

# **ALTA Association Bylaws, as enacted at 2012 AGM**

## **Updated March 25, 2014 (approved at the 2014 AGM)**

### **1. NAME**

1.1. The name of the Society shall be the Alberta Library Trustees' Association.

1.2. For the purpose of these bylaws, the expressions:

### **2. DEFINITIONS**

2.1 "ALTA" means the Alberta Library Trustee's Association

2.2 "Board of Directors" means the ALTA board of directors.

2.3 "Library Board" means a "board" as that term is defined in the Alberta Libraries Act RSA 2000 c.L-11, as amended or revised from time to time.

2.4 "Meeting" means a Special Meeting or General Meeting (including the Annual General Meeting).

2.5 "Member" means a member of ALTA in good standing of one of the member categories described in article 3 MEMBERSHIP.

### **3. MEMBERSHIP**

3.1. There shall be the following classes of Members:

3.1.1 Library Board Member – means a Member that is a Library Board.

3.1.2 Trustee Member – means an individual Member that is also a trustee of a Library Board Member

3.1.3 Past Trustee Member – means an individual Member that was a Trustee Member within the past two calendar years

3.1.4 Honorary Life Member – means an individual Member who has made a significant contribution to the library community in Alberta and upon whom honorary lifetime membership in ALTA has been conferred. Nominations must be submitted to the Board of Directors by Members. The Board of Directors may select one or two persons to receive honorary lifetime membership from among those nominated prior to the end of each calendar year. The Board of Directors reserves the right to determine how many honorary lifetime memberships if any are to be awarded each year.

3.1.5 Independent Trustees Member – means a Member that is a trustee of a Library Board that is not Library Board Member.

3.1.6 Supporter Member – means an individual Member who has an interest in library stewardship and who does not otherwise qualify as a different category of Member.

- 3.2. All applications for membership shall be in such form as the Board of Directors shall prescribe.
- 3.3. Fees for each category of Member shall be established at the Annual General Meeting by a vote of not less than two-thirds (2/3) of the Members present and shall be payable on the first day of the next fiscal year.
- 3.4. Library Board Members may make nominations and propose resolutions at Meetings.
- 3.5. Trustee Members, Past Trustee Members and Independent Trustee Members, may make nominations, propose resolutions, vote in ALTA elections, attend, speak and vote on resolutions and bylaws at Meetings, hold office on the Board of Directors and receive Member rates at the Alberta Libraries Conference (ALC) and at ALTA sponsored workshops.
- 3.6. Honorary Life Members and Supporter Members may attend and speak at Meetings, and receive Member rates at ALC and ALTA sponsored workshops.
- 3.7. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors via the ALTA office. If any Member is in arrears for fees or assessments for any year, such Member shall be automatically suspended on April 1st and shall thereafter be entitled to no membership privileges or powers in ALTA until reinstatement by payment of their annual membership fee or any other outstanding assessments. Any Member upon a two-thirds vote of all Members may be expelled from membership for any cause ALTA may deem reasonable.

#### **4. MEETINGS**

- 4.1. There shall be an Annual General Meeting (AGM) for the preceding year at which ALTA shall receive the auditor's financial review and announce the election of the Board of Directors and its officers on or before June 30th of each year.
- 4.2. The AGM shall be called on not less than twenty-one (21) days' notice. Notice shall be given by the ALTA office staff, under the supervision of the Executive Director, to all Members as of the date of the call of the AGM, at their last known email addresses.
- 4.3. Special Meetings shall be called by the Board of Directors or at the request of any 25 individual Members, or any 5 Library Board Members. Such request shall be made to the Executive Director via the ALTA office.
- 4.4. A Special Meeting may be called on not less than twenty one (21) days' notice given by the Secretary to all Members at the date of the call of the Meeting at their last known email address.
- 4.5. The notice of any Special Meeting shall contain a statement of the items to be discussed and only those items contained in the notice shall be considered at the Meeting.
- 4.6. Any notice of General or Special Meeting required to be given pursuant to any section of this article shall be emailed to the last known email address of each Member entitled to be present. Additionally, notices of the Meeting may be placed on the ALTA website and such other media as the

Board of Directors shall deem advisable. The distribution of such notices shall be deemed to be sufficient notice of each and every Meeting provided that the notices were posted in conformity with any time limits described herein.

4.7. The quorum for all General or Special Meetings shall be 25 Members.

4.8. Only Members shall be eligible to vote at any General Meeting or Special Meeting.

4.9. The Rules of Order of ALTA will be Robert's Rules of Order, latest edition.

## 5. BOARD OF DIRECTORS

5.1. There shall be a Board of Directors of ALTA comprised of the President, Directors elected to represent each of eight geographic areas, and a Director appointed by each of the public library boards in the cities of Edmonton and Calgary.

5.1.2. Each geographical area plus the public libraries of the cities of Edmonton and Calgary, shall appoint an alternate member, which may attend all meetings of the Board of Directors but shall not have a vote unless it is a proxy vote of their representative.

5.1.3. At its first meeting following the Annual General Meeting, the Board of Directors shall elect from among its membership a Vice President and a Treasurer, each for a term of one year. The President, at their discretion, may appoint an interim Vice-President until such time that a vote of the entire Board may be held.

5.2. The Board of Directors shall have full control of the affairs of ALTA and shall have such powers as are necessary to accomplish the objectives of ALTA.

5.3. The Board of Directors shall report to ALTA, through the President, at each Meeting.

5.4. Members entitled to vote through either electronic or mail-in ballots, shall elect a President who shall serve a term of two years. The President may be re-elected for a maximum of two consecutive terms.

5.4.1. Such Members entitled to vote shall, through either electronic voting or mail-in ballots, elect one Director from each of eight (8) geographic areas only. Each Member shall vote for a Director to represent his/her particular geographic area only.

5.4.2. Area boundaries shall be determined from time to time by the Board of Directors. The areas shall be designated by number and are hereby listed according to their geographical locations: 1. Peace; 2. Yellowhead; 3. Parkland; 4. Marigold; 5. Chinook Arch; 6. Shortgrass; 7. Metro Edmonton; 8. Northern Lights, Edmonton and Calgary . The areas include but are not limited to the regional library systems.

5.4.3. The term of office of elected Directors shall be two (2) years with four (4) elected every second year and the remaining four elected in alternate years whenever possible.

5.5. Any member of the Board of Directors may be re-elected for a maximum of two consecutive terms.

5.6. Each member of the Board of Directors shall be entitled to vote on all questions placed before the Board of Directors. However, if a member of the Board of Directors has a personal or pecuniary interest in a question before the Board of Directors, that member shall be required to so declare such interest before discussion begins and refrain from discussion, unless asked to answer questions of fact, and shall abstain from voting on the question.

5.7. Any elected member of the Board of Directors who is absent from three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned unless such absence has received, by motion, the prior consent of the Board of Directors.

5.7.1. Alternates attending meetings on behalf of an elected member may speak and vote at Board of Directors meetings but may not hold office

5.8. Any Director or Officer may be removed from office, for any cause the Board of Directors may deem reasonable, by a Special Resolution passed by a majority of not less than three fourths (3/4) of such Members entitled to vote as are present in person at a Meeting.

5.9. In the event that a vacancy shall arise on the Board of Directors the following rules shall apply:

5.9.1. If the vacancy is in the office of President, the Vice President shall immediately become President.

5.9.2. If the vacancy is in the office of the Vice President or Secretary Treasurer, the Board of Directors, at its next meeting, shall elect another member of the Board of Directors to fill the vacant position.

5.9.3. If the vacancy is in the office of any of the elected Directors, an Alternate shall complete the remainder of the term. In the event there is no Alternate, the Board of Directors may appoint a Member to fill the vacant position for the remainder of the term.

5.9.4. Any member of the Board of Directors may continue to serve in this capacity until the term expires, even though they may no longer be a library trustee, as long as they continue to be a Member and continue to reside in the geographic area they represent or, in the case of the President, as long as they reside in Alberta.

5.10. No member of the Board of Directors shall receive any remuneration from ALTA in connection with service on the Board of Directors.

5.11. Every member of the Board of Directors or Alternate shall receive such out of pocket expenses as may be approved by the Board of Directors.

5.12. The Board of Directors shall have all powers needed to properly discharge the affairs of ALTA included but not limited to:

5.12.1. The Board of Directors may hire such staff or enter into contracts for required services as it deems necessary.

5.12.2. The Board of Directors, may, for the purpose of carrying out the objects of ALTA, borrow or raise or secure the payment of money in any legal manner it sees fit.

5.12.3. The Board of Directors may, by Special Resolution passed by a majority of not less than three fourths (3/4) of such Members entitled to vote as are present in person at a Meeting, cause debentures to be issued in the name of ALTA.

5.12.4. The Board of Directors may, for the purpose of carrying out its objectives draw, make, accept, endorse, discount, and exchange any other negotiable or transferable instruments.

5.12.5. By Special Resolution passed by a majority of not less than three fourths (3/4) of such Members entitled to vote as are present in person at a Meeting, the Board of Directors may conduct business for ALTA regarding real estate or personal property, acquire and take by purchase, donation, devise or otherwise, all kinds of real estate and personal property and may sell, exchange, mortgage, lease, let, improve and develop it and may erect and maintain necessary buildings.

5.12.6. Article 5.12.5 shall not be construed as to prevent the Board of Directors from authorizing the purchase of needed operational supplies.

5.13. The quorum for all meetings of the Board of Directors shall be a simple majority of the board members.

## **6. OFFICERS**

6.1. The President shall preside at all meetings of Board of Directors and shall be, ex officio, a member of all committees of the Board of Directors. The President shall represent ALTA in its relations with other agencies.

6.2. The Vice President shall fulfill the functions of the President when the President is unable to act.

6.3. The Treasurer shall:

6.3.1. Attend all Meetings of ALTA and the Board of Directors.

6.3.2. Have charge of the seal of ALTA and shall, together with the President or Vice President, authenticate, by signature, the use of the seal.

6.3.3. Receive, or cause to be received, all monies paid to ALTA and shall promptly deposit them, or cause them to be deposited, to the credit of ALTA, in such bank, credit union or treasury branch as the Board of Directors shall, from time to time, direct.

6.3.4. Properly account for the funds of ALTA, and keep, or cause to be kept, such books as directed by the Board of Directors.

6.3.5. Present a fully detailed account of the receipts and disbursements of ALTA to each meeting of the Board of Directors.

6.3.6. Prepare a statement, reviewed or audited by a duly qualified accountant, of the financial position of ALTA for presentation to the Annual General Meeting.

## **7. FINANCIAL CONTROLS**

7.1. The Board of Directors shall each year appoint a duly qualified accountant to review or audit the books, accounts and records of ALTA so that financial statements may be presented at the AGM.

7.2. The books, accounts and records of ALTA shall be available for inspection by any Member by appointment with the staff, at an agreed upon location, and in the presence of a member of the Board of Directors.

7.3. These bylaws may be rescinded, -amended or added to by:

7.3.1. A Special Resolution passed by a majority of not less than three fourths (3/4) of such Members entitled to vote as are present in person at an Annual General Meeting of which twenty-one (21) days' notice of intention to propose the motion as a Special Resolution has been given, OR by a majority of not less than three-fourths (3/4) of such Members entitled to vote as are present in person, or have mailed in a ballot, at any Special Meeting; OR at a General Meeting of which less than twenty-one (21) days' notice has been given, provided that all Members entitled to be present and vote have agreed, in writing or by motion at the Meeting, to consider the motion.

7.3.2. A Special Resolution at any Special Meeting passed by a majority of not less than three-fourths (3/4) of such Members entitled to vote as are present in person, or have mailed in a ballot.

7.4. The Board of Directors, by unanimous vote, may make such editorial or grammatical changes in these bylaws as do not change their substance and meaning. TAKEN OUT COMPETELY

## **8. COMMITTEES**

8.1 The Board of Directors may appoint such committees as it deems necessary to fulfill the objectives of ALTA.

8.2. Any committee appointed by the Board of Directors shall have such powers as are necessary to enable the committee to fulfill the mandate issued by the Board of Directors on its establishment. Any such committee shall be funded through the Board of Directors and shall report to the Board of Directors. All expenses must be pre-approved by the Board of Directors, either as individual items or components of a project budget.

## **8. GRIEVANCES**

8.1 .Any Member, employee or contractor having a grievance against ALTA or an officer or an employee of ALTA shall:

8.2. Convey the grievance, in writing, to the President within fourteen (14) days of the occurrence which gave rise to the grievance.

8.3. If unsatisfied with the response of the President, convey the grievance, in writing, within fourteen (14) days of receipt of the response from the President, to the Board of Directors whose decision shall be final and binding.

8.4. No Member shall have recourse to the courts, nor any medium of complaint, for redress, in connection with any dispute arising from their relationship to ALTA, until all remedies provided for in these Bylaws have been exhausted.