

# FRIENDS OF THE TOWNSHIP OF RUSSELL PUBLIC LIBRARY

## CONSTITUTION and BY-LAW

### ARTICLE 1

#### NAME AND DEFINITIONS

- 1.1 The name of the group shall be *The Friends of the Township of Russell Public Library*, hereinafter referred to as the *Association*.
- 1.2 The *Township of Russell Public Library* is hereinafter referred to as the *Library*.
- 1.3 The *Township of Russell Public Library Board* is hereinafter referred to as the *Library Board*.
- 1.4 The Chief executive officer (CEO) of the *Township of Russell Public Library* is hereinafter referred to as the *CEO*.
- 1.5 The *Board of Directors of the Friends of the Township of Russell Public Library* is hereinafter referred to as the *Board of Directors*.

### ARTICLE 2

#### AIMS AND METHODS OF ACTION

- 2.1 The *Association* is a not-for-profit association.
- 2.2 The aims of the *Association* are :
  - X to support the development of the *Library*;
  - X to promote the services and resources of the *Library*;
  - X to support and promote the interests of its members.
- 2.3 The *Association* shall seek to achieve its aims by raising funds and obtaining materials needed by the *Library*.
- 2.4 The *Association* may undertake all manner of lawful activities to raise funds or to obtain materials in support of the *Library*.
- 2.5 The *Association* may undertake public relations, advocacy or lobbying activities.

### ARTICLE 3

#### MEMBERS

- 3.1 **Admission** - Membership in the *Association* shall be open to all persons or organizations interested in the goals of the *Association*.
- 3.2 **Classes of Members** - There shall be 5 classes of members in the *Association*:
  - Individual membership
  - Family membership

Corporate membership  
Life membership  
Honorary membership

- 3.3 **Application** - Applicants for membership in the *Association* shall be admitted as members upon payment of the appropriate fee as prescribed by the *Board of Directors*.
- 3.4 **Honorary Members** - From time to time, the *Board of Directors* may admit for life or lesser term as an honorary member a person or organization who, in the opinion of the *Board of Directors* has made an outstanding contribution to the development of the *Association* or the *Library* or for any other reason as the *Board of Directors* may in its opinion feel appropriate. Honorary members do not pay any fees or dues.
- 3.5 **Voting Rights** - All members in good standing shall be entitled to vote, either in person or by a duly authorized proxy, in any proceedings of the *Association*.
- 3.6 **Revocation of Membership** - Any member may be expelled from the *Association* for cause by a two thirds vote of the *Board of Directors*.
- 3.7 **Dues** - The *Board of Directors* may from time to time fix the amount of annual membership dues and the periods and classes for which such dues may be payable.

#### **ARTICLE 4**

#### **BOARD OF DIRECTORS**

- 4.1 The affairs of the *Association* shall be managed by a *Board of Directors* composed of:  
- a maximum of six elected Directors;  
- the *CEO* of the *Library* or his(her) representative as a non-voting Director.
- 4.2 **Term of Office** - An elected Director shall hold office until the next general meeting after having been elected and until a successor has been elected and qualified.
- 4.3 **Vacancies** - So long as two Directors remain in office, a vacancy on the *Board of Directors* may be filled by the Directors from among the qualified members of the *Association*. If less than two Directors remain in office, the remaining Directors shall forthwith call a general meeting of members to fill the vacancies on the *Board of Directors*.
- 4.4 **Quorum** - A quorum for the transaction of business at a duly called meeting of the *Board of Directors* shall be four voting Directors.

- 4.5 **Meetings** - The *Board of Directors* meets at least four times a year. A Director who is absent from two consecutive meetings of the board without justifiable cause may be expelled by resolution of the *Board of Directors*.

The President or, when the former is absent, the Vice-President, shall preside over all meetings of the *Board of Directors* and the members of the *Association*.

In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

- 4.6 **Notice of Meetings** - Notice of Directors meetings shall be transmitted to each Director not less than two days before the meeting is to take place.

Notwithstanding the foregoing, no formal notice of a meeting is necessary:

- if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence; or
- if a meeting is held at the time, date and place fixed by the *Board of Directors* at the time of its immediately last meeting.

- 4.7 **Remuneration of Directors** - No remuneration shall be paid to any Director of the *Association* for acting as such. However, Directors may be reimbursed such reasonable expenses as may be incurred in the carrying out of their duties as Directors, as long as such expenses have been approved by the *Board of Directors*.

- 4.8 **Indemnities to Directors** - Every Director of the *Association* and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the *Association*, from and against:
- all costs, charges and expenses whatsoever which the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
  - all other costs, charges and expenses which the Director sustains or incurs in or about in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

- 4.9 **Protection of Directors** - To the extent permitted by law, no Director of the *Association* shall be liable for the acts, receipts, neglects or defaults of any other Director or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the *Association* through the insufficiency or deficiency of title to any property acquired by the *Association* or for the *Association*, or for any investment made for the *Association*, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or

for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

- 4.10 **Responsibility for Acts** - The Directors for the time being of the *Association* shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the *Association*, except such as shall have been submitted to and authorized or approved by the *Board of Directors*.
- 4.11 **Nominations** - Candidates for the office of Director shall include the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.
- 4.12 **Elections** - At each General Meeting the elected Directors shall be elected for a two year term by and from among the members of the *Association*.
- 4.13 **Re-election** - A Director, if otherwise qualified, is eligible for election at the end of term.
- 4.14 **Officers** - The Officers of the *Association* shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the *Board of Directors* from among their number.

## ARTICLE 5 COMMITTEES

- 5.1 From time to time and as it sees fit, the *Board of Directors* shall by resolution, constitute or dissolve standing and ad hoc committees.

## ARTICLE 6 MEETINGS OF MEMBERS

- 6.1 **Guide** - The *Manual of Parliamentary Law and Procedure* by Demeter shall serve as the reference guide for the conduct of the meetings of the *Board of Directors* and of the members of the *Association*.
- 6.2 **General meeting** - The annual meeting of the members of the *Association* shall be held every two years in the *Municipality of the Township of Russell*, at a time, place and date determined by the *Board of Directors*, for the purpose of:
- hearing and receiving the reports and statements required by the *Corporations Act*;
  - electing the number of Directors required to fill vacancies;
  - appointing the auditor, if needed, and fixing or authorizing the *Board of*

*Directors* to fix the remuneration thereof; and  
- the transaction of any other business properly brought before the meeting.

- 6.3 **Special General Meeting of Members** - The *Board of Directors* may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided for in the *Corporations Act*.
- 6.4 **Notice of Meetings of Members** - Members of the *Association* shall be notified of the time, place and date of meetings and the general nature of the business to be transacted at least ten days before the date of the meeting.
- 6.5 **Quorum** - A quorum for the transaction of business at any meeting of members shall consist of not less than five members present in person or represented by proxy.
- 6.6 **Voting by Members** - Unless otherwise required by the *Constitution and By-laws* of the *Association*, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast. In the case of an equality of votes, the Chairperson presiding at the meeting has a second and deciding vote.

## ARTICLE 7 OTHER

- 7.1 **Language** - French and English are the two official languages of the *Association*.
- 7.2 **Financial Year** - The financial year of the *Association* shall terminate on the 31st day of December or on such other date as the *Board of Directors* may from time to time by resolution determine.
- 7.3 **Cheques, Drafts, Notes, Etc.** - All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the *Board of Directors*.

- 7.4 **Execution of Documents** - Documents requiring execution by the *Association* may be signed by the President or the vice-president and one other Director, and all documents so signed are binding upon the *Association* without any further authorization or formality. The Directors may from time to time appoint any officer or officers or any person or persons on behalf of the *Association*, either to sign documents generally or to sign specific documents.
- 7.5 **Books and records** - The Directors shall see that all necessary books and records of the *Association* required by the *Constitution and By-Laws* of the *Association* or by any applicable statute or regulation are regularly and properly kept.
- 7.6 **Use of the Corporate Name** - Documents relating to the affairs of the *Association* may contain the full name of the *Association*, the English version or the French version.
- 7.7 **Banking arrangements** - The *Board of Directors* shall designate, by resolution, the officers and other persons authorized to transact the banking business of the *Association*, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the *Board of Directors* has designated as the *Association's* banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
- operate the *Association's* accounts with the banker;
  - make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
  - issue receipts for and orders relating to any property of the *Association*;
  - execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
  - authorize any officer of the bank to do any act or thing on the *Association's* behalf to facilitate the banking business.
- 7.8 **Borrowing by the Association** - Neither the Directors nor the *Association* may borrow money or assume any debt on behalf of its members.
- 7.9 **Trust Funds** - The *Board of Directors* may establish such trust funds as it deems appropriate. Any trust fund such established shall be governed and operated according to the terms of its trust declaration.

## **ARTICLE 8 ENACTMENT AND MODIFICATIONS**

- 8.1 The *Constitution and By-laws* of the *Association* may be enacted, repealed, amended, altered, added to or re-enacted by resolution of the Directors subject to affirmation by the membership. Any Constitution article or By-law as enacted,

amended, altered, added to or re-enacted by the Directors pending its affirmation by the membership, shall be in force and may be relied upon until such time as the membership may refuse to affirm it.

**ARTICLE 9  
GIFTS OF ASSOCIATION NOT TO DIMINISH REGULAR BUDGETED FUNDS OF  
LIBRARY**

9.1 Subject to the provisions of this *Constitution and By-law* regarding the winding up of the *Association*, no assets of the *Association*, including any trust fund established by it, and no materials or assets of any kind shall be given to the *Library* unless such assets or materials are considered to be in addition to and in no way in diminution of the regular budgeted funds provided to the *Library* by the *Corporation of the Township of Russell*, the Province of Ontario or any other source.

**ARTICLE 10  
WINDING UP OF THE ASSOCIATION**

10.1 Should the *Association* be wound up all the net proceeds and net capital belonging to it, including all net proceeds and net capital held in any trust fund established by it, shall be handed over to the *Library* within one year of its winding up.

**ARTICLE 11  
EFFECTIVE DATE**

11.1 This By-law shall come into force upon its enactment.

Enacted as the **Constitution and By-law of the Friends of the Township of Russell Public Library** by the Directors of the *Association* at a meeting duly called at which a quorum was present on the 18<sup>th</sup> day of April, 2002.

Adopted as the **Constitution and By-law of the Friends of the Township of Russell Public Library** by the Members of the *Association* at an Annual General Meeting duly called at which a quorum was present on the 27<sup>th</sup> day of April, 2004.

Modifications adopted by the Members of the *Association* at a General Meeting duly called at which a quorum was present on the 22<sup>nd</sup> day of September, 2014.

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President

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Secretary

