

## **BY LAW NO. 1**

### **A by-law relating generally to the affairs of the LEAGUE OF CANADIAN POETS**

*as amended June, 2010*

WHEREAS the League of Canadian Poets (“League”) was incorporated as a non-profit association by Letters Patent issued by the Lieutenant Governor of Ontario on the 31st day of May 1976 for the following objects: To actively promote the works of Canadian poets to the general public and the education system and to encourage talented poets in their creative endeavours;

AND WHEREAS in furtherance of such objects, the League aspires to develop the art of poetry, to enhance the status of poets and nurture a diverse professional poetic community to facilitate the teaching of Canadian poetry at all levels of education, to enlarge the audience for poetry by encouraging publication, performance and recognition of Canadian poetry nationally and internationally, and to uphold freedom of expression;

AND WHEREAS in doing so, the League declares its support for freedom of expression and for all human rights and its abhorrence of racial, economic, sexual, religious, and other prejudicial forms of discrimination;

BE IT ENACTED AS A BY-LAW OF THE LEAGUE AS FOLLOWS:

#### ARTICLE 1: HEADQUARTERS

The League shall maintain as its permanent headquarters a national office in the City of Toronto in the Province of Ontario, at which the League’s business shall be conducted and its accounts, records and seal shall be kept.

#### ARTICLE 2: MEMBERSHIP

##### Membership Criteria

Membership in the League is open to all practicing and published poets who accept the objects and principles of the League set out in the preamble to this By-Law and who meet the following criteria:

2:1 Canadian citizenship or permanent resident/landed immigrant status in Canada or, who identify themselves as an aboriginal or Indigenous person born or resident within Canada; and

2:2 publication of at least one book of poetry (UNESCO definition of the length of a book: at least 48 pages excluding covers.) as long as the book either is published by a recognized literary or trade press or, in the opinion of the Membership Committee,

displays sufficient poetic achievement to merit membership in the League for its author;  
or

2:3 publication of at least two chapbooks of poetry (with at least 48 pages of poetry, the equivalent length of the UNESCO definition of a book, per 2:2), as long as the chapbooks are published by a recognized literary press or, in the opinion of the Membership Committee, displays sufficient poetic achievement to merit membership in the League for their author; or

2:4 the creation and distribution of poetry records, poetry audiotapes, poetry disks, poetry videos/videopoems, DVDs, television broadcasts of poetry or any other material or any other professional dissemination of poetry that, in the opinion of the Membership Committee, meets the equivalent of book publication and is of sufficient poetic achievement to merit membership in the League for its author; or

2:5 sufficient publication of poetry in recognized literary periodicals, e-zines and/or anthologies that, in the opinion of the Membership Committee, is the equivalent of book publication and is of sufficient poetic achievement to merit membership in the League for its author.

2:6 In the event of an application from a person who writes poetry in a language other than English or French, it is the responsibility of the applicant to produce one letter of recommendation in English from recognized literary authority who reads and/or orally comprehends the language in which the applicant's poetry is written and published.

2:7 All persons who apply for membership are responsible for supplying the national office of the League with their books and any other material requested by the League which will enable the Membership Committee to consider their application.

#### Duties of the Membership Committee

2:8 The Membership Committee shall identify practicing and published poets who are not members of the League but who qualify for membership under 2.2 and on its own initiative shall invite them to apply to join the League.

2:9 In the case of a person applying for membership under 2:2 through 2:6 above, the Membership Committee shall evaluate the quality of and literary achievement evidenced by the material written by the applicant. It is a duty of the Membership Committee to ensure that this material meets the standards required for membership in the League. Decisions shall be made by a majority of the votes cast by members of the Membership Committee and, in the case of a tie, the Chair of the Membership Committee shall have a second or deciding vote.

2.10 Successful and unsuccessful applicants will be so informed in writing by the chair of the Membership Committee. An unsuccessful applicant shall be advised that there is a procedure whereby he or she may appeal the Membership Committee's decision.

2:11 In the event that a person is rejected for membership by the Membership Committee, the chair of the Committee shall file a letter to that effect with the national office that will contain a succinct but full statement of the reasons for rejection. An unsuccessful applicant shall be sent a copy of this letter on request.

### Appeal

2:12 If an unsuccessful applicant for membership considers that she or he has been rejected unfairly, she or he may appeal the Membership Committee's decision by writing to the President and Executive Committee. The applicant's letter should respond to the reasons given for rejection and offer grounds for reconsideration. Before the Executive Committee reconsiders an application, it should formally consult with the Membership Committee as to its full rationale for rejecting the application. The Executive Committee will review the applicant's appeal and may endorse or reverse the decision of the Membership Committee. The Executive Committee will inform the Membership Committee and the applicant in writing of its decision and its rationale.

### Life and Honorary Members

2:13 The general membership of the League may elect Life Members from amongst its membership. Life Membership is conferred as a mark of distinction and appreciation for special achievements and contributions to the art of poetry in Canada. Life members possess full privileges of membership but shall not be required to pay membership fees.

2:14 The general membership of the League may elect Honorary Members from outside the League. Distinguished individuals, whether Canadian or non-Canadian and whether residents or non-residents of Canada, are eligible for Honorary Membership. Honorary Membership is conferred as a mark of distinction and appreciation for special achievements and contributions to the art of poetry. Honorary Members are entitled to attend the Annual General Meeting if they so wish, but without subsidy or voting privileges. Honorary Members shall not be required to pay fees.

2:15 Life and Honorary Members shall be elected from nominations submitted by any League member to the spring Council meeting. A maximum of two Life Memberships and two Honorary Memberships will be granted each year.

### Membership outside Canada

2:16 Full members residing outside Canada may retain full membership, or request a suspension of said membership for the duration of their absence from Canada, with a guarantee of automatic reinstatement upon their return.

### Suspension of Membership

2:17 Full members may request suspension for any reason and will be granted automatic reinstatement on request.

### ARTICLE 3: ASSOCIATE, SUPPORTING AND STUDENT MEMBERS

3:1 In this By-law the terms “members” and “membership” do not include “associate”, “supporting” or “student” members unless specified otherwise.

3:2 Associate members shall be practicing and publishing poets in Canada who have not as yet reached that stage in their poetry careers where they are eligible for full membership in the League. Associate membership is not based on a qualitative assessment of the applicant’s work, but on demonstration by the applicant that he or she produces poetry and has some records of poetry publication. Associate membership in itself is not an automatic preliminary step to full membership in the League, nor is it a prerequisite for full membership.

3:3 To apply for associate membership, a person should provide the following documentation to the national office of the League for review by the Membership Committee:

- (i) a selection of 8 to 10 recent poems;
- (ii) a bibliography which demonstrates some history of publication in written or oral form;
- (iii) a brief biography.

3:4 The Membership Committee shall recommend an associate member for admission on the applicant’s providing sufficient evidence of being an active and producing poet in accordance with the requirements for associate membership in Article 3.

3:5 Associate, Student and Supporting members shall receive all documentation received by members including the newsletter and minutes of the Annual General Meeting and are particularly encouraged to participate in the activities of the League at the local level. Associate, Student and Supporting members are entitled to attend and participate in all general membership meetings of the League with voice but no vote. Notwithstanding this, Associate members attending the Annual General Meeting will be able to cast a vote for the election of the Associate members’ representative.

### ARTICLE 4: FEES

4:1 The LCP Council shall from time to time by resolution make recommendations to the membership regarding fees for members but no change in fees shall take effect until it has been approved by the members at a general membership meeting or by mail ballot.

4:2 The annual fees of members shall be payable at the beginning of the fiscal year. In case of new members joining the League later in the year, fees shall be prorated.

4:3 Members will be invoiced for their fees at the commencement of each fiscal year. A second notice will be sent to those in arrears 30 days after the first notice. Should fees remain in arrears 60 days after the first notice, a registered letter will be sent as a third and final notice. Upon failure to respond to the third notice within 30 days, the member will be presumed to have resigned, and the Executive Director or Treasurer will provide lists of new and resigned members to the LCP Council at each of its meetings.

4:4 When a member is in arrears, the League shall be entitled to deduct membership fees from money owed to the member from reading fees administered by the League. This provision also will also apply to associate members if at any time associate members are entitled to participate in the reading program of the League.

4:5 At the discretion of the Executive Committee, payment of such fee by any member may be waived or deferred if the member requests such a waiver or deferral in writing and if his or her circumstances warrant. However, fees may not be waived or deferred for two successive years. A fee waiver allows the member to use all programs, services, and benefits of the League without paying fees. A fee deferral allows the full member to defer paying fees until he or she receives money from reading fees administered by the League.

4:6 No fees will be refunded if a member resigns from the League.

#### ARTICLE 5: DONATIONS

The League may declare as “Friends of Poetry” persons donating sums of money in support of the objects and aims of the League. The names of such Friends will be publicized by the League on a regular basis.

#### ARTICLE 6: DIRECTORS, OFFICERS AND COMMITTEES

##### LCP Council and Executive Committee

6.1 The affairs of the League shall be managed by a board of directors. This board is referred to in this By-law and in the League’s literature as the LCP Council. The LCP Council shall carry out activities and make policy decisions which may include making public statements on behalf of the League, provided that all policies and activities implemented are within the framework of guidelines established by decisions made and policies set by the general membership at Annual General Meeting or special general meetings convened to address a specific situation or question.

6.2 The LCP Council shall consist of the President, Vice President-Membership Chair, Treasurer, Secretary, Associate Members Representative and one Representative each from British Columbia-Yukon; Alberta-Northwest Territories; Saskatchewan;

Manitoba; Ontario; Toronto; Quebec-Nunavut; New Brunswick-PEI; and Nova Scotia-Newfoundland; and the Past President –Constitution-Nominations Chair. Ex officio members of the Council who may attend Council meetings with voice but no vote include the Chairs of the following Standing Committees: Communications, Education, Feminist Caucus, Freedom of Expression, International Affairs, Mediation, and Resources Development; and also representatives appointed to Access Copyright and the Public Lending Right Commission Chairs have both voice and vote at AGMs and any other special general meeting of the League. The Associate Member representative has both voice and vote at Council meetings, and at Annual General Meetings and any other special general meetings of the League.

- 6.3
- (a) With the exception of the Past President, all members of the LCP Council and Chairs of Standing Committees shall be elected by the members present at each Annual General Meeting.
  - (b) Members of the LCP Council shall take office immediately upon election and are eligible for re-election.
  - (c) The LCP Council may fill vacancies caused by the resignation or death of any Council member by appointment. If the office of Past President becomes vacant, the Council may appoint one of its current or past members to fill the role of Constitution-Nomination Chair. The LCP Council may also replace any Chair of any Standing or Ad Hoc Committee, a member of the Membership Committee, or a member of an award jury who dies or resigns.

6.4 Every director of the League, his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the League from and against all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that 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 his or her office; and all other costs, charges and expenses that 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 willful neglect or default.

6.5 The Executive Committee shall consist of the President, the Vice President, the Past President and the Treasurer, the Secretary, and the Executive Director ex officio, who shall have voice but no vote. The Executive Committee will oversee the development of the budget, management of finances, programs and projects, and generally will implement decisions of the LCP Council to whom it will be responsible for the administration of the League. The Executive Committee will be the body for the Executive Director to consult with on matters such as personnel, confidentiality, membership appeals, and grant applications which may arise between meetings although no policy decisions will be established or made without approval by the Council.

6:6 All questions and matters submitted to the members of the LCP Council or Executive Committee or arising at any meeting thereof shall be determined by a majority of the votes cast in respect thereto. The President, or Vice President chairing in his or her stead, shall be in all cases entitled to vote and, in the case of a tie, shall have a second or deciding vote.

6.7 Meetings of the LCP Council may be called at such time and places in or outside Ontario as the Executive Committee or in their absence or inability or unwillingness to act, any three members of the LCP Council may direct. A quorum of the LCP Council shall be 6 members.

6.8 The Executive Committee meetings shall take place by phone or email, or in a special session immediately preceding the LCP Council meeting. A quorum of the Executive Committee shall be three members.

6:9 Members of the LCP Council shall be entitled to reasonable notice of meetings having regard to the distance from the place of the meeting and importance of the matters to be discussed.

#### Officers

6:10 The President shall preside over all meetings of the League and the LCP Council and the Executive Committee, and shall act as chief spokesperson for the League.

6.11 (a) The Treasurer must be resident in the Toronto region. If no Toronto region member is able and willing to serve as Treasurer, the Nomination Chair may approach a Toronto-area associate member or non-member to stand for election and such person shall have voice and vote on Council and at the Annual General Meeting and at special general membership meetings. The Treasurer shall be responsible for the finances of the League, maintenance of the books of the League, other duties normally required of the treasurer of a corporation.

6.11 (b) The Secretary shall be responsible for ensuring that minutes and other corporate records be kept.

6.12 The Vice President shall serve as Chair of the Membership Committee and is eligible for appointment as Treasurer. In the absence of the President or at his or her request, the Vice President shall preside over meetings of the League, the LCP Council and the Executive Committee.

6.13 The Past President shall serve as Chair of both the Nominating Committee and Constitution Committee. In the event that the Past Presidency is vacant by reason of death or resignation, the Council may appoint one of its current or former members to be Chair of both the Nominating Committee and Constitution Committee with voice and vote and such person shall also serve on the Executive Committee.

## Committees

6:14 The Standing Committees of the League shall be:

- (a) With their Chairs to be elected at each Annual General Meeting and other committee members volunteering, being appointed by the Chair or elected as may be determined by the members at the Annual General Meeting in each instance:

- Communications
- Constitution (Past President)
- Education
- Feminist Caucus
- Freedom of Expression
- Mediation
- International Affairs
- Membership (person elected as Vice President)
- Outreach
- Resources Development

- (b) With all committee members elected at each Annual General Meeting:

- Membership (three persons plus Vice President)
- Lampert Award Jury (three persons and one alternate person)
- Lowther Award Jury (three persons and one alternate person)
- F.R.Scott Award Jury (three persons and one alternate person)

- (c) Formed by Council:

- Nominating (chaired by Past President)
- Annual General Meeting
- Access Copyright
- Public Lending Right

6:15 To deal with specific issues, special or occasional committees called Ad hoc Committees may be struck by the LCP Council or by a general membership meeting. Their mandate may be renewed yearly until their projects are complete and they are disbanded. Their chairs shall be elected by the committee members, except where they are designated as President's Committees and chaired by the President or a chair appointed by the President.

6:16 Representatives to other organizations shall be elected by the membership at the Annual General Meeting or appointed by the LCP Council.

6:17 A detailed statement of the responsibilities of the LCP Council, the Executive Committee, Officers, Committees and representatives to other organizations shall be included in “A Guide for Members”, which shall be distributed to all members of the League.

#### ARTICLE 7: EXECUTIVE DIRECTOR

7:1 The LCP Council may delegate to the Executive Director such power and authority to manage and direct the business and affairs of the League as the LCP Council considers advisable. The Executive Director shall conform to all lawful orders given to him or her by the LCP Council and the Executive Committee and shall at reasonable times give to the LCP Council or any of its members all information they may require regarding the affairs of the League.

7.2 The Executive Director shall employ and discharge agents and employees of the League. Any agent or employee dismissed by the Executive Director shall have the right to appeal the dismissal to the LCP Council within 30 days.

7.3 The Executive Director is an ex officio member of the Executive Committee and the LCP Council and shall attend all meetings of the Executive Committee, the LCP Council and other committees on request with voice but not vote.

#### ARTICLE 8: MEMBERSHIP MEETINGS

8:1 A general membership meeting of the League shall be held every year at such a time and place as the LCP Council may determine. The LCP Council shall be responsible for developing a program for the Annual General Meeting.

8:2 Notice of the Annual General Meeting shall be mailed and/or e-mailed to each member of the League and will be posted on the LCP web site at least 60 days prior thereto, such notices to be addressed to the respective members at the last known address appearing in the records of the League.

8:3 Special general meetings may be called at such times and places as LCP Council may direct, subject to such notices as may be deemed reasonable, having regard for the urgency and importance of the matters to be dealt with at such a meeting. The said notice shall specify concisely the matters to be dealt with.

8:4 A quorum at any Annual General Meeting or special general meetings shall be constituted by members present at the meeting and shall include regional representation.

8:5 All questions and matters submitted to the membership arising at any meeting thereof shall be determined by a majority of the votes cast in respect thereto, except where the Ontario Corporations Act or this By-law requires a two-thirds majority. The President, or the Vice President chairing in his or her stead, shall be in all cases entitled to vote and, in the case of a tie, shall have a second or deciding vote.

8:6 The LCP Council may submit by mail and/or e-mail to the members and will post on the League's website, by way of ballot or questionnaire, any question or matter which might otherwise have been submitted to or dealt with at any Annual General Meeting or special general meeting of the League, provided that a reasonable time shall be allowed and specified for receiving replies.

#### ARTICLE 9: FINANCIAL YEAR, AUDITOR, BUDGET, FEES AND BORROWING

9:1 The financial year of the League shall terminate on the 31st day of March in every year or on such other date as the LCP Council may determine.

9:2 The membership shall at each Annual General Meeting appoint an independent auditor to examine the books and accounts of the League.

9:3 The Treasurer shall present the auditor's report for the past year to the Annual General Meeting and a budget for current year.

9:4 The LCP Council shall determine what amounts are necessary and appropriate to carry on the efficient running of the League's business and shall make recommendations to the membership regarding proposed fees. The membership shall approve the fees fixed for full, associate, student and supporting members.

9:5 The LCP Council may borrow money on the credit of the League, provided that its borrowing power shall be limited to borrowing money for current operating expenses.

#### ARTICLE 10: EXECUTION OF CHEQUES AND DOCUMENTS

10:1 All cheques, drafts or money orders shall be signed by any two of the President, Treasurer and Executive Director or any two members of the LCP Council or other persons appointed by the LCP Council to sign specific cheques, drafts or money orders.

10:2 Documents requiring execution by the League shall be signed by any two of the President, Vice President and Treasurer or any two members of the LCP Council or other persons appointed by the LCP Council to sign specific documents. The corporate seal shall, when required, be affixed to such documents.

10:3 The seal, an impression of which is stamped hereon, shall be the seal of the League of Canadian Poets.

#### ARTICLE 11: AMENDMENTS TO THE GENERAL BY-LAW

Proposed amendments to this By-law must be submitted to the LCP Council in writing. If approved by the LCP Council, the amendments shall be submitted to the membership at an Annual General Meeting or a special general membership meeting duly called for the purpose of considering such amendments. A copy of the proposed amendments shall

be sent to each member together with the notice calling such Annual General Meeting or special general meeting, and will be posted on the League web site, no less than 60 days in advance of such meeting and shall be approved by a majority of members voting in person or by proxy at such meeting.

ARTICLE 12: DISSOLUTION

Should it be necessary to terminate the League's existence, all funds and assets shall be disposed of according to the will of the final general meeting or, in the absence of a resolution by the membership on such disposition, according to the will of the LCP Council, provided that the decision of the membership or LCP Council is in accord with the Letters Patent of the League.

**ENACTED AS BY LAW NO. 1 replacing the previous general bylaw at a meeting duly called and held on the 25th day of May, 1991. As amended on June, 2010.**