



## AMENDMENTS TO CFLA-FCAB BYLAW NO. 1

### PROPOSED AMENDMENTS TO CFLA-FCAB BYLAWS TO AMEND THE NOTICE OF MEMBERS MEETING

**RATIONALE:** It will provide sufficient notification time to members to allow for the filing of motions in accordance with the amended Article 22.

**QUESTION:** Move to amend Article 17 to advance the meeting notification date to members.

Current Wording	Proposed Amendment	If Adopted Will Read
<p>Article 17. <b>Notice of Members Meeting.</b> Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:</p> <p>Article 17.1 by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held; or</p> <p>Article 17.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.</p>	<p>Article 17. <b>Notice of Members Meeting.</b> Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:</p> <p>Article 17.1 by <u>telephonic, electronic,</u> mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than <u>45</u> <del>21</del> and not more than 60 days before the day on which the meeting is to be held.<del>;</del><del>or</del></p> <p><del>Article 17.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.</del></p>	<p>Article 17. <b>Notice of Members Meeting.</b> Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:</p> <p>Article 17.1 by telephonic, electronic, mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 45 and not more than 60 days before the day on which the meeting is to be held.</p>

**PROPOSED AMENDMENTS TO CFLA-FCAB BYLAWS TO INCLUDE A NOTICE RULE**

**RATIONALE:** It will provide for a more modern way of introducing business to the meeting without having 5% of the members agree to it. It would also provide an option to the members to take-up a late motion by requiring a 2/3 vote to get it on the floor. It would apply to future meetings.

**QUESTION:** Move to repeal Article 22 and replace with the following words, Article 22. Notice of Motion.

Current Wording	Proposed Amendment	If Adopted Will Read
<p>Article 22. <b>Proposals at Annual Members' Meetings.</b> Subject to the Regulations under the Act, any Proposal may be brought forward, including Proposals for nominations for the election of Directors, if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.</p>	<p>Article 22. <del>Proposals at Annual Members' Meetings.</del> Subject to the Regulations under the Act, any Proposal may be brought forward, including Proposals for nominations for the election of Directors, if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.</p> <p>Replace with:</p> <p><b><u>Notice of Motion.</u></b></p> <p><u>A notice of motion that will introduce business to the Corporation's meeting shall be in writing, indicating the Member organization, signed by the person introducing the business, and shall be submitted to the head office of the Corporation at least 30 days prior to the meeting. It shall be included in the agenda of the meeting under new business or as appropriate by the Chair of the meeting.</u></p> <p><u>A member who brings a</u></p>	<p>Article 22. <b>Notice of Motion.</b> A notice of motion that will introduce business to the Corporation's meeting shall be in writing, indicating the Member organization, signed by the person introducing the business, and shall be submitted to the head office of the Corporation at least 30 days prior to the meeting. It shall be included in the agenda of the meeting under new business or as appropriate by the Chair of the meeting.</p> <p>A member who brings a substantive motion to the meeting without previous notice, will be permitted three minutes to explain the proposal before the motion is referred to the Board of Directors or an appropriate standing committee.</p> <p>Alternatively, motions for which insufficient notice has been given and that the substance or timing indicate urgency, shall only be considered by the members when a vote of 2/3 of the members present</p>

	<p><u>substantive motion to the meeting without previous notice, will be permitted three minutes to explain the proposal before the motion is referred to the Board of Directors or an appropriate standing committee.</u></p> <p><u>Alternatively, motions for which insufficient notice has been given and that the substance or timing indicate urgency, shall only be considered by the members when a vote of 2/3 of the members present and voting permit it to be placed on the floor for discussion and decision.</u></p>	<p>and voting permit it to be placed on the floor for discussion and decision.</p>
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**PROPOSED AMENDMENTS TO CFLA-FCAB BYLAWS TO ALIGN MINIMUM AND MAXIMUM NUMBER OF DIRECTORS TO THE ARTICLES OF INCORPORATION.**

**RATIONALE:** In accordance with the Articles of Incorporation this will rectify the minimum and maximum that is currently found in the by-laws and permit a higher degree of flexibility to the number of directors.

**QUESTION:** Move to amend Article 31 to align the number of Directors as stipulated in the Articles of Incorporation.

Current Wording	Proposed Amendment	If Adopted Will Read
<p>Article 31. <b>Number of Directors.</b> In accordance with the Articles, the Board shall have been 9 and 12 Directors. The Board shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.</p>	<p>Article 31. <b>Number of Directors.</b> In accordance with the Articles, the Board shall have been <del>9</del> <u>8</u> and <del>12</del> <u>15</u> Directors. The Board shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.</p>	<p>Article 31. <b>Number of Directors.</b> In accordance with the Articles, the Board shall have been 8 and 15 Directors. The Board shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.</p>

**PROPOSED AMENDMENTS TO CFLA-FCAB BYLAWS ARTICLE 32**

**RATIONALE:** The by-laws at present ( c ) indicates that the “Board” which means the board of directors of the Corporation (CFLA-FCAB) may determine the criteria. The amendment will ensure that it is the criteria of the board of the Member association, group or corporation that is determining the criteria if the individual in question does not meet the criteria set out in ( a ) or ( b ).

**QUESTION:** Move to amend Article 32 to provide clarity of who determines the eligibility of an individual to be nominated to represent a Member association on the Board of Directors.

<b>Current Wording</b>	<b>Proposed Amendment</b>	<b>If Adopted Will Read</b>
<p>Article 32. <b>Board Composition.</b> At Each Annual Meeting... In order to serve as a Director pursuant to Article 32.1, an individual must:</p> <ul style="list-style-type: none"> <li>(a) be a member of the board of a Multi-Sector Association from the region they represent; or</li> <li>(b) be the executive director of a Multi-Sector Association from the region they represent, or</li> <li>(c) meet such other criteria as the Board may determine.</li> </ul>	<p>Article 32. <b>Board Composition.</b> At Each Annual Meeting... In order to serve as a Director pursuant to Article 32.1, an individual must:</p> <ul style="list-style-type: none"> <li>(a) be a member of the board of a Multi-Sector Association from the region they represent; or</li> <li>(b) be the executive director of a Multi-Sector Association from the region they represent, or</li> <li>(c) meet such other criteria as the <del>Board</del> <u>board of the Multi-Sector Association</u> may determine.</li> </ul>	<p>Article 32. <b>Board Composition.</b> At Each Annual Meeting... In order to serve as a Director pursuant to Article 32.1, an individual must:</p> <ul style="list-style-type: none"> <li>(a) be a member of the board of a Multi-Sector Association from the region they represent; or</li> <li>(b) be the executive director of a Multi-Sector Association from the region they represent, or</li> <li>(c) meet such other criteria as the board of the Multi-Sector Association may determine.</li> </ul>

**PROPOSED ADDITION TO CFLA-FCAB BYLAWS ARTICLE 32**

**RATIONALE:** The by-laws at present do not provide a mechanism for the Board to nominate additional Directors for election by the membership.

**QUESTION:** Move to add Article 32.6 to provide a clear mechanism for the Board to nominate additional Directors.

<b>Current Wording</b>	<b>Proposed Addition</b>	<b>If Adopted Will Read</b>
<p>Article 32.6 N/A</p> <p>For further certainty, all Members shall be entitled to vote to elect a Director for each of the preceding roles and no Member or subset of members has the right to appoint a Director or vote as a sub-set of the membership to elect any of the foregoing Directors.</p>	<p><u>Article 32.6 The Board may nominate for election such other Directors as it deems appropriate, and who is a member of a member of the Corporation.</u></p> <p>For further certainty, all Members shall be entitled to vote to elect a Director for each of the preceding roles and no Member or subset of members has the right to appoint a Director or vote as a sub-set of the membership to elect any of the foregoing Directors.</p>	<p>Article 32.6 The Board may nominate for election such other Directors as it deems appropriate, and who is a member of the member of the Corporation.</p> <p>For further certainty, all Members shall be entitled to vote to elect a Director for each of the preceding roles and no Member or subset of members has the right to appoint a Director or vote as a sub-set of the membership to elect any of the foregoing Directors.</p>

**PROPOSED AMENDMENTS TO CFLA-FCAB BYLAWS FOR HOUSEKEEPING PURPOSES**

<b>Current Wording</b>	<b>Proposed Amendment</b>	<b>If Adopted Will Read</b>
Article 1.5. "CARL/CKRN" means Canadian Association of Research Libraries/Association des bibliothèques de recherche du Canada;	Article 1.5. "CARL/ <del>CKRN</del> ABRC" means Canadian Association of Research Libraries/Association des bibliothèques de recherche du Canada;	Article 1.5. "CARL/ABRC" means Canadian Association of Research Libraries/Association des bibliothèques de recherche du Canada;
Article 1.6. "CULC" means Canadian Urban Libraries Council/Conseil des Bibliothèques Urbaines du Canada;	Article 1.6. "CULC/ <u>CBUC</u> " means Canadian Urban Libraries Council/Conseil des Bibliothèques Urbaines du Canada;	Article 1.6. "CULC/CBUC" means Canadian Urban Libraries Council/Conseil des Bibliothèques Urbaines du Canada;
Article 1.10. "Multi-Sector Association" means an association, group or organization that broadly represents a province or territory's library community and that, without limitation, does not include an association, group or organization that represents one specific library role in a province or one specific sector of libraries or library workers.	Article 1.10. "Multi-Sector Association" means an association, group or organization that broadly represents a province or territory's library community and that, without limitation, does not include an association, group or organization that represents one specific library role in a province <u>or territory</u> , or one specific sector of libraries or library workers.	Article 1.10. "Multi-Sector Association" means an association, group or organization that broadly represents a province or territory's library community and that, without limitation, does not include an association, group or organization that represents one specific library role in a province or territory, or one specific sector of libraries or library workers.
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 secretary of the Corporation shall be the custodian of the corporate seal.	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 <u>S</u> ecretary of the Corporation shall be the custodian of the corporate seal.	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 Secretary of the Corporation shall be the custodian of the corporate seal.
47.3. Secretary. If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or	47.3. Secretary. If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, <u>and</u> Members <del>and committees of the Board</del> . The Secretary shall	47.3. Secretary. If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, and Members. The Secretary shall enter or cause to be entered in the

<p>cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.</p>	<p>enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.</p>	<p>Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.</p>
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Further, to these housekeeping amendments the Table of Contents numbering will be adjusted appropriately.