



Library Board Bylaws | Consolidated

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Definitions

ACT: means the Public Libraries Act, Statutes of Ontario, 1990, Chapter P.44, or as amended from time to time.

BOARD: means the Board of Huntsville Public Library

C.E.O.: means the Chief Executive Officer/Chief Librarian of Huntsville Public Library.

CHAIR: means the Chair of the Huntsville Public Library Board, unless otherwise indicated.

LIBRARY: means Huntsville Public Library.

QUORUM: means a majority of the Trustees of the Board or one of its Committees.

TRUSTEE: means a Trustee of the Huntsville Public Library Board

Bylaw 1: Statement of Authority

The Huntsville Public Library is established in accordance with the ***Public Libraries Act***, R.S.O. 1990, c. P.44 and is under the management and control of the Huntsville Public Library Board which is a corporation operating under the authority of the Act.

The Huntsville Public Library Board recognises that the Act sets out procedures for the appointment of Trustees of the Board, the qualifications of Trustees, term of Trusteeship, disqualification of Trustees, and vacancies on the Board.

Bylaw 2: Purpose of the Board

The Huntsville Public Library Board shall seek to provide a comprehensive and efficient public Library service that reflects the community's unique needs.

The Huntsville Public Library Board:

1. Bears legal responsibility for the Huntsville Public Library;
2. Determines and adopts written policies to govern the operation of the Board and Library;
3. Understands the Library-related needs of the community;
4. Determines the goals and objectives of the Library and secures adequate funds to fulfill these goals;
5. 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;
6. Makes provision for the Town of Huntsville to insure the Board's real and personal property;
7. Notifies the Town of Huntsville of items listed as real and personal property which must be insured with the Library;
8. Utilizes the services of the Town of Huntsville Finance Department for all financial matters;
9. Appoints a competent and qualified Chief Executive Officer; evaluates and fixes the rate of pay of the CEO, and if necessary, dismisses the CEO;
10. Works with the CEO to prepare a budget adequate to carry out the Library's goals and objectives and presents this budget to municipal council;
11. Ensures that the Library is operated in accordance with the Public Libraries Act, R.S.O. 1990, chapter P.44;
12. Approves and submits all reports required or requested by the Municipal Council or the Government of Ontario;
13. Will carry on business as an independent body and will not become a committee of council without the passing of specific legislation suspending the *Public Libraries Act* in the Town of Huntsville.

Bylaw 3: Officers of the Board

In accordance with the *Public Libraries Act* R.S.O. 1990, c. P44:

1. Library Board Trustees must be:
 - a. A Canadian Citizen;
 - b. At least 18 years of age;
 - c. A resident of the municipality where the Board is established or a resident of an area that contracts with the Library Board for services.
2. The Huntsville Library Board shall consist of no less than 5 and no more than 11 Trustees
3. All Board Trustees will be appointed by municipal council at the first meeting of council in each term;
4. Municipal council shall appoint one council representative to the Board at the first meeting of council in each term;
5. Terms of Board Trustees will be concurrent with the term of the appointing municipal council, or if necessary, when a successor is appointed;
6. A Board Trustee may be re-appointed for one or more terms;
7. If a Board Trustee is disqualified from holding a position, the Board will declare the seat vacant and immediately notify council;
8. A Board Trustee is disqualified if he/she:
 - a. Is convicted of an indictable offence;
 - b. Becomes incapacitated;
 - c. Is absent from the meetings of the board for three consecutive months without being so authorized by a board resolution;
 - d. ceases to be qualified for membership;
 - e. Forfeits his or her seat.
9. Library or municipal employees may not be Board Trustees.
10. When a vacancy arises in the Board, Council shall promptly appoint a person to fill the vacancy until the end of the term unless the unexpired term is less than forty-five (45) days. R.S.O. 1990, c. P.44, s. 12.

Officers of the Board

The Huntsville Public Library Board elects and appoints Officers of the Board. The Officers of the Board 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 and the CEO who is also the Secretary/Treasurer of the Board. These Officers have signing authority for the Board. The Board Chair and Vice Chair shall be elected at the first meeting of a new term.

If any Officer of the Board resigns, retires, or is dismissed during his/her term, the Board must immediately appoint or elect a replacement Trustee to the vacated positions.

I. CHAIR

1. In accordance with the Public Libraries Act, R.S.O. 1990, c. P44 s. 14(3), and the Board shall elect a Chair, from the Trustees at the first meeting in the new term.
2. The term of office for the Chair and Vice-chair of the Huntsville Public Library shall be for the four year term of the Board.
3. The Chair leads the Board, acts as an official representative of the Library, ensures the proper functioning and conduct of the Boards business in accordance with the appropriate legislation, and prescribed rules of procedure adopted by the Board.
4. The Chair will:
 - a. Preside at all regular, committee, and special meetings of the Board.
 - b. Set the agenda with the aid of the CEO/Chief Librarian
 - c. Ensure a quorum is present.
 - d. Ensure business is dealt with expeditiously and that the Board works as a team.
 - e. Acts as an authorized signing officer of all documents pertaining to Board business.
 - f. Share with the CEO/Chief Librarian the responsibility for the new Boards orientation.
 - g. Represent the Board alone or with other Board Trustees, at any public or private meeting for the purpose of conducting, promoting or completing the business of the Board.
 - h. Will not commit the Board to any course of action in the absence of the specific authority of the Board.

- i. Co-ordinate the CEO/Chief Librarian evaluation process which is outlined in the Performance Review Policy for Evaluation of CEO/Chief Librarian adopted August 2013.

II. VICE CHAIR

1. Election of the Vice Chair shall take place at the first meeting of the new term.
2. The term of office for the Vice Chair of the Huntsville Public Library Board shall be for the four year term of the Board
3. The Vice Chair shall act for the Chair during the absence of the Chair.

III. SECRETARY

1. The CEO/Chief Librarian of Huntsville Public Library shall serve as the secretary of the Board, or may appoint a secretary, as permitted by the Public Libraries Act, s. 15(5)
2. In accordance with the Public Libraries Act the secretary will:
 - a. Conduct the Boards official correspondence
 - b. Keep the minutes of every meeting
 - c. Prepare the agenda prior to the Board meeting in co-operation with the Chair.
 - d. Distribute the agenda, minutes, all reports and enclosures, to all Board Trustees not less than 4 days prior to the Board meeting.

IV. TREASURER

1. The CEO/Chief Librarian of the Huntsville Public Library serves as the Treasurer of the Board, as allowed by the Public Libraries Act, s. 15(5)
2. The Treasurer may open an account or accounts in the name of the Board in a Chartered Bank, Trust Company or Credit Union, as approved by the Board.
3. Deposit all money received on the Boards behalf to that account or accounts.
4. The Treasurer shall disburse the money as the Board directs.
5. The Treasurer is responsible for all the financial record keeping of the Board.
6. The treasurer will receive and account for all the Boards money, in accordance with the Public Libraries Act, s. 14(4).

7. The Treasurer shall act as an authorized signing officer of all documents pertaining to the financial business of the Board.
8. The Treasurer will provide the Board with a report of all financial transactions and of the fiscal position of the Library Board, monthly or as otherwise directed.

V. Chief Executive Officer (CEO/Chief Librarian)

1. In accordance with the Public Libraries Act, s. 15(2) the Huntsville Public Library Board appoints the CEO/Chief Librarian, who shall attend all Board meetings.
2. The Board delegates the authority for the management and operations and services to the CEO/Chief Librarian.
3. As an officer of the Board, the CEO/Chief Librarian:
 - a. Acts as the Secretary-Treasurer for the Board
 - b. Does not vote on Board business
 - c. Sits on all Board Committees and acts as a resource person *and Secretary/Treasurer*
 - d. Assists and supports the Board in the preparation and presentation of the Library budget before council.
 - e. Reports directly to the Board on the affairs of the Library and makes recommendations he or she considers necessary
 - f. Interprets and communicates the Board`s decisions to the staff.

Bylaw 4: Orientation of Officers of the Board

The Chief Executive Officer shall ensure that all new Board Trustees, before their first Board meeting, receive an introduction to the Library, its facilities, staff and services. Each Board Trustee shall receive the current Library Board Orientation Kit produced by the Library Trustee Development Program. Local information shall be inserted into this kit, including:

1. The Library's bylaws and policy statements;
2. Guidelines for the position of Library trustee;
3. The Library's current budget;
4. The Library's latest audited financial statement;
5. The names, addresses and telephone numbers of other Trustees; and
6. Package of materials from the previous meeting (minutes, reports, etc.).

Bylaw 5: Meetings of the Board

Library Board Trustees 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 Trustees, the Board meeting is the major opportunity for the Board to do its work – to make decisions, solve problems, educate Board Trustees, and plan for the future and review monitoring or evaluation material submitted by staff. Meetings will be held in compliance with the *Public Libraries Act*, R.S.O. c. P. 44.

I. TYPES OF MEETINGS

1. In accordance with the *Public Libraries Act*, 3. 16.1 (2), Board meetings will be open to the public unless 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*, 2. 16(1), the Huntsville Public Library Board shall hold regular meetings once a month at least 10 months each year and at other times as it considers necessary.
3. In accordance with the *Public Libraries Act*, s. 14(1), the first meeting shall be called, as soon as possible, by the CEO of the Huntsville Public Library in each new term, upon receipt of the confirmation of appointments from the Municipal Clerk. At this first meeting the CEO oversees the elections of the officers. The elections begin with the position of the Chair.
4. In accordance with the *Public Libraries Act*, s. 16(2), the Chair or any two Trustees of the Board may summon a special meeting by giving each Trustee reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole purpose of the meeting.
5. In accordance with the *Public Libraries Act*, 2. 16.1(4), a meeting or part of a meeting may be closed to the public if the subject matter being considered involves:
 - The security of the property of the Board
 - Personal matters about an identifiable individual
 - A proposed or pending acquisition or disposition of land by the Board
 - Labour relations or employee negotiations
 - Litigation or potential litigation, including matters before administrative, affecting the Board
 - Advice that is subject to solicitor-client privilege, including communications necessary for that purpose
 - 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*, s. 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, c. M56, if the Board or committee of the Board is the head of an institution for the purposes of that Act.
7. When the Board determines that matters should be dealt with in the absence of the public, a motion to move into in-camera session must be moved, seconded and approved by a majority vote. At the conclusion of the in-camera session, a motion must be moved, seconded and approved by a majority vote to return to public session. A motion to confirm any motions approved during the in-camera session shall be made.
8. Before holding a meeting or part of a meeting that is closed to the public, the Board or committee of the Board shall state by resolution:
 - The fact of the holding of the closed meeting;
 - The general nature of the matter to be considered at the closed meeting.
9. If circumstances require decisions between Board meetings by ad hoc committees of the whole, votes by email or virtual meeting through the Internet, those decisions must be formally ratified and included in the minutes of the next regular Board meeting.

II. 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.

Board Meeting Ground Rules: The Board values a diversity of opinions and strives to set an environment conducive to exploring ideas. The Board Trustees will at the start of the term, set, and agree on, ground rules to guide their deliberations. For example: everyone's opinion counts and will be heard, only one conversation at a time, no phone calls, texting or interruptions during meetings, comments on ideas are supportive, rather than judgmental, everyone will offer insight.

2. Call to order: Meetings shall be called to order by the chair on the hour fixed for the meeting, or in the absence of the chair, the vice-chair will preside over the meeting.
3. Quorum:
 - a) In accordance with the ***Public Libraries Act***, s. 16(5), the presence of a majority of the Board is necessary for the transaction of business at a meeting. b) If a quorum is not present within 15 minutes of the stated hour for the meeting, the

secretary shall record the names of the Board Trustees 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 Trustees in attendance for a regular meeting, when no quorum is present, from constituting themselves 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 Board.
- c) If notified by a majority of Board Trustees of their anticipated absence from a meeting, the secretary shall notify all Trustees of the Board that the meeting is cancelled.

III. ATTENDANCE AT MEETINGS

In accordance with the **Public Libraries Act**, s. 13, should a Trustee be absent for 3 consecutive meetings, the Board shall consider the Trustee disqualified from the Board and the notify the appointing council that the seat is vacant or consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board Trustee.

IV. AGENDA

The agenda is the plan of the Board's work. The agenda is an invaluable tool which focuses the discussion in order to make good use of the Board's time. Meetings of the Board as a whole do not re-do the work of the staff or of the committees. The Board chair and the CEO produce the agenda together. Agendas should allow for discussion of important matters and creative problem solving and decision making, along with more short term tasks. An annual agenda is a useful way of moving the Board forward from month to month to accomplish its tasks, as well as reflecting the current goals and objectives the Board is seeking to achieve as part of its strategic plan.

V. ORDER OF BUSINESS

The order of business for all regular meetings of the Board shall be as follows:

1. Call to Order
2. Declaration of any Conflicts of Interest
3. Approval of the Agenda
4. Minutes of the Preceding Meeting
5. Business Arising from the Minutes
6. Committee Reports & Business Arising from Committee Reports
7. Information Package:
 - 7.1. Correspondence

- 7.2. Board Chair's Report
- 7.3. Treasurer's Report
- 7.4. CEO/Chief Librarian's Report
- 7.5. Trustee of Council Report
- 7.6 Other
8. New Business
9. Confidential Items In Camera
10. Roundtable
11. Date of Next Meeting
12. Adjournment

A change in the order of business may be made by formal vote at the beginning of the regular meeting if circumstances arise.

VI. MINUTES

1. Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
2. Minutes are approved at the next meeting of the Board and signed by the chair.
3. Minutes (excluding those in camera minutes) are public documents and shall be made available to the public.
4. Minutes of closed meetings are kept separately and held to be confidential.

VII. MOTIONS

1. A motion must be seconded before it can be debated, put to vote or recorded in the minutes.
2. After a motion has been properly moved and seconded, it can only be withdrawn by resolution approved by the Board.
3. A motion properly before the Board must receive disposition before any other motion to amend, adjourn, extend hour of proceedings, or on a matter or privilege.
4. Only one motion to amend the main motion shall be allowed.

5. A motion to adjourn is not debatable, cannot be amended, and, if resolved in the negative, cannot be made again until after some immediate proceeding shall have been completed by the Board.
6. A motion for reconsideration of a question which has been decided upon but not acted upon may be made at any time by a Trustee who voted on the question with the majority and until the motion for reconsideration has received disposition no further discussion of the question shall be allowed.
7. A motion containing distinct proposals may be divided with agreement of the Board.

VIII. VOTING ON MOTIONS

All motions at Board meetings except those approving or amending the bylaws, are decided by a majority of votes cast. A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the Trustees in order to be carried.

1. The chair may vote with the other Trustees of the Board upon all questions.
2. Any question on which there is an equality of votes, for and against, shall be deemed to be a negative vote.
3. Only committee Trustees may move and second motions and vote in committee meetings. All Board Trustees may participate in discussions of matters before the committee.
4. A separate vote shall be taken upon each proposal contained in a question divided with the approval of the Board.
5. Voting shall normally be by a show of hands.
6. Upon the request of a Trustee who was present when the question was stated, a recorded vote shall be taken.
7. As the CEO is not a Trustee of the Board, the CEO does not cast a vote.

Bylaw 6: Conduct of Proceedings / Chairing the Meeting

It shall be the duty of the chair of the Huntsville Public Library Board to:

1. Open meetings of the Board by calling the Trustees to order;
2. Announce the business before the Board in the order of which it is to be acted upon;
3. Receive and submit, in the proper manner, all motions presented by the Trustees of the Board;
4. Put to vote all motions which are moved and seconded in the course of proceedings, and to announce the results;
5. Decline to put to vote motions which infringe the rules of procedure;
6. Restrain the Trustees, when engaged in debate, within the rules of order;
7. Exclude any person from a meeting for improper conduct;
8. Enforce the observance of order and decorum among the Trustees;
9. Authenticate, by signing, all bylaws, resolutions and minutes of the Board;
10. Inform the Board, when necessary or when referred to for the purpose, in a point of order or usage;
11. Represent and support the Board, declaring its will, and implicitly obeying its decisions in all things;
12. Receive all messages and communications and announce them to the Board;
13. Appoint Trustees to committees;
14. Ensure that the decisions of the Board are in conformity with the laws and bylaws governing the activities of the Board.

Bylaw 7: Rules of Debate | Chairing the Meeting

In directing the course of debate, the Chair shall:

1. Preserve order and decide questions of order;
2. Designate the Trustee who has the floor when two or more Trustees wish to speak;
3. State all motions presented or require the secretary to read the motion before permitting debate on the question;
4. Put the question to vote when all Trustees wishing to speak to it have spoken once or when further debate will not serve to advance the business before the Board.

In addressing the Board, no Trustee shall:

5. Speak beside the question in debate;
6. Reflect upon any prior determination of the Board except to conclude such remarks with a motion to rescind such determination;
7. Interrupt the Trustee who has the floor except to raise a point of order; or
8. Speak more than once to the same question except upon the consideration of a report referred by a committee to the Board for a decision, in explanation of a statement when may have been interpreted incorrectly, or with permission of the Board after all other Trustees so desiring have spoken.

Any Trustee may require the question or motion under discussion to be read at any time during the debate.

Every Trustee present, when a question is put, shall vote thereon unless a Trustee has declared a conflict of interest. A Trustee who refuses to vote shall be deemed to have abstained.

Bylaw 8: Committees of the Board

The purpose of committees is to facilitate the business of the Board. Committees shall operate with the terms of reference established and approved by the Board.

Committees and Ad Hoc Committees must be established by a motion of the Board and may have any number of Trustees from all levels (Board, Management, & Staff) and from the community at large.

The Huntsville 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 chair shall be elected from the committee Trustees appointed.

The chair of the Board shall be an ex-officio Trustee of all committees.

Meetings of committees may be called by the chair of the committee or by a majority of the Trustees of a committee.

The terms of reference may be amended on a two thirds majority vote by the Board.

Bylaw 9: Financial Year

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

Bylaw 10: Bank Accounts

Bank account and financial records required for the business of the Board will be administered through the Treasurer for the Town of Huntsville.

1. The Board delegate the Treasurer for the Town of Huntsville to:
 - a. Receive and account for all the Board's funds;
 - b. Open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the municipality;
 - c. Deposit all money received on the Board's behalf to the credit of that account or accounts, and
 - d. Disperse the money as the CEO/Chief Librarian, Library Board Treasurer, on behalf of the Board directs. R.S.O. 1990, c. P.44, s. 15 (4).

2. The Board has the right to establish and maintain a reserve fund for any purpose for which it has the authority to spend money. The Municipal Act, 2001, c.25, s. 417 (1).

Bylaw 11: Signing Authority

The Huntsville Public Library Board delegates signing authority for financial transactions.

The CEO/Chief Librarian is authorized on behalf of the Huntsville Public Library Board to sign cheques and any agreements or other documents or instruments with the bank; and any documents or agreements with vendors, government agencies, and community groups.

When required, the Chair or Vice Chair of the Library Board will provide the second signature when two (2) signatures are required.

Bylaw 12: Reimbursement of Expenses

The Library Board may reimburse its Trustees for traveling outside the Town of Huntsville, and for other expenses incurred in carry out their duties as Trustees. R.S.O. 1990, c. P.44, s. 18.

Any reimbursement to Library Board Trustees will be in line with current practices.

Bylaw 13: Audit

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

The *Secretary/Treasurer* of the Board shall annual receive copies of the Library's audited financial statement from the municipality, distribute a copy to each Board Trustee, and file two copies with the Library's official records.

Bylaw 14: Amendment of Bylaws

Bylaws are the fundamental rules governing the Board. Conditions under which they can be amended are:

1. When a circumstance changes, bylaws may be amended
2. A review or amendment can be put forth by any Trustee at a Board meeting
3. Notice and draft of proposed changes will be issued to all Trustees of the Board prior to the next Board meeting. The amendment may then be tabled.
4. Any and all bylaw changes, additions, or deletions require a majority vote of at least two thirds of the Trustees in order for it to be carried.

BYLAW 15: Board Performance Review

The Trustees shall regularly review the Board's performance by means of an annual survey.

Related Documents:

2017-2020 Library Strategic Plan

Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M56

Public Libraries Act, R.S.O. 1990, c. P44, s. 14, 16

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