By-law No.1 of Friends of the Ottawa Public Library Association (FOPLA)

June 19, 2024

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Section 1 - Directors

Electing, Appointing and Removing Directors

1.1 The affairs, business and property of the Corporation shall be managed by a Board of Directors composed of:

a. the Chief Executive Officer (CEO) of the Ottawa Public Library ("OPL") as a non-voting ex officio Director;
b. the Past President of the Corporation as a voting ex officio Director; and
c. between one and nine additional individuals.

1.2 An individual shall be duly appointed as a Director if:

a. they hold one of the two positions reserved for ex office Directors;
b. they are elected at an annual meeting of members to serve from the conclusion of the meeting when elected to the conclusion of the second annual meeting after that event;
c. they are appointed by the Board to serve from the conclusion of the meeting when elected to the conclusion of the next annual meeting after that event;

1.3 A Director must:

a. be an individual qualified under the Act;

b. be a member in good standing of the Corporation since no later than the tenth day after their election or appointment;

c. other than the CEO of the OPL, not be an employee of the OPL.

1.4 No person shall serve as a Director for more than three (3) consecutive two-year terms, unless:

a. they hold an ex officio Director position; or

b. the members by special resolution vote to waive the three-term limitation in the instance of the individual's further appointment, in which case notwithstanding article 1.2, the Director so elected shall serve for a term ending at the conclusion of the next annual meeting.

1.5 The office of Director shall be automatically vacated:

a. if a Director resigns their office by delivering a written resignation to another Director;
b. is disqualified under the Act;
c. if at a meeting, the Members by ordinary resolution remove a Director;

d. if the other Directors by unanimous resolution, remove a Director;
e. on death; or
f. if after 10 days of election or appointment, they are not a Member.

1.6 If fewer than three Directors remain in office, those Directors or any Member in good standing shall forthwith call a general meeting of members to fill the vacancies on the Board of Directors.

1.7 A Director is entitled to give the corporation a statement giving reasons:

a. for resigning; or
b. for opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

Powers of Directors

1.8 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract that the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

1.9 The Board may appoint such agents and engage such employees as it shall deem necessary and such person shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

1.10 The Directors shall have power to authorize expenditures on behalf of the Corporation, and for the purposes of furthering the objects of the Corporation, may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees and to pay fees to contracted agents.

1.11 The Directors shall have the power to create an investment fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

1.12 Subject to the Articles of the Corporation, the Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

1.13 Directors may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors.

1.14 Despite subsection (1.13), Directors may not delegate the following powers to a managing Director or committee of Directors:

a. To submit to the Members any question or matter requiring the approval of the Members.
b. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation.
c. To appoint additional Directors.
d. To issue debt obligations except as authorized by the Directors.
e. To approve any financial statements.
f. To adopt, amend or repeal by-laws.
g. To establish contributions to be made, or dues to be paid, by Members.

Paying Directors

1.15 No Director will directly or indirectly receive any profit from occupying the position of Director. However, Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

a. considered reasonable by the Board;
b. approved by the Board for payment by resolution passed before such payment is made;
c. complies with the conflict-of-interest provisions of the Act; and
d. complies with the laws applicable to charitable corporations.

Committees

1.16 The Board shall appoint and enable committees to fulfill their functions:

a. An Audit Committee, which shall annually recommend the appointment of auditors for the Corporation and take such steps as are necessary to ensure the auditors are able to perform and complete their work;

b. A Nominating Committee which shall:
   i. prepare a slate of one or more candidates for each position on the Board which will be vacant and for which an election is to be held at or after the annual meeting;
   ii. accept any additional written nominations for each position on the Board that will be vacant any time prior to the holding of an election, but this does not

preclude the Chair of the annual meeting from accepting further nominations from the floor at the time of the election; and

iii. make recommendations to the Board of names of persons to fill vacancies on the Board or on committees that occur throughout the year;

iv. in all its functions, adhere to the policies of the Corporation.

c. Such other committees that the Board may deem necessary to operate until the earliest of:

i. the delivery of a final report by a committee to the Board;

ii. the completion by the committee of its assigned task; or

iii. a resolution of the Board suspending or terminating the committee's functions.

Section 2 – Board Meetings

Board Meeting Notices

2.1 Meetings of the Board may be held at any time and place in the City of Ottawa or through a virtual channel, to be determined by the Directors. The President, or any two Directors, may call a meeting by giving forty-eight hours written notice of such meeting (exclusive of Saturday, Sunday, or statutory holidays). A notice of meeting may be delivered physically or electronically. There shall be at least four (4) meetings per year of the Board. Each voting Director has the right to cast one vote on any decision.

2.2 The Board may appoint a specific day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

Conducting Board Meetings

2.3 The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

2.4 A quorum for the transaction of business at a duly called meeting of the Board of Directors shall be at least 40% of the Directors.

2.5 A Director shall declare:

a. where they know or ought reasonably to know, that they have a conflict in a matter affected by an item on the agenda of a meeting; or
b. where they know or ought reasonably to know, that they have a conflict in a matter to be determined by written resolution.

And in any such case of a declared conflict or where the Board determines that the Director has a conflict that Director shall not participate in the deliberations upon or determination of the matter.

2.6 Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

2.7 A Motion or Resolution shall be approved if:

a. At a meeting, more than half of the Directors present and eligible to vote on the matter, cast their vote in favour of the Resolution; or
b. If all the Directors eligible to vote on the matter, approve by affixing their handwritten signature to the Motion or communicating their approval of the Motion by a message from their customary email address.

Section 3 – Officers

Appointments and Removals

3.1 The Directors shall annually or, as often as may be required, appoint from among their number a President, a Vice-President, a Treasurer, and a Secretary. The Directors may appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such functions and duties as may be prescribed by the Board. Two or more such offices may be held by the same person.

3.2 The Officers of the Corporation shall hold office from the date of their appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

Duties

3.3 The President shall be the Chief Executive Officer (CEO) of the Corporation. They shall preside at all meetings of the Corporation and of the Board. They shall have the general and active management of the affairs of the Corporation. They shall see that all orders and resolutions of the Board are carried into effect. The President may be designated as the "Chair" of the Corporation.

3.4 The Vice-President or, if more than one, the Vice-Presidents shall assist the President in the performance of their duties and, in order of seniority as determined by the Board, may perform, and exercise the powers of the President during the absence or inability to act of the President. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. Vice-Presidents shall perform such other duties as shall be imposed on them by the Board.

3.5 The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the book belonging to the Corporation and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board. They shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. They shall also perform such other duties as may be directed by the Board.

3.6 The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Board or President, under whose supervision they shall be. They shall be custodian of the seal of the Corporation, if any.

3.7 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

3.8 The Board shall appoint an Executive Director or such other officer to perform such duties, on such terms and conditions and with such compensation, as may be determined by the Board. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

3.9 All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

3.10 Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

Section 4 – Legally Protecting Directors and Others

4.1 Every Director and Officer of the Corporation and their heirs, legal personal representatives, and assigns, respectively, shall, at all times, be indemnified and saved harmless, from and against:

a. all costs, charges and expenses whatsoever which the Director, Officer or other parties mentioned in s. 4.1 sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office or in respect of any such liability; and
b. all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charge or expense occasioned by their own wilful neglect or default.

4.2 Except as otherwise required by the Act and subject to Section 46, the Corporation may indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that they are or were an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgements, fines and any amount actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted honestly and in good faith with a view to the best interest of the Corporation and, with respect to any criminal or administrative action or proceedings that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful. The termination of any action, suit or proceeding by judgement, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interest of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that their conduct was lawful.

4.3 The provisions for indemnification contained in the By-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.

4.4 Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interest of the Corporation and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults or any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation, 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.

4.5 The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

Insurance

4.6 The Corporation will purchase and maintain insurance for the benefit of an individual referred to in Section 1 against any liability incurred by the individual:

a. in the individual's capacity as a Director or Officer of the Corporation; or
b. in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

Section 5 – Conflicts of Interest

5.1 No Director shall be disqualified by their office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation, with any Director or in which any Director is in any way interested, be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to the Corporation or any of its Members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

5.2 It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from attending the portion of the meeting discussing, and voting, in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

5.3 No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 6 – Members

6.1 Membership in the Corporation shall be limited to natural persons and corporations interested in furthering the objectives of the Corporation. As a condition for being a member of the Corporation:

a. An applicant's application for membership or renewal of an approved membership shall be approved by the Board or by an individual delegated this authority by the Board; and
b. Such approval shall be contingent upon the applicant's satisfaction of the Corporation's membership policies.

6.2 The Board may establish the level and classes of fees or dues for membership and the periods and classes for which such fees or dues may be payable. Annual membership fees or dues, where applicable, shall be due and owing for the next twelve-month period at the end of each current membership period. For greater certainty, the Corporation has only one class or group of Members.

6.3 Unless otherwise specified in these by-laws, each member of the Corporation is entitled to one vote at meetings of Members of the Corporation.

6.4 The membership of a member shall terminate automatically according to the requirements under section 51 of the Act:

a. upon death of the individual member or dissolution of a corporate member;
b. when the member's period of membership expires without the member having re-applied;

c. the member's re-application is denied;
d. during the member's term, the Board in accordance with the Corporation's policies determines that their membership should be revoked; or
e. the member has failed to pay any dues or fees required to sustain membership.

6.5 In cases of the termination of membership under articles 6.4 (c) (d) or (e) herein above, the member shall:

a. receive no less than 15 days' notice of termination with reasons; and
b. have the opportunity to file, within 15 days of receiving that notice, a written submission to the Board or its delegate, seeking reconsideration of the termination, and the Board or its delegate shall consider that submission before making a final determination.

6.6 Only members who are natural persons are entitled to be elected as a Director or to hold office in the Corporation.

6.7 The Board may, in its discretion, confer an honourary membership on any person who, in its opinion, has significantly furthered the objects of the Corporation. An honourary member has all the benefits of a regular member, including the right to vote and hold office in the Corporation. Such honourary membership may be extended by a decision of the Board, in accordance with Corporation policy.

Section 7 - Meetings of Members

Annual Meeting of the Members

7.1 The annual meeting of the Members shall be held either virtually or at a place in the City of Ottawa that the Board may determine and on a day the Board shall determine.

7.2 The annual meeting of the Members shall be held each year for the purpose of:

a. placing the reports and statements required by the Act before the Corporation at an annual meeting;
b. appointing the auditor, or a person to conduct a review engagement if desired by the Board or required by the Act unless a special resolution dispensing with audits or reviews is passed in accordance with the Act. Also, fixing or authorizing the Board of Directors to fix the remuneration of the auditor or the person conducting a review;
c. electing Directors where required; and

d. considering and transacting any other business properly brought before the meeting.

7.3 Not less than twenty-one (21) days or such other number of days prescribed under the Act before the annual meeting, the Corporation shall give the members a copy of the financial statements and the report of the auditor or of the person who conducted a review engagement (unless a special resolution dispensing of an audit or review has been passed in accordance with the Act).

7.4 In accordance with and subject to the Act, a Member has a right to

a. submit proposals to be added to the agenda of the Annual Meeting;
b. requisition a special meeting of the Members.

7.5 All persons validly nominated pursuant to the polices of the Corporation shall be presented as candidates for election as Director:

a. as a member of a slate proposed by the Nominating Committee (the "NC Slate"); or
b. as individual candidates not proposed by the Nominating Committee ("Non-Slate candidates").

7.6 Ballots to elect a Board shall proceed as follows:

a. Where there is an NC Slate, the Members shall first vote on whether to approve that slate. If approved by a majority of the eligible votes, the candidates named on the slate shall be deemed elected;
b. Where the NC Slate is approved and there remain vacancies, Members shall vote on which non-Slate candidates to elect to the vacant Board positions. Candidates with the most votes shall be deemed elected;
c. Where the NC Slate is not approved, all NC Slate and non-slate candidates shall be entitled to stand, and Members shall vote on which of those candidates to elect. Candidates with the most votes shall be deemed elected;
d. Where there is a tie among candidates with the fewest votes, there shall be a run-off or run-offs.

Special Meetings of the Members

7.7 The Board or the President or a Vice-President shall have power to call, at any time, a special meeting of the Members of the Corporation.

7.8 In accordance with and subject to the Act, the Board shall call a special meeting where such meeting has been requisitioned pursuant to section 60 of the Act.

Notice

7.9 The Corporation shall give notice to each Member entitled to receive notice of the meeting, each Director (and in the case of an annual meeting to the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation (if any)) of the time and place of a meeting of the Members not less than 10 days and not more than 50 days before each meeting according to Section 55 of the Act. Notice of a meeting at which special business is to be transacted must state the nature of that business with sufficient information to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. Notice of a meeting must remind the member that they have the right to vote by proxy.

Phone and E-Meetings

7.10 Unless the by-laws provide otherwise, any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

Quorum

7.11 The quorum for a meeting of Members is ten Members (including members participating in the meeting by telephonic or electronic means, and members present in person and by proxy). No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If the quorum is not present at the opening of a meeting of Members the Members present may adjourn the meeting to a fixed time and place but may not transact any other business and paragraph 7.8 regarding notice shall apply *mutatis mutandis* to such adjournment. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum does not remain present throughout the meeting.

Chair of the Meeting

7.12 The President, or Chair of the Corporation, shall be the chair of meetings of the Members. In the event that the President, and the Vice-President of the Corporation are absent, the majority of the Members present at the meeting and who are entitled to vote may choose another Director as chairperson of the meeting unless the Director so chosen declines, in which case the majority of the Members present and entitled to vote may choose one of their number to be chairperson.

7.13 The chairperson of a meeting of the Members may, with the consent of the Members present in the meeting, adjourn the meeting, and determine that the meeting should continue at a fixed time and place. In this case no notice of such adjournment needs be given to the Members. Any outstanding business from the original notice of a meeting that was adjourned shall be brought before or dealt with at the meeting upon its resumption.

Voting

7.14 A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

7.15 Unless otherwise required by the provisions of the By-laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members at the meeting entitled to vote, unless otherwise specifically provided by a law, a statute or by the By-laws of the Corporation. An abstention will not be considered a vote cast.

7.16 At all meetings of the Members, every question shall be determined by a majority of votes cast, unless the Act, this bylaw or a corporate policy require it be decided by a higher percentage of the votes. Where there is a tie vote, the chair of the meeting shall call for a second vote. If the second vote results in a tie, the motion shall be deemed to have failed to pass.

7.17 All votes shall be by a show of hands, unless:

a. a show of hands vote has resulted in a tie, in which case there shall be a second vote by written ballot.
b. b. in lieu of a show of hands, a member demands that an issue be determined by written ballot. Where such demand is made, a written ballot shall be held without adjournment or other delay.

7.18 Voting by written ballot shall be made by such means that:

a. the votes may be verified as having been cast by Members entitled to vote; and
b. the Corporation is not able to identify how each member voted.

Attendance

7.19 The only persons entitled to attend a Meeting of the Members are:

a. the Members;
b. the Directors;
c. the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any);
d. others who are entitled or required under any provision of the Act or the articles to be present at the meeting; and
e. guests invited by the chair or by such other person who has requisitioned the meeting, to speak to items on the agenda.

7.20 Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.

Section 8 - Giving of Notices

8.1 Notice to any member, Director, or Officer for any meeting or otherwise, shall be in writing and shall be sufficiently given if sent to the last address of the member, Director or Officer recorded on the books of the Corporation by delivery, or by ordinary mail, or by means of facsimile, electronic mail, or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Corporation directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch.

8.2 No error or omission in giving notice of Board, Executive Committee, annual, special, or general meetings of Members, or any such adjourned meetings shall invalidate such meeting or make void any proceedings taken thereat, and any person entitled to receive notice of any such meeting may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

Section 9 – Finances & Signing Authority

Financial Year-End

9.1 The financial year of the Corporation ends on 31 December in each year or on such other date as the Board may set by resolution.

Corporate Seal

9.2 The seal, if its impression is stamped in the margin, shall be the seal of the Corporation.

Execution of Documents

9.3 All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two Officers in the manner prescribed by the Board of Directors. The Directors shall have power by resolution to delegate to a single Officer on behalf of the Corporation to sign payments within a specified financial limit and as provided for in the Corporation's annual budget.

9.4 Contracts or other documents requiring the signature of the Corporation, shall be signed by any two Officers. All contracts or documents so signed shall be binding on the Corporation without any further authorization or formality. The Directors shall have power by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts or other documents. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of any dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation, if any, may be affixed to such contracts or documents, if required.

Banking Arrangements

9.5 The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may prescribe.

Books and Records

9.6 The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable law or statute (Section 92 of the Act) are regularly and properly kept. The Corporation maintains its records in digital format in the cloud. These records are accessible at the registered office of the Corporation upon request.

9.7 Registers of Directors, Officers, and Members of the Corporation shall be retained for six years unless subject to any other Act or rule of a taxing authority that requires a longer retention period.

9.8 The minutes of the Board or the minutes of any Committees shall be available to the general membership of the Corporation. Each of the Directors shall receive or be provided access to a copy of such minutes.

Investment Funds

9.9 The Board of Directors may establish by resolution such investment funds as it deems appropriate. Any investment fund so established shall be governed and operated according to the terms of its Declaration of Delegation of Authority for the investment fund to an investment fund committee or other body as the Board may prescribe.

9.10 The Investment Fund (formerly known as the Trust Fund) of the Friends of the Ottawa Public Library was established by the executive of the Friends of the Ottawa Public Library in a Trust Declaration effective June 6, 1989 and continued pursuant to By-law Number 1 of The Friends of the Ottawa Public Library Association/ / l'Association des amis de la Bibliothèque publique d'Ottawa enacted September 8, 1992 as "The Trust Fund of the Friends of the Ottawa Public Library Association" or, in French, "Le Fonds en fiducie de l'Association des amis de la Bibliothèque publique d'Ottawa."

9.11 The Corporation created a Delegation of Authority document which set out the conditions under which the Friends of the Ottawa Public Library Association (FOPLA) shall maintain and operate an Investment Fund, which shall be called "Friends of the Ottawa Public Library Investment Fund" or, in French, "Le fonds investissement des Amis de la Bibliothèque publique d'Ottawa" (the "Investment Fund"). The Investment Fund shall be a continuation of The Friends of the Ottawa Public Library Trust Fund, which was established by FOPLA June 6, 1989, and continued under subsequent iterations of FOPLA's

By-law Number 1. The Investment Fund Delegation of Authority document replaced entirely the Trust Declaration document by which the FOPLA Trust Fund was created in 1989 and operated thereafter. This Delegation of Authority for the FOPLA Investment Fund became effective with its approval by the Board at its meeting of March 11, 2017.

Auditors

9.12 The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting (or appoint a person to conduct a review engagement). The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor shall be entitled to receive all notices and other communications relating to meetings of Members that any member is entitled to receive and to attend, but not vote, at all such meetings. Provided, however, that if the Act exempts the Corporation from the requirement for appointment of an auditor, the Corporation may, if it complies with the conditions for such exemption, dispense with the performance of an audit. In such an event, the Board shall make such provision for the preparation and review of annual financial statements as it may determine to be in the best interest of the Corporation.

Winding Up of the Corporation

9.13 The Members of the Corporation may, by special resolution at a meeting of the Members, require the Corporation to be wound up voluntarily. Should the Corporation be wound up, all of the net proceeds and net capital belonging to it, including all net proceeds and net capital held in any investment fund established by it, shall be distributed, or disposed of to the Library.

9.14 At the special meeting of the Members, the Members shall appoint one or more persons, who may be Directors, Officers or employees of the Corporation, as liquidator of the estate and effects of the Corporation for the purpose of winding up its activities and affairs and distributing its property and may at that or any subsequent meeting fix the liquidator's remuneration and the costs, charges and expenses of the winding up.

Section 10 – Relations with the Ottawa Public Library

10.1 It is acknowledged that the name of the Corporation is used with permission of the Library and the Corporation shall be required to change its name if such permission is, in the future, revoked.

10.2 Subject to the Corporation's By-laws, the Board is authorized to enter into, amend and keep in force, an agreement, or Memorandum of Understanding (MOU) between the Corporation and the Library to provide for any matters as may be deemed necessary by the Board for the purpose of maintaining and regulating the relationship between the Corporation and the Library.

10.3 Subject to the provisions of this By-Law regarding the winding up of the Corporation, no assets of the Corporation, including any investment 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 by the Library and the Corporation of the City of Ottawa to be in addition to and in no way in diminution of the regular budgeted funds provided by the Corporation of the City of Ottawa and the Province of Ontario or any other source.

Section 11 - Adoption and Amendment of By-laws

11.1 Previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All Officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed subject to section 10.3.

11.2 The foregoing amendment to By-law No. 1 was made by the Directors of the Corporation on the 15th day of May 2024, and confirmed without variation by the Members of the Corporation at the Annual Meeting held on the 19th day of June 2024.

Section 12 – Definitions and Interpretation

12.1 In this By-law, unless the context otherwise requires:

a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted;
b. “Board” means the board of Directors of the Corporation;
c. “By-laws” means this By-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended, and which are in force;
d. “CEO” means the Chief Executive Officer (CEO) of the Ottawa Public Library (note: this is the current title for the position identified as the Chief Librarian in the Corporation’s Letters Patent of Amalgamation dated 1 Jan 2003);
e. “chair” means the person chairing a meeting;
f. “the Chair” means the chair of the Board;
g. “Conflict” means a current, future, potential or perceived personal interest in a matter that might affect, or be perceived to affect, the ability or willingness of a member or director to exercise their duties or powers under this By-law;
h. “Corporation” means The Friends of the Ottawa Public Library Association/L’Association des amis de la Bibliothèque publique d’Ottawa;
i. “Director” means an individual occupying the position of Director of the Corporation by whatever name they are called;
j. “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
k. “Library” means the Ottawa Public Library (OPL);
l. “Meeting” means a gathering in-person or by electronic means;
m. “Member” means a member of the Corporation;
n. “Officer” means an Officer of the Corporation;
o. Personal Interest” means any interest in the business of the Corporation, or a decision of the Corporation, held by a member or Director, other than the aims of the Corporation within the meaning of Article 2.1 herein below;
p. “Special Resolution” means a vote of two-thirds of the votes eligible to be cast at a meeting.

12.2 In all By-laws of the Corporation, the singular shall include the plural and the plural the singular and the word “person” shall include firms and corporations. Wherever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this By-law are solely for convenience and are not to be used as an aid in the interpretation of this By-law.

12.3 If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles, or the Act will prevail.

Aims of the Corporation

12.4 The aims of the Corporation are as follows:

a. to support the extension and improvement of the services and resources of the Library; in particular, and in the discretion of the Corporation, to disburse its net revenues, materials or the proceeds or interest thereon to the Library on condition that these materials or funds are acceptable to the Library and are considered by the Library and the Corporation of the City of Ottawa to be in addition to and in no way in diminution of the regular budgeted funds provided by the Corporation of the City of Ottawa and the Province of Ontario; and
b. to further the aims and objectives of the Library by stimulating interest in and giving support thereto and fostering knowledge of public library systems and services in general.

Registered Office

12.5 Until changed in accordance with the Act, the Registered Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario. The registered address of the Corporation is Room 149, 100 Tallwood Drive Ottawa, ON K2G 4R7 Canada. The mailing address of the Corporation is 1363 Woodroffe Ave, Unit B Box 33044 Ottawa, ON K2C 3Y9 Canada.