

Policy Title: Bylaws

Policy Type: Governance

Policy Number: GOV-001

Currency Date: June 16, 2020

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Definitions

In these Bylaws, the following words or expressions have the meaning as defined thereto. These definitions are extended to the Springwater Township Public Library's Polices.

"Board" means the Springwater Township Public Library Board.

"Bylaw" or "Bylaws" means the Bylaw or Bylaws of the Board.

"CEO" means the chief executive officer of the Springwater Township Public Library.

"CEO Designate" means a designate appointed by either the CEO or the Board to perform the CEO's duties as needed and for an interim period.

"Chair" means the chair of the Springwater Township Public Library Board.

"Council" means the elected council of the Township of Springwater.

"Library" means the Springwater Township Public Library.

"Municipal Clerk" means the Municipal Clerk for the Township.

"PLA" means the *Public Libraries Act*, Revised Statues of Ontario 1990, c. P. 44.

"Policy" or "Policies" means the Policy or Policies of the Board.

"SOLS" means the Southern Ontario Library Service.

"Special Meetings" means meetings of the Board called outside the regular Board schedule and include Board meetings or training and education meetings.

"Standing Committees" means the, Governance/Policy Committee, Finance Committee, and CEO Evaluation Committee.

"Township" means either the Township of Springwater municipality or the Township of Springwater Administration.

"Vice Chair" means the vice chair of the Springwater Township Public Library Board.

1. General

- 1.1. In accordance with the *PLA*, a public library shall be under the management and control of a board, which is a corporation. (*PLA*, s. 3 (3).)
- 1.2. The Library became established under the Council of the Township of Springwater, Bylaw No. 94-43. (R.S.O. 1990, c. P.44, s. 3 (1); 2002, c. 18, Sched. F, s. 3 (4).)
- 1.3. The Library is a registered charity with the Canada Revenue Agency, bearing charitable registration #846725018 RR0001.

2. Authority

- 2.1. The purpose of these bylaws is to set out the legal authority in which the Board shall govern the Library in accordance with the *PLA*. In the event of any variance between these rules and regulations set out in these governing bylaws and the *PLA*, the *PLA* shall take precedence.
- 2.2. The Board recognizes that the *PLA* 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.
- 2.3. The primary address for the Board will be:

Springwater Township Public Library Board
12 Finlay Mill Road, P.O. Box 129
Midhurst, Ontario L9X 0N7

3. Purpose of the Board

- 3.1. The Board shall seek to provide, in co-operation with other Township boards, a comprehensive, efficient public library service that reflects the community's needs.
- 3.2. The Board:
 - a) bears legal responsibility for the Library;
 - b) determines and adopts written policies to govern the operation of the Board and the Library and advocates for library service;
 - c) understands and plans for current and future library-related needs of the community;
 - d) determines the goals and objectives of the Library and ensures adequate funding to fulfill these goals;
 - e) fixes the dates and times for regular meetings of the Board and the mode of calling and conducting them, and ensures that full and correct minutes are kept;
 - f) makes provisions for the Township to insure the Board's real and personal property;

- g) utilizes the services of the Township's Finance Department for all financial matters;
- h) appoints a competent and qualified CEO, evaluates and fixes the rate of pay of the CEO in accordance with the Township's Human Resources policy, and if necessary, dismisses the CEO;
- i) works with the CEO to prepare a budget adequate to carry out the Library's goals and objectives, and presents this budget to Council;
- j) monitors the finances in order to ensure that the ongoing financial position of the Library is consistent with the priorities approved by the Board. The Board shall monitor the monthly financial report as prepared by the treasurer, at each meeting.
- k) ensures that the Library is operated in accordance with the *PLA*; and
- l) approves the submission of all reports required or requested by Council and the Ontario Ministry of Culture.

4. Governance by the Board

4.1. The Board governs effectively by:

- a) representing the interests of the community, working proactively and making decisions that focus on the Library's future and place in the community;
- b) engaging the community in determining responsive and dynamic Library service;
- c) acting as a bridge between the Library and Council;
- d) working collaboratively with the CEO and Council; and
- e) setting an annual meeting agenda that reflects the Board's current goals and strategic issues.

5. Composition of the Board

- 5.1. Sections 9 and 10 of the *PLA*, specifies that library boards must have a minimum of five members, and identifies the requirements for appointment or rules for disqualification.
- 5.2. The Board shall consist of a minimum of five persons appointed by the Council which shall include one member per contracting municipality. Council may appoint its own members to the Board, up to a number that is one (1) less than the majority. The maximum number of members shall be nine, which includes the Council member(s) and the member from contracting municipalities, currently Tiny Township.
 - 5.2.1. For the duration of the 2018-2022 Board term, all appointed members of the Board will remain. In the event a Board member resigns or retires, there will be no replacement member unless the number of members remaining drops below nine.

- 5.3. In accordance with s. 13 of the *PLA*, a Board member becomes disqualified if they:
 - 5.3.1. are convicted of an indictable offence;
 - 5.3.2. become incapacitated;
 - 5.3.3. are absent from three consecutive Board meetings without approval of the Board by resolution;
 - 5.3.4. cease to qualify as a resident of the Township or contracting municipality;
 - 5.3.5. forfeit their seat.
- 5.4. The CEO by Board resolution shall notify the Municipal Clerk of such disqualification and resulting Board member vacancy.
- 5.5. Every attempt shall be made to ensure fair representation from various demographic sectors, communities throughout the Township, and contracting municipalities.

6. Term

- 6.1. A Board member shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed in the result of becoming disqualified. Board members can be reappointed for one or more further terms.. (*PLA*, s. 10(3).)
 - 6.1.1. For clarification, a Board member must reapply to the Township each municipal term for consideration by the appointing Council.
- 6.2. Council shall appoint Board members at its first regular meeting of the new term, or failing to do so, at any regular or Special Meeting no later than 60 days after its first regular meeting. (*PLA*, s. 10(4).)
- 6.3. When a vacancy arises in the Board, Council, upon receiving notice of such vacancy under paragraph 5.4 above, shall promptly appoint a person to fill the vacancy until the end of the term unless the unexpired term is less than 45 days. (*PLA*, s. 12.)

7. Election of Board Officers and Appointments

- 7.1. The officers of the Board shall be the Chair, Vice Chair and the CEO as Secretary-Treasurer.
 - 7.1.1. Election for the positions of Chair, Vice Chair and members of Standing Committees shall take place at the inaugural meeting of the Board. The positions shall be held for a two-year term ending in December. Second term elections shall be held the following January. Re-election for the same Board Officer position is permitted for two consecutive terms. If any officers become disqualified from the Board during their term, the Board must immediately elect or appoint a new officer.

- 7.1.1.1. Election of Standing Committee members shall take place after the election of the Chair and Vice Chair and shall follow the same timelines and conditions.
- 7.2. The Chair and/or Vice Chair shall serve as an ex-officio voting member of all Board committees.
- 7.3. Duties of the Chair:**
- a) Acts as an official representative and spokesperson of the Board.
 - b) Assumes a leadership role to the Board;
 - c) Ensures the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and Roberts Rules of Order.
- 7.4. In addition, the Chair is responsible for:
- a) presiding at regular and Special Meetings of the Board;
 - b) acting as an authorized signing officer of all documents pertaining to Board business;
 - c) representing the Board, alone or with the CEO or other Board members, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Board;
 - d) determining the responsibilities of ad hoc committees in consultation with the Board;
 - e) advising the Vice Chair, if for any reason, the Chair is temporarily unable to perform these functions.
- 7.5. The Chair shall not commit the Board to any course of action in the absence of the specific authority of the Board.
- 7.6. Duties of the Vice Chair:**
- a) Assumes the duties and responsibilities of the Chair in the absence of the Chair.
 - b) Upon receiving no absence notice from the Chair, where there is quorum shall commence and preside over regular or Special Meetings until the arrival of the Chair, or adjourn the meeting in the absence of quorum.

8. Committees of the Board – Standing Committee

- 8.1. The Board shall strike ad-hoc committees on an as needs basis.
- 8.2. The following are Standing Committees of the Board:
- 8.2.1. Governance/Policy Committee

Responsibilities include:

- Identifying the skills and competencies necessary for an incoming Board to meet new term challenges.

- Evaluating Board performance yearly including conducting a Board member annual self-appraisal. Final evaluation results shall be kept on file with the CEO for at least one full term or in accordance with the Library's Retention Policy.
- Recommendations for new Board member orientation and development material.
- Preparing a legacy document to summarize the successes and challenges of the term to provide the incoming Board with a framework for moving forward.
- Reviewing and revising the Policies as outlined in Policy GOV-006 Policy Creation.

8.2.2. Finance Committee

Responsibilities include:

- Conducting an overview of current budget and determining whether Library needs were achieved.
- Analyzing preliminary budgets and proposing necessary changes to meet the needs of the Library's programs and services.
- Making recommendations to ensure safe financial control measures are in place to expend the budget with due diligence and in accordance with Board policies.
- Preparing annual budget presentation to Council.

8.2.3. CEO Evaluation Committee

Responsibilities include:

- Comprising (i) a confidential 360° evaluation that invites feedback from all Board members, the CEO's self-assessment, one senior Township staff person, and one Library Staff as identified by the CEO or as otherwise determined, and (ii) a six-month goals review conducted by Board members.
- Compiling results, reporting same to the Board and finalizing comments.
- Presenting a final evaluation and six-month goals review to the CEO and submitting completed evaluation forms to the Township HR Manager. Completed evaluation forms shall be retained on file in accordance with the Township's retention policy regarding personnel files

- 8.3. All Board committees shall be comprised of a minimum of three Board members. Each committee shall elect a chair. Each committee at its discretion may request an outside person(s) to address the committee and/or join the committee for a specific need and duration but such outside person(s) shall not have voting rights.

- 8.4. In the case of a discrepancy or lack of consensus on committee matters, the issue will be taken to the Board for final debate.
- 8.5. The CEO or CEO Designate shall serve as a non-voting ex-officio member on all standing and ad hoc committees with the exception of the CEO Evaluation Committee.
- 8.6. The Chair and/or Vice Chair shall serve as a voting ex-officio member on all committees on which they sit.
- 8.7. All committees report to the Board and are expected to make recommendations. Committees do not act on behalf of the Board and cannot expend funds except by direction and resolution from the Board.

9. External Committees

- 9.1. The following are external committees that all or some Board members shall belong to:
 - a) Ontario Library Association: The CEO shall register each Board member who in turn shall receive their own individual membership number.
 - b) SOLS Trustee Council 4: It is preferred that the Chair and/or Vice Chair be the official Board representative(s) and attend the semi-annual SOLS Trustee Council 4 meetings as able. In the event neither the Chair nor Vice Chair can act as the official representative, the Board shall elect a Board member and an alternate to act as official Board representative(s).

10. Orientation of Members of the Board

- 10.1. The CEO shall invite all Board members to attend an orientation meeting. All Board members shall receive an orientation to the Board following policy GOV-003 Board Orientation.

11. Board Conduct

- 11.1. Each Board member is responsible for exercising:
 - (a) a duty of diligence;
 - (b) a duty of loyalty;
 - (c) a duty of care.
- 11.2. Board members are expected to act in an ethical and businesslike manner and will interact with each other, with library staff and the library's partners in such a manner. This commitment includes the proper use of authority, appropriate decorum in group and individual behaviour and respect for others and their contribution to the Board.
- 11.3. Board members shall support the interest of the Library when making or influencing decisions.
- 11.4. Board members shall respect the confidentiality of all information discussed at *in-camera* sessions.

11.5. All decisions will be respected by all members of the Board.

12. Board Spokesperson

- 12.1. The Chair is the primary spokesperson of the Board.
- 12.2. The CEO is authorized to act as Board spokesperson for statements to the media regarding the Library's operations. Whenever practical, the CEO should first consult with the Chair.
- 12.3. Any Board member contacted by media regarding Library business shall, if possible, defer to the Chair or the CEO for official comments. Otherwise, any comments made must present Board positions fairly, accurately and without bias.
- 12.4. Board members expressing individual comments of personal opinions should clearly identify such remarks as personal and not those of the Board as a whole.

13. Meetings of the Board

- 13.1. The CEO shall call the inaugural meeting of the Board in each new term upon receipt of Council's bylaw from the Municipal Clerk confirming the appointments to the Board.
- 13.2. The inaugural meeting of the Board shall be held at the first meeting of each new term. The CEO shall preside and conduct the election for the position of Chair in accordance with *Robert's Rules of Order* and the *PLA*. The newly elected Chair shall then preside and conduct elections of the Vice Chair.
- 13.3. In accordance with s. 16(1) of the *PLA* (as amended), the Board shall hold at least 7 (seven) regular meetings in each year and at other such times as the Board deems necessary. Board meetings will be held on a rotating schedule at each of the branches of the Library; the schedule to be determined by the Board and availability of the meeting space at each location.
- 13.4. Notice of all regular meetings shall be posted on the Library and Township websites, in each branch of the Library, and in the local newspaper. Minutes of the meetings are public documents (except for **in-camera** meetings) and shall be made available to the public.
- 13.5. Prior to the start of all meetings, members of the Board shall disclose any pecuniary interest in writing and general nature thereof before any consideration is given to the matter and shall:
 - a) not take part in the discussion of, or vote on any question in respect of the matter; and
 - b) not attempt before, during or after the meeting to influence the voting on any such questions.

Where the member is absent from a meeting, the interest will be disclosed at the next meeting attended by the member.

- 13.6. The Chair or any two members of the Board may summon a **Special Meeting** of the Board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called and which shall be the sole business transacted at the meeting. Deputations are welcomed with prior notice or at the call of the Chair.
- 13.7. Despite any other Act, Board meetings shall be open to the public, except where the Board moves into closed session (in-camera) to discuss confidential, financial or personal, or personnel matters within a meeting. Education or training meetings may be exempt to the public.

Closed (In-Camera) Session

- 13.8. 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 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 majority vote to return to open session. A motion to confirm any motions approved during the in-camera session shall be made.
- a) The Board may invite appropriate persons to attend the in-camera session.
 - b) Minutes of in-camera meetings will be recorded and kept separately and held to be confidential and thus will not be available to the public. In-camera minutes will be filed with the CEO, with the exception of CEO evaluation minutes, which will be filed with the Township HR manager.
 - c) Minutes of the in-camera portion of the regular meeting are confidential and provided to Board members in sequentially numbered hard copies for review at the next Board meeting and, following review, said minutes shall be immediately collected by a Board officer where one copy shall be retained and all other copies destroyed. The Board will determine which minutes under discussion may become public in the future.

Attendance at Meetings

- 13.9. 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 and/or Chair as soon as possible prior to the meeting.
- 13.10. Notwithstanding subsection 5.3.3 above, should a Board member be absent for three (3) consecutive meetings, the Board shall consider the circumstances of the absence and either:
- a) notify Council that the seat is vacant, or
 - b) pass a resolution authorizing that person to continue as a Board member.

Electronic or Virtual Meeting Attendance

Electronic meetings may be held via telephone or other electronic communications provided all participants are able to communicate with each

other simultaneously. All attendees including the public must be identifiable via video or voice. Information to attend electronically shall be made available to the public. Board members so participating electronically are deemed to be present at the meeting and are counted in the quorum; however, in-person quorum must be reached if public call-in information is not made. If communication is lost with members causing quorum to be lost for a period of more than 10 minutes, the meeting shall be either adjourned, continue with all motions ratified the following meeting, or continued for discussion only. The Board may also allow individual Board members to participate electronically in an in-person meeting.

Order of Proceedings

- 13.11. Meetings shall be called to order as soon after the hour fixed for a meeting as a majority is present. (*PLA* s. 16(5).)
- 13.12. Where a majority is not present within twenty minutes after the hour fixed for a meeting, the CEO shall record the names of the Board members present and the meeting shall either stand adjourned until the next meeting or until a Special Meeting is called, continue the meeting and ratify all motions at the next scheduled meeting, or continue the meeting for discussion only.
- 13.13. If notified by a majority of Board members of their anticipated absence from a meeting, the CEO shall notify all members of the Board that the meeting is cancelled.
- 13.14. The order of business for all regular meetings of the Board shall be as set by the Board.
- 13.15. All business shall be dealt with in order of the agenda unless otherwise decided by the Chair.

14. Voting

Majority of Votes Cast

- 14.1. All motions at Board or committee meetings, except those approving or amending the Bylaws, are decided by a majority of the votes cast. Amendments to the Bylaws require approval from two-thirds of those members present.

Equality of Votes

- 14.2. The Chair shall vote upon all motions, and where there is an equality of votes, the motion is considered defeated.

Proxy Voting

- 14.3. Proxy votes are not permitted.

15. Chief Executive Officer of the Library

- 15.1. The Board shall employ a Chief Executive Officer of the Library. The CEO is not a voting member of the Board.

- 15.2. The CEO shall also serve as Secretary and Treasurer of the Board and official signing officer.
- 15.3. The Board shall establish a job description, hours of work, salary and benefits in accordance with the Township's Human Resources Policy, for the position.
- 15.4. The job description shall clearly list the duties assigned to the position and establish the reporting relationships of the CEO including the annual report to the Ministry of Heritage, Sport, Tourism and Culture Industries.
- 15.5. The Board shall conduct an annual evaluation and a six month goals review of the performance of the CEO to aid in setting objectives for the next year.

16. Financial

- 16.1. The financial year of the Library runs from January 1 to December 31.
- 16.2. Bank accounts for the Library are held and administered by the Township's Finance Department. Monies collected for the Library are administered by the Township's Finance Department.
- 16.3. All expenditures must be approved by the CEO and by the Board for expenditures exceeding \$5,000.00 with the exception of regular programme and collection purchases in accordance with the Library's Purchasing Policy OP-021.
- 16.4. In accordance with the *PLA*, the Board shall submit to Council, annually on or before the date and in the form specified by Council, estimates of the budget required for the year.
- 16.5. The accounts of the Library shall be audited in conjunction with the audit performed on the accounts of the Township. Although part of the same audit, the Library accounts shall be identified separately within the document. The Board Chair and CEO are responsible for ensuring that the auditor has all documents required, including closed session minutes.
- 16.6. Honorarium:
 - a) Board members appointed by Council will receive the Township stipulated honorarium for their attendance in person or electronically at each regular meeting of the Board and paid annually. Attendance at Special Meetings or Educational/Training Meetings of the Board may be compensated at the stipulated honorarium rate pending the Library's annual budget.
 - b) Board members of contracting municipalities will receive an honorarium according to their municipality's bylaws.

17. Reimbursement of Expenses

- 17.1. Under the approved operating budget, and upon submission of receipts and/or kilometres travelled, Board members may be reimbursed for travel and other expenses at conferences and approved meetings such as semi-annual SOLS Trustee Council 4 meetings. Receipts to be submitted to the CEO who shall

arrange for reimbursement through the Township. Mileage rates will be adjusted in accordance with the rate paid to Township employees.

18. Reserve Funds for Special Projects

- 18.1. Upon Board approval, the CEO may approach Council to release funds from reserves for special projects.

19. Review and Amendment of Policies

- 19.1. All review and amendment of policies will be governed under GOV-006 Policy Creation.

20. Review and Amendment of Bylaws

- 20.1. These Bylaws shall be reviewed once per term or as needed or as a result of any revision to the *PLA*, other legislation or Board governance policies. The Governance/Policy Committee shall notify the Board of any recommended new or amended Bylaw and bring forward such recommendation to the Board. A motion to amend, remove or add to these Bylaws shall require a majority vote of at least two-thirds of the members in order to be carried, providing that verbal or written (including electronic) notice shall have been given up to 30 days prior thereto.
- 20.2. These Bylaws are effective at the time of approval by Board motion and by its currency date.

Related documents:

Public Library Act, R.S.O. 1990, c. P.44

Adoption and Amendment Dates:

- Adopted: November 9, 2010 (Motion 10-44)
Amended: October 13, 2011 (Motion 11-29)
June 21, 2016, (Motion 16-18)
March 20, 2018 (Motion 18-15)
June 16, 2020 (Motion 20-39)