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## BYLAWS

Board motion number: 36-15 28 April 2015

Chairperson: \_\_\_\_\_

### *Section 1*

#### **Statement of authority**

The Bonnechere Union Public Library is established in accordance with the ***Public Libraries Act, Revised Statutes of Ontario, 1990, chapter P.44*** and is under the management and control of the Bonnechere Union Public Library Board which is a corporation operating under the authority of the ***Act***.

The Bonnechere Union Public Library Board 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.

### *Section 2*

#### Powers and Duties of the Board

The board bears legal responsibility for the Bonnechere Union Public Library. The powers and duties of the board are prescribed in the ***Public Libraries Act, R.S.O. 1990, c. P44***, to which this bylaw adheres.

1. In accordance with the ***Public Libraries Act, s. 20***, the Bonnechere Union Public 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; and
  - i) may appoint such committees as it considers expedient.

In addition the board shall:

2. appoint a competent and qualified Chief Executive Officer; evaluate and fix the rate of pay of the CEO, and if necessary, dismiss the CEO ;
3. establish a job description, hours of work, salary and benefits for the position of chief executive officer. The job description shall clearly list the duties assigned to the position and establish the reporting relationships of the chief executive officer;
4. conduct an annual evaluation of the performance of the chief executive officer to aid in setting objectives for the

- next year; and
5. work with the CEO to prepare a budget adequate to carry out the library's goals and objectives and presents this budget to municipal council.

### *Section 3*

#### Composition

Where required, the board adheres to the *Public Libraries Act*, R.S.O. 1990, c. P44 as it relates to its composition. The purpose of this bylaw is to guide the council's appointment process and the board's appointment of its officers.

1. The *Public Libraries Act*, s. 9(1) prescribes a board of no fewer than five members, and gives the municipal councils the power to make appointments. The Bonnechere Union Public Library Board consists of seven members: North Algona Wilberforce Township appoints one councilor and two other members to the Board. Bonnechere Valley Township appoints one councilor and three other members to the Board.
2. In accordance with the *Public Libraries Act*, s. 10(4), the municipal councils, will appoint all board members as new at the first meeting of council in each term.
3. While the *Public Libraries Act*, s. 10 (2a), prescribes that the municipal councils shall not appoint more of its own members to the board than the number that is one less than a majority of the board, the Bonnechere Union Public Library Board endorses a board that includes no more than one member from each council.
4. In accordance with the *Public Libraries Act*, s. 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*, 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.
8. In accordance with the *Public Libraries 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 be concurrent with the term of the board.

### *Section 4*

#### Officers

1. In accordance with the *Public Libraries Act*, s. 14-15, the officers of the board are the chair, the secretary, the treasurer and the Chief Executive Officer (CEO).
2. In addition, the board designates a vice-chair as an officer.
3. In accordance with the *Public Libraries Act*, s. 14(3), the chair shall be elected at the first meeting in a new term.
4. The vice chair and secretary shall also be elected at the first meeting in a new term.
5. The board appoints the treasurer.
6. The board appoints the CEO, who may be treasurer as allowed by the *Public Libraries Act*, s. 15(5).
7. If an officer steps down, retires or is dismissed during his/her term, the board must immediately elect or appoint a new officer.

### *Section 5*

#### Terms of Reference of the Officers

The Bonnechere Union Public Library Board elects and appoints officers. The officers must ensure the proper functioning of the board and the proper conduct of board business, in accordance with appropriate legislation and

prescribed rules of procedure. The officers are the chair, the vice-chair, the secretary, the treasurer and the Chief Executive Officer (CEO). This bylaw outlines the responsibilities of these officers.

### **Terms of Reference of the Chair**

1. In accordance with the *Public Libraries Act*, R.S.O. 1990, c. P44 s. 14 (3), a board shall elect one of its members as chair at its first meeting in a new term or within three months.
2. The term of office for the chair of the Bonnechere Union Public Library shall be one year.
3. Subsequent to the election at the first meeting of the board in the new term, the election of the chair shall take place at the first meeting in each calendar year for the term of the board.
4. The chair may be re-elected.
5. The chair leads the 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 Roberts Rules of Order.
6. The chair will:
  - a) preside at regular and special meetings of the board;
  - b) set the agenda in consultation with the CEO and ensure that it is distributed to board members prior to meetings;
  - c) ensure that business is dealt with expeditiously and help the board work as a team;
  - d) in accordance with *Public Libraries Act*, s. 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) with the CEO, shares the responsibility for conducting board orientation;
  - h) co-ordinate the board's evaluation process;
  - i) represent 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;
  - j) not commit the board to any course of action in the absence of the specific authority of the board;
  - k) serve as an ex-officio member of all board committees;
  - l) appoint committees as necessary to advise board on matters which require decisions and determine 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;
  - m) advise the vice-chairperson, if for any reason, the chairperson is temporarily unable to perform these functions; and
  - n) ensure that vacancies on board committees are filled as expeditiously as possible by working with the administrative heads of the municipal councils to advertise the position, interviewing the applicants, and making recommendations based on those interviews to the appropriate council.
7. The chair may delegate some responsibilities to another board member.

### **Terms of Reference of the Vice-Chair**

1. The election of vice-chair shall take place at the first meeting in each calendar year or within three months for the term of the board.
2. The vice-chairperson may be re-elected.
3. In accordance with the *Public Libraries Act*, s. 14(4), the board, in the absence of the chair, may appoint an acting chair.
4. The vice-chair will be appointed acting chair in the absence of the chair.

### **Terms of Reference of the Secretary**

1. The Secretary acts as the record-keeper to the board. In the absence of the secretary, the board may appoint one of its members as the acting secretary. In accordance with the *Public Libraries Act*, s. 15(3), the secretary will:
  - a) conduct the board's official correspondence and,
  - b) keep minutes of every meeting of the board
2. In addition, the Secretary will:

- a) distribute the minutes to all board members not less than three days prior to the next board meeting; and
- b) receive copies of the library's audited financial statement from the municipality, distribute a copy to each board member and the CEO, and file two copies with the library's official records.

### Terms of Reference of the Treasurer

The CEO of the Bonnechere Union Public Library may serve as treasurer to the board, as allowed by the *Public Libraries Act*, s. 15(5).

1. The treasurer is responsible for all the financial record-keeping of the board.
2. In accordance with the Public Libraries Act, s. 14(4), the treasurer will:
  - 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 board;
  - 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 board directs.

In addition, the treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the board.

### Terms of Reference of the Chief Executive Officer (CEO)

1. The Bonnechere Union Public Library Board shall employ a chief librarian who shall be appointed by the Board in accordance with the *Public Libraries Act*, s. 15(2), as the CEO and who shall attend all board meetings.
2. The board delegates the authority for management and operations of services to the CEO.
3. As an officer of the board, the CEO:
  - a) may act as the treasurer to the board;
  - b) does not vote on board business;
  - c) sits ex-officio on all the committees of the board and acts as a resource person;
  - d) assists and supports the board at the presentation of the library budget before the council;
  - e) reports directly to the board on the affairs of the library and makes recommendations he or she considers necessary; and
  - b) interprets and communicates the board's decisions to the staff.

## Section 6

### Meetings of the board

#### Types of Meetings

1. In accordance with the *Public Libraries Act*, s. 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.
2. In accordance with the *Public Libraries Act*, s. 16(1), **regular meetings** of the Bonnechere Union Public Library Board shall be held at least once monthly from January to June and from September to December, both inclusive, and at such other times as it considers necessary.
3. In accordance with the *Public Libraries Act*, s. 14(1), the **first meeting** shall be called by the Chief Executive Officer (CEO) of the Bonnechere Union Public Library Board, in each new term, upon receipt of the confirmation of appointments from the municipal clerks. This inaugural meeting shall be held as soon as possible, after the appointments are made by the municipal councils. 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*, s. 16(2), the chair or any two members of the 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. For urgent matters, notice through voice or verified e-mail communication will also be acceptable for such meetings. Voice communication must be with the board member, not messages left through any third party. The chairperson may request that the CEO make the necessary calls.

5. In accordance with the *Public Libraries Act*, s. 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; and
  - g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act
6. 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.

### Meeting times

**Normal meeting times** of the Bonnechere Union Public Library Board shall be set by the board at its inaugural meeting each term. Regular meetings will occur monthly from September through June. The dates and times shall be publicly posted. If the regularly scheduled meeting date is a legal, public or civic holiday, or if a quorum cannot be established due to pressing matters demanding members' attention elsewhere, the board shall meet at a time and date agreed upon at the preceding meeting of the board or by a telephone or e-mail agreement among members that establishes a quorum. Regular meetings will be held in the Bonnechere Union Public Library, or elsewhere when necessary or appropriate.

Meetings shall be **called to order** as soon after the hour fixed for a meeting as a quorum is present.

### Quorum

"The presence of a majority of the board is necessary for the transaction of business at a meeting."

*Public Libraries Act R.S.O. 1990 chapter P.44 Section 16(5)*

As the Bonnechere Union 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 a meeting at which a majority of the board is present.

Where a **quorum** is not present within thirty minutes after 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.

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.

### Voting

When voting on motions:

1. any question on which there is an equality of votes, for and against, shall be deemed to be a negative vote;
2. a separate vote shall be taken upon each proposal contained in a question divided with the approval of the board;
3. voting shall normally be by a show of hands unless a secret ballot is requested by a member; and
4. upon the request of a member who was present when the question was stated, a recorded vote shall be taken.

### Minutes

Once approved, minutes of meetings are the official record of decisions and provide direction for officers and

employees in their subsequent actions.

Minutes are approved at the next meeting of the board and signed by the chair.

#### Attendance at meetings

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 CEO, the Secretary, or the Chair prior to the day of the meeting.

Should a member be absent for three (3) consecutive regular meetings, the board shall consider the circumstances of the absence and either:

1. contact the member by letter if no contact has been possible for three months;
2. notify the municipal council that appointed that person that the seat is vacant; or
3. pass a resolution authorizing that person to continue as a board member due to extenuating circumstances until the next meeting.

### *Section 7*

#### Committees of the board

The board may appoint the following standing committees:

1. Finance;
2. Human Resources;
3. Planning and Policy;
4. Public Relations and Fundraising; and/or
5. other committees as required

The Bonnechere Union Public Library Board shall be responsible for establishing terms of reference and specific duties for each of these committees.

At the first meeting of each committee each year, a chairperson shall be elected from the committee members appointed.

Meetings of committees may be called by the chairperson of the committee or by a majority of the members of a committee with a minimum of 48 hours notice.

Committees shall operate with the terms of reference established and approved by the board. The terms of reference may be amended on a 2/3 majority vote by the board.

### *Section 8*

#### **Financial year**

The financial year of the Bonnechere Union Public Library Board shall terminate on the 31st day of December in each year.

### *Section 9*

#### Signing officers of the board

The board shall appoint at least three signing officers of the board. *They will be the Chair of the Board, the treasurer and at least one other member of the board.* The Board may permit the CEO to have signing authority.

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

### *Section 10*

#### Bank accounts

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.

### *Section 11*

#### Reimbursement of expenses

The members of the Bonnechere Union Public Library Board shall, upon submission of receipts, be reimbursed for proper travelling and other expenses incurred in carrying out their assigned duties as members of the board.

### *Section 12*

#### Audit

The accounts of the board shall be audited 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.

### *Section 13*

#### Amendment of by-laws

A motion to amend or remove a by-law of the Bonnechere Union Public Library Board shall require a majority vote of at least two thirds of the members in order to be carried, providing that notice of the proposed changes shall have been given at the previous meeting of the board.