

Canadian Bookbinders and Book Artists Guild
By-law # 1

1.0 Governance

1.1 The Canadian Bookbinders and Book Artists Guild ("CBBAG") shall be governed by a Board of Directors (the "Board") each of whom shall be elected or appointed in accordance with this By-law.

2.0 Head Office

2.1 The Head Office of CBBAG shall be located in the City of Toronto, in the Province of Ontario.

2.2 The Board may establish such other offices and agencies elsewhere within Canada as it deems necessary.

3.0 Seal

3.1 The seal of CBBAG shall be in such form as shall be prescribed by the Board and shall have the words "Canadian Bookbinders and Book Artists Guild" endorsed thereon.

4.0 Membership

4.1 Any individual, family, institution, or other person as determined by the Board, subject to such conditions as may be prescribed by the Board, shall be eligible to be a member of CBBAG.

5.0 Annual General Meetings

5.1 CBBAG shall hold its Annual General Meeting (the "AGM") within six (6) months and no later than nine (9) months after the fiscal year end.

5.2 At the AGM the following shall occur:

- (a) receipt of the reports and statements required by the Canada Corporations Act,
- (b) election of Directors,
- (c) appointment of the auditor to audit the accounts of CBBAG, and
- (d) transaction of such other business as may properly be brought before the meeting.

6.0 Special Meetings

6.1 The Board shall convene a special meeting of the Members in its discretion at any time.

6.2 The Board shall convene a special meeting of the Members no later than sixty (60) days after receiving a request in writing specifying the reason for calling the meeting and bearing the signatures of not less than fifteen (15) per cent of the voting Members.

7.0 Notice of Meetings

7.1 The Board shall give all Members at least twenty (20) days written notice of the AGM or any special meeting of the Members.

7.2 The notice shall contain:

- (a) the date, time and place of the meeting as determined by the Board,
- (b) the agenda,
- (c) sufficient information to allow the Members to make informed decisions at the meeting, and
- (d) a reminder of the process by which voting Members may vote by proxy.

8.0 Quorum at Meetings of Members

8.1 Twenty (20) members in good standing of CBBAG shall constitute a quorum at any AGM or special meeting of the Members.

9.0 Voting at Meetings of Members

9.1 Each Member in good standing of CBBAG shall, at all meetings of Members, be entitled to one vote on each question and may vote by proxy. The authority of the person who has been given the proxy shall be in writing

signed by the member. No person who has been given a proxy shall vote until the proxy is deposited with the Secretary.

9.2 Every question shall be decided by a majority of the votes of the voting Members present in person or represented by proxy, unless otherwise required by the by-laws of CBBAG, or by law.

9.3 Every question shall be decided by a show of hands unless a poll is demanded by any Member. A poll, if required, shall be taken in such manner as the Chair shall direct. Declaration by the Chair that a resolution has been carried or not, and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against the resolution. In the event of a tie vote, the Chair shall have the deciding vote.

10.0 Board of Directors

10.1 The Board shall be composed of no fewer than five (5) and no more than fifteen (15) Directors, being the President, Vice-President, Secretary, Treasurer, Immediate Past-president, and five (5) to ten (10) other Directors.

10.2 Every Director shall be eighteen (18) or more years of age and shall be a Member in good standing of CBBAG at the time of his or her election to the Board, or within ten (10) days thereafter, and throughout his or her term of office.

10.3 In even-numbered years, the President, Vice-President, and no more than five (5) Directors shall be elected at the AGM.

10.4 In odd numbered years, the Secretary, Treasurer, and no more than five (5) Directors shall be elected at the AGM.

10.5 The term of office of a Director upon election is two (2) years.

11.0 Removal of Directors

11.1 Despite Articles 10.5, the Board may, by resolution, in the absence of a reasonable explanation accepted by the Board, remove from office any Director before the expiration of that Director's term of office, where that Director has refused or neglected to attend three (3) consecutive meetings of the Board, and declare the directorship to be vacant, provided that:

- (a) the Director has been given at least thirty (30) days written notice of the proposed removal, setting out the nature of the allegation and giving the Director an opportunity to be heard, and
- (b) at least two-thirds (2/3) of the Directors present at the meeting vote in favour of the resolution.

11.2 Despite Articles 10.5, the Members may, by resolution at a meeting of the Members duly called for the purpose, in the absence of a reasonable explanation accepted by the Members, remove from office any Director for cause before the expiration of that Director's term of office, and declare the directorship to be vacant, provided that:

- (a) the Director has been given at least thirty (30) days written notice of the proposed removal, setting out the nature of the allegation and giving the Director an opportunity to be heard, and
- (b) at least two-thirds (2/3) of the Members present at the meeting vote in favour of the resolution.

The Members may then, by majority vote, elect any duly qualified person in the Director's stead for the remainder of the his or her term.

12.0 Powers of the Board

12.1 Without limiting the generality of its powers, the Board shall have the power:

- (a) to establish policies, procedures, and operating guidelines for the activities of CBBAG;
- (b) to establish, in accordance with procedures set by the Board, in addition to committees established in this By-law, such other committees and advisory groups as the Board deems expedient to achieve the goals of the organization and shall have the power to appoint chairs of all such committees and advisory groups;
- (c) to fix, from time to time, classes of members and the dues, if any, that relate to each class;
- (d) to determine procedures regarding notification of dues payable and membership renewal;
- (e) to appoint a Director or any other individual as Membership Officer with responsibility for notifying Members of dues or fees payable by them;
- (f) to appoint an individual to undertake the general management and supervision of the affairs and operations of CBBAG subject to the direction and oversight of the Board;

- (g) to declare the office of a Director to be vacated when he or she is removed from office by the Board, when he or she ceases to be qualified for election as a Director, or when his or her written resignation is delivered to CBBAG;
- (h) subject to Article 11.2, to fill any vacancies occurring on the Board for the remainder of the vacated term;
- (i) to open a bank account in such banks or trust companies in Canada as the Board may determine; to borrow money upon the credit of the corporation and to limit or increase the amount to be borrowed;
- (j) to pay Directors their reasonable out-of-pocket expenses properly incurred by them in the performance of business of CBBAG authorized by the Board, to the extent that the money is otherwise available for that purpose and proper receipts have been submitted by the Director requesting re-imbursement.

13.0 Limitations on the Powers of the Board

13.1 The Board shall not pay and the Directors shall not receive, either directly or indirectly, any compensation for acting as such, and the Board shall not pay and the Directors shall not receive, either directly or indirectly, any profit from their office.

14.0 Meetings of the Board

14.1 There shall be at least one (1) meeting of the Board in each fiscal year,

14.2 Meetings of the Board shall be held at the call of the President.

14.3 Subject to Articles 14.1 and 14.4, the date, time and place of a Board meeting shall be determined by the President, in his or her discretion.

14.4 Upon the written request of three (3) Directors, the President shall, within two (2) weeks of the request, call a meeting of the Board.

14.5 Directors shall be given at least one (1) week's notice of Board meetings.

14.6 Five (5) Directors shall constitute a quorum of the Board.

15.0 Executive Committee

15.1 The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past-president, and up to two (2) additional Directors appointed by the Board.

15.2 The Executive Committee shall be responsible for the operation of CBBAG between Board meetings.

15.3 Any resolutions made by the Executive Committee are effective only until the next meeting of the Board at which time the resolution must be brought before the Board to be confirmed, rejected, amended, or otherwise dealt with as the Board sees fit.

16.0 President

16.1. The President shall chair all meetings of Members and of the Board and shall be ex officio a member of all committees.

16.2 In the absence of the President, then the Vice-President shall so chair.

16.3 In the absence of the President and the Vice-President, the Members present at any meeting of the Members or the Directors at a Board meeting shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one of their number to be Chair.

16.4 During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice-President, and failing the Vice-President, by such other Director as the Board may from time to time appoint.

17.0 Secretary

17.1 The Secretary shall give notice of and attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose.

17.2 The Secretary shall be the custodian of the seal of CBBAG and of all books, papers, records, documents, and other instruments belonging to it, except when some other officer or agent has been appointed for the purpose.

18.0 Treasurer

18.1 The Treasurer shall oversee the financial affairs of CBBAG.

18.2 The Treasurer shall be responsible for full and accurate accounts of all receipts and disbursements of CBBAG in proper books of account and shall see that all moneys or other valuable effects in the name and to the credit of CBBAG shall be deposited in such bank or banks as may, from time to time, be designated by the Board.

18.3 The Treasurer shall disburse the funds of CBBAG under the direction of the Board, taking proper vouchers thereof and shall render to the Board at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of CBBAG.

18.4. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

19.0 Nominations Process

19.1 There shall be a Nominations Committee composed of the Immediate Past-president and from two (2) to five (5) additional Members appointed by the Board, at least one of which Members shall not be serving on the Board.

19.2 The Immediate Past-president shall be Chair of the Nominations Committee.

19.3 The Nominations Committee shall send out a call for nominations to the Members no less than ninety (90) days prior to the AGM.

19.4 The call for nominations shall include the date of the AGM.

19.5 Nominations to the Board that are received up to thirty (30) days or more prior to the AGM shall be included with the Notice of the Meeting.

19.6 All such nominations shall be proposed and seconded in writing by Members and shall be accompanied by the written consent of the nominees.

19.7 The Nominations Committee shall present to the Annual Meeting, a slate of its nominees for all open Board positions.

19.8 The Secretary will, at the same time, present the list of the remaining nominees resulting from its call to the Members.

20.0 Signatures

20.1 All cheques, contracts, or other binding documents requiring the signature of CBBAG shall be signed by any two (2) of the President, Vice-President, Secretary, Treasurer, and such other individual as has been designated by the Board for that purpose.

21.0 Fiscal Year

21.1 The fiscal year of CBBAG shall end on the last day of December.

22.0 Auditor

22.1 The Members shall, at each AGM, appoint an auditor, licensed as an accountant in Ontario, to audit the accounts of CBBAG and to hold office until the next AGM.

22.2 The remuneration of the auditor shall be fixed by the Board.

23.0 Budget

23.1 The Treasurer shall prepare and present a proposed budget to the Board for the next fiscal year of CBBAG.

23.2 Such proposed budget shall be approved, ratified, or amended and approved by the Board no later than the first meeting of the fiscal year, and upon such approval, shall constitute the budget of CBBAG.

24.0 Protection of Directors and Officers

24.1 No Director or individual appointed under Article 12.1 clause (f) shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to CBBAG through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of CBBAG, or for the insufficiency or deficiency of any security in or upon which any of the moneys of CBBAG shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the moneys, securities, or effects of CBBAG shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director's or officer's part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of the Director's or officer's office or in relation thereto, unless the same shall happen through the Director's or officer's own wilful neglect or default.

24.2 Every Director or officer of CBBAG or other person authorized by the Board, who has undertaken or is about to undertake any liability on behalf of CBBAG, and their 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 CBBAG, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, 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 his or her office or in respect of any such liability;
- (b) all other costs, charges or expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

25.0 Amendment of By-laws

25.1 No enactment, alteration, amendment, addition, repeal or other change to the By-laws of CBBAG, in whole or in part, shall be effective until approved by an affirmative vote of the Board by simple majority of the Directors present and ratified by an affirmative vote of at least three-fourths (3/4) of the Members present at a meeting duly called for the purpose of considering the proposed change and duly filed with the appropriate authority.

26.0 Dissolution of the Canadian Bookbinders and Book Artists Guild

26.1. In the event of the dissolution or winding up of CBBAG, all of its remaining assets after payment of liabilities shall be distributed to one or more charitable organizations, each of which is resident in Canada, has objectives similar to those of CBBAG, and is recognized as a charitable organization by Canada Customs and Revenue Agency, as may be decided by the board of directors or the members.

27.0 Interpretation

27.1 In this By-law, the singular shall include the plural and the plural shall include the singular.

June 18, 2007