

# Whitby Public Library Bylaws

## 1.0 General

### 1.1 Statement of Authority

The Whitby Public Library is established in accordance with the Public Libraries Act, Revised Statutes of Ontario, 1990, Chapter P.44 as amended and is under the management and control of the Whitby Public Library Board hereinafter called "the Board".

The Board recognizes that the Act sets out procedures for the appointment of members of the board, the qualifications of the members, term of membership, disqualification of members and vacancies on the Board.

The Board has determined to enact the by-laws herein for the purposes of governing and conducting the business of the Board.

### 1.2 Head Office

The Head Office of the Board shall be the Central Library located at 405 Dundas Street West, Whitby, ON L1N 6A1.

### 1.3 Powers and Duties of the Board

The purpose of the Board is to provide comprehensive and efficient public library services to the residents of Whitby, reflecting Whitby's unique needs, as set out in the Public Libraries Act R.S.O. 1990 and in accordance with its mission. The Board bears legal responsibility for all activities associated with the Whitby Public Library, approves policies and employs a Chief Executive Officer, who administers the library under the guidance of those policies.

The Board may appoint such Committees it determines is necessary and appropriate for the conduct of the library's business.

Responsibilities of the Board are categorized by the following actions:

#### Policies

- Determine and adopt written policies to govern the operation and programs of the library. Such policies should include those dealing with staff, services provided to the public, materials selection and financial authorities.

#### Planning

- Review the library's mission statement

- Develop the goals and objectives of the library and approve plan(s) for meeting these goals and objectives.
- Assess and determine the library needs of the community.
- Review and renew/establish report mechanisms and feedback activities of the library to determine the achievement of approved outcomes.

## **Advocacy**

- Establish, support and participate in planned programs to meet community needs.
- Have knowledge of the legal framework affecting library operations and governance; play a role in initiating and supporting beneficial library legislation; interact with provincial library agencies.
- Be aware of the activities of regional, provincial and national library organizations.

## **Funding**

- Recommend to Council the Library's annual operating budget and capital forecast.
- Make provision for insuring the Board's real and personal property
- Have in place proper security for the Treasurer

## **Reporting**

- Ensure that accurate public records are kept on file at the library and with appropriate local, provincial or national bodies.
- Be legally responsible for the Library to Whitby Council.
- Report regularly to governing officials and the general public including and annual report to the Minister of Tourism, Culture and Sport.
- Evaluate the performance of the Library annually.

## **2.0 Library Board Composition**

### **2.1 Number of Members**

Whitby Council has approved the composition of the library Board pursuant to the Public Libraries Act R.S.O. 1990 Chapter P.44.

The Board is composed of 10 members consisting of:

- One (1) member of Council as Mayor's Designate; and
- Nine (9) members approved by municipal council from the public at large.

## **2.2 Appointments**

Whitby Council appoints all members to the Library Board who have demonstrated they satisfy the eligibility and qualification requirements as set out in the Public Libraries Act.

## **2.3 Term of Appointment**

A Board member shall hold office for a term concurrent with the term of Whitby Council, or until a successor is appointed.

## **2.5 Resignation/Vacancy**

Where a vacancy arises in the membership of a board, Whitby Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days.

## **2.6 Disqualification**

If a board member,

- is convicted of an indictable offence; or
- becomes incapacitated; or
- is absent from the meetings of the board for three consecutive months without being so authorized by a board resolution; or
- ceases to be qualified for membership; or
- otherwise forfeits his or her seat, the member's seat becomes vacant and the remaining Board members shall forthwith declare the seat vacant and notify Whitby Council accordingly.

## **3.0 Board Officers**

### **3.1 Election of Officers**

The Board follows parliamentary rules to elect its officers by accepting nominations and acceptances to stand from the floor, closing nominations by motion made and seconded, then voting to elect from that proposed slate of officers.

- The election of the Board Chair and Vice-Chair shall take place annually at the first Board meeting in January from among its members.
- The Chair may stand for re-election, serving a maximum of four consecutive years.
- If more than one person is nominated, the Chair shall be elected by secret ballot.
- The election of the Vice-Chair shall follow in the same manner.

- In the event of the resignation of the Chair, the Vice-Chair shall assume the position of the Chair for the remainder of the term.
- A new Vice-Chair shall be elected for the remainder of the term.

The term of office for each position shall be one year.

### **3.2 Chair of the Board:**

- The Chair may be removed from office by a two-thirds majority vote of the Board. If the Chair resigns or is removed from office, the successor will hold office for the balance of the term of appointment of the Chair.
- The Chair is ex-officio member of all committees.

### **Duties and Responsibilities of the Chair:**

- The Chair of the Board shall preside at all meetings of the Board, preserve order, and decide all questions on order subject to appeal to the Board.
- The Chair of the Board shall initiate the process for the Chief Executive Officer's annual performance review, as defined by the Board.
- It shall be the duty of the Chair to:
  - Call the meeting to order
  - Announce the business before the Board in accordance to the agenda.
  - Receive and submit, in the proper manner, all motions presented by the Board members.
  - Put to a vote all questions which are regularly moved and seconded, and to announce the results.
  - To decline to put to a vote all motions which infringe the rules of conduct.
  - Enforce the rules of conduct and of decorum.
  - Ensure balanced representation on committees.
  - Represent the Board and abide by its decisions.
  - Adjourn the meeting when the business is completed.
  - Be an ex officio member of all committees

### **3.3 Vice-Chair**

- The Vice-Chair shall act in the absence of the Chair. The Vice-Chair of the Board is elected for a one-year term and until a successor is appointed.
- The Vice-Chair may be removed from office by a two-thirds majority vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will be forthwith chosen by the Board and such member shall hold office for the balance of the term.

## **Duties and Responsibilities of the Vice-Chair**

- The Vice-Chair presides at Board meetings if the Chair is absent from the meeting, or, for any periods during which the Chair is present at the meeting but temporarily leaves the chair, or, for the discussion of any item in which the Chair has disclosed an interest.
- The Vice-Chair performs the remaining duties of the Chair if the Chair is unable for any reason to perform them.

### **3.4 Secretary**

The Board shall appoint a secretary who shall:

- a) Be responsible for the Board's official correspondence; and
- b) Keep minutes of every meeting of the Board.

### **Duties and Responsibilities of the Secretary of the Board:**

- Maintain the Board's By-Laws, policies, minutes, correspondence, lists of members, meeting schedules and other official records;
- Advise the Chair on meeting procedures;
- Facilitate meeting arrangements;
- Keep minutes of every Board and Committee meeting;
- Give notice of Board and Committee meetings;
- Be present at all meetings of the Board and its Committees.

### **3.5 Treasurer of the Board and Their Duties and Responsibilities**

The Board shall appoint a Treasurer who shall:

- a) Receive 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.

## **4.0 Board and its Committees' Meetings**

### **4.1 Meetings**

All Board and any of its Committees' meetings shall be open to the public except where the subject matter being considered is one encompassed by section 4.2 herein.

## **4.2 Closed Meetings**

A meeting or part of a meeting of the Board or any of its Committees 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

The Resolution to move into closed session shall state the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting. Upon moving out of closed session, the Board shall rise and report on motions made in closed session or rise with no report.

Minutes of the closed session portion of the meeting are confidential and provided to Board members as such.

## **4.3 Schedule of Meetings**

In accordance with the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended, the Board will hold at least nine regular scheduled meetings each year, at least once monthly from January to June and from September to November, both inclusive, and at such other times as it considers necessary. The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year.

The first meeting of a Board in a new term shall be called by the Chief Executive Officer in January or as soon as Whitby Council has completed appointments to the Board. The Chief Executive Officer will take the chair, call the meeting to order and conduct the election for the position of Chair.

## **4.4 Agendas**

The Chair and the Secretary shall be responsible for the preparation of the agenda. It shall be the duty of the Secretary to make the agenda and supporting documents available to all members by the Monday evening preceding the Wednesday board meeting. Board members are to be notified when the documents are available.

## **4.5 Order of Proceedings**

Meetings shall be called to Order as soon after the hour fixed for a meeting as a quorum is present. Order of Business at regular meetings of the Board shall be as follows:

1. Call to Order/Approval of the Agenda
2. Disclosure of Interest
3. Minutes of the previous meeting (s)
4. Reports:
  - Treasurer's Report
  - Chief Executive Officer's Report
5. Business arising from the Minutes
6. New Business
7. Adjournment

## **4.6 Quorum**

A quorum is set at a majority of members. If a quorum is not present thirty minutes after the time fixed for the meeting, the Secretary shall record the names of members present and the Board shall stand adjourned until the next meeting.

## **4.7 Members' Absence**

Members of the Board who are unable to attend a meeting should notify the Secretary at least one day prior to the date of the meeting where possible.

In extenuating circumstances, at the discretion of the Chair, attendance via teleconference, video conference, internet video application may be permitted.

## **4.8 Special Meetings**

Special meetings may be called by the Board Chair or by any two Board members when a matter arises that cannot wait for the next scheduled monthly Board meeting. Attendance may include teleconference, video conference, internet video application, or in-person, and must contain a quorum. Twenty-four hour notice is required prior to the meeting and must include the purpose of the meeting. No other business will be transacted without the consent of the majority of the Board.

Lack of receipt of the notice of a special meeting shall not affect the validity of the meeting or any action taken during the meeting provided a quorum is obtained.

## 4.9 Disclosure of Interest

Members of the Board are subject to the *Municipal Conflict of Interest Act* and in this regard:

- Shall disclose the interest and general nature thereof before any consideration is given to the matter;
- Shall not take part in the discussion of, or vote on any question in respect of the matter; and
- Shall 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.

## 4.10 Conduct of Members

A member will be courteous and will not engage in any action or conduct which disturbs the meeting or is improper.

A Member will not:

- use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Member, charge another Member with being dishonest, be abusive or insulting, or cause disorder;
- make any noise or disturbance that prevents Members from being able to participate in the meeting;
- interrupt a Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- disobey the rules of the Board, or disobey a decision of the Chair of the Board on questions of order or practice or on the interpretation of the rules of the Board.

A Member who wishes to speak will alert the Chair by means of a raised hand, and will wait for recognition by the Chair.

All remarks and questions, including questions intended for another Member or staff, will be addressed to the Chair.

The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

The Chair may expel a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair,

#### **4.11 Delegations**

Any person or organization wishing to appear as a delegation before the Board shall submit a written request to the attention of the Secretary of the Board by 4 p.m. on the Monday prior to the regular monthly meeting of the Board. The request must indicate the subject matter and particulars upon which the delegation wishes to make the presentation.

#### **4.12 Conduct of the Public**

Members of the public will be courteous and will not engage in any action or conduct which disturbs the meeting or is improper.

Members of the public will not:

- make any noise or disturbance that prevents members from being able to participate in the meeting;
- use unparliamentary or offensive language.
- The Chair may expel any member of the public for such action or improper conduct.

### **5.0 Motions**

#### **5.1 Decisions**

All decisions will be made on the basis of motions.

#### **5.2 Moving and Seconding a Motion**

A motion will not be debated until it has been moved and seconded and put on the floor by the Chair. There will be only one substantive motion before the meeting at any one time.

#### **5.3 Rules of Debate**

The rules of debate as outlined in Robert's Rules of Order shall govern so far as applicable in all cases not provided for in these rules.

Each member desiring to speak shall address the Chair when recognized and shall confine discussion to the question in debate.

Any member desiring may require the question or motion in discussion to be read at any time during debate but not so as to interrupt a member while speaking.

A member called to order by the Chair shall immediately desist. If the member appeals the ruling of the Chair the appeal shall be ruled on by the Board without debate.

When a question under consideration contains distinct propositions, a member may request that the vote be held separately for each proposition.

## **5.4 Priority of Disposition**

A motion properly tabled for decision must receive disposition before any other motion can be received except a motion:

- To amend
- To refer
- Of privilege or order
- To defer

## **5.5 Amending a Motion**

An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.

## **5.6 Voting**

When the question is called, there shall be no further debate and each member shall vote.

Votes shall be taken by a show of hands and any member may request a recorded vote. The Chair will announce the result of the vote.

The Chair may vote on any issues. Where the vote is a tie the question shall be deemed to be negative.

## **5.7 Withdrawal of a Motion**

A motion that has been moved and seconded can be withdrawn or amended (modifications that would not occasion debate if proposed as amendments) with the agreement of the mover.

# **6.0 Minutes**

It shall be the duty of the Secretary to make the minutes of the previous meeting available to all members by the Monday evening preceding the Wednesday board meeting.. Trustees are to be notified when the minutes are available.

## **6.1 Distribution**

It will be the duty of the Secretary to provide meeting Agenda and the minutes of the previous meeting to the Board members by the Monday evening preceding the Wednesday Board meeting. Board members are to be notified of the availability of this material. Board agendas and minutes are public information and will be made available to the public

Copies of all approved Board and Committee minutes with the exception of closed sessions are retained on file in administration for reference by members of the public.

Minutes of all meetings and motions presented are numbered and indexed, by the Secretary, to facilitate ready reference.

## **6.2 Regular Meeting Minutes**

Minutes are recorded by the appointed recording Secretary, and forwarded to Board members before the next meeting. Additions and corrections are brought to the following full Board meeting for approval. Minutes may include time, date and place of the meeting, members both present and absent, reference and any changes to previous minutes, motions both carried and defeated.

## **6.3 Committee Minutes**

Minutes of Committee meetings are recorded by the appointed recording Secretary or a member of the Committee as appointed in the Committee's terms of reference.

## **6.4 New Business**

At the beginning of any regular meeting the Chair of the Board may invite or announce additional items to be added to the Agenda.

## **6.5 Agendas**

The Chair and the Secretary shall be responsible for the preparation of the Agenda.

# **7.0 Committees of the Board**

## **7.1 Committees**

The purpose of committees is to facilitate and assist with the business of the Board. Committees shall operate within the Terms of Reference established and approved by the Board.

## **7.2 Types of Committees**

- Standing Committees
  - Human Resources
  - Planning Committee
- Ad Hoc Committees

As required, ad hoc committees may be established by motion of the Board to deal with matters before the Board. An ad hoc committee may have any number of members who are interested in the issue at hand. Ad hoc committees will report their recommendations to the Board. Upon completion of its assignment, an Ad Hoc committee shall be discharged by motion of the Board.

### **7.3 Election of Committee Chair**

The Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.

### **7.4 Membership**

The membership of a Committee shall be as established by the Board. The Chair of the Board is an ex-officio member of any Committee.

### **7.5 Meetings**

Meetings of Committees may be called by the Chair of the Committee or by a majority of the members of a Committee.

### **7.6 Committee Proceedings**

The Chief Executive Officer shall be the Secretary of all Committees and shall appoint a recording secretary as necessary.

### **7.7 Report to the Board**

The Chair of the Committee, or in the Chair's absence, another member of the Committee shall report to the Board as required.

## **8.0 Finance**

### **8.1 Financial Year**

The financial year of the Whitby Public Library Board shall be from January 1 to December 31 each year.

### **8.2 Audit**

The accounts of the Board shall be audited by auditors approved by the Board at the conclusion of each financial year and the audited financial statement shall be provided to Whitby Council.

### **8.3 Expense Reimbursement For Board Members**

Board members may be reimbursed in line with current staff practices for travel and other expenses incurred in carrying out assigned duties.

### **8.4 Signing Authority**

The Board Chair, Vice Chair, Chief Executive Officer, Public Services Manager and Corporate Services Manager are constituted by the Board as authorized signing

officials with respect to any financial transaction. Two signing officials' authorizations are required for each financial transaction.

## **9.0 Review and Amendments to Bylaws**

### **9.1 Amendment of Bylaws**

A motion to amend or remove a bylaw of the Board shall require a majority vote of at least two thirds of the members in order to be carried, providing that written notice shall have been given 30 days prior thereto.