Canadian Association of Professional Academic Librarians/ Association canadienne des bibliothécaires en enseignement supérieur BY-LAWS

Pursuant to

the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) and the Canada Not-for-Profit Corporations Regulations (SOR/2011-223),

a by-law relating generally to the conduct of the affairs of

CANADIAN ASSOCIATION OF PROFESSIONAL ACADEMIC LIBRARIANS

ASSOCIATION CANADIENNE DES BIBLIOTHÉCAIRES EN ENSEIGNEMENT SUPÉRIEUR

also known as “CAPAL/ACBES” or “CAPAL”

(hereinafter referred to as the "Corporation")

BE IT ENACTED a by-law of the Corporation as follows:

1 Table of Contents

Canadian Association of Professional Academic Librarians/ Association canadienne des bibliothécaires en enseignement supérieur BY-LAWS **1**

1 1

2 3

2.1 4
2.2 5
2.3 6

3 6

3.1 6
3.2 6
3.3 6
3.4 6
3.5 7
3.6 7
3.7 7
3.8 7

3.9 8
3.10 8
3.11 8
4 9
4.1 9
4.2 10
4.3 11
4.4 11
4.5 11
5 12
5.1 12
5.2 12
5.3 13
5.4 13
5.5 13
5.6 14
5.7 14
5.8 14
5.9 14
5.10 14
5.11 15
5.12 15
6 15
6.1 15
6.2 15
6.3 15
6.4 15
6.5 16
6.6 16
6.7 16
6.8 17
6.9 17
6.10 17
7 18
7.1 18
7.2 18
7.3 18
7.4 19
7.5 19
7.6 19
7.7 19

7.8 19
7.9 19
8 20
8.1 20
8.2 20
8.3 21
8.4 21
8.5 21
8.6 21
8.7 22
8.8 22
8.9 22
9 22
9.1 22
9.2 23
9.3 23
9.4 25
10 25
10.1 25
11 26
11.1 26
11.2 26
11.3 26
12 26
12.1 26
12.2 26
12.3 27
12.4 27
12.5 27
13 27
13.1 27
13.2 28
14 28
14.1 28
14.2 28
14.3 29

2 Definitions and Interpretations

2.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;
- "**Corporation**" means the Canadian Association of Professional Academic Librarians / Association canadienne des en enseignement supérieur (CAPAL/ACBES);
- "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- "**board**" means the board of directors of the Corporation and "**director**" means a member of the board;
- "**officer**" is an individual appointed by the director(s) to manage the day-to-day activities of the corporation. The position of an officer – which includes posts such as president, vice president, secretary, and treasurer – is distinct from that of a director;
- **"member"** means an individual that meets the requirements for membership and has applied for and has been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board;
- "**by-laws**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- "**meeting of members**" includes the annual general meeting (AGM) of members or a special meeting of members called for a specific purpose;
- "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution;
- "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- "**proposal**" means a proposal submitted by a member of the Corporation to discuss business that meets the requirements of section 163 (Member Proposals) of the *Act*;
- "**special business**" means all business transacted at a special meeting of members and any business transacted at the annual meeting of members outside of required business.
- **"delegate"** a member of a CAPAL committee that acts as a representative at a Board

of Directors meeting on behalf of a committee Chair.

- **"vendor"** is a third-party individual, company, or service hired by the Corporation to complete a specific task or type of work.
- "**requestor**" a member of CAPAL who acts on behalf of the Corporation to hire (a) vendor(s) to support ongoing work of the Corporation.

Definitions related to **Artificial Intelligence [AI]** as discussed and passed by the Board at the September 2026 Board meeting:

All **AI definitions** are current as of this iteration of the Bylaws; however, CAPAL/ABCES acknowledges the rapidly changing landscape of artificial intelligence developments, so verbiage is subject to change. All stakeholders are expected to abide by professional standards as outlined within regardless of any changes in this area.

- **"AI-assisted Search Engines or 'Agents'"** refers to search engines using AI to retrieve, summarize, categorize, and extract parts of records in response to a (sometimes iterative) search query. The influence the tool exerts on the results retrieved and how they are presented is unclear at this point. For example, AI tools can generate "hallucinations," or factually incorrect results, but present them in persuasive ways.
- **"Generative AI"** refers to content created by tools using predictions made via machine learning from LLMs (large language models) or SMLs (small language models). These tools include, but are not limited to, tools that provide functions for text generation, image generation, resource discovery, text-to-video, etc., and other tools trained on LLMs or SMLs that generate content based on predictions.
- **"Automation"** refers to rules-based software, and includes tools like spelling and grammar checkers.

2.2 Interpretation

In the interpretation of this by-law:

a) words in the singular include the plural and vice-versa;

b) words in one gender include all genders;

c) "person" includes an individual, body corporate, partnership, trust and unincorporated organization;

d) "including" means including without limitation; and

e) "written" includes both electronic or print communication.

Other than as defined specifically above (see Definitions), words and expressions defined in the *Act* have the same meanings when used in these by-laws.

Any inconsistency or ambiguity in these bylaws, or difference of opinion with respect to how these bylaws are to be interpreted, will, in the first instance be resolved and determined by the board, in its sole discretion. In the event that the board has not resolved the ambiguity to the reasonable satisfaction of the party raising the concern, that party may appeal to the Dispute Resolution Procedure.

2.3 Operating Policies and Procedures

The board of the Corporation may, by resolution of the board, approve policies and procedures consistent with these bylaws as such policies and procedures relate to the management and operation of the Corporation and to other matters as provided for by these bylaws.

3 Business of the Corporation

3.1 Statement of Intent

The objective of the Corporation is:

- To promote, advance and support the profession of academic librarianship for the advancement of research, teaching and learning at post-secondary institutions of higher learning and research; and
- To further the professional interests of academic librarians.

3.2 Registered Office

Unless changed in accordance with the *Act*, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

3.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the custodian of the corporate seal will be determined by the board.

3.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors, as

authorized by resolution of the board.

The board may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

3.5 Financial Year End

The fiscal year of the Corporation shall end December 31 in each year.

3.6 Banking

The banking business of the Corporation shall be transacted at such bank, credit union, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution of the board from time to time designate, direct or authorize.

3.7 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* to the members, publish a notice electronically to its members stating that the annual financial statements and documents as referred to in subsection 172(1) are available and informing the members of the procedure for obtaining a copy of the documents themselves free of charge or from the registered office by pre-paid mail.

3.8 Auditors

The members shall, at each annual meeting of the Corporation, appoint an auditor to audit the accounts of the Corporation and provide a report by a date established by the board but ordinarily not later than one week before the next annual meeting.

The auditor will not be a director, officer, or employee of the Corporation. The auditor will hold office until the conclusion of the next annual meeting.

Any unanticipated vacancy in the office of the auditor between annual meetings may be filled by resolution of the board.

The remuneration of the auditor shall be fixed by resolution of the board.

On an annual basis, the members (voting membership) may, by unanimous agreement, resolve not to appoint a public accountant (as auditor) for the purposes of reviewing the financial records of the Corporation. In such cases, a financial statement will be compiled using Generally Accepted Accounting Principles (GAAP), the details of which will be reviewed by the Audit Committee. This financial statement and the report of the Audit Committee will be presented to the membership for their review as part of the notice of meeting for the next annual general meeting.

3.9 Financial Authority

The board is responsible for overseeing the financial affairs of the Corporation, and in so doing, is hereby authorized, from time to time to:

- Authorize the acquisition of funds;
- Retain sufficient reserves to meet all legal obligations;
- Approve and monitor capital and operational budgets.

3.10 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- Borrow money on the credit of the Corporation;
- Issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- Secure any such debentures, or other securities, or any future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and its undertaking and rights.

The board may authorize a director or officer or others of the Corporation to make arrangements with reference to money borrowed (or to be borrowed) as to the terms and conditions of the loan and as to the security given, with power to vary or modify terms and to give security as the board authorizes to manage, transact and settle the borrowing of money.

3.11 Vendor Hiring Practices and Payment Procedures

Applies to all vendors hired to complete work for the association.

Requestors hiring vendors on behalf of the Corporation must adhere to the following procedures and documentation practices:

a) Association work that requires hiring a vendor must be approved by CAPAL Board;
b) Work to be completed must be outlined in writing;
c) The originator of the requestor will provide details of project. They must determine extent of work to be completed, and confirmed deadline of when work is to be completed.
d) Payment will only be made once the work has been completed and the originator of the request has deemed of work to be of the quality of the work to be acceptable;
e) The originator of the request is responsible for assessing the quality of the work, not the requestor of the work. Unless the originator of the request and the requestor are the same person;
f) Payment will be made with submission of an invoice approved by treasurer(s), request for work must cc CAPAL/ACBES Treasurer email (capal.treasurer@capalacbes.org)

3.11.1 AI Vendor hiring practices

Applies to all AI use on CAPAL Documents.

- AI Use prohibited on published Association Governance documents for purposes of translations, unless explicit consent is granted by the Board.
- AI Use prohibited on Association Conference / Events documents for purposes of translations, unless explicit consent granted by Event Representative(s) / all affected Conference Speaker(s).

4 Members

4.1 Membership Conditions

Subject to the articles, there are three (3) classes of membership in the Corporation, namely Regular, Student, and Associate.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

4.1.1 Regular members:

i. Individuals who are graduates of an ALA-accredited library school with an MLS, MLIS, MIS, MI or acceptable equivalent degree as recognized by the board; or

ii. Employed at, retired from, or aspiring to work in a recognized post-secondary educational institution;

iii. Term of membership is annual from January to December and subject to renewal in accordance with these bylaws;

iv. As set out in the articles, each Regular member is entitled to receive notice of, attend and vote at all meetings of members and are entitled to one (1) vote at such meetings.

4.1.2 Student members:

i. Individuals who are currently enrolled in an ALA-accredited library school program of studies or equivalent programs as recognized by the board;

ii. Term of membership is annual from the day of joining and subject to renewal in accordance with these bylaws

iii. As set out in the articles, each Student member is entitled to receive notice of and attend all meetings of members but may not vote.

4.1.3 Associate members:

i. Individuals who do not qualify for regular or student membership but who wish to be a member of the Corporation.

ii. Term of membership is annual, subject to renewal in accordance with these bylaws.

iii. As set out in the articles, an Associate member is entitled to receive notice of and attend all meetings of the members but may not vote.

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes (see Statement of Intent) and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

Pursuant to Section 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2 Membership Dues



The board may, by resolution of the board, establish membership fees and/or dues and the manner in which fees and dues are to be administered and communicated to members. Members shall be notified in writing of the membership dues outstanding and payable by them. Membership dues are not refundable.

4.3 Membership Transferability

Membership is not transferable except back to the Corporation.

Pursuant to Section 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4.4 Termination of membership

A membership in the Corporation is terminated when:

a) A member fails to maintain any qualifications for membership described in the section on membership conditions (see 3.xx) of these by-laws;

b) The member resigns by delivering a written resignation to the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

c) The member is expelled in accordance with the articles or by-laws;

d) The member's term of membership expires;

e) The member dies; or

f) The Corporation is liquidated or dissolved under the *Act*.

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

4.5 Expulsion or Suspension of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a) Violating any provision of the Articles, by-laws, or written policies of the Corporation; or

b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; and

In the case of a proposal to expel a member, the member shall be given written notice of any resolution to expel the member and of the time and place at which such resolution will be considered by the directors and an opportunity to be heard by the directors or a committee thereof before the directors' vote on such resolution. A resolution for the expulsion of a member must be approved by two-thirds (2/3) of the directors entitled to vote.

The board's decision shall be final and binding on the member, without any further right of appeal.

5 Meetings of Members

5.1 Types of Meetings of Members

5.1.1 Annual General Meeting of Members

The Annual General Meeting (AGM) of members shall be held at such time and at such place as the board may determine for purposes of:

a) Consideration of the financial statements;

b) Receipt of report from the public accountant (auditor), if required;

c) Appointment of a public accountant (auditor), if required;

d) Election of directors; and

e) Any other special business as may be brought forward.

Annual meetings will be held no later than 15 months from the last preceding annual meeting and in any event not later than 6 months after its preceding financial year end. (See Financial Year End).

5.1.2 Special Meeting of Members

The board may call a special meeting for the transaction of special business.

5.1.3 Members calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the *Act*, on written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5.2 Place of Members' Meetings

Subject to compliance with Section 159 (1) (Place of Members' Meetings) of the *Act*, meetings of the members may be held at any place within Canada and online determined by the board

If all of the members entitled to vote at such meeting so agree, meetings of members may take place outside Canada.

If all the members entitled to vote at such a meeting so agree, meetings of members may take place using telephonic, an electronic or other communication technology.

5.3 Members Entitled to be Present

Any member of the Corporation, any director, and any individual required to be present under the provisions of the *Act*, articles, and by-laws are entitled to be present at a meeting of members.

Others may be admitted by invitation of the Chair or by resolution of the members.

5.4 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, to each director, and to the public accountant.

Such notice will use telephonic, electronic, or other communication technology and will occur no earlier than 35 days and not later than 21 days before the day on which the meeting is to be held.

If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery at the member's expense.

The Notice of Members' Meeting will state the nature of business in enough detail to permit members to form judgments on the business of the Corporation and will provide the text of any resolutions or by- laws to be discussed.

Notice will remind members that they have the right to vote by proxy.

Pursuant to subsection 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

5.5 Waiving Notice

Any member entitled to notice of a meeting of members may waive notice of a meeting.

Attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.6 Member's Proposal

Subject to the *Act* (Section 163), regular members may submit to the board, notice of any matter that the member proposes to raise at a meeting of members.

The member submitting the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

5.7 Voting at Meetings

Only regular members of the Corporation in good standing are entitled to vote at meetings of members.

5.8 Chair of the Meeting

In the event that the chair or vice-chair is absent from a meeting of members**,** those present at the meeting and entitled to vote will choose someone from the Board to chair.

5.9 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be 5 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.10 Votes to Govern at a Meeting

At any meeting of members every question shall be determined by a majority of the votes cast on the questions, unless otherwise provided by the articles or by-laws or by the *Act*.

A member entitled to vote at a meeting may demand a ballot either before or after any vote by show of hands. Such balloting will be as the chair directs. The decision of the members will be determined by the results of such a ballot.

In case of an equality of votes either on a show of hands or on a ballot or on the results of

electronic voting, the chair of the meeting, in addition to an original vote, shall have a second and deciding vote.

5.11 Absentee Voting

A member entitled to vote at any meeting of the Corporation may appoint in writing as her proxy any other member entitled to vote.

Pursuant to subsection 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

5.12 Adjournment

The chair may, with the consent of any meeting, adjourn the meeting from time to time.

No notice of such adjourned meeting need be given to members, except that when a meeting is adjourned for thirty days or more, ten days' notice of the adjourned meeting shall be given in the manner for calling meetings. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

6 Board of Directors

6.1 Duties of Directors

The board shall manage the activities and affairs of the Corporation.

6.2 Number of Directors

The board shall consist of no fewer than 3 directors to a maximum number determined from time to time by ordinary resolution of the members, or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

6.3 Qualifications of Directors

In addition to the qualifications stipulated by Section 126 (1) of the *Act*, a director must be and remain a regular member in good standing with the Corporation for the duration of the director's term of office.

6.4 Nomination as Director

Any voting member of the Corporation in good standing may nominate one or more voting members in good standing as directors of the Corporation, provided such nomination is received by the chair of the Nominating Committee no later than the close of the nominations period.

Each nomination shall be accompanied by the following:

a) A statement from the nominee declaring the nominee's willingness to stand for election;

b) The signatures of three (3) additional members in good standing who have agreed to co-sponsor the nomination; and

c) A description of the nominee's qualifications.

A voting member in good standing may also be nominated from the floor at a meeting of members by any three (3) other voting members in good standing provided that such nominees indicate acceptance of the nomination in writing or in person at the time of nomination.

6.5 Election of Directors

Directors shall be elected annually by the members. The Nominating Committee will conduct online elections during the first three weeks of March of each year.

Results of the election will be announced at the Annual General Meeting and at each succeeding annual meeting at which an election of directors is required.

6.6 Director Appointments

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting. The total number of directors appointed may not exceed one-third (1/3) of the number of directors elected at the previous AGM.

6.7 Term of Office of Directors

At the first election of directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one- third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

No director shall serve more than two continuous three-year terms.

A director's term of office begins immediately following the annual meeting at which they were

elected.

6.8 Confirmation as a Director

A director so elected will be deemed to be director if:

a) They were present at the meeting and did not refuse to be a director OR,

b) In the event they were not present at the meeting where they were elected, they consented in writing prior to the election or within 10 days of the meeting, OR,

c) In the event they are not present at the meeting, have acted as a director after their election or appointment.

6.9 Termination of Directorship

Incumbent directors continue in office until their successors are

elected. The position of director shall be automatically vacated:

a) If a director resigns by delivering a written resignation to the to the board, the effective date of the resignation being the date of receipt by the Corporation or at the time specified in the resignation, whichever is later;

b) If a director becomes disqualified to serve as a director (see 5.x Qualifications);

c) If, at a meeting of members, a special resolution to remove a director before the expiration of their term is passed by the members present; and

d) Upon death.

6.10 Filling Vacancies

It is preferred that any vacancy occurring on the board be filled through election by the members.

Subject to the *Act*, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from:

a) An increase in the number directors; or

b) A failure of the members to elect the required number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the required number of directors provided for in the articles, the board then in office shall without delay call a special meeting of members to fill the vacancy.

If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting.

6.10.1 Remuneration of Directors

Directors serve without remuneration.

No director will directly or indirectly receive any profits from occupying the position of director.

Directors may be reimbursed for reasonable expenses incurred during the performance of their duties.

7 Meeting of the Board of Directors

7.1 Calling a Meeting of Directors

Meetings of the board may be called by the chair or another officer delegated by the chair or any two (2) directors as per 7.2 and 7.3.

7.2 Time and Location of Meeting of Directors

Meetings of the board may be held:

a) In person at any time and place within or outside of Canada to be determined by the directors, or,

b) By means of telephone, electronic or other communications technologies as permit all persons participating to communicate adequately with each other. A director participating in a meeting by such means shall be deemed to be present at the meeting.

7.3 Notice of Meeting of Directors

Reasonable notice of a minimum of 48 hours and place for the holding of a meeting of the board shall be given as prescribed by a resolution of the board.

A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the *Act* requires such purpose or business to be specified, including any proposal to:

a) Submit to the members any question or matter requiring the approval of members;

b) Fill a vacancy among the directors or in the office of public accountant or appoint additional directors;

c) Issue debt obligations except as authorized by the directors;

d) Approve any annual financial statements;

e) Adopt, amend or repeal by-laws; or

f) Establish contributions to be made, or dues to be paid by members.

7.4 First Meeting of Directors

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

7.5 Quorum at Meeting of Directors

A majority of the directors in office shall constitute a quorum at any meeting of the board.

7.6 Chair of the Meeting

In the event that the chair and vice-chair are absent, the directors who are present shall choose one of their number to chair the meeting.

7.7 Votes to Govern at Meetings of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

7.8 Conflict of Interest

A director or officer of the Corporation shall disclose the nature and extent of any potential conflict of interest either in writing to the Corporation or through explicit reference to the conflict of interest in the minutes of the meeting of directors.

Disclosure shall be made at the time and in the manner required by the *Act* (Section 141 (Disclosure of Interest)), and a director, having disclosed a conflict of interest shall, unless expressly permitted by the *Act*, not vote on any resolution pertaining to that interest.

7.9 Minimum Board Attendance for Directors

Implementation and Re-assertion of Elected [Voting] Board Member Attendance Minimums at Committee Meetings and Association Board Meetings to ensure continuation of Association work.

All Elected [Voting] Board Members are required to:

a) Attend at least 10 Board meetings over the course of the year/annually

Review of position eligibility for absences from Association meetings:

a) 2 or more consecutive Board meetings
b) 3 or more over the course of annual active session within a single year (July-June)

Failure to meet Board Meeting attendance minimums as outlined will result in review of position status by Board.

8 Officers and Appointive Officials

8.1 Executive Director

The board of directors may engage an executive director of the Corporation who shall hold office in accordance with the terms of such person's contract of engagement with the Corporation.

The executive director shall be an *ex-officio* nonvoting member of all committees of the Corporation.

The executive director shall have full power to manage and direct the business and affairs of the Corporation and, if authorized by the board of directors, to employ and discharge agents and employees of the Corporation.

Any duties of the secretary or treasurer of the Corporation may be delegated by the board of directors to the executive director.

The executive director may resign from the position by delivering a written resignation to the president of the Corporation.

8.2 Appointment of Officers

Unless otherwise specified by the board, the board may, subject to the *Act*, establish, modify, restrict or supplement such duties and powers, the officers of the Corporation, which, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a) **Chair:** The Chair shall be a director and shall, when present, preside at all meetings of the Board of Directors and of the members and shall have such other duties and powers as the

board may specify by resolution;

b) **Vice Chair**: The Vice Chair shall be a director and shall, if the Chair is unable to, preside at all meetings of the Board of Directors and of the members and shall have such other duties and powers as the board may specify by resolution;

c) **Secretary**: The Secretary, if appointed, who need not be a director, shall attend and be the secretary of all meetings of the board and members, and shall have such other duties and powers as the board may specify by resolution; and

d) **Treasurer:** The Treasurer, if appointed, who need not be a director, shall have such powers and duties as the board may specify by resolution.

e) **Webmaster**: The Webmaster, if appointed, who need not be a director, shall have such powers and duties as the board may specify by resolution.

8.3 Other Officers

The board may designate any other offices of the Corporation, appoint such officers on an annual or more frequent basis from the directors elected by the members, specify their duties and, subject to the *Act*, delegate to such officers the power to manage the affairs of the Corporation.

A director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

8.4 Appointive Officials

The board may designate appointive officials as is determined to be necessary. Such appointive officials shall have duties determined by the board of directors. Examples include editors of publications, conference chairs, etc.

8.5 Removal from Office

In the absence of a written agreement to the contrary, the board may remove, for cause, any officer or appointive official of the Corporation.

8.6 Vacancy in Office

An officer or appointive official shall hold office until the earlier of such person's:

a) Successor being appointed;

b) Resignation;

c) Ceasing to be a director (if a necessary qualification of this appointment);

d) Removal by the board for cause (see Section 8.5); or

e) Death.

If the office of any officer or appointive official of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

8.7 Remuneration of Officers and Appointive Officials

The remuneration of all officers appointed by the board shall be determined by resolution of the board.

All officers and appointive officials shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer or appointive official's duties.

8.8 Agents and Attorneys

Subject to the by-laws, the board may appoint agents or attorneys for the Corporation, in or out of Canada, and with such powers of management, administration or otherwise as the board considers fit.

8.9 Conflict of Interest (Officers)

An officer shall have the same duty to disclose any potential conflict of interest in a decision being made by board on behalf of the Corporation as is imposed upon directors pursuant to the provisions of the *Act* and the by-laws. (See Section 7.8).

9 Committees

9.1 Committees of the Board

The board may appoint a committee, as it deems necessary or appropriate, subject to the *Act* and with specific powers as the board sees fit.

The board shall establish the mandate of and terms of reference for such a committee and may alter these terms of reference at its pleasure.

Such committee is accountable to the board. Procedural rules and reporting requirements of a committee shall be determined by the board.

The chair of any such committee is appointed by resolution of the board and is accountable

to the board.

Membership on such committees will be in accordance with the Corporation's Operating Policies and Procedures.

Any committee member may be removed by resolution of the board.

Members of such committees shall not be entitled to receive remuneration for serving as such but shall be entitled to be reimbursed for any reasonable expenses incurred by them in the exercise of their duty in accordance with any policies adopted by the board.

9.2 Nominating Committee

The Nominating Committee is a committee of the board with the mandate:

a) To seek nominations from among the regular members of the Corporation to serve as directors.

b) To recruit and recommend from among the regular members interested in chairing a standing committee of the Corporation.

The Nominating Committee will be comprised of the chair of the committee, a director (as liaison with the board), up to five (5) regular members of the Corporation, and the past chair of the Nominating Committee if available.

The chair of the Nominating Committee will be selected by the board of directors.

The Nominating Committee will carry out its duties in accordance with these by-laws and any applicable requirements of the Corporation's Operating Policies and Procedures.

9.3 Standing Committees of the Corporation

Upon recommendation by the board, the members may, by ordinary resolution, establish or repeal a standing committee of the Corporation.

The purpose of such a committee shall be to further the mission of the Corporation through a specific mandate.

Such a committee is accountable to the Corporation and will make an annual report on its activities.

Chairs for such committees are recruited by the Nominating Committee from among the regular members of the Corporation, tabled for information to the membership at the annual meeting, and recommended for appointment to the board.

The chair of any such committee is appointed by resolution of the board. Chairs of such committees serve as *ex-officio* members of the board.

The committee shall set the terms of reference for its work. Such terms of reference are subject to approval by the board.

The procedural rules and reporting requirements of a committee shall be determined by the board.

Membership on such committees will be in accordance with the Corporation's Operating Policies and Procedures.

Members of such committees shall not be entitled to receive remuneration for serving as such but shall be entitled to be reimbursed for any reasonable expenses incurred by them in the exercise of their duty in accordance with any policies adopted by the board.

9.3.1 Committee Chair Term Limits

Implementation of firm Committee Chair term limits:

- 2-year max terms for committee chair, renewable once with recommendation of a second term for the following:
    - Ongoing committee project(s)
    - No interest in current committee members to take on role
- Following the completion of the optional second term due to the aforementioned reasons, the committee chair must vacate the position to allow for other members opportunity to take on this role.
    - Past Chair will take on six-months to 1-year long ex-officio support position to help current chair transition into the position

9.3.2 Committee Chair Minimum Committee Meeting and Association Board Meeting Attendance

Implementation of minimum meeting requirements to ensure continuation of Committee and Association work:

Review of position eligibility if Chair duties are not met:

- Committee Chairs are required to meet mandatory attendance minimums for their committee(s):
    - For cancellation of multiple Committee meetings
        - 2 or more consecutively over the course of 1-year (July-June)



    - Failure of the Chair to host 2 or more consecutive committee meetings will result in review of position status by Board
- Committee Chairs are required to meet mandatory Board Meeting attendance minimums:
    - For absences from Association Board Meetings
        - 2 or more consecutively
        - 6 or more over the course of annual active session within a single year (July - June)
- Committee Chairs are required to provide, or request a representative to provide reports for Board Meetings:
    - Failure of the Chair to provide Board meeting report for 2 or more consecutive meetings, OR
    - Failure to assign a Board Meeting delegate for 2 or more consecutive meetings will result in review of position status by Board.

9.4 Oversight Committees of the Corporation

Upon recommendation by the board, the members may, by ordinary resolution, establish or repeal an oversight committee of the Corporation. The purpose of such a committee shall be to further the mission of the Corporation through a specific mandate relating to operational oversight. Such a committee is accountable to the Corporation and will make an annual report on its activities to the Annual General Meeting.

Members for such committees are recruited by the Nominating Committee from among the regular members of the Corporation, tabled for information to the membership at the annual meeting, and recommended for appointment to the board. Members may not be current members of the Board.

The chair of any such committee is decided by the members of committee. Chairs of such committees do not serve as *ex-officio* members of the board in order to maintain the integrity of the oversight.

The committee shall set the terms of reference for its work. Such terms of reference are subject to approval by the board.

10 Student Chapters

10.1 Student Chapters

Student chapters of the Corporation may be established by the board for the purpose of providing a forum for student members and to encourage student involvement in CAPAL.

Any group of two (2) or more students who are student members including one designated as a coordinator may petition the board for recognition as a student chapter.

The board may, by resolution, establish or dissolve a student chapter.

Student chapters operate in accordance with the Corporation's Operating Policies and Procedures.

11 Protection of Directors and Others

11.1 Limitation of Liability

Except as otherwise provided in the *Act*, no director or officer of the Corporation will be liable for the acts, receipts, neglects or defaults of any other director or officer or employee for any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of any persons this including that which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same happens by or through the director's or officer's own willful neglect or default.

11.2 Indemnification

Any director, officer or employee of the Corporation may receive indemnification for their expenses incurred on behalf of the Corporation as a director, an officer or an employee.

11.3 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section.

12 General

12.1 Rules of Order

In general, the meetings of the members and board of directors are carried out in accordance with the most recent edition of Robert's Rules of Order unless they are in conflict with by-laws, or members or board of directors resolve not to carry out a meeting in compliance with such rules.

12.2 Method of Giving Notice

Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or

served) pursuant to the *Act*, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the *Act*; or

b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail; o

c) If communicated to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d) If provided in the form of an electronic document in accordance with the *Act*.

12.3 Effective Date of Notice

Any notice period begins the day after such notice is posted or sent to the intended recipients of the notice.

12.4 Omissions and Errors

Any omission to give notice to members, directors, officers, members of a committee of the board or auditor, or non-receipt of notice by such persons or any error in any notice not affecting its substance will not invalidate actions taken at meetings to which the notice pertained.

12.5 Waiver of Notice

Any member, proxy holder, director, officer, member of a committee of the board or auditor may waive or abridge the time for any notice required. Such waiver or abridgement, whether given before or after the meeting will remedy any defaults in the giving of the notice.

Any such waiver or abridgement should be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board, which may be given in any manner.

13 Dispute resolution

13.1 Dispute Resolution

Disputes or controversies among members, directors, officers, committee members, or

volunteers of the Corporation are, as much as possible, to be resolved in private meetings between the parties involved, or failing that, in accordance with mediation and/or arbitration procedures. (See Section 13.2)

13.2 Mediation and Arbitration

In the event dispute resolution as outlined in Section 13.1, above, fails, then without prejudice such a dispute or controversy will be settled by resolution as follows:

- The dispute or controversy will be submitted to a panel of mediators where one party appoints a mediator, the other party (or, if applicable the board) appoints a mediator, and the two jointly appoint a third. The three mediators meet with the parties in an attempt to mediate a resolution between parties. (The number of mediators may be reduced from three to one or two on agreement of parties.)

- If unsuccessful at resolving the dispute, the parties agree that the dispute should be settled by arbitration before an arbitrator, who will not be one of the mediators above, in accordance with the provincial or territorial governing arbitrations. Parties agree that all proceedings relating to arbitration will be kept confidential and no disclosures will be made of any kind. The decision of an arbitrator is final and binding and not subject to appeal on a question of fact, law or mixed fact and law.

- All costs of the mediators appointed in accordance with this section are borne equally by the parties to the dispute or controversy. All costs of arbitrators appointed in accordance with this section will be borne by such parties as may be determined by the arbitrators.

14 By-laws

14.1 Enactment of By-laws

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution.

The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the *Act*.

14.2 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law will not affect the validity or enforceability of the remaining provisions of this by-law.

14.3 Repeal of Prior By-laws

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the

Corporation by resolution on the 25th day of April, 2015, and confirmed by the members of the

Corporation by special resolution on the 1st day of June, 2015 and as amended by the members

of the Corporation by special resolution on the 30th of May, 2016 and on the 31st of May 2017. Amended by the members of the Corporation by special resolution on the 2nd of June, 2025.

Leona Jacobs & Douglas Fox

Directors, CAPAL/ACBAP[1] (2015)

Jennie Fallis, Sarah Wood-Gagnon, Laura Koltutsky, Carol Leibiger, Marta Samokishyn, Amanda Wills

CAPAL/ACBES Administration Committee (2026/2027)

[1] ACBES was previously known as ACBAP Association canadienne des bibliothécaires académiques professionnels