

HLA Health Libraries Association of British Columbia

CONSTITUTION

1. The name of the society is HLA Health Libraries Association of British Columbia.
2. The purpose of the society is:
 - To promote effective library service in the health sciences within British Columbia
 - To bring together people from health libraries
 - To encourage cooperation, communication and mutual assistance between health libraries and health library staff
 - To provide educational programs relating to the health library field
 - To act as an informed organization on issues of concern to health libraries and staff in British Columbia.



**Schedule B
Society Act**

BYLAWS

HLA Health Libraries Association of British Columbia

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
"directors" means the directors of the society for the time being;
"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;
"registered address" of a member means the member's address as recorded in the register of members.
(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 3 Membership of the Society shall be made up of the following:

(1) the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

(2) Honorary Life Members: persons who have rendered outstanding service in the library field or other distinguished persons upon whom the society has conferred honorary membership.

4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7 A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 5 consecutive months.

8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

10 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary general meeting.

13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14 (a) The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

(b) The directors of a society that is not a reporting society shall place before each annual general meeting of the society:

(i) the financial statement required by this section;

(ii) the report of the president to the members;

(iii) the further information respecting the society that the Bylaws require or the regulations prescribe.

(c) (i) the financial statement shall be for the period April to March;

(ii) the financial statement shall consist of a statement of income and expenditure, a statement of surplus for the period and a balance sheet as of the end of the period, but the statements need not be identified by those names.

Part 4 — Proceedings at General Meetings

15 Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business conducted at an annual general meeting, except the following:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the auditor, if any;

(v) the election of directors;

(vi) the appointment of the auditor, if required;

(vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum must consist of 10% of the membership, except where amendments to the Constitution are concerned, where the quorum must be 25% of the membership, but never less than 3 people.

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

19 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25 (1) The president, vice president, president-elect, secretary, and treasurer are the directors of the society.

(2) The executive of the society must be as follows: president, vice-president/president-elect, secretary, treasurer, newsletter editor, and must be empowered to carry on the business of the society between general meetings.

(3) All directors of the society must be paid-up members of the Canadian Health Libraries Association to ensure the annual renewal of the HLA Health Libraries Association chapter status with that organization.

(4) The vice-president will be considered to be the president-elect. The president-elect will be elected for one term of one year, after which the president-elect will assume the duties of the president for one term of one year at the end of the president's term of office.

(5) The president and treasurer must serve as signing officers for all financial transactions conducted on behalf of the society.

(6) As required or as directed by the membership, the directors of the society will appoint special and ad-hoc committees that must conform to any rules imposed on it by the directors and operate under the procedures for committees as established by the bylaws of the society. Such committees must report to the directors as required, and the chair or designated representatives may request, or be required, to attend meetings of the society's executive during the term of the committee.

26 (1) The directors must retire from office at each annual general meeting when their successors are elected with the understanding that the vice-president shall assume the duties of the president for one term of one year.

(2) Separate elections must be held for each office to be filled, except for the office of president which must be assumed by the vice-president at the end of the president's term of office.

(3) An election may be by acclamation, otherwise it must be by ballot.

(4) If a successor is not elected, the person previously elected or appointed continues to hold office.

27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary on the request of a director must, convene a meeting of the directors.

32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34 (a) The members of a committee may meet and adjourn as they think proper.

(b) All appointments and committees must terminate at the end of the membership year unless re-appointment for an additional year is agreed to by the incoming directors and the committee members or appointees.

(c) Committees must submit the names of the incoming chair and committee members to the directors of the society at the first meeting of the society executive of the membership year.

35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, e-mail, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and
(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

40 (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

41 The vice-president/president-elect must

(a) carry out the duties of the president during the president's absence;

(b) serve as chair of the nominations committee;

(c) be responsible for administrative functions of the society as required.

42 The secretary must do the following:

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

(c) keep minutes of all meetings of the society and directors;

(d) have custody of all records and documents of the society except those required to be kept by the treasurer;

(e) have custody of the common seal of the society.

43 The treasurer must

(a) keep the financial records, including books of account, necessary to comply with the Society Act;

(b) render financial statements to the directors, members and others when required;
and

(c) maintain the register of members.

44 The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

46 Chairs of committees must also serve as liaison representatives of the society with corresponding committees of the Canadian Health Libraries Association.

Part 8 — Seal

47 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

48 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

49 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

50 A debenture must not be issued without the authorization of a special resolution.

51 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Filing Financial Statements and Reports

52 Unless required by the Registrar of Societies of deemed necessary by motion of the membership at a general meeting, the society will not be required to submit a formal audited statement of accounts.

53 The society must, within 30 days after each annual meeting, file with the Registrar of Societies of B.C. a copy of the financial statements (as outlined in 14(c)) placed before the meeting.

54 The society must file, with the financial statements, an annual report as required under the Society Act (Form II, Schedule A).

Part 11 — Notices to Members

55 A notice may be given to a member either personally or by mail to the member at the member's registered address.

56 A notice sent by mail is deemed to have been given on the seventh day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

57 (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

58 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

59 These bylaws must not be altered or added to except by special resolution.

60 At least fifteen (15) days in advance of a meeting notice of proposals to amend the constitution must be mailed to all members. Following discussion at the meeting, the amendment shall be voted on by a show of hands.

61 A 75% majority of those voting must be required to approve an amendment.

62 Upon dissolution of this society, after all debts have been paid, the assets remaining must be paid, transferred or delivered to the United Way of the Lower Mainland.