

PERTH EAST PUBLIC LIBRARY

POLICY TYPE: GOVERNANCE

POLICY NUMBER:

POLICY TITLE: BOARD BY-LAWS

APPROVAL DATE: MAY 8, 2001

DATE OF LAST REVIEW: FEBRUARY 2020

DATE OF NEXT REVIEW: FEBRUARY 2021

BY-LAW 1 Statement of Authority

- 1.1 The Perth East Public Library is established in accordance with the Public Libraries Act, R.S.O., 1990 and is under the management and control of the Perth East Public Library Board which is a corporation operating under the authority of the act.
- 1.2 The Perth East Public Library recognizes that the Act sets out procedures for the appointment of members of the Board, the qualifications of members, term of membership, disqualification of members, and vacancies on the Board.

BY-LAW 2 Purpose of the Board

- 2.1 The Perth East Public Library Board shall seek to provide a comprehensive and efficient Public Library service that reflects the community's unique needs.
- 2.2 The Perth East Public Library Board:
 - 2.2.1 bears legal responsibility for the Perth East Public Library
 - 2.2.2 determines and adopts written policies to govern the operation of the Board and library
 - 2.2.3 understands the library-related needs of the community
 - 2.2.4 determines the goals and objectives of the library and secures adequate funds to fulfil these goals
 - 2.2.5 fixes the dates and time for regular meeting of the Board and the mode of calling and conducting them, and ensure that full and correct minutes are taken
 - 2.2.6 makes provisions for insuring the Board's real and personal property
 - 2.2.7 takes proper security for the Treasurer
 - 2.2.8 appoints a competent and qualified Chief Executive Officer; reviews the CEO's job description, and if necessary, dismisses the CEO
 - 2.2.9 works with the CEO to prepare a budget adequate to carry out the library's goals and objectives and presents this budget to municipal council

2.2.10 ensures that the library is operated in accordance with the Public Libraries Act, R.S.O., 1990

2.2.11 approves and submits all required or requested by the Municipal Council or Government of Ontario

BY-LAW 3 Orientation of Members of the Board

3.1 The Chief Executive Officer shall ensure that all new Board members receive an introduction to the library, its facilities, staff and services.

3.2 Each Board member shall receive the current Library Board Members Training Kit produced by the CEO. Local information shall be inserted into this kit, including:

3.2.1 the library's by-laws and policy statements

3.2.2 guidelines for the position of the library trustee

3.2.3 the library's current budget

3.2.4 the library's latest audited financial statement

3.2.5 the names, addresses and telephone numbers of other members

3.2.6 a package of materials from the previous meeting (minutes, reports)

3.2.7 the Public Libraries Act.

BY-LAW 4 Meetings of the Board

4.1 The Chief executive Officer shall call the inaugural meeting of the Perth East Public Library Board in each new term upon receipt of the confirmation of appointment from the Municipal Clerk and a bylaw from the Municipal Council. The CEO, as Secretary, shall preside and conduct the elections for the position of Chairperson and Vice-Chairperson in accordance with Robert's Rules of Order and the Municipal Act of Ontario. The Chairperson shall assume the Chair for the appointment of committee members.

4.2 The annual report of the Perth East Public Library Board shall be presented by February of each year.

4.3 Regular meetings of the Perth East Public Library Board shall be held at 7:30pm on the second Tuesday of the month, unless such day shall be a legal, public, or civic holiday, in which case the Board shall meet at the same hour on a date agreed upon at the preceding meeting of the Board.

4.4 The Chairperson or any two members of the Board may summon a special meeting of the Board by giving each member reasonable (minimum 48 hours) notice in writing (including email) or by telephone, specifying the purpose for which the meeting is called which shall be the sole business transacted at the meeting.

- 4.5 Despite any other Act, Board meetings shall be open to the public, except where the Board is of the opinion that intimate financial or personnel matters may be disclosed at a meeting.
- 4.6 When the Board determines that matters should be dealt with in the absence of the public or a staff member, a motion to move into in-camera session must be moved, seconded, and approved by a majority vote. Motions to move in-camera are not debatable. At the conclusion of the in-camera session, a motion must be moved, seconded and approved by a majority vote to return to public session. A motion to confirm any recommendations during the in-camera session may be made.

BY-LAW 5 Attendance at Meetings

- 5.1 Regular attendance of all board members at Board meetings is vital to the satisfactory conduct of board business. In the event that a member must be absent from any meeting, that member shall notify the secretary.
- 5.2 In order to allow meetings to be as open to the public as possible, a member may participate in a meeting via telephone only in the case of extraordinary circumstances and only if a quorum of board members is physically present at the meeting. Whether the absence of a member constitutes extraordinary circumstances will be determined by the good judgement of the board chair. When participating via telephone, a board member may participate in the discussion and cast a vote.
- 5.3 Should a member be absent for three (3) consecutive meetings without notifying the Secretary, the board shall consider the circumstances of the absence and either
 - 5.3.1 notify the Municipal Council that the seat is vacant, or
 - 5.3.2 pass a resolution authorizing the person to continue as a Board member until the next meeting

BY-LAW 6 Chairperson of the Board

- 6.1 The Chairperson of the Perth East Public Library Board acts as an official representative of the library and in a leadership role to the Board, ensures the proper functioning of the Board and the proper conduct of Board business, and with the rules of procedure adopted by the Board.
- 6.2 In addition, the Chairperson is responsible for:
 - 6.2.1 Presiding at regular and special meetings of the Board in accordance with the Public Libraries Act, R.S.O., 1990 and other relevant legislation, and with the rules of procedure adopted by the Board.
 - 6.2.2 Serving as an ex-officio member of all Board committees.
 - 6.2.3 Acting as authorized signing officer of all documents pertaining to Board business.

- 6.2.4 Representing the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Board
 - 6.2.5 Determining the responsibility of committees to deal with matters which arise where it is unclear which committee has responsibility, subject to eventual confirmation by the Board.
 - 6.2.6 Ensuring that vacancies on Board committees are filled as expeditiously as possible.
 - 6.2.7 Advising the Vice-Chairperson, if for any reason, the Chairperson is temporarily unable to perform these functions.
- 6.3 The Chairperson shall not commit the Board to any course of action in the absence of the specific authority of the Board.
 - 6.4 The Chairperson will be a voting member of the Board.
 - 6.5 The term of office of the Chairperson of the Perth East Public Library shall be two years. The election shall take place at the inaugural meeting of the Board.

BY-LAW 7 Vice-Chairperson of the Board

- 7.1 In the absence of the Chairperson, the Vice-Chairperson of the Perth East Public Library Board acts as an official representative of the library and in a leadership role of the Board, ensures the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure
- 7.2 In addition, the Vice-Chairperson is responsible for:
 - 7.2.1. Exercising all powers and performing all duties of the Chairperson, in the absence of the Chairperson
 - 7.2.2. Exercising such powers and duties as may, from time to time, be assigned by the Board
- 7.3 The term of office of the Vice-Chairperson of the Perth East Public Library shall be two years. The election shall take place at the inaugural meeting of the Board.

BY-LAW 8 Chief Executive Officer of the Board

- 8.1 The Board shall employ a Chief Executive Officer who is not a voting member of the Board.
- 8.2 The Chief Executive Officer shall also serve as Secretary of the Board.
- 8.3 The Board shall establish a job description, hours of work, salary and benefits for the position. The job description shall clearly list the duties assigned to the position and establish the reporting relationships of the Chief Executive Office

- 8.4 The Board shall conduct an annual evaluation of the performance of the Chief Executive Officer to aid in setting objectives for the next year.

BY-LAW 9 Treasurer of the Board

- 9.1 The Board shall appoint the Treasurer of the Township of Perth East as the Treasurer of the Library Board

BY-LAW 10 Order of Proceedings

- 10.1 Meetings shall be called to order as soon after the hour fixed for a meeting as a quorum is present
- 10.2 As the Perth East Public Library Board is composed of seven members, four or more members shall constitute a majority of the members of the Board. No business of the board shall be transacted except at meeting at which a majority of the board is present.
- 10.3 Where a quorum is not present, the Secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- 10.4 If notified by a majority of board members of their anticipated absence from a meeting, the Secretary shall notify all members of the Board that the meeting is cancelled.
- 10.5 In the absence of the Chairperson, the Vice-Chairperson shall preside.
- 10.6 The order of business for all regular meetings shall be as follows:
- 10.6.1 Call to Order
 - 10.6.2 Additions to the Agenda
 - 10.6.3 Approval to the Agenda
 - 10.6.4 Declaration of pecuniary interest
 - 10.6.5 Approval of the Minutes of the Previous Meeting
 - 10.6.6 Business arising from the minutes
 - 10.6.7 Correspondence
 - 10.6.8 Financial Reports
 - 10.6.9 Chief Executive Officer's Report
 - 10.6.10 Committee Reports
 - 10.6.11 Closed Session
 - 10.6.12 New Business
 - 10.6.13 Next Meeting
 - 10.6.14 Adjournment

BY-LAW 11 Conduct of Proceedings

- 11.1 Meetings of the Perth East Public Library board shall be conducted according to the basic principles of Robert's Rule of Order.
- 11.2 It shall be the duty of the Chairperson of the Perth East Public Library Board to:

- 11.2.1 Open meetings of the Board by calling the members to order
- 11.2.2 Announce the business before the Board in the order of which it is to be acted upon.
- 11.2.3 Receive and submit, in the proper manner, all motions presented by the members of the Board
- 11.2.4 Put to vote all motions which are moved and seconded in the course of the proceedings, and to announce the results.
- 11.2.5 Decline to put to vote motions which infringe the rules of procedure
- 11.2.6 Restrain the members, when engaged in debate, within the rules of order
- 11.2.7 Exclude any person from meeting for improper conduct
- 11.2.8 Enforce the observance of order and decorum among the members
- 11.2.9 Authenticate, by signing, all by-laws, resolutions and minutes of the Board
- 11.2.10 Inform the Board, when necessary or when referred to for the purpose, in a point of order or usage
- 11.2.11 Represent and support the Board, declaring its will, and implementing its decisions in all things.
- 11.2.12 Receive all messages and communications and announce them to the Board
- 11.2.13 Assure members are appointed to committees
- 11.2.14 Ensure that the decisions of the Board are in conformity with the laws and by-laws governing the activities of the Board

BY-LAW 12 Motions

- 12.1 A motion must be seconded before it can be debated, put to vote or recorded in the minutes.
- 12.2 After a motion has been properly moved and seconded, it can only be withdrawn by resolution approved by the Board
- 12.3 A motion properly before the Board must receive disposition before any motion to amend, adjourn, extend hour of proceedings, or on a matter or privilege.
- 12.4 Only one motion to amend the main motion shall be allowed
- 12.5 A motion to adjourn is not debatable, cannot be amended, and, if resolved in the negative, cannot be made again until after some immediate proceeding shall have been completed by the Board.

12.6 A motion for reconsideration of a question which has been decided upon but not acted upon may be made at any time by a member who voted on the question with the majority and until the motion for reconsideration has received disposition no further discussion of the question shall be allowed.

12.7 A motion containing distant proposals may be divided with agreement of the Board

BY-LAW 13 Voting on Motions

13.1 The Chairperson may vote with the other Trustees of the Board upon all questions.

13.2 Any question on which there is an equality of votes, for and against, shall be deemed a negative vote.

13.3 Only committee members may move and second motions and vote in committee meetings. All Board members may participate in discussions of matters before the committee.

13.4 A separate vote shall be taken upon each proposal contained in a question divided with the approval of the Board.

13.5 Voting shall normally be by a show of hands.

13.6 Upon request of a member who was present when the question was stated, a recorded vote shall be taken.

13.7 As the CEO is not a member of the Board, the CEO does not cast a vote

BY-LAW 14 Signing Officers of the Board / Bank Accounts / Audit

14.1 All cheques or other orders for the payment of money in the name of Perth East Public Library Board shall be signed by any two signing officers.

14.2 Bank accounts required for the business of the Board shall be opened in the Board's name by the Treasurer in branches of chartered banks, trust companies or credit unions as the Board may from time to time determine by resolution

14.3 The accounts of the Board shall be audited by auditors appointed by the Municipality at the conclusion of each financial year, upon the death, resignation, dismissal or other termination of the Treasurer of the Board, and at such other time as the Board shall direct.

14.4 The Secretary of the Board shall receive annual copies of the Library's audited financial statement from the Municipality, distribute a copy to each Board member and CEO, and file two copies with the Library's official records.

BY-LAW 15 Amending By-Laws

15.1 The constitution and by-laws shall be reviewed annually by the Board.

15.2 The constitution and the by-laws may be amended by approval of a motion of two-thirds of the Board and providing that at least two (2) weeks written notice is given to all members

Library Board By-laws Passed

May 8, 2001

- Revised:** May 11, 2004
February 12, 2008
February 9, 2010
July 12, 2012
February 10, 2015
February 12, 2019
February 11, 2020

Chairperson: _____
M. Kipfer

Date: _____