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# Callander Public Library

## Board Bylaws



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**NOTE:** All previous By-laws, addendums to By-laws and Constitutions governing the Callander Public Library Board are hereby repealed and replaced with these By-Laws, GOV-01.

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### **By-law #1: Statement of Authority**

The Callander Public Library is a corporation as established within the ***Public Libraries Act***, R.S.O. 1990, chapter P.44. 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.

In accordance with the ***Public Libraries Act***, the Council of the Municipality of Callander has established the Callander Public Library by the adoption of Municipal Bylaw No. 2018-1599.

The Callander Public Library Board, hereafter referred to as the “board” recognizes that the ***Public Libraries Act*** sets out procedures for the appointment of members of the board, term of membership, disqualification of members, and vacancies on the board.

### **By-law #2: Purpose of the Board**

The powers and duties of the 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 board shall seek to provide a comprehensive and efficient public library service that reflects the Municipality of Callander’s unique needs.

### **The Callander Public Library Board:**

1. Bears the legal responsibility for the Callander Public Library.
2. Determines and adopts written policies to govern the operation of the board and library.
3. Oversees the provision of library services that meet the Municipality of Callander’s needs and offer special services in connection with the library as necessary.
4. Determines the goals and objectives of the library and secures adequate funds to fulfill these goals.
5. Makes provision for insuring the board’s real and personal property.
6. Takes proper security for the Treasurer.
7. Under the ***Public Libraries Act***, Section 15(2), the board must appoint a library CEO, and it is that person to whom the board may delegate authority for management of library operations.

8. Ensures that the library is operated in accordance with the **Public Libraries Act**, Revised Statutes of Ontario, 1990, chapter P.44 and all other relevant regulations.
9. Approves and submits all reports required or requested by municipal council or the Government of Ontario.
10. Shall seek to provide library services in the French language, where appropriate.
11. May appoint such committees as it considers expedient.

### **By-law #3: Composition of the Board**

The purpose of this bylaw is twofold: to guide the council's appointment process for board members and to guide the library board's appointment of its officers. In addition, this bylaw outlines the responsibilities of each of these officers.

In accordance with the **Public Libraries Act**, R.S.O. 1990, chapter P.44 and the Corporation of the Municipality of Callander By-Law No. 2018-159:

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 board endorses a board that consists of at least 5, and no more than 9 members (as per **Municipal By-law No. 2018-1599**, section 3 and including any members of the municipal council appointed to the Board).
2. In accordance with the **Public Libraries Act**, section 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. In accordance with the **Public Libraries Act**, section 10(4), municipal council will appoint all board members at the first regular meeting of council in each term. If the council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting.
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 board 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 12, when a vacancy arises in the membership of the board resulting in fewer than five (5) members, 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.

### **By-law 4#: Officers of the Board**

1. In accordance with the provisions of the **Public Libraries Act**, section 10(1), a person is qualified to be appointed as a member of the board who is:
  - a) At least eighteen years old
  - b) A Canadian citizen or a permanent resident of Canada
  - c) A resident of the Municipality of Callander

- d) Not employed by the board or by the Municipality of Callander
2. At the first meeting of the new term, members of the board shall **elect** a chair from among the members. If more than one person has been nominated, the chairperson shall be elected by secret ballot. Should no member receive a clear majority, the secretary shall so declare and balloting shall proceed, with the member receiving the smallest number of votes being dropped. Following election of the chairperson, they shall assume the chair and call for nominations for vice-chair. If the chair is not present, the secretary shall call for nominations for vice-chair and election for vice-chair shall be conducted in the same manner as for chair person.
3. The 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. If any of the officers retire, step down or are dismissed during their term, the library board must hold an election for the vacant position at the next meeting.

#### **By-law 5#: Orientation of Members of the Board**

The Chief Executive Officer shall ensure that all new board members, before their first board meeting, receive an introduction to the library, its facilities, staff and services.

Each Board member shall receive the current board orientation package. This package will include:

1. The library's by-laws and policy statements
2. A library board job description
3. The library's current budget
4. The library's latest audited financial statement
5. The names and telephone numbers of other members
6. The meeting packages from the previous six months of board meetings (minutes, reports, etc.)
7. As available the board will also receive orientation materials prepared by the Ontario Library Service, the Ontario Library Association and the Ontario Library Board's Association
8. Other documents as may be deemed important

#### **By-law #6: Terms of Reference for Library Board Officers**

1. **Terms of Reference for the Board Chair**
  - a. In accordance with the **Public Libraries Act**, R.S.O 1990, c.P44 section. 14(3), the board shall elect one of its members as chair at its first meeting in a new term.
  - b. The term of office for the chair will be two years. The CEO will call for nominations at the first meeting of the new board term and at the January meeting in the third year of the board term.
  - c. 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.
  - d. The chair will:
    - i. preside at regular and special meetings of the board
    - ii. set the agenda in consultation with the library CEO
    - iii. ensure that business is dealt with expeditiously and help the board work as a team
    - iv. in accordance with the **Public Libraries Act**, section 16 (6), may vote on all questions

- v. act as an authorized signing officer of all documents pertaining to board business
- vi. co-ordinate the CEO evaluation process
- vii. share with the CEO responsibility for conducting board orientation
- viii. 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
- ix. not commit the board to any course of action in the absence of the specific authority of the board

## 2. Terms of Reference of the Vice-Chair

- a. The board shall elect one of its members as vice-chair at its first meeting in a new term.
- b. The term for vice-chair will be two years. The chair will call for nominations at the first meeting of the new board term and the January meeting in the third year of the board term.
- c. In the absence of the board chair, the vice-chair will perform the duties of the chair, including presiding at board meetings.

## 3. Terms of Reference of the Secretary

- a. As permitted by the **Public Libraries Act**, section 15(5), the Chief Executive Office of the Callander Public Library shall serve as the secretary of the board.
- b. 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.
- c. In accordance with the **Public Libraries Act**, section 15(3), the secretary will:
  - i. conduct the board's official correspondence
  - ii. keep minutes of every meeting of the board
- d. Prepare the agenda, previous board meeting minutes and board package in accordance with **Board By-law #9.6**.

## 4. Terms of Reference of the Treasurer

- a. As permitted by the **Public Libraries Act**, section 15 (5), the Chief Executive Officer of the Callander Public Library shall serve as the treasurer of the board.
- b. 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.
- c. In accordance with the **Public Libraries Act**, section 14(4), the treasurer will:
  - i. receive and account for all the board's money
  - ii. open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board
  - iii. deposit all money received on the board's behalf to the credit of that account or accounts
  - iv. disburse the money as the board directs
- d. The treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the board.

- e. The treasurer will provide the board with a report of all financial transactions and the financial position of the library monthly or as otherwise required.

#### **5. Terms of Reference of the Chief Executive Officer (CEO)**

- a. In accordance with the *Public Libraries Act*, section 15(2), the board appoints the CEO who shall attend all board meetings. However if CEO is unable to attend board meetings when due to illness, vacation, etc., in their absence another member would be appointed to handle duties that the CEO might normally conduct.
- b. The board delegates the authority for management and operations of services to the CEO.
- c. As a non-voting officer of the board, the CEO:
  - i. acts as the secretary/treasurer to the board
  - ii. does not vote on board business
  - iii. sits ex-officio on all the committees of the board and acts as a resource person
  - iv. assists and supports the board at the presentation of the library budget before the municipal council
  - v. reports directly to the board on the affairs of the library and makes recommendations as the CEO considers necessary
  - vi. Interprets and communicates the board's decisions to the staff

#### **By-law #7: Disqualification of Members**

In accordance with the *Public Libraries Act*, section 13, if any member of the board is disqualified from holding office, the board chair shall forthwith declare the seat vacant and notify the Municipal Clerk accordingly. A board member is disqualified if the member is:

1. convicted of an indictable offence
2. becomes incapacitated
3. absent from the regular meeting of the board for three consecutive months without being authorized by a board resolution, (see By-law #8)
4. ceases to be qualified for membership under the *Public Libraries Act*, section 10(1)(c)
5. otherwise forfeits his or her seat

#### **By-law #8: Attendance at meetings**

In accordance with the *Public Libraries Act*, section 13, should a member be absent for three (3) consecutive months, the board shall:

1. Consider the member disqualified from the board and notify the appointing council that the seat is vacant, or
2. Consider the circumstances of the absence and pass a resolution authorizing that person to continue as a board member

#### **By-law #9: 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 board 'as a whole' has the authority to act, and not individual members, the board meeting is the major opportunity for the board to do its work – to make decisions,

solve problems, educate board members, plan and review information. This by-law sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. chapter P.44.

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 identified in By-law #10: Closed Meetings.
2. In accordance with the **Public Libraries Act**, section 16(1), the board shall hold at least seven (7) regular meetings in each year, at such a time as it considers necessary.
3. In accordance with the **Public Libraries Act**, section 14(1), and the **Corporation of the Municipality of Callander By-law No. 2018-1599** the first meeting shall be called by the Chief Executive Officer (CEO) of the 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 the municipal council. At this first meeting, the CEO oversees the elections of a board chair. Once a board chair is nominated, the chair oversees the appointment of vice-chair.
4. In accordance with the **Public Libraries Act**, section 16(2), the chair or any two members of the board may summon a special meeting by giving each member reasonable notice in writing (at least five business days), specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.
5. Regular meetings of the board shall be held at 6pm on the 3<sup>rd</sup> Wednesday of each month from January to June, and from September to December, unless such a day shall be a legal, public, civic holiday, or there are extenuating circumstances, in which case the board shall meet on a date agreed upon by the board. Regular meetings will be held at the library. Any changes to date, time and location will be posted on the library website.
6. All members of the board will receive a copy of the agenda and all other related documents, reports, correspondence, etc. no later than 5 (five) days in advance of a board meeting.
7. Board meetings will be advertised at least 5 (five) days in advance of a board meeting on the library's website and by social media. The advertisement will include information on how to access the meeting.

#### **By-law #10: Closed Meetings**

1. In accordance with the **Public Libraries Act**, section 16.1(4), a board meeting, or part of a board 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.

2. In accordance with the ***Municipal Act***, section 239(3.1), a meeting of the board may be closed to the public if the meeting or part of the meeting is held for the purpose of educating or training the members and no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the library board.
3. 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.
4. 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.
5. In accordance with the ***Public Libraries Act***, section 16.1 (7) a meeting shall not be closed to the public during the taking of a vote. A motion may be discussed in camera, but the motion must be read, and the vote take place out of camera.

#### **By-law #11: Remote Board Meetings**

1. A member of the board may attend, participate, and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
  - a) personal illness or disability
  - b) Employment purposes or the business of the public good
  - c) A family or other emergency
  - d) Personal reasons
2. Board 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.
3. Members who wish to attend a meeting remotely must give notice two (2) hours before commencement of the meeting to the secretary so that the equipment can be made ready.
4. Meeting minutes will reflect that a member is participating remotely.
5. If the chair of the library board attends the meeting remotely, then the vice-chair chairs the in-person meeting.
6. Quorum applies to the members attending in person and remotely.

#### **By-law #12: Public Attendance at Board Meetings**

1. All meetings of the board shall be open to the public.
2. Members of the public may make a delegation to the board at a regularly scheduled board meeting. Members of the public wishing to make a delegation to the board must:
  - a) Notify the board secretary in writing, seven (7) business days in advance of the scheduled board meeting, so that the item can be included on the meeting agenda.
  - b) The written request must clearly outline the purpose of the delegation.
  - c) Delegations by members of the public are limited to twenty (20) minutes in length. Board members will have the opportunity to ask questions following a delegation.



## **By-law #13: Meeting Procedures**

### **1. Meeting Rules of Order**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the board in cases where there are no bylaws of the board in place. The board values a diversity of opinions and strives to set an environment conducive to exploring ideas.

### **2. Call to Order**

Meetings shall be **called to order** by the chair on the hour fixed for the meeting.

### **3. Quorum**

In accordance with the *Public Libraries Act*, section 16(5), the presence of a majority 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 a 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 secretary shall notify all members of the library board that the meeting is cancelled.

### **4. Agenda**

The agenda focuses the discussion and makes 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 the committees. The order of business for all regular meetings of the library board shall be as follows:

- a) Call to order
- b) Declaration of pecuniary interest
- c) Approval of the agenda
- d) Consent agenda
- e) Discussion items
- f) Ongoing business
- g) Committee updates
- h) New business
- i) Date of next meeting
- j) Adjournment

### **5. Voting**

- a) All motions at board meetings, except those approving or amending bylaws, are decided by a majority of votes cast.
- b) A motion must be seconded before it can be debated, put to vote, or recorded in the minutes.
- c) All motions 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.

- d) In accordance with the **Public Libraries Act**, section 16(6), any question on which there is an equality of votes shall be deemed to be negative.
- e) Every member present, when a question is put, shall vote thereon unless a member has declared a conflict of interest. A member who refuses to vote shall be deemed to vote in the affirmative.
- f) Voting shall normally be by a show of hands.
- g) Upon the request of a member who was present when the question was stated, a recorded vote shall be taken.
- h) All board members shall have equal voting rights upon all questions. This includes municipal council member(s) assigned to the board.

## 6. Minutes

- 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 board and signed by the board chair and secretary.
- c) Minutes (excluding in camera minutes) are public documents and shall be made available to the public, once approved by motion by the board.
- d) Minutes of closed meetings are kept separately and held to be confidential.

## 7. Chairing the Meeting

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

- a) Open meeting of the board by calling members to order.
- b) Announce the business before the 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 board.
- d) Put to vote all motions which are moved and seconded in the course of 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, motions, and minutes of the board.
- j) Instruct the board on rules of order.
- k) Represent and support the board, declaring its will, and implicitly obeying its decisions in all things.
- l) Ensure that the decisions of the board are in conformity with the laws and bylaws governing the activities of the board.

#### **By-law # 14: Committees of the Board**

1. The purpose of committees is to facilitate the library board's business. The committees review all materials referred to them by the board, prepare reports and recommendations in their area to be presented to the board.
2. Committees do not have the authority to make decisions on behalf of the board.
3. A standing committee is a permanent committee established by the board. The board may at any regular meeting appoint standing committees and adopt terms of reference for these committees, which will include a purpose, responsibilities and membership.
4. An ad hoc committee is formed for a limited period of time to address a specific need. When the work of the ad hoc committee is completed, the committee is dissolved. The board shall adopt terms of reference for ad hoc committees, which will include a purpose, responsibilities, membership and duration.
5. At the first meeting of each committee in a new board term a committee chairperson shall be elected from the committee. The board chair and CEO shall be ex-officio members of all committees.
6. Each committee may consist of a chairperson, the board chair, board members, CEO, library staff and members of the public when appropriate, unless otherwise stated in the terms of reference for the committee.
7. Meetings of committees may be called by the chairperson of the committee or by a majority of the members of a committee.
8. Committees shall operate within the terms of proceedings established and approved by the board. The terms of reference may be amended on a majority vote by the board.

#### **By-law #15: Amendment of Bylaws**

As by-laws are the fundamental governing rules of the board. The purpose of this by-law is to state the conditions under which by-laws are amended.

1. By-laws 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 a by-law.
3. All members of the 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 by-law shall require a majority vote of at least two thirds of the members in order to be carried.

#### **By-law #16: Financial Year**

The financial year of the Callander Public Library Board shall begin on the 1<sup>st</sup> day of January and terminate on the 31<sup>st</sup> day of December in each year.

#### **By-law #17: Signing Officers**

1. The board shall appoint at least three signing officers of the board, one of whom will be the CEO.
2. All cheques or other orders for the payment of money in the name of the Callander Public Library Board shall be signed by any two signing officers.

**By-law #18: Bank Accounts**

Bank accounts required for the business of the board shall be opened in the name of the Callander Public Library by the treasurer and two signing officers in branches of chartered banks, trust companies or credit unions as the board may from time to time determine by resolution.

**By-law #19: Reimbursement of Expenses**

The Callander Public Library Board shall, upon submission of receipts, reimburse its members for approved travel and other expenses incurred in carrying out their assigned duties as members of the board.

**By-law #20: Financial Audit**

The accounts of the board shall be audited by auditors appointed by the Municipality of Callander at the conclusion of each financial year, and at other such times as the board shall direct.

These By-Laws are signed and dated by the Board Chair, the Secretary and two other Board members.

\_\_\_\_\_  
Signature of Board Chair

Josephine Sawyer  
Name of Board Chair

\_\_\_\_\_  
Date of Signature

\_\_\_\_\_  
Signature of Secretary of the Board

Melissa Sones  
Name of Secretary of the Board

\_\_\_\_\_  
Date of Signature

\_\_\_\_\_  
Signature of Board Member

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Name of Board Member

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Date of Signature

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Signature of Board Member

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Name of Board Member

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Date of Signature