

SECTION 3

Articles and Bylaws

Contains:

Articles of Continuance

Classes of Membership

Bylaws

SLA Articles of Continuance and Bylaws

Articles of Continuance

The Saskatchewan Library Association (SLA) is a voluntary, non-profit, charitable membership corporation composed of individuals and institutions sharing a common interest in the objects of the Association. The SLA was originally incorporated on March 23, 1965, as a society under *The Societies Act*. When this Act was repealed and replaced by *The Non-profit Corporations Act* in 1979, the SLA was required to “continue” under the new legislation. Articles of Continuance were filed with the Corporations Branch in 1981 for this purpose, and are deemed by clause 174(4)(b) of *The Non-profit Corporations Act, 1995* to be “Articles of Incorporation”.

Articles of Incorporation set out the fundamental features of the non-profit corporation and cannot be changed except by a two-thirds majority of the membership voting at a special meeting called for the purpose in accordance with the provisions of the Act relating to fundamental change.

The Act permits the directors of a non-profit corporation to make and amend bylaws that are consistent with the Act, subject to the approval of the membership at an AGM.

ARTICLES

1. Name of Corporation: Saskatchewan Library Association
2. The municipality in which the registered office is to be situated: City of Regina
3. Classes of membership: outlined in Schedule 1.
4. Right, if any, to transfer membership interest: None, except in the case of institutional members where the voting delegate may be changed after due notice has been given as prescribed in Schedule 1, Section 4.
5. Number of (minimum and maximum number) Directors: Not fewer than 3 directors, at least two of whom are not officers or employees of the corporation or its affiliates and not more than 15.
6. The corporation is a ___membership corporation ___X___ or a charitable corporation.
7. Restrictions, if any, on activities the corporation may carry on or on the powers the corporation may exercise: The activities of the corporation are restricted to those in furtherance of the following object(s):
 - To provide workshops and seminars on continuing education for library staff
 - To educate people on the importance of libraries in their communities
 - To educate people on the cultural development of the province

In furtherance of the above objectives the Association will:

- Identify and respond to issues and situations that affect library staff and libraries
- Promote communication and cooperation among libraries in the province of Saskatchewan
- Promote high literacy levels among Saskatchewan children
- To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and exercise of the powers of the association

8. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation: After all debts and liabilities of the Association have been paid the remaining assets shall be distributed to a registered Canadian Charity or another qualified donee described in paragraph 149.1(1) of the *Income Tax Act* as may be decided upon by the Association in a general meeting provided that the qualified donee also meets with the requirements of Subsection 209(5) of *The Non-profit Corporations Act, 1995.*”

9. Other provisions, if any:
None

Articles – Schedule 1 Classes of Membership

There shall be the following classes of membership:

1. Individual members, with power to vote, shall include anyone interested in library service in Saskatchewan, who may become members of the Association after application for individual membership and payment of the prescribed annual fee.
2. Honourary Life memberships shall be awarded upon recommendation of the Board of Directors. Recipients shall not be required to pay a membership fee, may hold office, shall be eligible to vote, and may serve on Committees of the Association. Previously paid Life Members will be included in this class.
3. Institutional membership shall be available to libraries or other institutions or organizations interested in the objectives of the Association upon application for membership and payment of the prescribed annual fee. Each institutional member must nominate, by notice sent in writing to the Treasurer of the Association, a delegate to represent it at meetings of the Association. This delegate has the right to vote as a voting member with all the rights of an individual member, but the delegate may not be changed except after written notice of such change has been sent to and received by the Treasurer of the Association.
4. Associate membership shall be extended to individual members of other Provincial Library and cultural organizations approved by the Associations’ membership at a general meeting. Upon application and payment of a prescribed annual fee such members shall receive the Association’s member communications and member rates

at conferences. They are not eligible to vote or hold office, but may participate on committees of the Association.

5. Reciprocal membership may be extended to other volunteer associations that substantially share the goals and objectives of the Saskatchewan Library Association. The Board of Directors enters into a mutual exchange with the reciprocal organization upon the approval of both groups. The President, or delegate, of each reciprocal group may attend each other's meeting as non-voting observers, participate on committees, issue joint briefs or endorse each other's positions. There is to be no membership fee for such exchange. The Board of Directors shall notify the members of new reciprocal members on a regular basis.

BYLAWS

Section 1 – Interpretation

In these Bylaws:

1.1 "Act" means *The Non-profit Corporations Act, 1995*, and includes any amendments made to that Act and any replacement legislation.

1.2 "Board" means the Board of Directors.

1.3 "Committee" means a small group of members or friends of the Association whose convener is a member of the Association appointed by the Board of Directors to carry out specific business of concern to the Association.

1.4 "Delegate" means a member of the Association who represents the Association at meetings of other organizations.

1.5 "Director" means an elected or appointed official who is a member of the Board of Directors.

1.6 "Executive Committee" means the committee consisting of the Executive Officers.

1.7 "Executive Officers" means the Executive Officers referred to in Article 5.1(a).

1.8 "Ordinary resolution" means a resolution passed by a majority of the votes cast by the members who voted in respect of that resolution.

1.9 "Special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution or signed by all the members entitled to vote on that resolution.

Section 2 – Mission

The mission of the Saskatchewan Library Association is to be the recognized voice of and support to Saskatchewan's library communities.

Section 3 – Roles of the Association

The Association achieves this mission by fulfilling the following roles:

- a) encouraging communications and fellowship among members, library staff and others;

- b) fostering continuing education for library staff;
- c) identifying and responding to issues and situations that affect library staff and libraries;
- d) supporting the principles, standards, and practices that are essential to the provision of excellent library service;
- e) promoting cooperation among libraries;
- f) promoting libraries as integral parts of their communities;
- g) partnering with other cultural organizations in promoting the cultural development of the province;
- h) partnering with other library associations to achieve common objectives

Section 4 – Membership

4.1 Membership Fee

The membership fees for each class of membership shall be determined by the Board of Directors, subject to the approval of the general membership of the Association.

4.2 Membership Year

The Membership year begins in the month when a member's fees are received by the Association.

4.3 Good Standing To be in good standing, a member must have paid his/her annual membership fee.

4.4 Members at AGM/Conferences

Members purchasing new or renewed memberships at a SLA conference will be admitted to the current year's meeting of the General Membership as voting members of the Association. They will be entitled to the membership rate for the said conference.

4.5 Withdrawal from the Association

Any member may withdraw from the Association at any time by sending notice in writing to this effect to the Treasurer of the Association, but upon withdrawal, the member shall not be entitled to a refund of any portion of the fees, which may have been paid.

4.6 Membership List

A list of members entitled to receive notice of a meeting and arranged in alphabetical order shall be kept by the Executive Director or his/her delegate and at the registered office of the Association.

Section 5 – Board of Directors

5.1 Composition

The Board of Directors is composed of:

- (a) four Executive Officers, which includes:
 - i) the President, who is elected in every second year;
 - ii) the Vice-President of Advocacy and Development, who is elected in every second year staggered with the term of the President;
 - iii) the Vice-President of Engagement and Communications, who is elected in every second year in concert with the term of the President; and
 - iv) the Treasurer, who is elected in every second year staggered with the term of the President;
- (b) two Members-at-Large elected for a two year term in concert with the term of the President; and
- (c) two Members-at-Large elected for a two year term staggered with the term of the President.

5.2 Terms of Office

All Directors shall serve for two years and until the adjournment of the changeover meeting, which is a meeting of Directors whose term of office is expiring and of Directors who have just been elected. This meeting is held immediately after the Annual General Meeting.

5.3 Limit of Terms

No person may be elected to serve more than two consecutive terms in the same position.

5.4 Vacancy in Office of President

In the event that the President cannot complete his/her term of office, the Vice-President of Engagement and Communications would move into the office of President.

Section 6 – Management

6.1 Administration

The administration of the affairs of the Association is vested in the Board of Directors.

6.2 Duties of Executive Officers

The Executive Officers shall perform the duties pertaining to their respective offices and such other duties as may be approved by the Board of Directors.

6.3 Duty of Directors to Represent All Sectors, etc.

All Directors have a duty to represent all library sectors and geographical areas of the Province in their deliberations, and a responsibility to ensure a balance of services for all library sectors and library workers throughout the Province.

6.4 Meetings of Board

The Board of Directors shall meet at the call of the President at least five times a year.

Meetings shall also be called upon the request of a majority of the Board. The Board of Directors may meet for the dispatch of business, adjourn, and otherwise regulate its meetings as it may determine.

6.5 Committees

The Board may appoint such standing and other committees as may be required to transact the business of the Association.

6.6 Quorum

A quorum for a meeting of Directors consists of at least five Directors, of whom at least three are Executive Officers.

6.7 Meetings by Electronic Means

In the event that it is not possible to hold a meeting of the Board of Directors, a Director may, if all the Directors of the Association consent, participate in a meeting of Directors or a committee of Directors by means of such telephone or other communications facilities as permit all persons to participate in the meeting. Minutes shall be kept in the normal way of the proceedings of all such meetings.

6.8 Executive Director

The Executive Director acts as Secretary to the Board and support to the Board and the Executive Committee.

Section 7 – Executive Committee

7.1 Composition

The Executive Committee shall be composed of the officers of the Board of Directors, namely, the President, the Vice-President of Advocacy and Development, the Vice-President of Engagement and Communications, the Treasurer, and the Executive Director as a non-voting member. This Executive Committee shall carry out the decisions of the Board of Directors and settle current administrative affairs.

7.2 Powers Entrusted to the Executive

Between meetings of the Board of Directors, the Executive Committee shall have powers entrusted to it by the Board, and the power to make those decisions required by special circumstances, which make it impossible to convene the Board, and shall have such decisions ratified by the Board.

7.3 Quorum

Three Officers present shall constitute a quorum for meetings of the Executive Committee.

Section 8 – Finances

8.1 Executive Committee:

The Executive's responsibilities shall be to work with the Executive Director in preparing the annual budget estimates for presentation to the Board of Directors, and the Annual General Membership Meeting on the financial standing of the Association, screen all new and continuing projects of the Association with regard to financial implications, seek out and secure necessary funds for all projects of the Association not internally financed, and make recommendations to the Board of Directors for appropriate actions.

8.2 Budget Approval

It shall be the duty of the Board of Directors to review and approve the budget as prepared by the Executive Committee.

8.3 Signing Officers

The Treasurer, the President, the Vice-President of Engagement and Communications, and the Executive Director shall be the signing officers of the Association, and the signatures of any two of these shall appear on all cheques and

other appropriate documents. If only two of the four signing officers live within 50 km of the SLA office then other signing officers will be appointed by the Board.

8.4 Financial Statement

The Treasurer shall submit a detailed financial statement at the conclusion of the fiscal year.

8.5 Fiscal Year The fiscal year of the Association shall run from February 1 to January 31.

Section 9 – Advisory Council

9.1 Role

The role of the Advisory Council is to provide input and advice to the current Board on any matter before the Association. The serving President can, at their discretion or on the direction of the Board, consult with any or all members of the Advisory Council.

9.2 Composition

The Advisory Council shall consist of the previous three serving members of each of the positions on the Executive still resident in the province as endorsed by the SLA Board of Directors. (Revised May 24, 2017)

9.3 Meetings

There will be no regularly scheduled meetings of the Advisory Council, and attendance at Board meetings is not required.

9.4 Parliamentarian

One member of the Advisory Council will act as Parliamentarian for the Annual General Meeting of the Association.

Section 10 – Committees

10.1 Appointment

Committees of the Association are struck on an annual or bi-annual basis, as needed.

10.2 Membership

Any member in good standing is eligible for committee membership.

10.3 Council Appointments to Committees

The following persons are chairs and members of the following committees:

- a) The President is the Chair of the Executive and a member of the Continuing Education Committee and the Conference Committees.
- b) The Vice-President of Advocacy and Development is the Chair of the Advocacy Committee, and a member of the Executive Committee, and the Programming Committee.
- c) The Vice-President of Engagement and Communications is Chair of the Engagement, a member of the Executive Committee and the Communications Committee.
- d) The Treasurer is a member of the Fundraising Committee and the Executive Committee.
- e) Each Member-at-Large on the Board is required to participate on two committees. Committee participation will be assigned as necessary and with consideration to personal interest.

10.4 Committee Chairs

Except where otherwise noted, Chairs of committees are not required to be Board members.

Section 11 - Appointment of Auditor

At each Annual General Membership Meeting, the members of the Association shall by ordinary resolution, appoint an auditor to hold office until the close of the next such meeting.

Section 12 - Nominations and Elections

12.1 Nominating Committee

In November of each year, the Executive Director shall convene a Nominating Committee to assure that there are normally at least two candidates for each elective office. No member of the Nominating Committee shall be eligible for nomination. The Nominating Committee will strive to seek representation from all library sectors, with diverse geographical, gender, and multicultural representation.

12.2 Call for Nominations

The Nominating Committee shall call for nominations for all vacancies in January of each year. This call will be repeated in February if necessary.

12.3 Submission of Nominations

Nominations shall be sent to the Nominating Committee and shall include the written consent of the nominee, together with the names of at least two sponsors who are voting members of the Association and in good standing, as well as a biography of

the nominee and a personal platform statement related to the position for which they are seeking election.

12.4 Close of Nominations

Nominations shall close in March of each year.

12.5 Acclamation

In the event that only one nomination is secured for any position by the close of nominations, that person shall be declared elected by acclamation.

12.6 Elections Committee

The Nominating Committee shall be constituted as an Elections Committee after the close of nominations.

12.7 Voting for Candidates

The Elections Committee shall normally conduct secret voting for candidates in April, by mail or electronically.

12.8 Voters

Ballots shall be given only to those people who are members in good standing on April 1 of each year.

12.9 Tie Vote

In the event that two or more candidates receive an equal number of votes in a contest for a single position, the outcome of the election for that position shall be determined by a second secret ballot. If there is still a tie after two ballots, the outcome of the election for that position shall be determined by the President of the Association.

12.10 Election Results Election results shall be announced prior to or at the Annual General Meeting.

12.11 Unfilled Positions

In the event that no candidate has been elected, acclaimed, or appointed by the board prior to the annual general meeting, nominations will not be accepted from the floor at the AGM, rather the board will continue to seek a willing appointee.

Section 13 – General Membership Meetings

13.1 Location

General Membership Meetings of the Association shall be held at such places within Saskatchewan as the Board of Directors may determine.

13.2 Outside Saskatchewan

A meeting of members may be held outside Saskatchewan, if all the members entitled to vote at that meeting so agree, and a member who attends a meeting of members held outside Saskatchewan is deemed to have so agreed, except where he/she attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

13.3 Notice

Notice of the time and place of a meeting of members shall be sent not less than 15 days nor more than 50 days before the meeting to:

- a) each member entitled to vote at the meeting,
- b) each Director, and
- c) the Auditor of the Association.

13.4 Special Meeting

The President, or in her/his absence, a Vice-President, may call a Special General Membership Meeting at the request of a majority, giving specific reason for the request, provided that in all instances, 15 days notice is given.

13.5 Quorum

Twenty five (25) members personally present shall constitute a quorum at any General Membership Meeting of the Association.

13.6 Voting

Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member entitled to vote at the meeting, either before or after any vote by show of hands.

Section 14 – Expenses

14.2 Board Meetings

The Board of Directors shall set an amount annually to support Directors' attendance at Board meetings.

14.2 Expenses for Delegates

Expenses may be paid for the Association's official delegate or delegates to meetings of other organizations at the approval of the Board of Directors.

14.3 Committees The Board of Directors shall set an amount annually to support committee expenses.

Section 15 – Rules of Order

The rules in STURGIS STANDARD CODE OF PARLIAMENTARY PROCEDURE, latest available edition, shall govern in all cases where they do not conflict with the Bylaws of the Association or the Act.

Section 16 - Dissolution

Subject to the provisions of the Act, so long as there are at least 25 members in the Association, no resolution shall be proposed to surrender its Certificate of Incorporation, or to wind down the Association.

Section 17 – Amendment

Amendment of the Articles of Continuance shall be by Special Resolution of the Association. Notice of motion of a Special Resolution shall be given in writing to all members of the Association at least 21 days in advance of a General Membership Meeting at which it will be presented. Amendments to the Articles of Continuance must be passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution, or signed by all the members entitled to vote on that resolution. Amendments to the Bylaws shall be by Ordinary Resolution, and passed by a simple majority of the votes cast by the members who voted in respect of that resolution, or signed by all the members entitled to vote on that resolution.

1. Updated April/96 2. Motion at the General Meeting, Saturday, April 27th, 1996 North Battleford, Saskatchewan. 3. The constitution was updated in May, 1999 through a motion at the Annual General Meeting, Waskesiu, Saskatchewan. 4. The constitution was updated May 2000 through a motion at the Annual General Meeting, Moose Jaw, Saskatchewan. 5. The constitution was updated April 2003 through a motion at the Annual General Meeting, Saskatoon, Saskatchewan. 6. The constitution was updated April, 2005 through motions at the Annual General Meeting, Saskatoon, Saskatchewan. 7. The constitution was updated May 2008 through motions at the Annual General Meeting, Regina, Saskatchewan. 8. The constitution was updated May 2011 through motions at the Annual General Meeting, Saskatoon, Saskatchewan. 9. The articles and bylaws were updated May 2012 through motions at a Special General Membership Meeting held during the SLA Conference, Regina, Saskatchewan. 10. The articles and bylaws were updated May 2013 through motions at the Annual General Meeting, Saskatoon, Saskatchewan. 11. The bylaws were updated at the Annual General Meeting in Moose Jaw on May 2, 2014 with the insertion of a new Section 11 – Networks. The bylaws were updated at the Annual General meeting in Regina on May 8, 2015 with amendments to Section 10.3. The bylaws were updated at the Annual General meeting in Elk Ridge, Waskesiu Lake on May 4, 2017 with amendments to Section 9.2. The bylaws were updated at the Annual General meeting in Saskatoon, Saskatchewan on May 3, 2019 with amendments to 5.1 iii, 5.4, 7.1, 8.1, 8.2, 8.3,

10.3(a), 10.3(b), 10.3(d). The bylaws were updated at the Annual General Meeting held remotely on June 25, 2020 with Amendments to 12.11 and the omission of bylaws related to Establishing Networks (former bylaws 11.1, 11.2, 11.3, 11.4, 11.5, 11.6, 11.7, 11.8, 11.9).