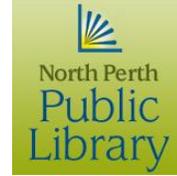


North Perth Public Library



Policy Title: **Board Procedural By-Laws**

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The *Public Libraries Act, R.S.O. 1990, chapter P 44*, hereinafter called "the Act," provides that public libraries shall be under the management and control of a Board, which is a corporation; and whereas *By-law #22-2006* of the Council of the Municipality of North Perth establishes the North Perth Public Library Board, hereinafter called "the Board," the North Perth Public Library Board enacts the following by-laws for regulation of the business of the Board.

Section 1: Business Office

1. The business office of the Board is at the Listowel Branch of the North Perth Public Library located at 260 Main Street West; Listowel ON N4W 1A1 or at such other place in the Municipality of North Perth as the Board may from time to time decide.

Section 2: Statement of Authority

1. The North Perth Public Library Board bears legal responsibility for the library by ensuring that it operates in accordance with "*the Act*", *R.S.O. 1990, c P.44*. The purpose of this bylaw is to define the legal authority of the board.

Section 3: Powers and Duties of the Board

1. The Board bears legal responsibility for the North Perth Public Library. The powers and duties of the Board are prescribed in "*the Act*", *R.S.O. 1990, c P44*, to which this bylaw adheres.
2. In accordance with "*the Act*", *s. 20*, the North Perth Public Library Board:
 - a. shall seek to provide a comprehensive and efficient public library service that reflects the community's unique needs;
 - b. shall provide library services in the French language, where appropriate;
 - c. shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations;
 - d. may operate special services in connection with a library as it considers necessary;

- e. shall fix the times and places for board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
- f. determines and adopts written policies to govern the operation of the Board and library;
- g. shall make an annual report to the Minister and make any other reports required by this Act and the regulations or requested by the Minister from time to time;
- h. shall make provision for insuring the board's real and personal property;
- i. shall take proper security for the treasurer;
- j. may appoint such committees as it considers expedient;

Section 4: Term of the Board

1. A Library Board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed. A Library Board member may be re-appointed, if resigned within the term "*the Act*", s. 10 (3).
2. Council shall appoint Library Board members at its first regular meeting of the new term, or failing to do so, at its next regular meeting "*the Act*", s. 10(4).
3. In accordance with "*the Act*", s.12, when a vacancy arises in the membership of the Board, the Municipal Council shall promptly appoint a person to fill the vacancy and to hold the office for the unexpired term, except where the unexpired term is less than forty-five days. The new appointment's term will continue to be concurrent with the term of the Board.
4. An appointment to an executive position will be made for a period of one year. Elections or nominations for executive positions will be held at the January meeting of each calendar year during the term.

Section 5: Size and Appointment of the Board

1. "*The Act*", s. 9(1) prescribes a Board of no fewer than 5 members, and gives the Municipal Council the power to make appointments. The North Perth Public Library Board will endeavor to maintain the size of the Board at no more than nine persons appointed by Municipal Council.
2. In accordance with "*the Act*", s. 10 (2a), Municipal Council shall not appoint more of its own members to the Board than the number that is one less than a majority of the Board.
3. A Board member may be re-appointed for one or more terms.

4. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.
5. In accordance with *“the Act”*, s. 13, if any members of the Board are disqualified from holding office, the members shall forthwith declare the seat vacant and notify Council accordingly.
6. A Board member is disqualified from Board membership, vacating the seat if the member:
 - a. is convicted of an indictable offence;
 - b. becomes incapacitated;
 - c. is absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution;
 - d. ceases to be qualified for membership with respect to residency in the municipality; or
 - e. otherwise forfeits their seat.

Section 6: Officers

1. In accordance with *“the Act”*, s. 14-15, the officers of the board are the Chair, the Secretary, the Treasurer and the Chief Executive Officer (CEO). In addition, the Board designates a Vice Chair as an officer.
2. The Chair shall be elected at the beginning of the January meeting of each ensuing year of the term. The chair acts as an official representative of the library and in a leadership role to the Board, ensuring the proper functioning of the Board and its business, in accordance with appropriate legislation, and prescribed rules of procedure. The Chair shall not commit the Board to any course of action in the absence of the specific authority of the Board.
3. The Vice Chair shall also be elected at the beginning of the January meeting of each year of the term. In the absence of the Chair, the Vice Chair shall assume the responsibilities of the Chair.
4. In the absence of the chair or vice chair, the Board may appoint one of its members as acting chair. *“The Act”*, s. 14(4).
5. The Board shall appoint a Secretary who shall:
 - a. conduct the Board’s official correspondence; and
 - b. keep minutes of every meeting of the Board. *“The Act”*, s. 15 (4).

6. Under *"The Act", s. 15 (4)* The Board delegates the Treasurer of the Municipality of North Perth to:
 - a. receive and account for all the Board's money;
 - b. open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the municipality;
 - c. deposit all money received on the Board's behalf to the credit of that account or accounts; and
 - d. disburse the money as the CEO directs on behalf of the Board.
7. The CEO shall regularly direct the Treasury department to pay all invoices and personnel wages/salaries chargeable to various budget lines. The Board shall approve the monthly Accounts Payable which includes all necessary disbursements, and note any discrepancies for investigation and possible correction by the Treasury.
8. In accordance with *"The Act", s. 15 (2)*, the Board shall appoint the Chief Executive Officer, who is the employee of the North Perth Public Library Board and attends all Board meetings. The Chief Executive Officer is the employee of the Board to whom the Board delegates the supervision and direction of the library and its staff and who shall be known as the "Chief Executive Officer". The CEO is not a voting member of the Board. The CEO may be Secretary and treasurer as allowed by *"the Act", s. 15(5)*, however, the Board may choose to elect other individuals to carry out the duties of Secretary and Treasurer.
9. If any of the officers step down, retires or is dismissed during their term, the board must immediately elect or appoint a new officer.

Section 7: Inaugural Meetings

1. The first regular meeting of the Board in a new term shall be called by the Chief Executive Officer in January or as soon as Council has completed appointments to the Board in its new term.
2. The CEO takes the chair at the beginning of the meeting and calls the meeting to order.
3. The CEO presents confirmation of appointments to the Board, as received from the Township.
4. The CEO invites nominations from the floor for the position of Chairperson. Nominations shall be closed by a motion made and seconded following which the Chairperson shall be acclaimed or elected.

5. The elected Chairperson takes the chair and calls for the regular meeting, which will include the election of all other officers of the Board according to the process for the election of the Chairperson.
6. Thereafter, at the January meeting of each year during the remainder of the term, the Chairperson shall call the meeting to order, then step down and turn over the chair to the CEO who shall oversee the election or acclamation of a Chairperson for the current year. The newly elected/acclaimed Chairperson shall then proceed.

Section 8: Regular Meetings

1. A regular monthly meeting of the Board shall be held from January to June and from September to December and at such other times as are considered necessary.
2. Regular meetings of the North Perth Public Library Board are held at 7:00 p.m. on the second Tuesday of each month.
3. Notice of all regular meetings, together with the proposed agenda and the minutes of the immediately preceding regular meeting and of any special meetings shall be communicated to each member of the Board minimally on the Friday prior to the next scheduled meeting.

Section 9: Special Meetings

1. Special meetings may be called by the Chair of the Board. Special meetings shall be called as soon as possible upon request to the Chair from at least two trustees or from the CEO.

Section 10: Open and Closed Meetings

1. Except as provided below, all meetings shall be open to the public.
2. A meeting shall not be closed to the public during the taking of a vote. However, a meeting may be closed to the public during a vote if:
 - a. *Section 16 (4) or (5) of "the Act"* permits or requires the meeting to be closed to the public; and
 - b. if the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board or committee of the Board or under contract with the Board.
3. A meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - a. the security of the property of the Board;

- b. personal matters about an identifiable individual;
- c. a proposed or pending acquisition or disposition of land by the Board;
- d. labour relations or employee negotiations;
- e. litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
- f. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g. a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act; or
- h. the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the Board or committee of the Board is the head of an institution for the purposes of that Act.

Section 11: Resolution to Close Meeting to the Public (Closed Meeting or In-Camera)

1. Before holding a meeting or part of a meeting that is to be closed to the public, a Board or committee of the Board shall state by resolution:
 - a. The fact of the holding of the closed meeting; and
 - b. The general nature of the matter to be considered at the closed meeting, clearly identifying the necessity for the closure. See "*The Act*"; 2002, c.17, Sched. C, s. 24(5).

Section 12: Rules of Order

1. Robert's Rules of Order shall govern wherever applicable in all cases not provided for in these by-laws.

Section 13: Conduct of Meetings

1. All business shall be dealt with in the order of the agenda unless otherwise decided by the Board. The order of business at regular meetings of the Board shall be as follows:
 - 1) Call to Order
 - 2) Additions to/Approval of the Agenda
 - 3) Declaration of pecuniary interest
 - 4) Approval of minutes from previous meeting
 - 5) Business arising from minutes
 - 6) Correspondence
 - 7) Financial Report
 - 8) Friends Report
 - 9) Board Development
 - 10) New Business
 - 11) Trends for discussion

12) Other Business

13) Adjourn

Section 14: Quorum

1. A quorum is defined in “*the Act*”, s. 16(5) as being the majority of Board members.
2. The presence of a majority of the Board is necessary for the transaction of business at a meeting. If a quorum is not present within fifteen minutes after the hour for which any Board meeting has been called, the Secretary shall record the names of such members present and the Board shall stand adjourned until the next meeting or until a special meeting is called.
3. 3. Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion of a regular meeting of the Board or, if necessary, written approval of such decisions is obtained from a majority of the members of the Board.

Section 15: Voting

1. The Chairperson may vote with the other members of the Board upon all questions and in every case shall vote last.
2. Any question on which there is an equality of votes shall be deemed to be a negative vote.
3. Every member who is present in the meeting room, physically or virtually, when motion is put to a vote shall vote on the matter unless the Board excuses that member upon declaration of pecuniary interest with respect to any item of business in accordance with the *Municipal Conflict of Interest Act* and the *Public Libraries Act*. Members of the Board who declare such a conflict of interest with any item of business shall not discuss that business in accordance with the Acts.
4. Only committee members may move and second motions and vote in committee meetings. All Board members may participate in discussions within the committee.
5. Voting shall normally be by a show of hands, or in the case of a virtual meeting can be a verbal vote. Upon the request of a member who was present when the question was stated, a recorded vote shall be taken.

6. Decisions of the Board shall be taken by a simple majority of the members present with the exception of procedural by-laws. (see 17. Amendment of By-laws)
7. Should there be a requirement to rescind a motion decided in the affirmative or to reconsider a lost motion, then a two-thirds majority vote of those present is required. With respect to a lost motion, formal notification must be provided in writing prior to the next full Board meeting.

Section 16: Minutes

1. *"The Act". s. 20 (e)* requires that the Board keep full and correct minutes.
2. Minutes of every Board meeting shall be kept by the Secretary, and shall be entered in a book, and online kept for that purpose. Minutes shall be forwarded to each trustee as per the customs of the Regular Meeting schedule.
3. The Minutes shall be confirmed at the next meeting, and shall be signed by the Chair or person presiding at the meeting at which the Minutes are confirmed.

Section 17: Committees

1. *"The Act", s. 20(i)*, states that the Board may appoint such committees as it considers expedient. *R.S.O. 1990, c. P 44, S 20.*

Section 18: Board Accounts

1. Board accounts and special reserve or trust funds required for the business of the Board shall be maintained in the Board's name by the Treasurer's department of the Municipality of North Perth in branches of chartered banks, trust companies, or credit unions.
2. The Board has the right to establish and maintain a reserve fund for any purpose for which it has the authority to spend money. *The Municipal Act, 2001, c. 25, s. 417 (1).*

Section 19: Signing Officers of the Board

1. The Board shall appoint three signing officers of the Board for purposes of annual reporting and other official communications. All such communications will be signed by any two signing officers.
2. All cheques or other orders for payment of money in the name of the North Perth Public Library Board, as directed by the CEO, shall be signed by the municipal Treasurer and the current mayor of the Municipality of North Perth.

Section 20: Financial Year

1. The financial year of the North Perth Public Library Board shall terminate on the 31st day of December in each year.

Section 21: Audit

1. The Treasurer shall submit the accounts and financial statements of the Board to be audited yearly by a person or company appointed by Council under the *Municipal Act, 2001, s. 296*. The Board shall submit its audited financial statement to Council annually on or before the date specified by Council.

Section 22: Reimbursement

1. A Board may reimburse its members for travelling outside the Municipality, and for other expenses incurred in carrying out their duties as members. *"The Act", s. 18.*

Section 23: Amendment of By-laws

1. Bylaws may be amended in response to legislation or when circumstances change.
2. Any member of the board can propose a review or an amendment of a bylaw.
3. All members of the board will receive notice and details of changes at the board meeting prior to the meeting at which time a motion for amendment may be tabled.
4. A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members in order to be carried.

Related Documents:

- North Perth Public Library *GOV-01 Board Governance Policy*
- Province of Ontario [Municipal Act, 2001](#)
- Province of Ontario [Public Libraries Act, R.S.O 1990](#)