

^Association of Friends of the Annapolis Royal Library Bylaws

As adopted Dec. 2008 - with amendments adopted Oct 11, 2011.
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Articles

Article 1 Name

The name of the Society shall be:

“The Association of Friends of the Annapolis Royal Library”.

Article 2 Definitions

In these bylaws:

- a) “Society” means THE ASSOCIATION OF FRIENDS OF THE ANNAPOLIS ROYAL LIBRARY
- b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) "Director" includes Trustee, Officer, Member of an Executive Committee, and any other person occupying such a position by whatever name called.
- d) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote, as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- e) The Annapolis Valley Regional Library system shall hereinafter be referred to as “the AVRL system”.
- f) The AR Library means the Annapolis Royal Branch of the AVRL system.

Article 3 Membership

- 1) The Society is ultimately accountable to the Members of the Society.
- 2) Members in good standing in the Society shall consist of:
 - a) The minimum of 5 subscribers to the Memorandum of Association.
 - b) Any person interested in supporting the AR Library Branch and the goals of the Society and who has paid the annual or lifetime membership fee determined by the Society at its Annual General Meeting.
 - c) Non-voting members as designated in Article 8.
- 3) The names of Members in good standing shall be maintained in the Registry of Members, by the Membership Coordinator.
- 4) Membership in the Society is not transferable.
- 5) Membership in the Society shall cease:
 - a) If the Member ceases to qualify for Membership in accordance with these bylaws,
or
 - b) Upon death of the Member, or
 - c) If the Member resigns by written notice to the Membership Coordinator of the Society, or
 - d) If by a two-thirds vote of the Members of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society is terminated for any cause which the Society membership may deem reasonable.
- 6) No funds of the Society shall be paid to or be available for the personal benefit of any Member, Officer or Director.

Article 4 Directors

- 1) The management of the Society is the responsibility of the Board of Directors.
 - a) The function of the Board of Directors is to provide oversight of the activities of the Society on behalf of the membership and regularly review whether the Society continues to fulfill its goals as stated in these bylaws.
- 2) Any voting Member of the Society shall be eligible to be elected a Director at Large or an Officer.
 - a) The elected Officers of the Society shall be the President, Vice-President, Treasurer, and Secretary. These four elected Officers shall form the Executive of the Board of Directors.
- 3) The number of Directors shall be a maximum of nine and a minimum of six.
 - a) Officers and Directors shall be elected by, and from among the membership of the Society at an Annual General Meeting of the Membership.

- b) All Board members shall be elected to a two-year term commencing at the Annual General Meeting at which they were elected.
 - c) Directors shall be the Past President, and those Members of the Society who are duly elected by the Society Members at the Annual General Meeting to the positions of President, Vice President, Secretary, and Treasurer of the Board, and Board Members at Large.
 - d) In the event of a vacancy on the Board of Directors, the remaining Directors may appoint an interim Director or Officer from among the membership of the Society, to serve until the next Annual General Meeting of the Society.
 - e) Within fourteen days of election or appointment of new Directors, an updated list of all Directors/Officers with their full names, addresses, occupations and dates of appointment or election shall be sent to the Registrar.
 - f) The Members may, by Special Resolution remove any Director / Officer and appoint another person to complete the term of office.
- 4) A conflict of interest does not prevent a Member from serving as a Director or Officer provided that he/she withdraws from decision making on matters pertaining to that interest. The withdrawal will be recorded in the minutes.
- a) Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Members upon nomination and at the point when the possibility of conflict is realized.
- 5) The Board of Directors shall meet a minimum of six times per year.
- a) The Board of Directors shall meet prior to the Annual General Meeting to review the audited financial report and the on-going operation of the Society to report to the General Membership at the Annual General Meeting.
 - b) For this meeting and all other Board meetings, notice of the meeting is required. Notice must specify the date, time, and place of the meeting, and must be delivered by telephone, email/mail, web site, social media and / or via poster, a minimum of five days prior to the meeting.
 - c) Quorum shall consist of at least five of the Directors, two of whom must be members of the Executive. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and upon request before any vote.
 - d) At Directors' meetings each Director casts one vote. Where there is an equality of votes the motion shall be lost.
 - e) The Past President shall chair a nominating committee of two additional Members, which will propose a slate of candidates for election to the Offices of the Society by the general membership at the Annual General Meeting.
- 6) The Board of Directors shall hold meetings and conduct the business of the Society between General Membership meetings as required.
- a) The Board of Directors will decide and act upon such matters as it deems to be in the general interest of the Society in the periods between General Meetings.

- b) The Past President shall be a non-voting Member of the Executive.
- c) An AVRL representative appointed by the Chief Executive Officer, (CEO, AVRL) shall be a non-voting Member of the Board of Directors.
- d) All Members of the Society may attend Board meetings as non-voting participants.
- e) Three Executive Officers shall constitute a quorum for meetings of the Executive Committee.
- f) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President (or the Vice-President), and the Treasurer, as prescribed by resolution of the Board.

Article 5 Officers of the Board

- 1) The elected Officers shall form the Executive and shall conduct the day-to-day operation of the Society on behalf of the Board.
- 2) The elected Officers shall be President, Vice-President, Secretary, and Treasurer.
- 3) Any Member in good standing in the Society is eligible to be nominated and elected to serve as an Officer or Director of the Board.
- 4) The elected Officers shall serve concurrently on the Board of Directors of the Society for the period of their elected term of office.
- 5) The President of the Society shall:
 - a) Preside at all Board, Executive, and General Membership meetings.
 - b) Be the liaison between the Society, the AVRL Board, the CEO AVRL, and the AR Library Branch Manager.
 - c) Together with the Treasurer and the Vice President, have joint signing authority on all disbursements.
 - d) Represent the Society before any group requesting the presence of the Society or delegate a representative.
 - e) Prepare and present an annual report on the activities of the Society to the general membership.
- 6) The Vice President shall:
 - a) In the absence of the President, preside at Board and General meetings,
 - b) In the absence of the President, perform the other duties, including having alternate signing authority for approved disbursements.
 - c) Perform other duties as requested by the Executive.
- 7) The Treasurer shall:
 - a) Keep and maintain the financial records of the Society.
 - b) Deposit monies received to the bank account of the Society.
 - c) Make all approved disbursements, signing cheques together with the President or Vice President as required.

- d) Make regular financial reports to the Board.
 - e) Prepare and present an annual fiscal report to the Membership at the Annual General Meeting.
 - f) Ensure an annual review (friendly audit) is performed on the Society's financial records.
 - g) Prepare and submit required annual financial statements to the Registry of Joint Stock Companies of Nova Scotia, and to the Canada Revenue Agency.
- 8) The Secretary shall:
- a) Record, prepare, maintain, and distribute the minutes of all formal meetings of the Directors, Executive Committee and General Membership.
 - b) Collaborate with the Membership Coordinator to keep a list of the current paid membership complete with addresses, phone numbers, and email information.
 - c) Conduct the correspondence of the Society as directed by the Board of Directors and by the President.
 - d) Post in the Library and circulate via email, or via written mail or telephone if requested, all notices of meetings and notices of motions to the Members or the Board of Directors, as required by these bylaws.
 - e) Maintain the Minute Books and Records of the Society in written and / or electronic format.
 - f) Hold the Seal of the Society, which may be affixed to any document upon resolution of the Executive Committee, should such a seal be acquired.
 - g) File with the Nova Scotia Registrar of Joint Stock Companies:
 - i) Within fourteen days of their election or appointment, a list of Directors/Officers with their full names, addresses, occupations and dates of appointment or election.
 - ii) A copy of any special resolution, within fourteen days of the resolution being passed.
 - h) Other duties as determined by the Executive and the Board.
- 9) No remuneration shall be paid to Directors or Officers.

Article 6 Members' Meetings

- 1) A general or special meeting of the Members may be held at any time and shall be called:
 - a) If requested by the President of the Society
 - b) If requested by a majority of the Directors, or
 - c) If requested in writing by five Members of the Society.
 - d) General membership meetings shall be held at least twice per year including the Annual General Meeting.
- 2) Notice to all Members is required for all general or special meetings. The notice must:
 - a) Specify the date, place, and time of the meeting,

- b) Specify the nature of business to be conducted, including notice of motion for special resolutions to be put to the membership.
 - c) A minimum of two weeks' notice is required for the Annual General Meeting or meetings to deal with a special resolution to change the bylaws. All other general membership meetings require a minimum of five-days' notice.
 - d) Notice shall be via telephone or email, by notice on the Society's notice board in the AR Library Branch and / or by Social media e.g., FaceBook, and web site.
 - e) The non-receipt of notice by any Member shall not invalidate the proceedings.
- 3) An Annual General Meeting shall be held within 3 months of the end of the fiscal year to elect new Board Members as may be required, and shall also include, but not be restricted to, as agenda items:
- i) minutes of the previous Annual General Meeting,
 - ii) annual reports from the President and all committee heads,
 - iii) the annual financial report of the Society, presented by the Treasurer,
 - iv) nomination and election of Directors / Officers.
- 4) Additional General Membership meetings may be called as needed throughout the year to bring speakers or programs of interest to the general membership, to canvas the opinions of membership on new projects or to recognize staff and volunteers at the AR Library Branch.
- 5) Additional General Membership meetings shall be called by the President in response to a written request of five Members to bring a specific issue to the Membership for discussion and/or decision.
- a) Notice of motion signed by at least two Members must be included in the call for the meeting and the meeting shall deal only with the matters for which the meeting was called.
- 6) Every Member is entitled to attend General or Special Membership meetings and has one vote on any motion at any duly constituted meeting. A Family Membership entitles each family member over the age of consent to one vote.
- 7) Proxy voting is not allowed.
- 8) Quorum at all General or Special Membership meetings shall be not less than six Society Members.
- a) If a quorum for the Annual General Meeting or a General or Special Membership meeting called by the President, or a majority of the Executive is not met within one-half hour of the time appointed for the meeting, no business shall be conducted by the assembled Members and the meeting shall be adjourned to such time and place as a majority of the Members present shall decide. One week's notice of the rescheduled meeting shall be given to the membership.
 - b) For any other General Membership meeting, if a quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
 - c) Meetings may be held virtually to conduct the required business of the Society.

- 9) The President, or his/her designate, shall preside as chair at all Members' meetings.
 - a) The President shall have no vote except in the case of an equality of votes, in which case she/he shall cast a vote.
 - b) The President may, with the consent of the meeting, adjourn any meeting to a later date. No business shall be transacted at the subsequent meeting other than unfinished business unless notice of such new business is given to the Members.

Article 7 Finances

- 1) A major activity related to the Charitable purpose of the Friends of the Library is to raise money from the community to organize projects and activities to support the programs, services and equipment needs of the AR Library Branch in such manner as its membership directs.
- 2) The fiscal year for the Society shall be the calendar year – January 1 to December 31.
- 3) All monies received from membership fees, fund raising projects, gifts and memorials, net of reasonable expenditures, shall be expended to support the AR Library Branch, its programs, and services.
- 4) Any expenditures of monies on behalf of the Society must be approved by majority vote of the Board of Directors.
 - a) The President, Vice President, and Treasurer shall be joint signing Officers for the Society, with any two of their three signatures being required on any financial transactions on behalf of the Society.
 - b) At the end of each fiscal year, the Treasurer shall forward a letter to the Town of Annapolis Royal, the Municipality of the County of Annapolis, and to the CEO, AVRL outlining all capital purchases and other contributions made to the AR Library Branch by the Society during the preceding fiscal year.
- 5) The borrowing powers of the Society may be exercised by the Board of Directors only when directed by a Special Resolution of the Members and in consultation with the AVRL.
- 6) The Directors shall present to the Members a written report on the financial position of the Society at the Annual General Meeting. The report shall be in the form of:
 - a) A balance sheet showing assets, liabilities and equity, and a statement of income and expenditures in the preceding fiscal year.
 - b) A copy of the financial report shall be signed by the reviewer or by two Officers.
 - c) The books, accounts, and records of the Society shall be reviewed once each fiscal year by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual General Meeting.
 - d) A proposed budget for the coming year

- 7) Members may inspect the annual financial statements and minutes of General Membership meetings, Directors', and Executive Committee meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
- 8) Directors, Officers, and Members shall serve the Society without remuneration and shall not receive any profit from their position or membership.
 - a) The Society shall not make loans, guarantee loans, or advance funds to any Director or Member.
 - b) A Director or Officer or any Member may be paid reasonable "out of pocket" expenses incurred in the performance of duties on behalf of the Society and for which prior approval has been granted by the Board.
- 9) A signed copy of the Financial Report shall be filed with the Registrar within 14 days after each Annual General Meeting.

Article 8 Working Relationship with the AVRL system

- 1) In fulfilling its goals, the Society will work cooperatively with the Town of Annapolis Royal, the Municipality of the County of Annapolis, and the AVRL Board and staff.
- 2) Communication between the Society and the AVRL system is vital to ensure success in their common goal of providing quality library service in Annapolis Royal.
 - a) The AR Library Branch Manager and the CEO, AVRL will be Non-voting Members of the Society and will thereby receive notice of all Society meetings, plans and proposals and changes in Officers.
 - b) The CEO, AVRL and/or the AVRL Board shall be given prior notice of all major projects and fund-raising appeals undertaken by the Society.
 - c) Any public relations activities undertaken on behalf of the AR Library Branch by the Society must be approved by the CEO, AVRL or designate.

Article 9 Amendments to Bylaws

- 1) The Members may repeal, amend, or add to these bylaws, for the conduct and management of its activities and affairs, by a Special Resolution.
- 2) Special Resolution to amend the bylaws shall be proposed directly by the Executive Committee or may be submitted in writing to the Executive Committee by five Members.
- 3) When a Special Resolution to amend the bylaws is received, the Executive Committee shall call a Special Membership Meeting at which the resolution shall be discussed and given consideration.
 - a) The Special Membership Meeting must be held within thirty days of receiving any Special Resolution.

- b) Members shall be notified in writing of the calling of a Special Membership Meeting and be given written notice of motion via email or regular post of the Special Resolution to repeal, amend or add to these bylaws at least two (2) weeks prior to the Special Membership meeting.
 - i) Such notice shall detail the alteration, amendment, variation, or addition and shall be signed by two Members presenting the motion.
 - c) A Special Meeting to amend the bylaws shall deal only with the matter(s) for which the meeting is called and for which notice is given.
 - d) Special Membership Meetings shall follow the voting and quorum bylaws outlined in Article 7, above.
- 4) Any duly voted new bylaw or amendment to these bylaws shall be filed with the Registrar within fourteen days after the resolution is passed.

The original bylaws were duly voted on and adopted at a general meeting of the Association of Friends of the Annapolis Royal Library, on December 2, 2008, at Annapolis Royal, N.S., Canada.