TAY TOWNSHIP PUBLIC LIBRARY BOARD CONSTITUTION & BY-LAWS

1. Preamble

1.1 The Tay Township Public Library Board is established in accordance with the *Public Libraries Act, R.S.O. 1990, c P. 44,* hereinafter called "the Act", and enacts the following by-laws for the regulation of the business of the Board.

2. Statement of Authority (By-law No. 1)

2.1 In accordance with Section 3(1) of the Act, the Council of the Township of Tay establishes the Tay Township Public Library Board, hereinafter called "the Board", by municipal by-law.

2.2 In accordance with Section 3(3) of the Act, the Tay Township Public Library shall be under the management and control of a Board, which is a corporation.

3. Mission Statement

3.1 To provide facilities and services that are consistent with the needs of the individuals and organizations in the community within the guidelines of Policy and within the limitations dictated by staffing considerations and the availability of resources.

3.2 To accept as a primary objective of the Ontario Library Services the assurance of equal access to library resources for all citizens, regardless of their ability to pay or the nature of the format.

3.3 To promote the Libraries within the community and to actively encourage the widest possible use of their services and facilities.

4. Endorsement of the Canadian Library Association "Statement On Intellectual Freedom".

4.1 The Tay Township Public Library endorses the Canadian Library Association "Statement on Intellectual Freedom":

"All persons in Canada have the fundamental right, as embodied in the nation's Bill of Rights and the Canadian Charter of Rights and Freedoms, to all expressions of knowledge, creativity and intellectual activity, and to express their thoughts publicly. This right to intellectual freedom, under the law, is essential to the health and development of Canadian society.

Libraries have a basic responsibility for the development and maintenance of intellectual freedom.

It is the responsibility of libraries to guarantee and facilitate access to all expressions of knowledge and intellectual activity, including those which some elements of society may consider to be unconventional, unpopular, or unacceptable. To this end, libraries shall acquire and make available the widest variety of materials, except where prohibited by the Criminal Code of Canada.

It is the responsibility of libraries to guarantee the right of free expression by making available all the library's facilities and services to all individuals and groups which request them.

Libraries should resist all efforts to limit the exercise of these responsibilities while recognising the right of criticism by individuals and groups.

*Both employees and employers in libraries have a duty to uphold these principles."**

**Approved by Executive Council ~ June 27, 1974; Amended November 17, 1983; and November 18, 1985*

5. Powers & Duties of the Board (By-law No. 2)

5.1. The purpose of the Board is to provide Tay Township Public Library with comprehensive, efficient public library service reflecting the Township of Tay's unique needs in accordance with the Act.

5.2. The Board:

- bears legal responsibility to the Township of Tay for all activities associated with the Tay Township Public Library;
- determines and adopts written policies to govern the operation of the Board and library;
- understand the library-related needs of the community;
- determines the goals and objectives of the library and secures adequate funds to fulfill these goals;
- 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;
- makes provision for the Township to insure the Board's real and personal property;
- notifies the Township of items listed as real and personal property which must be insured within the branches;
- utilizes the services of the Township Treasury/Finance Department for all financial matters;
- appoints a Chief Executive Officer (CEO) who, per Section 15(2) of the Act shall have general supervision over and direction of the operations of the public library and its staff;
- works with the CEO to prepare a budget adequate to carry out the library's goals and objectives; and

- makes an annual report to the Minister responsible for libraries and any other reports required by the Act or as requested by the Minister from time to time.

5.3. It is the responsibility of the Board to maintain the strictest confidentiality in all matters of Board business that pertain to information of an intimate financial or personal nature concerning library patrons, personnel or other Board members.

5.4. It is the responsibility of every Board member to declare any pecuniary interest in accordance with the *Municipal Conflict of Interest Act*.

6. Term & Composition of the Board (By-law No. 3)

6.1. Where required, the Board adheres to the Act as it relates to its composition.

6.2. In accordance with Section 9(1) of the Act, the Board shall be composed of a minimum of five members who are representative of the community served and meet the requirements of the Act.

6.3. In accordance with Section 10(4) of the Act, municipal council will appoint all Board members at the first meeting of council in each term.

6.4. In accordance with Section 10(2a) of the Act, 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.

6.5. A Board member may be re-appointed for one or more terms.

6.6. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.

6.7. In accordance with Section 13 of the Act, if any member of the Board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify council accordingly.

6.8. In accordance with Section 12 of the Act, when a vacancy arises in the membership of the Board, 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.

7. Officers of the Board (By-law No. 4)

7.1. In accordance with Section 14 & 15 of the Act, the Officers of the Board are the Chair, the Secretary, the Treasurer and the Chief Executive Officer (CEO).

7.2. In addition, the Board designates a vice-Chair as an officer.

7.3. In accordance with Section 14(3) of the Act, the Chair shall be elected at the first meeting in a new term. In addition the vice-Chair shall also be elected at the first meeting in a new term.

7.4. In accordance with Section 15 of the Act, the Board shall appoint the CEO, Secretary and Treasurer.

7.5. If any of the officers step down, retires or is dismissed during their term, the Board must immediately elect or appoint a new officer.

7.6. The term of office for the Chair of the Tay Township Public Library shall be for the term of the Board.

7.7. In accordance with Section 14(4) of the Act, the Board, in the absence of the Chair, may appoint an acting Chair.

7.8. The Chair leads the 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.

7.9. The Chair will:

- Preside at regular and special meetings of the Board,
- Set the agenda in consultation with the CEO, or their delegate, as required
- Ensure that business is dealt with expeditiously and help the Board work as a team
- Act as an authorized signing officer of all documents pertaining to Board business
- Share with the CEO the responsibility for conducting Board orientation
- 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,
- Not commit the Board to any course of action in the absence of the specific authority of the Board

7.10 The Vice-Chair will:

- The vice-Chair will be acting Chair for the duration of the absence of the Chair.
- Act as an authorized signing officer of all documents pertaining to Board business, in the absence of the Chair

7.11 In accordance with Section 15(3) of the Act, the Board shall appoint a Secretary to the Board who will:

- Conduct the Board's official correspondence
- Keep the minutes of every meeting of the Board.

In addition, the Secretary will:

- prepare the agenda prior to each Board meeting
- arrange for distribution of the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting
- have other powers and duties as assigned by the Board.

7.12 In accordance with Section 15(4) of the Act, the Board shall appoint a Treasurer who will:

- receive and account for all the Board's money

- open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board
- deposit all money received on the Board's behalf to the credit of that account or accounts
- disburse the money operating under the direction of the Board

In addition the Treasurer will:

- monitor the financial activities of the library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting principles.
- act as an authorized signing officer of all documents pertaining to the financial business of the Board
- have other powers and duties as assigned by the Board.

7.13 In accordance with Section 15(2) of the Act, the Board shall appoint a Chief Executive Officer (CEO) who will:

- call the first meeting of the new Board
- prepare orientation for the new Board members
- act as Secretary to the Board
- make recommendations to the Board as to all appointments, promotions, suspensions and dismissal from the staff
- represents the Board before Township Council during the presentation of the Board's budget
- interprets and communicates the Boards' decisions to the staff
- reports directly to the Board on the affairs of the library and makes recommendations considered necessary,
- act as an authorized signing officer of documents pertaining to the management and operation of the Library
- have management and supervision of the operation of the Tay Township Public Library and its staff
- attend Simcoe County library meetings and other meetings as required for the operation of the library
- have other powers and duties as assigned by the Board

8. Meetings of the Board (By-law No. 5)

8.1. In accordance with Section 16.1(2) of the Act, Board meetings will be open to the public unless the subject matter being considered

falls within the parameters of the Section 16.1(4) of the Act. Residents and community association representatives may attend and address the Board as a delegation at any regular Library Board meeting. Delegations must submit a written request to speak as a delegation a minimum of 10 days prior to the Board meeting including the complete name, address, telephone number and email address of the delegate; the topic / reason(s) for the delegation; and a written copy of the transcript the delegate will be speaking about. The delegation will be included on the Board agenda and the designated spokesperson may speak on the matter for a total of five minutes unless extended by Board motion. A maximum of two delegates will be approved to speak at a regular meeting. After the delegation is completed, the Board reserves the right to ask questions of the delegate for clarification purposes only and without debate. Board members will not discuss or debate the delegation topic and may request a staff report as a follow-up to the delegation to be presented at a future meeting. The decision to accept the delegation will be made by the Acting CEO in consultation with the Chair. Unscheduled delegations require a two-thirds vote of the Board members.

8.2. In accordance with Section 16(1) of the Act, the Board shall hold regular meetings once a month for at least 10 months each year and at such other times as it considers necessary.

8.3. In accordance with Section 14(1) of the Act, the first meeting shall be called by the Chief Executive Officer upon receipt of confirmation of appointments from the municipal clerk. This inaugural meeting shall be held soon after the appointments are made by municipal council. At this first meeting, the CEO oversees the elections of the officers beginning with the position of Chair.

8.4. In accordance with Section 16(2) of the Act, the Chair or any two members of a 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, which shall be the sole business transacted at the meeting.

8.5. Regular meetings are held monthly except for July. The incoming Board will set the date, time and location for meetings on an annual basis by a majority vote.

8.6. In accordance with Section 16.1(4) of the Act, a meeting or part of a 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.

8.7. In accordance with the Sections 16.1 (5) and (6) of the Act, 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.

8.8 Before holding a meeting or part of a meeting that is to be closed to the public, the 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

8.9. Board members may attend Board meetings remotely via teleconference or Internet video conferencing call.

a) Provided that the meetings may 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,

b) A member of the Board or a committee may attend, participate and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
   i. personal illness or disability; or
   ii. employment purposes or the business of the public good; or
   iii. a family or other emergency.
c) Members who wish to attend a meeting remotely must give notice two days before the commencement of the meeting to the Secretary so that the equipment can be made ready
d) Meeting minutes will reflect that a member is participating remotely
e) The vice-Chair Chairs the meeting, when the Chair of the Board has to attend the meeting remotely
f) Quorum applies to the members attending in person and remotely.

8.10. 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.

8.11 Quorum:
a) In accordance with Section 16(5) of the Act, the presence of a majority of the Board is necessary for the transaction of business at a meeting.
b) 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.
c) If notified by a majority of Board members of their anticipated absence from a meeting, the Secretary shall notify all members of the Board that the meeting is cancelled.

8.12 Attendance at meetings:
In accordance with Section 13 of the Act should a member be absent for three (3) consecutive meetings, the Board, shall:
a) consider the member disqualified from the Board and notify the appointing council that the seat is vacant, or

b) consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board member.

8.13 Agenda:

The order of business for all regular meetings of the Board is generally outlined below. In the event that the CEO, or their delegate, deems it necessary to amend the Order of Business for any given meeting Agenda, including the addition, deletion or amending of any heading title, the CEO, or their delegate, shall have the authority to make the appropriate changes to maintain procedural efficiency.

1. Call to Order
2. Confirmation of Agenda
3. Declaration of Pecuniary Interest
4. Minutes
5. Business Arising from the Minutes
6. Accounts
7. Branch Reports
8. Statistics
9. Items for Information
10. Other business
11. Closed Session
12. Adjournment

8.14 Call to Order:

Meetings shall be called to order by the Chair on the hour fixed for the meeting. In the absence of the Chair, the vice-Chair will preside over the meeting.

8.15 Voting:

a) 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 members in order to be carried.

b) In accordance to Section 6(6) of the Act, the Chair or acting Chair of the Board may vote with the other members of the Board upon all questions.

c) Any question on which there is an equality of votes shall be deemed to be negative.
d) Voting shall be by show of hands
e) The minutes shall state whether the motion was carried or defeated but not the vote count. A member's individual vote shall not be recorded in the minutes unless specifically requested by that member. Any member may ask for a recorded vote.

8.16 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 Chair.
c) Minutes (excluding in camera minutes) are public documents and shall be made available to the public.
d) Minutes of closed meetings are kept separately and held to be confidential.

8.17 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 meetings of the Board by calling the 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, resolutions and minutes of the Board
j) instruct the Board on the rules of order
k) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things
l) receive all messages and communications on behalf of, and announce them to, the Board
m) ensure that the decisions of the Board are in conformity with the laws and bylaws governing the activities of the Board

9. Orientation of New Board Members

9.1. The CEO, in consultation with the Chair, shall prepare an orientation for the new Board members

9.2. The CEO will make an appointment with each new member, before the first Board meeting, to provide an introduction to the Library, its facilities, staff and services.

10. Finances

10.1. The financial year for the Board shall be January to December 31st.

10.2. The Board shall authorise the municipal Treasurer to have the financial statement for the Board audited by a person appointed under the Municipal Act. The audited statements are to be submitted to the Council annually on or before the date specified by the Council.

10.3. The Board has the right to establish and maintain a reserve fund for any purpose for which it has authority to spend money.

10.4. All accounting of the Board's finances is to be handled be the Finance Department of the Township of Tay.

11. Personnel

11.1. The Board may appoint and remove such officers and servants as it considers necessary, determine the terms of employment, and fix their remuneration.

11.2. All other personnel matters shall be governed by the provisions of the library's personnel policy manual.

12. General

12.1. Records

A person may, during ordinary business hours, inspect any records, books, accounts and documents in the possession or control of the Board's Secretary except for information that:

- in the Board's Secretary opinion, is of an intimate financial or personal nature, or
- identifies an individual user of library services by name or makes him or her readily identifiable by other means, or
- conflicts with the terms and conditions of the Municipal Freedom of Information and Protection of Privacy Act.

13. Amendments

13.1. The Constitution and By-Laws:

- should be reviewed as necessary by the Board, and
- may be amended by approval of a motion provided that written notice is given at the previous meeting of the Board