

BY-LAWS

These are the by-laws relating to the conduct of the business affairs of the
**CANADIAN ASSOCIATION OF PROFESSIONAL LIBRARIANS / Association
canadienne des bibliothécaires académiques professionnels**
("CAPAL")

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BE IT ENACTED as a by-law of CAPAL as follows:

PREAMBLE

In this constitution, we, the members, board of directors and officers of CAPAL, seek to:

- build a cohesive, responsive and united national association for academic librarians and archivists to promote the value of information professionals in the creation of new knowledge
- respect the traditions of the library, information and archival sciences while forging new paths of innovation and scholarship
- affirm the power of information and information technologies in building a Canadian society based on democratic values, social justice and fundamental rights
- make a commitment to improving the quality of library, archival and information services that promote and support scholarship and new literacies of the digital age

Finally, we believe that a free flow of information is essential in building greater levels of research capacity in Canada, and are therefore committed to promoting the work of information professionals within environments that are inclusive, effective and responsive to the needs of our members. We have therefore adopted the following provisions as our Constitution.

Name

The name of this national organization shall be the Canadian Association of Professional Academic Librarians / Association canadienne des bibliothécaires académiques professionnels (CAPAL), hereafter referred to as the *Association* or CAPAL.

Purpose

CAPAL is a national non-governmental membership organization representing academic librarians and the profession of academic librarianship in Canada. Our mission is to promote, advance and support the profession of academic librarianship for the advancement of research, teaching and learning at post-secondary institutes of higher learning and research, and to further the professional interests of academic librarians.

SECTION 1 – INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws of CAPAL (unless the context requires otherwise):

- "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;
 - "board" means the board of directors and officers of CAPAL;
 - "director" means a member of the board and refers to the three (3) or four (4) directors of CAPAL;
 - "by-law" means this by-law and any other by-laws of CAPAL as amended and which are, from time to time, in force and effect;
 - "meeting of members" includes an annual meeting of members or a special meeting of members;
 - "letters patent" means the letters patent as amended from time to time including any letters patent of continuance in the event of subsequent substitution of the *Act*;
 - "in good standing" means for the purposes of this by-law, a member who has paid annual membership dues in accordance with section 3.08;
 - "officers" are members of the board and manage and supervise the management of the activities and affairs of CAPAL.
 - "Operating Policies, Rules and Procedures" means the policies, rules and procedures approved in accordance with section 1.03.

1.02 Interpretation

In the interpretation of this by-law, words used in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, corporate body, partnership, trust and unincorporated organization.

Words and expressions as defined in the *Act* have the same meanings when used in these by-laws (other than as specified in 1.01 above)

The headings used in the by-laws are inserted for reference and are not meant to be considered or taken into account in interpreting the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.03 Operating Policies, Rules and Procedures

The board of CAPAL may prescribe by a resolution such policies, rules and procedures not inconsistent with the by-laws relating to the management and operation of the *Association* and other matters provided for in this by-law as they may deem expedient.

SECTION 2 - General

2.01 Association head office

The head office of the *Association* is in the City of Toronto, in the Province of Ontario subject to change by by-law sanctioned by at least two thirds (2/3) of votes cast at a meeting of members.

2.02 Corporate Seal

The corporate seal of CAPAL is such as the board may by resolution and from time to time approve.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CAPAL may be signed by the president and any one of the two, vice-president or secretary/treasurer. Notwithstanding this bylaw, the board may from time to time direct how and by whom a particular document or type of document should be executed. Any person authorized to sign any document may affix the corporate seal to that document.

2.04 Financial Year End

The fiscal year of CAPAL will end each year on December 31 (or determined by the board).

2.05 Banking

The banking business of CAPAL shall be transacted at a bank, trust company or firm carrying on a banking business in Canada or elsewhere as the board of directors designate, appoint or authorize. The banking business or any part of it is transacted by a director or officers of CAPAL and other persons as the board of directors may designate, direct or authorize.

2.06 Annual Financial Statements

The *Association* may, instead of sending copies of annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* to members, publish a notice stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of CAPAL and that members may, on request, obtain copies free of charge at the registered office or by prepaid mail.

2.07 Auditors

The members at each annual meeting will appoint an auditor to audit the *Association* accounts for reporting to members who hold office until the next following annual meeting provided that the directors fill vacancies in the office of the auditor. The remuneration of the auditors is fixed by the board of directors and officers. The auditors may not be directors, officers or employees of CAPAL.

2.08 Borrowing

Subject to the limitations set out in the *Act* and this by-law, the board may:

- (a) Borrow money upon the credit of CAPAL;
- (b) Limit or increase the amount to be borrowed;
- (c) Issue or cause to be issued bonds, debentures or other securities of the *Association* and pledge or sell same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- (d) Secure any such debentures, or other securities, or any future borrowing or liability of CAPAL, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of CAPAL, and its undertaking and rights.

The board may authorize a director or officer or others of the *Association* 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.

SECTION 3 - MEMBERS

3.01 Membership Conditions

Subject to the articles, there are three (3) classes of membership in CAPAL, namely, *regular membership*, *student membership* and *associate membership*. Membership is divided into subcategories as described in CAPAL's operating policies. By resolution, the board may approve the admission of new members. Members may be admitted in a manner prescribed by the board. Each member will be informed by the Secretary of their admission. Unless noted, a membership

term is annual, and subject to renewal on payment of dues in accordance with section 3.09. The following membership categories are described and the following conditions apply.

3.02 Regular Membership

Regular membership is available to individuals who,

- are interested in furthering the mission and purpose of CAPAL (see *Introduction*) and
- are graduates of an ALA-accredited library school with an MLS/MLIS/MIS/MI degree or an acceptable equivalent,
- have applied for and been accepted as members.

The term of a membership is annual and subject to renewal in accordance with the policies of CAPAL. Each regular member is entitled to receive notice, attend and vote at all member meetings and each regular member is entitled to one (1) vote at such meetings.

3.03 Student and Retiree Membership

Student membership is available to individuals who,

- are enrolled as students and,
- are interested in furthering the mission and purpose of CAPAL (see *Introduction*)

Students can become members by applying and being accepted as student members of CAPAL. Subject to the *Act* and articles, student members are not entitled to vote at meetings of the members of CAPAL;

Retiree membership is available to retired individuals interested in furthering the mission and purpose of CAPAL (see *Introduction*) Retired individuals become members by applying and being accepted as retiree members of CAPAL. Each retiree member is entitled to receive notice, attend and vote at all member meetings and each retiree member is entitled to one (1) vote at such meetings.

The term of membership for student and retiree members is annual, subject to renewal in accordance with the policies of CAPAL.

3.04 Associate Membership

Associate membership is available to any individual who supports the goals of CAPAL (see *Introduction*) but who,

- is not a graduate of an ALA-accredited library school with an MLS/MLIS/MIS/MI degree or equivalent; and
- does not qualify for a student or retired membership.

The term of associate memberships is annual subject to renewal in accordance with the policies of the *Association*. Subject to the *Act* and the articles, associate members are not entitled to vote at meetings of members.

3.05 Disqualification

If any members at any time cease to meet all criteria for membership in CAPAL or of the particular category of membership to which they have been approved or if they fail to pay membership dues as required by Section 3.06, those members will automatically cease to hold membership in CAPAL.

3.06 Cessation of Membership

Subject to the *Act*, the interest of a member is non-transferable and ceases to exist on the earliest expiration of membership, the member's resignation, death, disqualification or removal in accordance with this by-law or in the event of the dissolution of CAPAL.

3.07 Resignation of Membership

Any member can submit their resignation as a member by delivering a letter to the Secretary/Treasurer. Resignation is effective from the date specified therein. No refunds will be provided.

3.08 Membership Dues

Membership dues are fixed by the board of directors subject to confirmation by members at the annual meeting. On approval, members are notified in writing about changes and when their dues will be payable. If members fail to pay dues by the prescribed date, they cease to be members in good standing. When members do not pay their outstanding fees within one (1) calendar month or thirty (30) days of their due date, they will cease to be members in good standing.

SECTION 4 – MEMBERSHIP MEETINGS

4.01 Annual Meetings

Subject to the by-laws, the board will call, at such date and time as it determines, an annual meeting of members for the purpose of considering the financial statements and reports of CAPAL pursuant to the *Act*, electing directors, appointing the auditor and transacting such other business as may properly be brought before the meeting.

4.02 Special Meetings

The board may call special meetings for the transaction of any *Association* business. The board will call special general meetings of members on written requisition of members carrying not less than 10% of the voting rights.

4.03 Place of Meetings

Subject to compliance with Section 102 of the *Act*, meetings of members are held at any place within Canada or, if a majority of the members so agree, outside Canada.

4.04 Voting at Meetings

Only regular members in CAPAL who are in good standing are entitled to vote at meetings of members.

4.05 Special Business

All business transacted at a special meeting or an annual meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and appointment of the auditor constitutes special business.

4.06 Members Entitled to be Present

Any member of CAPAL is entitled to be present at meetings of members as well as persons required to be present under provisions of the *Act*, articles and by-laws. Others will be admitted by invitation of the Chair or by resolution of regular members.

4.07 Waiving Notice

Members entitled to attend meetings of members may waive notice of a meeting and attendance of any such person at a meeting is a waiver of notice of the meeting, except where someone attends for the purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.08 Chair of the Meeting

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

4.09 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) is 5% of those 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.

4.10 Absentee Voting

Subject to compliance with the *Act*, in addition to voting in person, every regular member entitled to vote at a meeting of members may vote by any of the following means:

- By appointing in writing a proxy holder or one or more alternate proxy holders who must be regular members, as the member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;
- Except where the *Act* requires a meeting of members with respect to the matter to be voted on by the members, by using a mailed-in ballot in the form provided by CAPAL;

- By means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to CAPAL without it being possible for CAPAL to identify how each member voted.

4.11 Votes to Govern

At all meetings of members, questions are determined by a show of hands and a majority of votes unless otherwise stated by the *Act* or by this by-law. The chairperson of the meeting votes in order to break a tie (in the case of an equality of votes on any matter arising at the meeting).

4.12 Ballots

For questions proposed for consideration (either before or after a vote by show of hands), the chair of the meeting, or any member or proxy holder may demand a ballot to be taken as the chair directs and the decision of members will be determined by the result of such a ballot.

4.13 Participation at Meeting by Telephone

Members of CAPAL may meet by teleconference provided that either a majority consents to meeting by teleconference or meeting by teleconference has been previously approved by resolution passed by the members at a meeting of members.

4.14 Participation at Meetings by Other Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting using other electronic means or other communications facility permitting all participants to communicate adequately with each other during the meeting provided that:

- The board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues are to be handled, procedures for establishing a quorum and recording votes; and
- CAPAL makes available communication facilities to members or members themselves have access to communication facilities; and
- Members entitled to vote at meetings and who want to participate electronically may do so by submitting a request in advance. Written consent may be given and may be a “blanket” consent for meetings of members.

A person participating in a meeting electronically is deemed to have been present at the meeting.

4.15 Notice of Meetings

Notice of the time and place of a meeting of members is given to each regular member entitled to vote:

- Each regular member of CAPAL (determined in accordance with a date fixed by the board, or failing that, in accordance with the *Act*);
- Each officer; and
- The auditor of CAPAL not less than (30) days before the meeting is to take place.

Notice of a meeting of members will state the nature of business in enough detail to permit members to form judgments on the business of the *Association* and provide the text of any resolutions or by-laws to be discussed. Notice of meetings must remind members that they have the right to vote by proxy.

4.16 Adjournment

The chairperson of any meeting of members may with the consent of members adjourn the same from time to time to a fixed time and place; no notice of such adjournment needs to be given to members. Any business brought before or dealt with at any adjourned (or original) meeting must be in accordance with the notice of meeting.

SECTION 5 – GOVERNING BOARD OF CAPAL

5.01 Officers of the Board

Governing Board consists of the officers of CAPAL.

Officers have the right to vote at board meetings and have a responsibility to represent the views of their committee members at the board meetings. Officers of the CAPAL Board are:

- **Chair of the Board** - The chair of the board, if one is appointed. The chair will preside at all meetings of the board of directors and of members. The chair will have other duties and powers as the board specifies.
- **Vice-Chair of the Board** - The vice-chair of the board, if one is appointed. If the chair is absent or unable to act, the vice-chair will, when present, preside at meetings of the board of directors, officers and of members. The vice-chair will have other duties and powers as the board specifies.
- **President** – If appointed, the president will be the chief executive officer of CAPAL and is responsible for implementing the strategic plans and policies of the *Association*. The president, subject to the authority of the board, has general supervision of the *Association's* affairs.
- **Secretary** – If appointed, the secretary attends and is the secretary for all meetings of the board, members and committees. The secretary enters all minutes of proceedings; the secretary gives notices to members, directors, public accountant and members of committees; the secretary is custodian of all books, papers, records, documents and other instruments that belong to CAPAL.
- **Treasurer** - If appointed, the treasurer has such powers and duties as the board specifies. The treasurer will serve as the Chair of the Budget and Finance Committee.
- **Chairs of Standing Committees** are officers of the board

5.02 Responsibilities of Officers

The powers and duties of all other officers of CAPAL are such as the terms of their engagement call for, or the board or president requires of them. The board may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of officers.

5.03 Powers of the Officers

Subject to the *Act* and letters patent, officers of the board manage and supervise the management of the activities and affairs of CAPAL.

5.04 Number and Composition

A minimum of three (3) officers are required: a president, secretary-treasurer and vice-president (who is also president-elect); when possible, a past president and Secretary/Treasurer, for a total of four officers. The number will vary depending on number of nominated officers.

5.05 Election and Terms

Subject to the articles, members elect directors at the first meeting of members and at each succeeding annual meeting where an election is required. Officers are elected to hold office for a term expiring not later than the close of the third annual meeting of members following election.

5.06 Nomination as Officers

Any regular member of CAPAL in good standing may nominate one or more members in good standing as officers, provided such nomination is received by the chair of the nominating committee no later than ten (10) weeks before the date of the annual meeting of members of CAPAL. Each nomination should be accompanied by the following:

- A statement from the nominee declaring the nominee's willingness to stand for election;
- The signatures of five (5) additional members in good standing who have agreed to co-sponsor the nomination; and
- A description of the nominee's qualifications.

A regular member in good standing may be nominated from the floor at a meeting of members by any two (2) other regular members in good standing provided that such nominees indicate acceptance of the nomination in writing or in person at the time of nomination.

5.07 Vacation of Office

An officer ceases to hold office when the officer dies, resigns, is removed from office by the members or becomes disqualified to serve as an officer.

5.08 Resignation

An officer may resign from office by giving a written resignation and such resignation becomes effective when received by CAPAL or at the time specified in the resignation.

5.09 Removal

Subject to the *Act*, members may, by resolution passed by a two-thirds (2/3) vote of regular members at a special meeting of members, remove any director from office before the expiration of the officer's term and elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

5.10 Filling Vacancies

A vacancy on the board may be filled by the remaining officers with a qualified regular member in good standing until the next annual meeting of the members. If there is no quorum of officers or if the vacancy results from a failure to elect an adequate number of officers, the officers in office will call a special meeting to fill vacancies and, if they fail to call a meeting, the meeting may be called by any member.

5.11 Remuneration of Officers

Officers serve without remuneration and no officer will directly or indirectly receive any profits from occupying the position of officer. Officers may be reimbursed for reasonable expenses incurred during the performance of their duties.

SECTION 6 – CAPAL BOARD MEETINGS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If CAPAL has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board will be given in the manner provided in Section 8.01 of this by-law to every director of CAPAL not less than 7 days before the day the meeting is held. Notice will not be necessary if all directors are present, and none objects to the holding of a meeting, or if those absent have waived notice or have otherwise signified their consent to the meeting. Notice of adjournment is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-laws otherwise provide, no notice of meetings need to specify the purpose or business to be transacted at the meeting except that a notice of a meeting of directors will specify matters referred to in subsection 138(2) (Limits on Authority) of the *Act*, and to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month for regular board meetings at a place and time to be determined. A copy of resolutions of the board fixing place and time of regular

meetings will be sent to each director but no other notices are required except if subsection 136(3)(Notice of Meeting) of the *Act* requires the purpose or business to be specified.

6.04 Votes to Govern

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

6.05 Committees

The board may from time to time appoint a committee or other advisory body, as it deems necessary or appropriate, subject to the *Act*, with powers as the board sees fit. Such a committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any member may be removed by resolution of the board.

6.06 Nominating Committee

Members of the governance committee will be appointed by the board of directors at the board meeting following the annual meeting of members in every second year. The governance committee will consist of between three (3) and five (5) members to serve a term of two (2) years or until successors are appointed. Any vacancy will be filled by the board of directors. In the case of an appointment to fill a vacancy, new committee members will serve until the expiration of the remaining term of the departing member. Committee members may serve for a maximum of two (2) consecutive terms. The chair of the governance committee will be selected by the board of directors. The governance committee will carry out its duties in accordance with these by-laws and any applicable requirements of the Operating Policies, Rules and Procedures.

The committee will:

- solicit from among regular members names of potential candidates for the board and officer positions in accordance with the nominations process described in Section 5.05;
- prepare a slate of one or more candidates for each position which will be vacant and for which an election is to be held at the annual meeting. In recommending candidates, the committee will strive to ensure that candidates have the attributes necessary to govern in accordance with the vision, purpose and values, strategic direction, policies and governance practices of the *Association* and that there is a diversity of composition of directors that reflect age, gender, expertise and geographic location of members.
- seek to ensure that the board of directors is comprised of individuals with appropriate skills to chair standing committees and that its composition meets the criteria established by the board in the Operating Rules, Policies and Procedures;
- recruit committee members and chairs of standing and other committees and table names of proposed candidates at the annual meeting for information purposes and then to the board for appointment of committee members and chairs at the board of directors' meeting within 90 days following the annual meeting;

- monitor the terms of directors, officers and committee members to ensure that vacancies are identified on a timely basis and that the organization renews itself in an orderly way;
- make recommendations to the officers of the board at its request on matters relating to nominations, including board and committee terms of reference, orientation and training, volunteer recognition and succession planning;
- solicit nominations and recommend to the board the names of individuals to be honoured with the conferring of an award;
- develop and revise regulations, procedures and forms to document the nomination and election of the board and award recipients;
- fulfill other duties, including following such procedural requirements in carrying out its mandate as may be directed by the officers of the board by resolution or as provided in the Operating Policies, Rules and Procedures.

6.07 Quorum at Nominating Committee

A quorum for the conduct of business at any meeting is a majority of the members of the nominating committee, not including those on leave, who have resigned or have been removed, but have not been replaced. Nominating committee members are subject to removal by resolution of the board. Nominating committee members are not be entitled to receive remuneration for serving but will be entitled to be reimbursed for any reasonable expenses incurred in the exercise of their duties in accordance with any policies adopted by the board.

SECTION 7 – STANDING COMMITTEES

7.01 Standing Committees

With the exception of the nominating committee referred to in Section 8.01 and which will be appointed by the board, the board may, by resolution, establish or repeal the standing committees at its discretion.

As of the effective date of these by-laws, the standing committees of CAPAL are:

- Advocacy Committee
- Budget and Finance Committee
- Communications Committee
- Diversity and Equity Committee
- Educational, Mentoring and Professional Development Committee
- Membership Committee
- Publications Committee
- Research and Scholarship Committee
- Student Committee

7.02 Nomination of Chairs of Standing Committees

The nominating committee will recruit chairs of all standing committees of the Association and table the names of the proposed candidates at the annual meeting for information purposes. The board of directors will appoint the members of each standing committee and the chairs of such committees at the board of directors' meeting which follows the annual meeting.

7.03 Membership in Standing Committees

Standing committees generally consist of between ten (10) and twenty (20) members who serve for terms of two (2) years or until successors are appointed. Standing committee members serve for a maximum of two (2) consecutive terms. The executive director of CAPAL is an ex-officio member of all standing committees. The mandate, work, procedural rules and reporting requirements for each of the standing committees are detailed in the Operating Policies, Rules and Procedures. Any committee member may be removed by resolution of the board of directors.

7.04 Budget and Finance Committee

The treasurer of CAPAL will serve as Budget and Finance Committee chair, providing leadership in the maintenance of the financial health of the Association and each year will bring to the Board a recommended budget and recommended fiscal policies. The Budget and Finance Committee chair shall act in this capacity for the duration of their term as treasurer.

7.05 Advocacy Committee

To advise, monitor and assess matters related to the professional rights and fair treatment of members; to advocate for issues pertaining to academic librarianship and related causes; to research and develop informed opinions which may be used in communications with members and the public; to work with the standing committees, board of directors in CAPAL and external organizations in the promotion of issues and causes.

7.06 Communications Committee

To advise, monitor, assess and ensure there is on-going communication between members and the internal work being undertaken by the standing committees and the board of directors in CAPAL; to work with the standing committees to ensure the membership is informed and actively encouraged to be engaged in activities.

7.07 Diversity and Equity Committee

To advise, monitor and assess matters related to diversity and equity issues in the profession of academic librarianship; to research and undertake projects related to these issues in the profession; to work with other standing committees in CAPAL to coordinate efforts and support the mandate of the Association.

7.08 Education and Professional Development Committee

To advise, monitor and assess matters related to the professional training of academic librarians, in the short-term and long-term, the on-going development of workshops, mentoring and other related educational issues. This shall include at least two (2) members of the Student Committee.

7.09 Membership Committee

To advise on matters related to membership promotion and member recruitment, engagement, and retention; to monitor and assess membership concerns and retain on-going communication with other standing committees.

7.10 Publications Committee

To advise, plan and assess matters pertaining to CAPAL publications; to recommend appointment of editors of journals and publications for which there are no paid staff; to approve appointments on the recommendation of editors; to advise the board of directors on matters relating to publications; to promote writing and effective research methods; to gather stakeholder input regarding new publishing directions for recommending specific actions or for advising the board; to encourage recruitment of authors and bring them into the publishing pipeline by referring them to editors; and to promote author submissions and manuscripts across the full range of publications; to work with other standing committees, such as the Research and Scholarship Committees to ensure the promotion of CAPAL's mandates and coordinated efforts.

7.11 Research and Scholarship Committee

To advise on matters related to research and academic scholarship in the profession of academic librarianship; to advocate for research and scholarship in academic librarianship; to work with members, individuals, other standing committees such as the Publications Committee, and external professional organizations in these efforts; to plan workshops and programs as per membership needs and CAPAL's mandate.

7.12 Student Committee

This committee is comprised of the representatives from student chapters and student members.

SECTION 8 – OTHER COMMITTEES

8.01 Other Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the board sees fit. The board establishes the terms of reference for each committee and may alter these at its pleasure. Any committee member may be removed by resolution of the board of directors. The procedural rules and reporting requirements of a committee will be determined by the board or in accordance with the Operating Policies, Rules and Procedures, where applicable.

8.02 Establishment of Special Interest Sections

Special interest sections of CAPAL may be established by the board to provide a forum for discussion by members with similar interests, to attract and integrate new members of the same interest into CAPAL, and to advocate the advancement of archives in these special interest areas.

The board may establish policy concerning the establishment and operation of special interest sections which will be contained in the Operating Rules, Policies and Procedures.

Any group of seven (7) or more regular members in good standing with similar professional interests, may, upon presentation of a statement of goals and objectives, petition the board for recognition as a special interest group. The board will recognize such an application when its goals and objectives and number of members cannot be accommodated by a standing committee or when the board deems that it is not advisable to create such a committee.

Should the board wish to undertake an in-depth study in any area for which a special interest section has been formed, the board will establish a select committee and will draw on a member of the special interest section to form such a committee. Membership in each special interest section will be open to all interested members of CAPAL.

8.03 Minimum Requirements for Special Interest Sections

In order to remain active, a special interest section must maintain a leadership group comprised of a chair, vice-chair and secretary, hold an annual meeting and report to members at the AGM. If a special interest section fails to maintain these minimum requirements, it may be dissolved by the board of directors in accordance with Section 8.05.

8.04 Regulation of Affairs

A special interest group may engage in activities and adopt rules, regulations and policies for the management of its affairs which are not inconsistent with the letters patent, by-laws or Operating Rules, Policies and Procedures of CAPAL.

Nothing should be interpreted, however, as giving to a special interest group, the power and authority to:

- (a) contract loans, lines of credit or guarantees without prior approval of the board;
- (b) make any expense or disbursement, or incur any contractual liability;
- (c) represent or act on behalf of CAPAL except with the consent of the board.

8.05 Dissolution of Special Interest Section

Any special interest section may be dissolved by the board by resolution. A special interest section may also be dissolved by a majority vote of its members subject to approval by the board.

SECTION 9 – STUDENT CHAPTERS

9.01 Student Chapters

Student chapters of CAPAL may be established by the board to provide a forum for discussion for student members to attract and integrate students who are members and to encourage

involvement. The board establishes policies concerning the operation of student chapters which will be contained in the Operating Rules, Policies and Procedures.

Any group of five (5) or more students who are student members including one designated as a coordinator may, upon presentation of a letter of statement of intent, petition the board for recognition as a student chapter.

Membership in each student chapter is open to all interested students who are members.

Each student chapter will hold meetings as its members deem necessary. Membership of each student chapter will elect a coordinator to be elected for a one (1) year term and be eligible for re-election.

9.02 Minimum Requirements for Student Chapters

In order to remain active, a student chapter must identify and maintain a leadership group comprised at a minimum of a chair, vice-chair and secretary, hold an annual meeting and report to the members at the AGM. If a student chapter fails to maintain these minimum requirements, it may be dissolved by the board of directors in accordance with Section 9.04.

9.03 Regulation of Chapter Affairs

A student chapter may engage in activities and adopt rules, regulations and policies for the management of its affairs which are not inconsistent with the letters patent, by-laws or the Operating Rules, Policies and Procedures of the *Association*.

Nothing should be interpreted, however, as giving to a student chapter, the power and authority to:

- (a) contract a loan, open a line of credit or issue a guarantee without the prior approval of the board;
- (b) make any expense or disbursement, or incur any contractual liability;
- (c) represent or act on behalf of CAPAL in any manner, except with the consent of the board.

9.04 Dissolution of Student Chapters

Any student chapter may be dissolved by the board by resolution. A student chapter may be dissolved by a majority vote of members subject to approval of the board.

SECTION 10 - PROTECTION OF OFFICERS AND OTHERS

10.01 Limitation of Liability

Except as otherwise provided in the *Act*, no director or officer of CAPAL 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.

10.02 Indemnity of Directors, Officers and Other

CAPAL may indemnify a director or officer, former director or officer or other individual who acts at the request of a director or officer and such person's heirs and legal representatives, against all costs, charges and expenses reasonably incurred by someone in respect of civil, criminal, administrative or investigative action in which the individual is involved if,

(a) he acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

CAPAL may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the *Act* or the law. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

10.03 Insurance

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

SECTION 11 – GENERAL

11.01 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.

11.02 Method of Giving Notices

Any notice, communication or other document required to be given to a member, director, officer, or auditor of CAPAL pursuant to the *Act*, the letters patent or by-laws or otherwise shall be sufficiently given to such person if:

(a) delivered personally, in which case it will be deemed to have been given when delivered,

(b) delivered to a person's recorded address by courier or other means, in which case it will be deemed to have been given when delivered,

(c) mailed to a person at their recorded address by prepaid ordinary mail, in which case it will be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or to

(d) such person by electronic means such as e-mail or facsimile, in which case it will be deemed to have been given when it is so transmitted without subsequent error notification, at such person's latest address as shown in the records of CAPAL and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary.

11.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice is not required, unless it is otherwise provided, be counted in such number of days or other period.

11.04 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.

11.05 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 and 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.

SECTION 12 - BY-LAWS

12.01 Enactment of By-laws

The board may enact by-laws relating to CAPAL or conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may wish to amend, repeal or re-enact by-laws but none will be effective until sanctioned by at least two-thirds (2/3) of votes cast at a meeting of members called for the purpose of considering same.

The said repeal of By-law No. 1 will not affect the previous operations of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under such by-laws so repealed will continue to

act as if appointed under the provisions of this by-law. All board or members' resolutions, with continuing effect, passed under such repealed bylaws will continue to be valid, except to the extent inconsistent with this by-law, and until amended or repealed.

12.02 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.

SECTION 13 - DISPUTE RESOLUTION

13.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committees or volunteers are to be resolved in accordance with mediation and/or arbitration provided in Section 9.02 of this by-law.

13.02 Dispute Resolution Mechanism

In the event that a dispute or controversy arises among members, directors, officers, committee members or volunteers of CAPAL related to the articles or by-laws or any aspect of the operations of CAPAL where it is not resolved in private meetings between the parties, 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 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.

EFFECTIVE DATE JUNE 18, 2013.