Stormont, Dundas and Glengarry
County Library Board



PROCEDURE
BYLAW

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1. Establishment of the Stormont, Dundas and Glengarry County Library Board

1.1 Legislative Authority

1.1.1 The Stormont, Dundas and Glengarry County Library Board is regulated by the *Public Libraries Act of the Province of Ontario, R.S.O. 1990, chapter P.44*, with subsequent revisions, hereinafter referred to as "*PLA*".

1.2 Title of the Library Board

1.2.1 The Library shall be under the control and management of a board, which is a corporation know as the "Stormont, Dundas and Glengarry County Library Board", hereinafter referred to as the "Board". *PLA 3 (3)*

1.3 History

1.3.1 The Board was established under Bylaw No. 3679 of the Corporation of the United Counties of Stormont Dundas and Glengarry on November 20, 1970. *PLA 3 (1)*

1.3.2 The Board is responsible for governance, financial oversight and policy development relating to the provision of public library services to residents in the United Counties of Stormont Dundas and Glengarry, and is governed by the provisions of the *PLA.*

2. Membership

2.1 Composition of the Board

2.1.1 The *PLA* requires that the Board be composed of at least five members appointed by the Council of the United Counties of Stormont, Dundas and Glengarry. *PLA 9 (3)*

2.1.2 The appointing Council shall not appoint more of its own members to the Board than a bare majority. In practice, Council appoints seven members, four of which are Council members and three are non-Council members, for a term of up to four years. *PLA 10 (2)*

2.2 Qualifications of Members

2.2.1 An individual is qualified to be appointed a Member of the Board who is a Member of County Council, or,
(a) is at least 18 years old;

(b) is a Canadian citizen or Canadian permanent resident;
(c) is a resident of the United Counties of Stormont, Dundas and Glengarry; and
(d) is not a County Library employee. *PLA 10 (1)*

2.3 Appointments of Members

2.3.1 Appointments shall be made at the first meeting of Council in each term, but if Council does not make the appointments then, it shall do so at any regular of special meeting held within sixty days after its first meeting. *PLA 10 (4)*

2.4 Term of Office

2.4.1 A member of the Board shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed, and may be re-appointed for one or more further terms. *PLA 10 (3)*

2.5 Vacancies

2.5.1 Where a vacancy arises in the membership of the Board, the appointing 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 45 days. *PLA 12*

2.6 Disqualification of Members

2.6.1 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 Board resolution;
(d) ceases to be qualified by residency; 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.
PLA 13

3. Officers, Elections and Appointments

3.1 Officers

3.1.1 The following shall be Officers of the Board;
(a) Chair (elected) *PLA 14 (3)*
(b) Vice-Chair (elected) *PLA 14 (4)*
(c) Secretary (appointed) *PLA 15 (3)*
(d) Treasurer (appointed) *PLA 15 (4)*

3.2 Elections

3.2.1 The Board shall elect one of its members as Chair at its inaugural meeting in a new term. *PLA 14 (3)*

3.2.2 If more than once candidate is nominated for the Chair position, there shall be a secret ballot until one candidate receives a majority vote. In this situation, the second-place candidate may be offered the position of Vice-Chair.

3.2.3 When the Chair is temporarily unable to carry out all or any of the designated duties, the Vice-Chair shall preside.

3.2.4 In the absence of the Chair and Vice-Chair, the Board may appoint one of its members as acting Chair for the meeting. *PLA 14*

3.2.5 In the event of the Chair position being declared vacant, the Board shall elect a new Chair. At each election for a Chair, the Director of Library Services shall preside. The Chair shall preside for elections and appointments of other officers.

3.3 Appointments

3.3.1 Appointments of Secretary and Treasurer shall be made at the inaugural meeting in a new term. The same person may be both the Secretary and the Treasurer, and the Director of Library Services may be the Secretary and may be the Treasurer. *PLA 15 (5)*

3.4 Special Committees

3.4.1 Special Committees may be appointed by the Board as needed, by resolution, and will cease to exist on the submission of their final report. These committees will follow all procedures as outlined in this Bylaw.

3.5 Terms of Reference of Officers

3.5.1 The Chair leads the Board, acts as an official representative of the Library, and ensures the proper functioning of the Board and the proper conduct of Board business. The Chair shall:

(a) preside at meetings of the Board;
(b) set the Agenda in consultation with the Director of Library Services;
(c) ensure that business is dealt with expeditiously and help the Board work as a team;
(d) vote on all questions submitted;
(e) have the same rights and be subject to the same restrictions to participation and debate as other members;
(f) authenticate, by signing all bylaws, resolutions and Minutes of the Board;
(g) coordinate the evaluation process of the Director of Library Services;
(h) share with the Director of Library Services the responsibility for conducting Board orientation;

(i) not commit the Board to any course of action in the absence of the specific authority of the Board; and
(j) be an ex-officio member of all committees.

3.5.2 The Vice-Chair performs the duties of the Chair, in the absence of the Chair.

3.5.3 The Secretary acts as record-keeper for the Board, prepares Agendas in consultation with the Chair, distributes Agendas, keeps Minutes of meetings, and conducts official correspondence. The Secretary shall ensure that at all times there is a Library staff member who is designated to act in his/her absence. *PLA 15 (3)*

3.5.4 The Treasurer monitors the financial activities of the Library, ensures that complete and accurate records are kept in accordance with generally accepted accounting practices, and provides the Board with reports of the financial position of the Library. The Treasurer shall receive, deposit and disburse money as the Board directs. *PLA 15 (4)*

3.6 Signing Officers

3.6.1 All accounting and banking functions of the Board are completed by the United Counties Treasury Department.

3.6.2 For other non-financial agreements and contracts entered into by the Board, the signing officers shall be the Director of Library Services and either the Chair or Vice-Chair.

4. Meetings

4.1 Parliamentary Source

4.1.1 When a matter relating to procedure arises in Board meetings, or in committees of the Board, that is not covered by this Bylaw, the matter shall be decided by reference to the following authority: Robert's Rules of Order.

4.1.2 In the event of a conflict between the provisions of this Bylaw and those contained in the authority stated above, the provisions of this Bylaw shall apply.

4.1.3 Procedure is a matter of interpretation by the Board Chair, Committee Chair, or other presiding member.

4.1.4 In the absence of a statutory obligation, any provision of this Bylaw may be temporarily altered or suspended by an affirmative vote of two-thirds of all members.

4.2 Inaugural Meeting

4.2.1 The first meeting of the Board in any new term shall be called by the Director of Library Services, fulfilling the duties and responsibilities of Chief Executive

Officer, upon the receipt of confirmation of appointments of members by County Council. *PLA 14 (1)*

4.3 Regular Meetings

4.3.1 The Board shall hold regular meetings for at least seven months each year and at such other times as it considers necessary. *PLA 16 (1)*

4.3.2 The Board may from time to time establish a day of the month, and a time of the day, for regular meetings. The day and time of a regular meeting may be changed by the Chair, if lack of quorum or unforeseen circumstances prevents the Board from meeting as scheduled.

4.4 Special Meetings

4.4.1 The Chair or any two members of the 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. *PLA 16 (2)*

5. Open and Closed Meetings

5.1 All meetings of the Board shall be open to the public, except as provided in the subsections below. Any gathering, formal or informal, at which a majority of Board members are present, should be considered a meeting for the purposes of this section. *PLA 16.1 (2)*

5.2 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; or
(g) a matter in respect of which the Board or a committee of the Board may hold a closed meeting under another Act. *PLA 16.1 (4)*

5.3 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, if the Board is the head of the institution for the purposes of that Act. *PLA 16.1 (5)*

5.4 A meeting of the Board may be closed to the public if the following conditions are both satisfied:

(a) the meeting is held for the purpose of educating or training members; and

(b) at the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board or one of its committees. *Municipal Act, 239 (3.1)*

5.5 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; and
(c) in the case of a meeting held under section 5.4 of this Bylaw, that the meeting is held under section 239 (3.1) of the Municipal Act. *PLA 16.1 (6)*

6. Procedure for Meetings

6.1 Meeting Notice and Agendas

6.1.1 The Director of Library Services, in consultation with the Chair, shall give notice of each meeting to the members. The Chair and the Director of Library Services shall prepare the Agenda. Any member wishing to place an item on the Agenda should do so by making a request to the Chair or Director of Library Services at least one week prior to the meeting.

6.1.2 The Director of Library Services shall circulate the Agenda to all Library Board members, including all associated reports and notice of Closed Session, for each meeting, at least five (5) calendar days prior to the meeting.

6.1.3 The Agenda, as described above, shall be posted to the Library's website, at least two (2) calendar days prior to the meeting.

6.1.4 Lack of receipt of the notice of a meeting shall not affect the validity of holding the meeting or any action taken thereafter, so long as a quorum is obtained.

6.2 Quorum

6.2.1 The presence of a majority of the Board is necessary for the transaction of business at a meeting. *PLA 16 (5)*

6.2.2 If a quorum is not present fifteen (15) minutes after the time appointed for the meeting, the Board shall remain adjourned until the next meeting, or until a new meeting date has been set by the Board Chair.

6.2.3 If at any time during the meeting the quorum is lost, the meeting shall be deemed adjourned. The Secretary shall record the fact that the quorum was lost, and the time of day.

6.2.4 In matters where declarations of pecuniary conflict of interest disqualify Board members to the extent that the number of remaining members is less than a quorum, the remaining members, if the number is not less than two (2), may deal with the matter.

Municipal Conflict of Interest Act, R.S.O. 1990, chap.M50, sec. 7 (1)

6.3 Attendance

6.3.1 The Secretary shall record the attendance of members, and if absent, the reason (if known). Members unable to attend a meeting should notify the Secretary or Chair at least one day prior to the meeting.

6.4 Order of Business

6.4.1 At all regular meetings of the Board, the order of business shall be as follows:

- Call to order
- Approval of the Agenda
- Disclosure of pecuniary conflicts of interest
- Adoption of Minutes
- Delegations and presentations
- Consent Items – reports and financial statement(s)
- Action Items – motions and decisions
- Discussion Items
- In camera – as needed
- Adjournment and Date of next meeting

6.4.2 The Board may suspend or vary the order of business outlined, upon recommendation of the Chair.

6.5 Pecuniary Conflicts of Interest

6.5.1 Where a member, either on his or her own behalf, or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter, the member:

- shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- shall not take part in the discussion of, or vote on any question in respect of the matter;
- shall not attempt in any way before, during or after the meeting to influence the voting on any such questions; and,
- if absent from a meeting, shall disclose any conflict at the next meeting attended

Municipal Conflict of Interest Act, R.S.O.1990, chap.M.50, sec.5

6.5.2 All declarations of interest shall be recorded by the Secretary in the Minutes.
Municipal Conflict of Interest Act, R.S.O.1990, chap.M.50, sec.5

6.6 Delegations

6.6.1 Any person wishing to appear before the Board shall advise the Director of Library Services one week before the meeting. The request to appear shall be in writing and shall state the nature of the matter to be presented and the name of the spokesperson. The request shall be vetted by the Board Chair prior to being brought to the Board. The Board may, by majority vote, allow

the person to address it. No delegation may speak on the matter for more than ten minutes, exclusive of the time required to answer questions posed by the Board. The Board may suspend or vary these rules by majority vote.

6.7 Role of the Chair in a Meeting

6.7.1 The Chair shall
- open meetings of the Board by calling the members to order;
- announce the business before the Board in the order in which it is to be acted upon;
- receive and submit all motions presented;
- ensure that each member is able to speak on a motion;
- put to vote all motions which are properly moved and seconded, and announce the results;
- decline to put to vote motions which infringe the rules of procedure;
- restrain the members, when engaged in debate, within the rules of order;
- enforce the observance of order and decorum; and
- exclude any person from a meeting for improper conduct.

6.8 Rules of Debate

6.8.1 Motions shall be made in writing, and shall not be discussed without the signature of a mover and seconder.

6.8.2 Previous to speaking on any question or motion, a member shall address the Chair.

6.8.3 When two of the members address the Chair at the same time, the Chair shall name the member who is to speak.

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

6.8.5 When a question is under debate, the only motions in order shall be:
(a) to adjourn
(b) to put the question to a vote
(c) to defer
(d) to refer
(e) to amend
which shall have precedence in the order above named, and (a) and (c) shall be decided without debate.

6.8.6 A motion containing distinct proposals may be divided, with the consent of the Board.

6.8.7 A motion may be withdrawn with the consent of the Board, before decision or amendment.

6.9 Voting

6.9.1 The Chair may vote upon all questions, and any question on which there is an equality of votes shall be deemed to be negative. *PLA 16 (6)*

6.9.2 Where a member fails or refuses to vote on a motion, such member shall be deemed to be voting in the negative. *Municipal Act, 2001, c.25, s.246 (2)*

6.9.3 Votes are normally taken by a show of hands; however, any member may request a recorded vote immediately before or after the taking of the vote. Each member present shall announce his or her vote openly, and the Secretary shall record each vote. *Municipal Act, 2001, c.25, s.246 (1)*

6.9.4 After each vote, the Chair shall mark the motion carried or defeated, and initial same.

6.10 Minutes

6.10.1 All resolutions, decisions or other proceedings at a meeting, whether closed to the public or not, shall be recorded without note or comment. *Municipal Act, 2001, c.25, s.239 (7)*

6.10.2 Minutes of each regular and special meeting of the Board shall be recorded by the Secretary, and approved at the next regular meeting. Once approved the Minutes shall be signed by the Chair or acting chair, and the Secretary.

6.10.3 Approved Minutes shall be posted on the Library's website as soon as possible after each meeting. If Minutes are not yet approved, they should be stamped "Draft" until they are approved.

7. **Repeal**

7.1 Any of the clauses of this Bylaw may be repealed, altered, amended or added to, with the consent of two-thirds of the members present at a regular meeting of the Board, provided that notice has been given at a previous regular meeting.