

# Section 1: Board documents

## A. By-laws

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### 1.A-1: Procedural by-law

Adopted: October 2002

Amended: February 2004; May 2012; June 2014

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#### *Definitions:*

- i) *Board* shall mean the Perth and District Union Public Library Board
- ii) *Board Member* shall mean a Board Member of the Perth and District Union Public Library
- iii) *Chair* shall mean the Chair of the Perth and District Union Public Library Board
- iv) *Committee Chair* shall mean the Chair of the Property Committee or the Chair of Policy Committee, as appropriate
- v) *CEO* shall mean the Chief Executive Officer of the Perth and District Union Public Library
- vi) *Library* shall mean the Perth and District Union Public Library
- vii) *Union Public Library Agreement* shall mean the agreement among the Town of Perth, the Township of Tay Valley and the Township of Drummond-North Elmsley that establishes library services for the member municipalities, dated August 27, 2002.
- viii) *Member Municipalities* shall mean those municipalities which are parties to the Union Public Library Agreement.
- ix) *Property Committee* shall mean the Property Committee of the Perth and District Union Public Library Board
- x) *Policy Committee* shall mean the Policy Committee of the Perth and District Union Public Library Board
- xi) *Ad Hoc Committee* shall mean any other committee appointed by the Board for a specific time and limited purpose
- xii) *Secretary-Treasurer* shall mean the Secretary-Treasurer of the Perth and District Union Public Library

#### *1 Constitution of the Board*

The Board shall be constituted in accordance with the *Public Libraries Act*, R.S.O. 1990, c.P44, and the *Union Public Library Agreement*, dated August 27, 2002.

#### *2 Head office*

The head office of the Board of the Perth and District Union Public Library shall be at 30 Herriott Street, Perth, Ontario, K7H 1T2.

#### *3 Corporate seal*

The Board shall have a seal, an impression of which is stamped on the margin hereof. The seal shall be affixed under the direction of the Board to all deeds, contracts or documents requiring

the seal and shall be attested to by the signatures of the Chair and Secretary-Treasurer of the Board, or by such Board Member and/or such other officer of the Board as the Board shall direct.

The corporate seal shall be kept in the custody of the CEO.

#### *4 Powers and duties of the Board*

The powers, duties and procedures of the Board shall be all those described in the *Public Libraries Act* of the Province of Ontario as amended from time to time.

#### *5 Members*

Board Members are those appointed by the Member Municipalities in accordance with the Union Public Library Agreement and the *Public Libraries Act*.

#### *6 Regular meetings*

A regular meeting of the Board shall be held each month from September to June inclusive at the Library, as scheduled by the Board.

#### *7 Special meetings*

The Chair or any two Board Members may summon a special meeting of the Board by giving reasonable notice in writing to each Board Member, specifying the purpose for which the meeting is being called. No business shall be conducted at such a meeting other than that specified in the notice without the unanimous consent of the Board Members present and the concurrence of those absent.

#### *8 Order of business*

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

1. Call to order
2. Declaration of interest
3. Approval of previous minutes
4. Additions and approval of agenda
5. Delegations
6. CEO's report
7. Financial report
8. Correspondence and communications
9. Advocacy reports
10. Committee reports
  - a. Property
  - b. Policy
  - c. *Ad hoc*
11. Policy review
12. Unfinished/new business
13. Upcoming meeting dates
14. Adjournment

#### 9 *Rules of debate and conduct*

The rules and practice of *Robert's Rules of Order* shall govern wherever applicable in all cases not specifically provided for in these by-laws.

#### 10 *Quorum*

The presence of a majority of the Board is necessary for the transaction of business at a meeting. R.S.O. 1990, c.P44, s.16(5). The meeting must enable real-time, verifiable participation by members, and may include participation by teleconference, video conference or Internet video application. If a quorum is not present within thirty minutes after the hour for which any Board meeting has been called, the Secretary-Treasurer shall record the names of such Board Members present and the Board shall stand adjourned.

#### 11 *Delegations*

Delegations appearing at a board meeting will be allowed ten minutes to address the Board. A maximum of three speakers will be allowed on a topic. If there are several speakers on a topic, the first speaker will be granted ten minutes and subsequent speakers five minutes each.

Individuals or groups may accept an invitation or offer to make a presentation to the Board.

It will be at the discretion of the Chair or the CEO to decide if an individual is to be considered a delegation or a presenter.

#### 12 *Voting*

Decisions of the Board shall be taken by a simple majority of the Board Members present.

The Chair may vote with the other Board Members upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.

#### 13 *Minutes*

Minutes shall be kept by the Secretary-Treasurer of every meeting of the Board, and shall be entered in a book kept for that purpose.

The minutes shall be confirmed at the next following meeting, and shall be signed by the Chair. The signature of the Chair shall be *prima facie* evidence of the business conducted.

#### 14 *Attendance*

Board Members are expected to attend all meetings of the Board. If a Board Member is absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution, upon a declaration by the Board the Chair shall contact the relevant Member Municipality to request the replacement of that Board Member.

The names of Board Members in attendance at each meeting of the Board shall be recorded by the Secretary-Treasurer.

## 15 *Officers*

The Chair shall be elected at the first meeting of the Board and shall hold office for the term of the Board.

In the event that the Chair cannot be present for a Board meeting, the Chair of the Property Committee shall act as chair for the meeting. In the event that neither the Chair nor the Chair of the Property Committee can attend, the Chair of the Policy Committee shall act as chair for the meeting.

Should the Chair become unable to continue serving in this position during the course of an elected term, a new Chair shall be elected no later than the next meeting of the Board and shall hold office for the remainder of the term.

The Chair of the Property Committee and the Chair of the Policy Committee shall be elected at the first meeting of each committee and shall hold office for the term of the Board.

Should a Committee Chair become unable to continue serving in this position during the course of an elected term, a new Chair for that committee shall be elected no later than the next meeting of the committee and shall hold office for the remainder of the term.

## 16. *Terms of reference for the Chair*

### a) Chair's Function

The primary role of the Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure.

### b) Chair's Responsibilities

- i) Calling the meeting to order.
- ii) Announcing the items of business in the order in which they appear on the agenda.
- iii) Reading motions to the Board Members so they can be put to debate.
- iv) Presiding over the debate and, subject to appeal by the Board Members, deciding on all questions of order and general meeting tone.
- v) Serving as an *ex officio* member of all Board committees.
- vi) Acting as one of the authorized signing officers for all documents pertaining to Board business.
- vii) Representing the Board at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board. The Chair may attend alone or with other Board members, or may appoint a delegate.
- viii) Determining the responsibility of committees to deal with matters which arise, where it is unclear as to which committee has responsibility, subject to subsequent confirmation by the Board.
- ix) Ensuring that vacancies on Board committees are filled as expeditiously as possible.

## 17 *Committees of the Board*

### a) Purpose of Committees

The purpose of committees is to facilitate the conduct of the Board's business.

### b) Appointment of Committees

- i) At its first meeting, the Board shall appoint the following standing committees for the term of the Board: Property and Policy.
- ii) The purpose of the Policy Committee is to deal with continuing matters of policy, planning, and personnel.
- iii) The purpose of the Property Committee is to deal with continuing matters of financial and real property management and acquisition.
- iv) The Board shall approve the appointment of all committee members.
- v) The Chair and the CEO shall be members of all committees.
- vi) The terms of reference for Board committees as set out in the by-laws shall be reviewed and approved by the Board each term.
- vii) The terms of reference and membership of committees may be amended from time to time by the Board.
- viii) *Ad hoc* committees may be appointed at the discretion of the Board for a specific and time-limited purpose.
- ix) The Board may invite qualified individuals from outside the Board to sit on an *ad hoc* advisory group with Board Members, to consider specific matters referred to such groups by the Board.

### c) Duties of Committees

- i) At the first meeting of each committee, a Committee Chair shall be elected from the committee members appointed.
- ii) Committees shall operate within the terms of reference established and approved by the Board in the by-laws. Committees may recommend amendments to their terms of reference and membership to the Board for approval.
- iii) The committees shall review all materials referred to them by the Board, prepare reports and recommendations within their mandate to be presented to the Board, and recommend items for budget inclusion that they wish carried forward in the next year.

## 18 *Amendment of by-laws*

No amendment to any by-law shall be made unless notice of the amendment has been given in writing at a previous meeting of the Board, and no such amendment shall be adopted unless it is carried by two-thirds vote of the whole Board.

## 19 *Adoption and amendment of policies*

All additions or changes to library policies shall be brought to the Board for review and approval.

20 *Amendment of the Union Public Library Agreement*

If the Chair receives from a Member Municipality notice of withdrawal or a desire to alter the Union Public Library Agreement, the Chair shall immediately send a copy of the notice to all other Member Municipalities and shall arrange a meeting of the Member Municipalities within 30 days following receipt of the notice.

21 *Coming into effect*

This by-law shall come into force on the date when enacted by the Board.

Approved by the Perth and District Union Public Library Board on the 21<sup>st</sup> day of October, 2002.

Chair [Signed by Cathie Ritchie]

CEO [Signed by Faye Cunningham]

Revised and approved by the Perth and District Union Public Library Board on the 16<sup>th</sup> day of June, 2014.

Chair

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Peter Wagland

CEO

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Elizabeth Goldman