

# **By-laws**

## **Society of Friends of the Lethbridge Public Library**

**(Incorporated August 6, 1992 under the Province of Alberta "Societies Act")**

**as amended November 4, 2013**

### **ARTICLE I – Name**

The name of this organization shall be Society of Friends of the Lethbridge Public Library.

### **ARTICLE II – Definitions**

1. The following references are used in this document:
  - (a) "The Friends" means the Society of Friends of the Lethbridge Public Library;
  - (b) "The Board" means the Board of Directors of the Friends;
  - (c) "The Library" means the Lethbridge Public Library;
  - (d) "Special Resolution" means a resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of Voting Members present.

### **ARTICLE III – Membership**

1. Membership in the Friends shall be open to all persons interested in supporting the Library.
2. There shall be two types of membership in the Society: Voting Members and Associate Members.
3. Voting Members of the Society shall be defined as:
  - (a) Those individuals or organizations that meet the annual donation of money requirement in the current membership year or;
  - (b) Those individuals who meet the annual donation of time requirement in the immediately preceding membership year;

With such donations of money and time requirements reviewed and updated by the Voting Members at each Annual General Meeting.

4. Associate Members shall be defined as those individuals who do not fulfill the requirements for voting membership, but still wish to participate and support the Friends. There is no fee assessed for an associate membership. Associate Members are entitled to attend and speak at meetings but no voting rights are granted.
5. The membership year shall be September 1 to August 31 of the following year.
6. Any member wishing to withdraw from membership may do so upon notice in writing, including e-mail, to the Board through its Secretary. Any member may be suspended by majority vote of the Board for any cause it may deem reasonable. Consideration regarding expelling the member must be brought forward to a duly constituted special meeting or general meeting of the membership within one month of the Board's decision.

#### **ARTICLE IV – Board of Directors and Officers**

1. The Board, subject to the By-Laws or directions given it by majority vote at any meeting properly called and constituted, has full control and management of the affairs of the Friends.
2. Election of Board Directors:
  - (a) The Board shall be comprised of the Officers who are the President, Vice-President, Secretary and Treasurer. The remaining Directors shall be the Past President and a minimum of two more Directors, one of which is the chairperson of the Booktique Committee.
  - (b) The Board prior to the Annual General Meeting shall determine the required number of Directors for the coming year.
  - (c) Any Voting Member in good standing may be elected to the Board, but Officers must be eighteen (18) years or older.
  - (d) Board members shall be nominated by the Nominating Committee or nominated from the floor at the Annual General Meeting.
  - (e) Board members, with the exception of the Director responsible for the Booktique, shall be elected by a majority of Voting Members present at the Annual General Meeting.
  - (f) Board members shall be elected for the term of one (1) year from December 1 to November 30 and may be re-elected without limits.
3. Any vacancy on the Board occurring during the year may be filled by appointment by the Board.
4. Any Board member may be removed from office upon a majority vote of all Voting Members for any cause that the Friends may deem reasonable.

5. A member of the Library administrative staff shall be designated by the Library Director to act as the Library Liaison with the Friends.

#### **ARTICLE V – Duties of Board Members**

1. The **President** shall:
  - (a) Preside at all meetings.
  - (b) Serve as liaison between:
    - (i) The Friends and the Library Director
    - (ii) The Friends and the Board of the Lethbridge Public Library
  - (c) Together with the Treasurer, have signing authority on all disbursements.
  - (d) Prepare and present an annual report to the membership at the Annual General Meeting.
2. The **Vice-President** shall:
  - (a) Preside at all meetings in absence of the President.
  - (b) Perform other duties of President in absence of the President.
  - (c) Respond to interest shown by potential members.
  - (d) Maintain and update a Register of all members as required by the “Societies Act”.
3. The **Treasurer** shall:
  - (a) Receive all monies paid to the Friends and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
  - (b) Properly account for the funds of the Friends and keep such books as may be directed.
  - (c) Present to the Board a full, detailed account of receipts and disbursements whenever requested and prepare for submission to the Annual General Meeting a duly audited statement of the financial position of the Friends, and submit a copy of same to the Secretary for the records of the Friends.
  - (d) Submit the annual returns as defined in the “Societies Act” to the Alberta government, federal government, and Alberta Gaming and Liquor Commission as each requires following the Annual General Meeting.
  - (e) Submit any additional forms to the appropriate bodies as the Board may require.
4. The **Secretary** shall:
  - (a) Attend all meetings of the Friends and of the Board and keep accurate minutes.
  - (b) Have charge of all the correspondence of the Friends and be under the direction of the President and the Board.
  - (c) Send all notices of the various meetings as required.
  - (d) Have charge of the seal of the Friends which seal whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President.

(e) File, archive, and, where appropriate, discard files as consistent with the Document Management Plan.

5. The **Past President** shall:

- (a) Attend Board, Special and General meetings.
- (b) Chair the Nominating Committee.

6. The **Directors** shall:

- (a) Serve as liaison between the Board and its committees.
- (b) When requested by the Board, act as chairperson of assigned regular or ad-hoc committee(s).
- (c) Report regularly at Board meetings regarding activities of the assigned committee(s).
- (d) Authorize and account for operating expenditures (as approved by the Board) of the assigned committee(s).

7. In case of the temporary absence of an Officer or Director, his/her duties may be discharged by such officers as appointed by the Board.

8. No remuneration shall be paid to members of the Board. Upon approval of quorum of Board, members may be reimbursed reasonable expenses incurred in carrying out their duties.

## **ARTICLE VI – Meetings**

1. General Meetings:

- (a) The Annual General Meeting will be held in the month of November and shall include on the agenda:
  - (i) An annual activity report presented by the President or delegate.
  - (ii) Audited financial statements presented by the Treasurer to year-end August 31.
  - (iii) Identification of proposed projects.
  - (iv) Nominations and election of the Board and Audit Committee.
  - (v) Determination of annual donations of money or time required for Voting Members.
- (b) Other regular general meetings may be held at the discretion of the Board.
- (c) Members shall be notified of regular general meetings and the particulars of any Special Resolution in writing mailed to the last known address of each member at least twenty-one (21) days in advance of the meeting date.
- (d) Special general meetings of the Friends shall be called by the President upon receipt of a petition, signed by one-third of the Voting Members, setting forth the reasons for calling such meeting. Notice of such meeting shall be sent by letter to the last known address of each member at least eight (8) days prior to the meeting. The meeting shall deal only with matters for which the meeting is called as indicated in the notice of meeting.

(e) Quorum at all general membership meetings shall be the lesser of twenty percent (20%) of Voting Members or five (5) members. Proxies are not allowed.

2. Board Meetings:

(a) Between each general membership meeting, the Board has the governance of the Friends and will decide and act upon such matters as it deems to be in the general interest of the Friends.

(b) Board meetings shall be held as required and called by the President.

(c) A majority of the Board shall constitute a quorum. Proxies are not allowed.

### **ARTICLE VII – Working Relationships**

All projects and fund-raising appeals must have full knowledge of the Board of the Lethbridge Public Library and the Library Director.

### **ARTICLE VIII – Finances**

1. All funds received shall be used to further the Objects of this organization in support of the Library and its services.
2. All legitimate operating expenditures, up to the budget amount previously approved by the Friends' Board, may be authorized by the appropriate Committee Chair.
3. All funds donated by the Friends to the Library shall be approved by the Friends' Board and such funds shall only be expended in furtherance of the Objects of the Friends.
4. Fiscal year shall be September 1 to August 31.
5. Receipts for donations shall be issued.
6. The books, accounts and records of the Friends shall be audited once each year by a duly qualified accountant or by two (2) members, other than Officers, of the Friends elected for that purpose at the Annual General Meeting.
7. The Treasurer at the Annual General Meeting shall submit a complete and audited financial statement for the previous year.
8. The books and records of the Friends may be inspected by any member at the Annual General Meeting or at any time by giving reasonable notice and arranging a time satisfactory to the Treasurer. Each member of the Board shall at all times have access to such books and records.
9. For the purpose of carrying out its objectives, the Friends may borrow or raise or secure the payment of money in such manner as it thinks fit, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Friends and in no case shall debentures be issued without the sanction of a Special Resolution.

**ARTICLE IX – Signing Authority**

The signing officers of the Society for any banking and contractual obligations shall be at least two of the four currently elected Officers.

**ARTICLE X – Amendments**

These By-Laws may be rescinded, altered or added to only by Special Resolution.

**ARTICLE XI – Dissolution**

1. Dissolution of the Friends requires a Special Resolution.
2. Upon dissolution of the Friends, after satisfaction of all liabilities including costs of dissolution, any assets of the Friends shall be given to the Library.

## **OBJECTS**

### **Society of Friends of the Lethbridge Public Library**

- To publicize and promote library services and advocate the Library's mission
- To aid in providing funds to meet special library needs or to benefit library services

(From Alberta incorporation documents - 1992 and amended at AGM - 2013)