serve the President shall appoint as Chair another Board member.

Section 2. Nominations. The Nominating Committee shall nominate candidates for the offices to be filled at the Annual Meeting. Additional nominations from the floor shall be permitted. All nominees shall confirm in writing their willingness to serve if elected.

## **Article VII. COMMITTEES.**

Section 1. Membership of Committees. There shall be a Nominating Committee and such other Standing and Special Committees as the Board of Directors shall establish to carry on the work of the Association. The President shall be an ex-officio member of all Committees except the Nominating Committee. All members of ELA Committees shall be regular members of the Association except by authorization of the Board of Directors.

Section 2. Committee Reports. A list of all Standing and Special Committees, their members and their duties shall be presented by the Board of Directors to the members for information at the Annual Meeting together with the annual report of each Committee.

## **Article VIII. MEETINGS.**

Section 1. Annual Meetings. There shall be an annual meeting of members of the Association held at a place and time within the first six months of the fiscal year as determined by the Board of Directors. This meeting may be held in-person or virtually through digital meeting platforms or in hybrid (virtual and in-person) providing that all members may fully participate by hearing each other, speaking, and

voting. This meeting shall be for the purpose of electing officers, receiving reports of officers and Committees and for any other business that may arise. Fifteen voting members shall constitute the quorum.

Section 2. Special Meetings. A special meeting may be called by a majority vote of the Board of Directors. Such meetings may be held in-person through digital meeting platforms or in hybrid (virtual and in-person) providing that all members may fully participate by hearing each other, speaking and voting. As in V.6 above, such meetings could be conducted by email if time is short and gathering all members for a meeting proves impossible.

Section 3. Open Meetings. All meetings of the Board of Directors and of its Committees shall be open to regular members except when the meeting goes into a closed or in camera session.

## **Article IX. PARLIAMENTARY AUTHORITY.**

The current edition of Meeting Procedures: Parliamentary Law and Rules of Order for the 21st Century (2003) by James Lochrie shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## **Article X. AMENDMENT OF THE BYLAWS AND EDITORIAL CHANGES.**

Section 1. These Bylaws may be amended at any meeting of the Association by a two-thirds vote, provided that the amendment has been submitted in writing to the members at least four weeks ahead of the meeting.

Section 2. The Board of Directors may make such editorial changes in the Bylaws as do not change their substance and meaning. These changes shall take effect upon such action and reported to the members on the Association Web site and in the next issue of ELAN.

## **Article XI. DISSOLUTION.**

If the Ex Libris Association is wound up, any monies remaining after expenses are paid shall be dispersed to an appropriate charity as determined by the Board by the time of dissolution.

*Approved at the Annual General Meeting, November 6, 1986 and amended at the Annual General meetings in 1987, 1990, 2000, and 2010. Amended at the Annual General Meeting, November 6, 2023 and at a special meeting held on March 5, 2024.*

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