

Carleton Place Public Library

Policy Title: **BL-01 Board Bylaws** Initial Policy Approval Date: **September 2015**

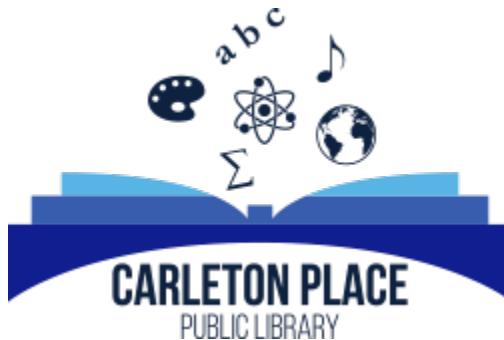
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Section 1 – Statement of Authority

The library board bears legal responsibility for the library by ensuring that it operates in accordance with the **Public Libraries Act**, R.S.O. 1990, chapter P.44. The purpose of this bylaw is to define the legal authority of the board.

1. In accordance with the **Public Libraries Act**, section 3 (1), the council of the Town of Carleton Place has established the Carleton Place Public Library by the adoption of a bylaw on January 12, 1897. This document is the Establishing Bylaw for the Carleton Place Library.
2. In accordance with the **Public Libraries Act**, section 3 (3), the Carleton Place Public Library “shall be under the management and control of the Carleton Place Public Library Board which is a corporation.” Together with the Establishing By-law (above), this section of the **PLA** provides evidence of incorporation under Canada Revenue Agency (CRA) rules for charitable organizations.
3. The Carleton Place Public Library will operate under the authority of the **Public Libraries Act**, R.S.O. 1990, chapter P44 and, as a charitable organization within the CRA framework, will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objectives. Should the library board dissolve, the directions provided under Section 42 of **PLA** will be followed, with assets distributed to other charitable organizations, including, for example, the Town.
4. The powers and duties of the library board are prescribed in the **Public Libraries Act**, R.S.O. 1990, chapter P44, to which this bylaw adheres. The role of the library board is to govern the affairs of the library, and in accordance with the **Public Libraries Act**, section 20, the library board:
 - a) shall seek to provide, in co-operation with other boards, 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) 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
 - g) shall make provision for insuring the board's real and personal property



- h) shall take proper security for the Treasurer
- i) may appoint such committees as it considers expedient

5. Under the *Public Libraries Act*, (Section 15(2)), the library board must appoint a Library CEO, and it is that person to whom the library board delegates authority for management of library operations.

Section 2: Composition of the library board

Unless exempt through special legislation, the library board adheres to the ***Public Libraries Act***, R.S.O. 1990, c. P44 as it relates to the composition of the board. The purpose of this bylaw is to guide Council's appointment process for board members.

1. While the ***Public Libraries Act***, section 9(1) prescribes a board of no fewer than 5 members and gives the municipal council the power to make appointments, the library board endorses a board that consists of at least 5, and no more than 7 members.
2. In accordance with the ***Public Libraries Act***, section 10(4), council will appoint all board members at the first regular meeting of council in each term.
3. In accordance with the ***Public Libraries Act***, section 10 (2a), 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.
4. In accordance with the ***Public Libraries Act***, section 10 (3), a board member shall hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed.
5. A board member may be re-appointed for one or more terms.
6. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the board.
7. In accordance with the ***Public Libraries Act***, section 13, if any member of the board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify the municipal council accordingly.
8. In accordance with the ***Public Libraries Act***, section 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.

Section 3: Officers of the Library Board

Where required, the library board adheres to the ***Public Libraries Act***, R.S.O. 1990, c. P44 as it relates to the election and appointment of officers. The purpose of this section of the bylaw is twofold: to guide the library board's appointment of its officers and outline the responsibilities of each of these officers in point 4a to 4e.

1. In accordance with the ***Public Libraries Act***, section 14, at the first meeting of the new term, members of the library board shall elect a chair from among the members.
2. At the first meeting of the new term, members of the library board shall elect a vice chair from among the members.



3. In accordance with the **Public Libraries Act**, section 15, the library board shall appoint a Chief Executive Officer (CEO), who shall also be Secretary and Treasurer of the library board, as allowed by the **Public Libraries Act**, section 15(5).
4. In accordance with the **Public Libraries Act**, section 15, the library board shall appoint a Secretary of the library board. This person may be the library CEO, as allowed by the **Public Libraries Act**, section 15(5).
5. In accordance with the **Public Libraries Act**, section 15, the library board shall appoint a Treasurer of the library board. This person may be the library CEO, as allowed by the **Public Libraries Act**, section 15(5).
6. If any of the officers retire, step down or are dismissed during his/her term, the library board must immediately elect or appoint a new officer.

a) Terms of Reference for the Board Chair

1. In accordance with the **Public Libraries Act**, R.S.O. 1990, c. P44 section. 14 (3), a board shall elect one of its members as chair at its first meeting in a new term.
2. The term of office for the chair of the Carleton Place Public Library shall be for the term of the library board.
3. The chair leads the library board, acts as an official representative of the library, ensures the proper functioning of the board and the proper conduct of board business, in accordance with appropriate legislation and prescribed rules of procedure adopted by the board.
4. The chair will:
 - a) preside at regular and special meetings of the library board
 - b) set the agenda in consultation with the Library CEO
 - c) ensure that business is dealt with expeditiously and help the library board work as a team
 - d) in accordance with **Public Libraries Act**, section 16(6), vote on all questions
 - e) act as an authorized signing officer of all documents pertaining to board business
 - f) co-ordinate the CEO evaluation process
 - g) share with the CEO the responsibility for conducting board orientation
 - h) co-ordinate the library board's evaluation process
 - i) represent the library board, alone or with other members of the library board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the library board
 - j) not commit the library board to any course of action in the absence of the specific authority of the library board

b) Terms of Reference of the Vice-Chair

1. The election of vice-chair shall take place at the first meeting for the term of the library board.
2. In the absence of the board chair, the vice-chair will perform the duties of the chair, including presiding at library board meetings.

c) Terms of Reference of the Secretary



1. In the event this position is assigned to an individual who is not appointed by council as part of the appointments to the board, this officer is a non-voting member of the board.
2. The Secretary acts as the record-keeper to the library board. In the absence of the Secretary, the library board may appoint one of its members as the acting Secretary.
3. The term of office for the Secretary of the Carleton Place Public Library Board shall be for the term of the library board.
4. In accordance with the **Public Libraries Act**, s. 15(3), the Secretary will:
 - a) conduct the board's official correspondence
 - b) keep minutes of every meeting of the board
5. In addition, the Secretary will:
 - a) distribute the minutes to all board members not less than three days prior to the next board meeting.

b) **Terms of Reference of the Treasurer**

1. The Treasurer shall monitor the financial activities of the library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
2. In accordance with the **Public Libraries Act**, s. 14(4), the Treasurer will:
 - a) receive and account for all the library board's money
 - b) open an account or accounts in the name of the library board in a chartered bank, trust company or credit union approved by the board
 - c) deposit all money received on the library board's behalf to the credit of that account or accounts
 - d) disburse the money as the library board directs
3. The Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the library board.
4. The Treasurer will provide the library board with a report of all financial transactions and of the financial position of the library, monthly or as otherwise required.
5. In the event this position is assigned to an individual who is not appointed by council as part of the appointments to the board, this officer is a non-voting member of the board.
6. The term of office for the Secretary of the Carleton Place Public Library Board shall be for the term of the library board.

e) **Terms of Reference of the Chief Executive Officer (CEO)**

1. In accordance with the **Public Libraries Act**, section 15(2), the library board appoints the chief executive officer who shall attend all board meetings.
2. The library board delegates the authority for management and operations of services to the chief executive officer.
3. As a **non-voting** officer of the library board, the CEO:



- a) acts as the Secretary/ Treasurer to the library board
- b) does not vote on board business
- c) sits ex-officio on any committees of the library board and acts as a resource person
- d) assists and supports the library board at the presentation of the library budget before the council
- e) reports directly to the library board on the affairs of the library and makes recommendations he/she considers necessary
- f) interprets and communicates the board's decisions to the staff

Section 4 – Meetings of the Board

Board members must meet regularly to ensure the proper governance of the library and to conduct the business of the board. Since the library board 'as a whole' has the authority to act, and not individual members, the board meeting is the major opportunity for the library board to do its work – to make decisions, solve problems, educate board members, plan and review monitoring or evaluation material submitted by employees. This section of the by-laws sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. chapter P.44.

a) Board Meeting Ground Rule

The library board values a diversity of opinions and strives to set an environment conducive to exploring ideas. The board members will, at the start of the term, set, and agree on, ground rules to guide their deliberations.

1. Ground Rules:
 - everyone's opinion counts and should be heard
 - only one conversation at a time
 - no phone calls, texting, or interruptions during meetings
 - everyone will offer insight and comments on ideas are supportive, rather than judgmental

b) Types of Meetings

1. In accordance with the **Public Libraries Act**, section 16.1 (2), board meetings will be **open to the public** unless the subject matter being considered falls within the parameters of the **Public Libraries Act**, s. 16.1(4) as stated in point 5 of this section of this bylaw.
2. In accordance with the **Public Libraries Act**, section 16(1), the library board shall hold at least seven regular meetings in each year, and at such other times as it considers necessary. While a library board may have standing committees, the Carleton Place Public Library will meet "as a whole" and only use ad hoc committees, as necessary, for special purposes.
3. In accordance with the **Public Libraries Act**, section 14(1), the **first meeting** shall be called by the Chief Executive Officer (CEO) of the library board, in each new term, upon receipt of the confirmation of appointments from the municipal clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by municipal council. At this first meeting, the CEO oversees the elections of the officers. The elections begin with the position of Chair.
4. In accordance with the **Public Libraries Act**, section 16(2), the Chair or any two members of the library board may summon a **special meeting** by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.



5. In accordance with the **Public Libraries Act**, section 16.1(4), 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
6. In accordance with the **Public Libraries Act**, section 16.1 (5) and (6), a meeting shall be closed to the public if the subject matter relates to the consideration of a request under the **Municipal Freedom of Information and Protection of Privacy Act**, R.S.O. 1990, chapter M56, if the board or committee of the board is the head of an institution for the purposes of that Act. Before holding a meeting or part of a meeting that is to be closed to the public, the library board or committee of the board shall state by resolution:
 - a) the fact of the holding of the closed meeting
 - b) the general nature of the matter to be considered at the closed meeting
7. Board members may attend library board meetings remotely via teleconference or Internet video conferencing call.
 - a) As all board meetings are open to the public, these meetings must be conducted in such a way that all members participating can hear each other, at the same time, and that the public can also hear the deliberations.
 - b) A member of the library board or a committee may attend, participate, and vote at an open or closed meeting remotely
 - c) Meeting minutes will reflect that a member is participating remotely.
 - d) Quorum applies to the members attending in person and remotely.

c) **Order of Proceedings**

1. **Parliamentary authority** - The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the proceedings of the library board in cases where there are no bylaws of the board in place.
2. **Call to order** - Meetings shall be **called to order** by the chair on the hour fixed for the meeting. In the absence of the chair, the vice-chair will preside over the meeting.
3. **Quorum** - In accordance with the **Public Libraries Act**, section 16(5), the presence of most of the board is necessary for the transaction of business at a meeting.
 - a) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, 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.
 - b) 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 at a regular meeting of the library board.
 - c) If notified by a majority of board members of their anticipated absence from a meeting, the CEO shall notify all members of the library board that the meeting is cancelled.
4. **Attendance at meetings** - In accordance with the **Public Libraries Act**, s. 13, should a member be absent for three (3)



consecutive meetings, the board, shall:

- a) consider the member disqualified from the board and notify the appointing council that the seat is vacant, or
- b) consider the circumstances of the absence and pass a resolution authorizing that person to continue as a board member.

5. **Agenda** - The agenda focuses the discussion to make good use of the library board's time. Meetings of the library board 'as a whole' do not re-do the work of the employees or of any ad hoc or standing committees. The order of business for all regular meetings of the library board shall be as follows:

1. Call to order
2. Respect and Acknowledgment Declaration
3. Additions to and approval of the agenda
4. Declaration of any conflicts of interest
5. Minutes of the preceding meeting
6. Correspondence
7. Librarian's report
8. Financial report
9. Committee updates
10. Strategic Plan implementation updates
11. Business arising from the minutes
12. Policy review and updates
13. New business
14. Closed session
15. Date of the next meeting
16. Adjournment

6. **Voting** – The three main points to consider are:

- a) All motions at board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.
- b) A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members to be carried.
- c) In accordance with the **Public Libraries Act**, s. 16(6), the chair or acting chair of the board may vote with the other members of the board upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.

7. **Minutes** – The four main points to consider are:

- a) Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
- b) Minutes are approved at the next meeting of the library board and signed by the chair.
- c) Minutes (excluding in camera minutes) are public documents and shall be made available to the public.
- d) Minutes of closed meetings are kept separately and held to be confidential.

d) **Chairing the Meeting**

The function of the chair is to act in a leadership role to the library board, ensuring that business is dealt with expeditiously, and also to help the library board work as a team. It is the duty of the chair of the library board to:



- a) open meetings of the library board by calling the members to order
- b) announce the business before the library board in the order in which it is to be acted upon
- c) receive and submit, in the proper manner, all motions presented by the members of the library board
- d) put to vote all motions which are moved and seconded during proceedings, and announce the results
- e) decline to put to vote motions which infringe the rules of procedure
- f) restrain the members, when engaged in debate, within the rules of order
- g) exclude any person from a meeting for improper conduct
- h) enforce the observance of order and decorum among the members
- i) authenticate, by signing, all bylaws, resolutions, and minutes of the library board
- j) instruct the library board on the rules of order
- k) represent and support the library board, declaring its will, and implicitly obeying its decisions in all things
- l) receive all messages and communications on behalf of, and announce them to, the library board
- m) ensure that the decisions of the library board are in conformity with the laws and bylaws governing the activities of the library board

Section 5 – Amendment of By-laws

Bylaws are the fundamental governing rules of the library board. The purpose of this section of the bylaw is to state the conditions under which bylaws are amended.

1. Bylaws may be amended in response to legislation or when circumstances change.
2. At a board meeting any member can propose a review or an amendment of clause within the bylaw.
3. All members of the library board will receive notice and draft of proposed changes prior to the next board meeting at which a motion for amendment may be tabled.
4. A motion to add, amend or remove a clause in the bylaw shall require a majority vote of at least two thirds of the members to be carried.
5. As the Carleton Place Library has charitable status under the Canada Revenue Agency (CRA), the CEO will ensure that the CRA receives a copy of the amended Board By-laws.

Related Documents:

- **Public Libraries Act**, R.S.O. 1990, chapter P44, sections. 3(1), 3(3), 14, 15(2), 16.1 and 20.
- Carleton Place Public Library. **GOV-01 – Purpose and Duties of the Board**
- Carleton Place Public Library. **GOV-11 –Board-CEO Partnership**
- **Municipal Freedom of Information and Protection of Privacy Act**, R.S.O. 1990, chapter M56
- **Robert's Rules of Order New Revised** (RONR)