

WELLAND PUBLIC LIBRARY BOARD

BY-LAW NUMBER 1

Passed the 15th day of January, 1996.

Revised the 18th day of September, 2002; 20th day of November, 2006, March 21, 2011, December 10, 2018, May 13, 2019

PREAMBLE

The Welland Public Library Board, hereinafter called the “Board”, is established under the Public Libraries Act, R.S.O., 1990, Chapter P.44, as amended.

The Board is responsible for the provision of direct library services to the citizens of the City of Welland in accordance with the Public Libraries Act, R.S.O., 1990.

ARTICLE 1

- 1.1 The legal name of the Board is the Welland Public Library Board. The official address of the Board is 50 The Boardwalk, Welland, Ontario, L3B 6J1.

ARTICLE 2

- 2.1 The Board shall have a Corporate seal, an impression of which is imprinted in Appendix A hereof. This seal shall be affixed under the direction of the Board to all deeds, contracts, documents or instruments requiring the seal, the impression shall be attested by the signatures of the Chair of the Board and the Chief Executive Officer (CEO), or by such other members of the Board and/or such officers of the Board as the Board shall direct.
- 2.2 The following rules and procedures of the Board shall be observed for the order and dispatch of the business of the Board and shall regulate the function and duties of its members and officers. Where there is any conflict with the Public Libraries Act, R.S.O., 1990, the Act shall take precedence.

ARTICLE 3

MEMBERSHIP

- 3.1 The Board shall consist of nine members appointed by the Council of the City of Welland in accordance with the City of Welland By-law 2003-186.
- 3.2 A member of the Board shall hold office until the 30th day of November of the final year for which the member is appointed, but every member (with the exception of the Council Appointee) shall continue to hold office until the member’s successor is appointed.
- 3.3 When a vacancy arises in the membership of the Board, the CEO

shall, upon instruction of the Board in session, advise the appointing council that a new member should be appointed to fill the vacancy pursuant to the terms of the Public Libraries Act, R.S.O., 1990.

- 3.4 Attendance of members at meetings shall be recorded. A member applying for leave of absence shall make such request directly to the Board, which leave may be granted only by resolution of the Board.

ARTICLE 4

ELECTIONS & APPOINTMENTS

- 4.1 The inaugural meeting of the new Board shall be held in the Board Room on commencement of the term of the Board, as called by the CEO in accordance with the Public Libraries Act, R.S.O., 1990.
- 4.2 The term of office for the Chair and Vice-Chair will be one year: all other officers will be elected for the term of the Library Board. The Chair and Vice-Chair shall be elected annually at the first regularly scheduled Library Board meeting each year.
- 4.3 The order of business at the inaugural meeting shall be:
1. Call to order & communications re: appointments.
 2. Election of Chair
 3. Election of Vice-Chair
 4. Appointment of Secretary-Treasurer
 5. Appointment to SOLS Trustee Council
 6. Date & time of regular meetings

To be followed by the regular meeting.

- 4.4 At the time appointed, the CEO shall act as Chair for the election of a Chair and shall call for nominations. Nominations shall be made with no seconder required. The Chair shall be elected by secret ballot. The member receiving a clear majority of the votes cast shall be declared elected by the CEO but the count shall not be disclosed. Should no member receive a clear majority, the CEO shall so declare and balloting shall proceed with the member's name receiving the smallest number of votes being dropped.
- 4.5 Following election, the Chair shall assume the Chair and call for nominations for Vice-Chair. If the Chair is not present, the CEO shall call for nominations for Vice-Chair and the election for Vice-Chair shall be conducted in the same manner as that for the Chair.
- 4.6 Appointments under 4.4, 4.5 and 4.7 may be dealt with on the basis of a slate of nominations which if approved the officers are duly elected.
- 4.7 The Board shall then appoint a Secretary-Treasurer which may be filled by the

CEO.

- 4.8 The Board shall make an appointment to the Southern Ontario Library Service Trustee Council and to any other body on which it is entitled to have representation.
- 4.9 The annual meeting of the Board shall be held in the Board Room in January of each year except in January of the commencement of a new term (see 4.1).
- 4.10 The order of business at the annual meeting shall be:
1. Call to Order
 2. Date & time of regular meetings
- 4.11 Election of the officers mentioned in 4.4, 4.5 and 4.7 shall be by open nomination, and the vote may be by secret ballot.
- 4.12 The Chair shall preside at all meetings of the Board and the Chair shall be ex-officio members of all committees and shall be notified of all committee meetings. In the event of a tie vote, the Chair shall cast the deciding vote. An equality of votes shall be deemed negative.
- 4.13 The Vice-Chair shall, in the absence of the Chair, perform all the Chair's duties. If both the Chair and the Vice-chair are absent from a Board meeting or are not present within 15 minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside for election of an Acting Chair.

ARTICLE 5

CONDUCT OF BUSINESS

- 5.1 The regular meeting shall be held in accordance with the Public Libraries Act, R.S.O., 1990, the third Monday of each month except July and August, at such time or place as agreed upon by a resolution of the Board.
- 5.2 A Special meeting of the Board may be summoned at any time by order of the Chair and it is the Chair's duty to convene a special meeting when requested in writing to do so by two members of the Board.
- 5.3 Attendance through the use of technology (eg: skype, teleconference) may be occasionally permitted provided that the identity of the Board Member can be verified by those in Board members in attendance.
- 5.4 Written notice of all regular Board meetings together with the proposed agenda and the minutes of the immediately preceding regular meeting and subsequent special meetings, shall be delivered to each member at least one working day in advance of such meetings.

- 5.5 Written notice of all special meetings shall be delivered, when possible, at least one working day prior to the meeting and such notice shall state the specific purpose of the meeting.
- 5.6 Request for deputation presentation to the Board must be received by the CEO in writing 48 hours prior to the commencement of the Board meeting.
- 5.7 In accordance with the Public Libraries Act, R.S.O., 1990, meetings will be open to the public except when items of a “financial and personal” nature are discussed. Such items will be discussed in the absence of the public in the Committee of the Whole.

ARTICLE 6

QUORUM

- 6.1 A majority of members of the Board shall constitute a quorum at any meeting of the Board. If a quorum is not present within ten minutes after the time for which the meeting is called, the Secretary-Treasurer shall record the names of such members as are present. The meeting is conducted in the absence of a quorum but all discussions must be ratified by the Board at its next regular meeting or ratified by a telephone poll of all missing Board members needed to obtain the necessary quorum.
- 6.2 Board members attending the meeting virtually are considered present and contribute towards numbers required to achieve quorum.
- 6.3 The Secretary-Treasurer shall be notified by any Board members in the event of any anticipated absence from a meeting, and if the Secretary-Treasurer is so notified by a majority of the members of the Board then the Secretary-Treasurer shall notify all members of the Board that the meeting is canceled. The Secretary-Treasurer shall attempt to re-schedule another meeting date.

ARTICLE 7

CONFLICT OF INTEREST

- 7.1 That subject to the Municipal Conflict of Interest Act, 1990, as amended, if a member has any pecuniary interest, direct or indirect, in any contract or proposed contract with the Library Board, he or she shall, as soon as practicable after the commencement of the meeting, disclose his or her interest and shall not take part in the discussion or vote on any question with respect to the matter, and such disclosure of interest shall be duly noted in the minutes. If the meeting is not open to the public, the trustee shall disclose his/her interest and immediately leave the meeting or the part of the meeting during which the matter is under consideration.

ARTICLE 8

COMMITTEES

- 8.1 The Board may, if deemed expedient, resolve itself into a Committee of the Whole for particular confidential reasons.
- 8.2 The Board shall determine the terms of reference for each committee and the approved terms shall be appended hereto. Terms of reference may be amended on the recommendation of the Committee and with the approval of the Board.
- 8.3 All rules of the Board shall be observed in Committee of the Whole or Committee of the Whole in camera so far as applicable except that no motion shall require to be seconded.
- 8.4 Special or standing committees may be appointed at the discretion of the Board.
- 8.5 All committees shall report their findings and recommendations at the next regular meeting of the Board, a special meeting of the Board or a meeting of the Committee of the Whole.

ARTICLE 9

OFFICERS

- 9.1 The CEO shall be appointed by the Board and as such the CEO, or delegate, shall attend all meetings of the Board and its committees. The CEO shall be responsible for the overall operation of the library system under the management of the Board. The CEO shall report regularly to the Board, and perform such other duties as may, from time to time, be prescribed by the Board.
- 9.2 The CEO, or designate, shall be responsible for: keeping a permanent record of the meetings of the Board and its committees, notifying the members of all meetings, conducting necessary correspondence on behalf of the Board, and performing such other duties as the Board and/or CEO may require.

ARTICLE 10

BY-LAW

- 10.1 Amendments to this by-law may only be made by a two-thirds majority vote of all trustees, provided that notice of motion shall have been given at the previous meeting.
- 10.2 All points of procedure not covered in this by-law shall be decided in accordance with Canadian parliamentary procedure. (Authority: Bourinot, J. G. Rules of Order).

ARTICLE 11

EFFECTIVE DATE

When this revised by-law is deemed to come in effect on May 13, 2019, all former rules amended by it are hereby repealed.

APPENDIX A

CORPORATE SEAL

(sample)

WELLAND PUBLIC LIBRARY BOARD

BY-LAW NUMBER 2

Passed the 17th day of March, 1997.

Revised the 18th day of January, 1999; the 10th day of December 2018; the 13^h day of May, 2019

ARTICLE 1

FINANCIAL YEAR

- 1.1 The financial year of the Welland Public Library Board shall terminate on the 31st day of December in each year.

ARTICLE 2

SIGNING AUTHORITIES

- 2.1 Three signing officers for the Welland Public Library Board shall be designated by the Board at the beginning of each new term of office.
- 2.2 The designated signing officers shall represent the following positions of the Board: Chairperson, Vice-Chairperson, Chief Executive Officer/Secretary-Treasurer.
- 2.3 All cheques for the payment of money in the name of the Welland Public Library Board shall be signed by any *two* signing officers.
- 2.4 All written contracts with the Library Board shall be signed by the Chief Executive Officer (CEO).

ARTICLE 3

BANK ACCOUNTS

- 3.1 Bank accounts required for the business of the Board shall be opened in the Board's name by the Treasurer in branches of chartered banks, trust companies, or credit unions as the Board may from time to time determine by resolution.

ARTICLE 4

PAYMENT OF INVOICES

- 4.1 The CEO/Treasurer of the Board shall make payment when due on all invoices associated with the day to day operations of the Library as approved through the Board's current operating budget.

4.2 Any capital purchases (furniture and equipment) exceeding \$1000 must receive prior approval by the Library Board.

4.3

A monthly financial report will be reviewed and approved by the Board.

ARTICLE 5

REIMBURSEMENT OF EXPENSES

5.1 The Welland Public Library Board shall, upon submission of receipts, reimburse its members for proper traveling and other expenses incurred in carrying out their assigned duties as members of the Board.

ARTICLE 6

AUDIT

6.1 The accounts of the Welland Public Library Board shall be audited by auditors appointed by the Municipality at the conclusion of each financial year, and at such other time as the Board shall direct.

6.2 The Secretary-Treasurer of the Board shall receive copies of the Library's audited financial statement from the auditor and distribute a copy to each Board member and the CEO, and file two copies with the Library's official records.

ARTICLE 7

BY-LAW

7.1 Amendments to this by-law may only be made by a two-thirds majority vote of all trustees, provided that notice of motion shall have been given at the previous meeting.

7.2 All points of procedure not covered in this by-law shall be decided in accordance with Canadian parliamentary procedure. (Authority: Bourinot, J. G. Rules of Order)

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