

Title:	Procedural Bylaws
Type:	Board
Document #:	BD 001-14
Authority:	Board
Effective Date:	September 2020

1. Name and Address

The Municipality of Clarington Public Library Board
163 Church Street, Bowmanville, ON L1C 1T7

2. Authority

The Municipality of Clarington Public Library Board, hereinafter referred to as "The Board", is a corporation appointed under and acting in accordance with the Public Libraries Act, Revised Statutes of Ontario, 1990, Chapter P. 44 and by the provisions of Municipality of Clarington ByLaw 2003-188.

3. Officers of the Board

- 3.1 The Officers of the Board shall be the Chair, Vice-Chair and the Chief Executive Officer/Library Director as the Secretary-Treasurer. Each Officer shall serve for the term of the Board.
- 3.2 The Board shall appoint the Library Director as the Secretary-Treasurer and Chief Executive Officer of the Board to hold office until the Board rescinds the appointment or a new appointment is made. The duties and responsibilities of the Chief Executive Officer/Library Director are set out in [Appendix A](#), "Chief Executive Officer/Library Director Job Description".
- 3.3 The Chair shall:
- Preside at the meetings of the Board
 - Conduct Board meetings in accordance with the Public Libraries Act and other relevant legislation and within the rules of procedure adopted by the Board
 - In the event that a decision must be made without specific authority of the Board, inform the Board of the decision and the reason(s) necessitating it at the next regular Board meeting
 - Serve as an ex-officio member of all Board committees
 - Act as one of the authorized signing officers of all documents pertaining to Board business
 - Represent the Board at public or private meetings for the purpose of conducting, promoting or completing the business of the Board
 - Advise the Vice-Chair, if for any reason, the Chair is temporarily unable to perform these functions.
- 3.4 The Vice-Chair shall:
- In the absence of the Chair, be vested with all the powers and perform all the duties of the Chair
 - Be assigned by the Board other powers and duties from time to time.

- 3.5 The Secretary-Treasurer shall:
- a) Conduct the Board's official correspondence
 - b) Keep the Minutes of every meeting of the Board
 - c) Receive and account for all the Board's money
 - d) Open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board
 - e) Deposit all money received on the Board's behalf to the credit of that account or accounts
 - f) Disburse the money as the Board directs.

4. Responsibility of the Board

The Board shall have all of the powers granted to it by law and shall, in an open meeting and in accordance with the law:

- Provide a comprehensive and efficient public library service that reflects the community's unique needs
- Operate one or more libraries and ensure that they are conducted in accordance with the Public Libraries Act and its regulations, and other relevant legislation
- Make an annual report to the Minister and make any other reports required by the Act and the regulations or as requested by the Minister from time to time
- Appoint a Chief Executive Officer/Library Director who shall have general supervision over and direction of the operations of the public library and its staff, shall attend all board meetings and shall have other powers and duties that the Board assigns.

5. Signing Authority

Signing authority for cheques drawn on Board accounts shall consist of two of the following:

- Board Chair
- Board Vice-Chair
- Secretary-Treasurer (Chief Executive Officer/Library Director (or designate)
- Deputy Director
- Manager of Business Administration.

6. Conflict of Interest

A conflict of interest is a conflict between a Board member's personal interest and the interest of the Board and his or her responsibility as a member of the Board. The conflict might be actual or perceived. A conflict may exist whether or not there is a financial benefit to the Board member. It is the responsibility of each Board member to be aware of conflict of interest as detailed in the Municipal Conflict of Interest Act.

7. Vacancies

- 7.1 Members of the Board who must resign before the end of their term of appointment on the Board should so inform the Clerk of the Municipality of Clarington and the Secretary-Treasurer of the Board in writing specifying the effective date of their resignation.
- 7.2 In the event of a vacancy occurring on the Board, the Secretary-Treasurer, upon instructions from the Board in session, shall advise Council and request that a new member be appointed to fill the vacancy under the conditions contained in the Public Libraries Act.
- 7.3 In the event of a vacancy occurring during the term of Chair or Vice-Chair, the Board at its first regular meeting thereafter shall elect a new Chair or Vice-Chair to serve for the remainder of the Board's term.

- 7.4 Attendance of members at Board meetings shall be noted and recorded in the Minutes. A member applying for leave of absence as allowed for in Section 13(c) of the Public Libraries Act (see below) shall make such request directly to the Board and approval must be recorded in the Minutes. The Secretary-Treasurer shall advise the Chair of Board member attendance.

Public Libraries Act, Section 13 (c) - If a board member,

- 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 authorized by a board resolution;
- d) ceases to be qualified for membership under clause 10 (1) (c of the Act); or
- e) otherwise forfeits his or her seat,

the member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly. R.S.O. 1990, c. P.44, s. 13.

8. Elections

- 8.1 Election of a Chair and Vice Chair shall take place at the first meeting of the new term. The Chief Executive Officer/Library Director shall call the first meeting of the new term. Election of other officers shall take place at the same time.

- 8.2 At the time appointed for election of the Chair and Vice Chair, the Chief Executive Officer/Library Director shall take the chair and shall call for nominations. Nominations shall be made with no seconder required. A motion made and seconded shall close nominations. Voting shall be by a show of hands or by secret ballot if requested by any member of the Board. The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer/Library Director. Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

- 8.3 The new Chair shall take the chair immediately after elections have been completed.

9. Meetings

- 9.1 Regular meetings of the Board will be scheduled in order to meet the requirements of the Ontario Public Libraries Act and be held at such day or time or place as may be agreed upon by the Board.

- 9.2 A majority of members shall constitute a quorum at any meeting of the Board.

- 9.3 A Special Meeting of the Board may be called by the Chair upon giving reasonable notice, in writing, to all members of the Board. It shall be the duty of the Chair to convene a Special Meeting when requested to do so by any two members of the Board. The purpose of a Special Meeting shall be specific; no other business shall be transacted or considered unless a quorum is present and a majority agrees to such consideration.

- 9.4 Board meetings are open to the public. Members of the public may make written or verbal presentations to the Board. With the permission of the Chair, they may be heard or ask questions during Board debate.

10. Voting

- 10.1 Voting shall be by a show of hands, or if a member is participating electronically using Audio-only communications, shall verbally announce their vote by stating "in favour" or "opposed". Any member of the Board may request a recorded vote or secret ballot.

10.2 All members of the Board (including the Chair) shall vote on all questions unless they have declared a conflict of interest. Otherwise, an abstention shall be considered a negative vote.

10.3 Motions shall be carried by a simple majority of those present except as in Article 15.

11. Electronic Participation

11.1 "Electronic Participation" means that a Board and/or Committee Member may attend the Board and/or Committee meeting, off-site, by electronic means. The electronic means must enable the Member to hear and to be heard by the other meeting participants. Acceptable formats may include teleconference, videoconference or webinar, or other interactive communications. The Member shall have the same rights and responsibilities as if they were in physical attendance, including the right to vote, unless otherwise prohibited by law or in other sub-sections of this by-law.

11.2 "Present" means that a Member may attend a meeting either in person or by electronic participation.

11.3 A Board and/or Committee member is permitted to participate electronically in a meeting and may be counted in determining whether or not a quorum of members is present at any point in time.

11.4 For clarity, a member of the Board and/or Committee can participate electronically in a meeting that is closed to the public.

12. Rules of Debate

The rules of Robert's Rules of Order (latest edition) shall govern so far as applicable (unless otherwise stated in the Public Libraries Act).

13. Order of Business

13.1 An agenda shall be distributed to the Board prior to the time of Board meetings.

13.2 The order of business to be conducted at the regular meetings of the Board shall include, but not be limited to the following:

1. Declaration of pecuniary interest
2. Minutes of the previous meeting
3. Financial Statement and Accounts
4. Committee Reports
5. Correspondence
6. Chief Executive Officer/Library Director's Report
7. Other Business
8. Date(s) of Future Meeting(s)
9. Adjournment

13.3 The Board may at any time suspend or vary the order of business as outlined on the agenda by agreement of a majority of the members present.

14. Committees

14.1 Standing Committees

14.1.1 Finance Committee

The Board may, at its discretion, establish a Finance committee that will be responsible for an annual review of the library's audited financial statements and the draft annual budget, including recommendations to the Board. Should the Board choose to create a Finance Committee, the following protocol will be observed:

- the committee shall include the Board Chair, Vice-Chair, two other Board members appointed yearly, and ex-officio, the Chief Executive Officer/Library Director and Manager of Business Administration;
- it shall elect a chair the first meeting of the Committee each year;
- a quorum shall be a majority of the committee members;
- it shall meet, when required, at the call of the Committee chair and/or request a majority of the members of the committee.

14.2. **Ad Hoc Committees**

The Board may establish ad hoc committees as required from time to time to examine specific issues or concerns. These committees may have any number of members. The Board shall name a Chair for each ad hoc committee. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.

14.3 Committees report directly to the Board.

14.4 Committee meetings shall be closed except by invitation from the Chair.

14.5 The Secretary to the Board or his/her designate shall attend all committee meetings and shall be the secretary of all committees.

15. **Museum and Archives Advisory Committee**

15.1 The Board may, at its discretion, establish a Museum and Archives Advisory Committee (MAAC) in order to meet the Standards for Community Museums in Ontario, and comply with Regulation 877, Grants for Museums, under the Ontario Heritage Act. Should the Board choose to create a Museum and Archives Advisory Committee, the following protocol will be observed:

1. the Board will adopt Terms of Reference for the operation of the MAAC;
2. the Board authorizes the MAAC to approve policy pertinent to museum standards in order to ensure continued qualification for the provincial museum operating grant;
3. the CEO is deemed to be the ultimate operational authority with the Curator providing expertise pertinent to museum management;
4. the MAAC will maintain a formal record of committee meetings. The approved minutes will be forwarded to the Board on a regular basis.

15.2 The Board will appoint no less than three (3) and no more than five (5) voting members to the Committee, with a minimum of one elected official, one board member, and one public member. In accordance with the provisions of the Ontario Public Libraries Act, the maximum number of public members appointed to the MAAC will be limited to two.

15.3 Where vacancies for public members are required to be filled, the Board will establish an Ad Hoc Committee in accordance with provisions outlined in paragraph 14. **Committees** above.

16. **Closed Sessions**

16.1 A closed session of the Board shall be held when, in the opinion of the Chair or any Board member, it is expedient to consider all or part of an agenda in a closed session because the possible disclosure of "intimate financial, legal, property or personnel matters" would have undesirable consequences.

16.2 The decision must be confirmed by the Board or Board Committee in the form of a motion "THAT items be considered during a closed session". Such a motion shall be non-debatable and, if it is carried, the Chair shall designate a time for the session to be held. A closed session shall be ended by a motion that the regular session be resumed.

- 16.3 Any motion passed during a closed session shall be part of the final Minutes of the meeting with the sole exception that the Board's Secretary may designate the Minutes of closed sessions as confidential if Section 28(2) of the Public Libraries Act applies.
- 17. Amendments**
- 17.1 Amendments to these By-Laws may only be made at a regular meeting provided that Notice of Motion in writing shall have been given at the previous meeting.
- 17.2 Such amendments shall require a two-thirds majority vote of the Board.
- 18. Delegations**
- A person or organization wishing to appear as a delegation before the Board shall satisfy the provisions as set out below:
- Submit a written request, together with written copies of their submission to Board Secretary one week prior to the scheduled meeting of the Board. The request must stipulate the subject matter upon which the delegation wishes to speak.
 - The Board Secretary shall notify the representative of the delegation, at a time reasonably in advance, of the date, time and place for the presentation.
 - The delegation appearance and the subject of the delegation shall be included on the regular agenda and each delegation shall be limited to a maximum time of ten (10) minutes to make a presentation unless otherwise determined by leave of the Chair.
 - If the delegation is unable to meet the time requirements for notification but wish to address the Board, the one-week notice may be lifted at the discretion of the Chair.
 - Unscheduled delegations shall require a two-third majority vote of the Board members in attendance in order to proceed with the delegation immediately.
- 19. Effective Date**
- These Bylaws are deemed to come into effect on September 23, 2020 and all former Bylaws and Rules of Procedure are hereby repealed.
- 20. Revision Schedule**
- These Bylaws shall be reviewed on an annual basis.

Appendix A: Chief Executive Officer/Library Director/Job Description

Revised: December 16, 1998
Revised: October 25, 2000
Revised: October 24, 2001
Revised: November 29, 2006
Revised: November 2010
Revised: February 2015
Revised: November 2016
Revised: October 2017
Revised: May 2019
Revised: November 2019
Revised: January 2020
Revised: April 2020
Revised: September 2020

Chief Executive Officer/Library Director Job Description

Job Summary: The Chief Executive Officer/Library Director is also the Secretary-Treasurer of the Board and administers, plans and controls all aspects of library operations and services, in accordance with Board policy.

Classification: Non-affiliated Level

Reports To: The Municipality of Clarington Public Library Board

Qualifications:

- MLS degree from an accredited library school
- Minimum of five years administrative experience in public libraries
- Ability to supervise and direct staff
- Organizational ability
- Demonstrated initiative, good judgment and ability to work independently
- Ability to establish and maintain harmonious relations with the Board, staff and public

Job Duties and Responsibilities: *The specific points listed after the overall responsibility description in each section are intended to be illustrative and not necessarily all-inclusive.*

1. General Administration

The Chief Executive Officer/Library Director plans, organizes, directs, controls and evaluates Library operation along clear channels of responsibility and accountability by:

- assessing information needs of the community and developing plans and financial forecasts for library services to meet those needs
- recommending policy to the Board
- implementing the Board's decisions and developing procedures for the implementation of Board policy
- communicating Board policy to the staff and community
- providing regular reports to the Board and to the public and Municipal Council on the Board's behalf as requested
- providing annual statistical and financial reports to designated government departments
- carrying on the Board's and the Library's correspondence with the public, the Municipal Council, other libraries, other professional and service personnel as necessary
- ensuring that professional standards that relate to library services are fulfilled

2. Human Resources

The Chief Executive Officer/Library Director/ manages human resources and employee relations by:

- hiring, training and developing staff; carrying out performance appraisals and job evaluation; discipline and dismissal of staff at all levels
- establishing and maintaining personnel practices and recommending compensation and salary administration policies to the Board
- developing job descriptions
- directly supervising the administrative staff and being responsible for the supervision of all other staff
- acting as the Board's representative in all Union matters
- providing progressive leadership and setting work standards for Library staff

3. Financial

The Chief Executive Officer/Library Director administers and allocates financial resources in a responsible and cost-effective manner by:

- performing the duties of Treasurer to the Board in accordance with the provisions of the *Public Libraries Act*

- overseeing the recording of accounts and the preparation of the budget
- overseeing capital expenditures
- making application for and administering special grants
- providing the Board with financial reports and cost analyses as required
- providing information to the auditor as required

4. Networking

The Chief Executive Officer/Library Director implements various and increased means for cooperation with municipal departments and with other libraries on a local, area and provincial basis by:

- establishing and maintaining contact with other library systems, professional associations and government agencies
- representing the Library at area meetings
- participating in professional committees, workshops, seminars and conferences
- representing the Library at Municipality of Clarington Department Head and other meetings as is appropriate given the Board's policies and its separate legal status

5. Public Relations

The Chief Executive Officer/Library Director publicizes and promotes awareness and use of the Library's resources and services by:

- ensuring that citizens are made aware of the role and services of the Library
- establishing and maintaining contact with community organizations
- consulting with key officials and community organizers on specific issues as required
- providing information on the Library to the local media
- contributing to effective working relationships with the Municipality of Clarington administration and the Ontario Ministry responsible for public libraries in Ontario

6. Board Liaison

The Chief Executive Officer/Library Director maintains an effective liaison with the Board by:

- attending Board meetings and Board Committee meetings and performing the duties of Secretary in accordance with the provisions of the Public Libraries Act
- providing information and statistics to the Board, ensuring that the Board is well informed
- preparing and issuing notices, agendas, Minutes and correspondence
- ensuring the preparation and distribution of reports to the Board and others
- advising the Board of relevant changes in legislation and of new developments in library services
- advising the Board and recommending policies for the development of the Library system to ensure the goals and objectives of the Library and the needs of the Clarington community are met

7. Other

The Chief Executive Officer/Library Director performs other duties as required and directed by the Board.

Adopted by the Board September 1989

Revised October 2001

Revised November 2006

Revised November 2010

Revised February 2015

Revised November 2016

Revised October 2017

Revised May 2019