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1. **NAME AND ADDRESS**

Welland Public Library Board
50 The Boardwalk
Welland, ON L3B 6J1.

2. **AUTHORITY**

The Welland Public Library Board is a corporation appointed under and acting in accordance with the Public Libraries Act, Revised Statutes of Ontario, 1990 Chapter P.44.

The City of Welland By-Law #2003-186 establishes the Welland Public Library Board (hereafter called the “Board”)

The Board is a registered charity with the Canada Revenue Agency, # 10819-5645-RR-0001

3. **SEAL AND SYMBOL**

The Board shall have a corporate seal, an impression of which is imprinted at the end of this document. 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, or by such other members of the Board and/or such officers of the Board as the Board shall direct.

The corporate seal shall be kept in the custody of the Chief Executive Officer of the Board.

4. **COMPOSITION OF THE BOARD**

The Board shall consist of nine members appointed by the City of Welland Council.

Citizen appointments must meet the qualifications set out in the Act. A qualified citizen is one who:

- a) Is at least eighteen years old
- b) Is a Canadian citizen
- c) Is a resident of the municipality of Welland
- d) Is not employed by the Board or by the City of Welland

A Board member 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.

An appointed member will be disqualified and his or her seat will become vacant, in accordance with the Act, if the member:

- a) Is convicted of an indictable offence

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- 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
- e) Otherwise forfeits his or her seat

When a vacancy arises in the membership of the Board, the Chief Executive Officer as Secretary-Treasurer of the Library Board 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.

5. OFFICERS OF THE BOARD

The Officers of the Board will be the elected Chair and Vice-Chair and the Secretary-Treasurer who is the Chief Executive Officer.

The Chair and Vice-Chair shall be elected annually at the first regularly scheduled Library Board meeting each year. Each officer will serve a one (1) year term or until the next organizational meeting of the Board.

5.1. The Chair shall:

- Preside at meetings of the Board;
- Conduct Board meetings in accordance with the Act and other relevant legislation, 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;
- 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.

5.2. 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.

5.3. The Secretary-Treasurer shall:

- Conduct the Board's official correspondence;
- Keep minutes of every meeting of the Board;
- 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(s);

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- Distribute money as the Board directs.

5.4. Other Appointments

The Board shall make an appointment annually to the Federation of Ontario Public Libraries, the Southern Ontario Library Service Trustee Council, and to any other body on which the Board is entitled to have representation.

6. **BOARD SPOKESPERSON**

The Chair is the spokesperson for the Board. Individual members will not act or communicate on behalf of the Board, unless delegated by the Chair or approved by the Board to do so.

7. **COMMITTEES**

Board committees of one or more members may be appointed by the Board for ad hoc or special purposes. These committees may be temporary (ad hoc) committees to examine specific issues or concerns or standing committees. Board committees shall have power only to advise the full Board, unless specifically authorized to act on behalf of the Board. Committees will provide advice in the form of a report to the Board for its consideration. The Board Chair is an ex-officio voting member of all committees.

8. **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 may 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 R.S.O. 1990, Chapter M.50.

Each meeting agenda will provide an opportunity for members to disclose direct or indirect pecuniary interest in a matter as well as the general nature of that interest. Once a disclosure is made, the member will not participate in discussion or voting on the applicable matter. If the meeting is not open to the public, the member will immediately leave the meeting or the part of the meeting during which the matter is under consideration.

All declarations of interest shall be recorded by the Secretary in the Minutes of that meeting, and, if the meeting is not open to the public, in the Minutes of the next meeting that is open to the public.

9. **BOARD MEETINGS**

The inaugural meeting of the newly appointed Board shall be called by the Chief Executive Officer. The order of business at the inaugural meeting shall be:

1. Call to order & communications re: appointments

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2. Election of Chair
3. Election of Vice-Chair
4. Appointment of Secretary-Treasurer
5. Appointments to bodies on the which the Board is entitled to have representation
6. Date and time of regular meetings

Currently meetings are held on the third Monday of each month, except for July and August, and at other times as considered necessary. However, an incoming Board shall decide the normal date, time and location for meetings subject to change by a majority vote.

9.1. Notification

Written notice of all regular Board meetings in the form of a written agenda accompanied by its supporting documents, including the date, time, and location of the meeting will be delivered to the members' designated address at least three (3) days prior to an upcoming meeting or delivered in electronic format if requested by a member. Any member wishing to place an item on the agenda may make a request to do so through the Chair or Secretary, no later than seven (7) days prior to the meeting. Such requests will then be considered at the Chair's discretion. Minutes of the previous regular Meeting and any Special Meetings will be provided to the members with the agenda.

9.2. Attendance

Members are expected to attend all meetings of the Board. Any member who must be absent from a Meeting will advise the Secretary in advance. A member applying for leave of absence shall make such request in writing to the Board, which leave may be granted only by resolution of the Board.

9.3. Quorum

A quorum for the transaction of business at any Meeting will be a simple majority of the Board. If a quorum is not present within ten (10) minutes after the time fixed for a Meeting, the Secretary will record the names of the members present. In the absence of a quorum, the Meeting may continue; however, no motions may be made or carried.

9.4. Open and Closed Meetings

All meetings shall be open to the public in keeping with the Public Libraries Act. A meeting or part of a meeting may be closed to the public in keeping with Section 16 of the Public Libraries Act.

An approved motion is required to move into a closed session. Such a motion is not debatable. The following subjects may be discussed at properly constituted closed sessions.

- a) The security of the Board's property.
- 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 any Court or Administrative Tribunal, affecting the Board.

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- 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 board committee may hold a closed meeting under another Act.
- h) A request from the Municipal Freedom of Information and Protection of Privacy Act.

The CEO shall be present at all in-camera sessions, except when the CEO's performance appraisal is being discussed. Managers, at the discretion of the Board, may attend in-camera sessions.

9.5. Order of Business

The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown as far as circumstances will permit.

- a) Approval of Changes, Additions or Deletions to the Agenda
- b) Declarations of Conflict of Interest
- c) Delegations
- d) Minutes
- e) Matters Arising from Minutes
 - i. Incidental questions or clarification from members
 - ii. Formal business arising is addressed under reports or items for consideration
- f) Correspondence
- g) Reports
 - i. Operational/status reports from staff or committees
 - ii. Reports from staff or committees for the Board's consideration and determination as to any action
- h) General Information
 - Information or questions from members, felt to be in the interest of all members, raised for the purpose of clarification or understanding. Such items are not regarded as the business of the meeting.
- i) Announcements
 - Informal and general announcements from members, not recorded as business in the Minutes.
- j) Closed Meeting
- k) Adjournment

9.6. Standard Procedures

- a) The Chair or Acting Chair of the Board may vote with the other members of the Board upon all questions. Any questions on which there is an equality of votes shall be deemed to be negative. Abstentions are dealt with as abstentions and not as negative votes.
- b) Voting will be by a show of hands, unless otherwise indicated. Upon the request of a member who is present when a question is stated, a recorded vote will be taken.

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- c) The Chair of the Board may arrange for e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and a quorum as defined in this bylaw will be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

9.7. Rules of Order

The accepted authority for guidance on procedural matters not otherwise addressed in this by-law will be the most recent edition of Bourinot's Rules of Order.

10. Delegations

Any person or organization wishing to appear before the Board shall submit a written request to the Secretary/CEO 48 hours prior to the scheduled meeting. The request must stipulate the subject matter upon which the delegation wishes to speak.

The delegation appearance and the subject of the delegation will 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.

Unscheduled delegations will require a 2/3 majority vote of Board members in attendance in order to proceed with the delegation immediately.

11. Special Meetings

A Special meeting of the Board may be summoned at any time by order of the Chair, or when requested in writing to do so by two members of the Board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called.

Special Emergency Meetings may be called with twenty-four hours notice.

12. Reimbursement of Expenses

Board members will be reimbursed at cost for any expenses incurred on Board approved business. Receipts for all expenses must be submitted.

13. Financial Year

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

14. Signing Authority

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Signing authority for the Welland Public Library Board is the Chair, Vice-Chair, Chief Executive Officer/Secretary-Treasurer, or Acting C.E.O. in the absence of the Chief Executive Officer/Secretary-Treasurer.

All cheques for payment of money in the name of the Welland Public Library Board shall be signed by any two signing officers.

All written contracts with the Board shall be signed by the Chief Executive Officer or the Acting C.E.O. in the absence of the Chief Executive Officer.

15. Bank Accounts

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.

16. Payment of Invoices

The Chief Executive Officer/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.

17. Audit

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 other times as the Board shall direct.

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 one copy with the Library's official records.

18. By-Law Review and Amendments

This bylaw will be reviewed within the first six (6) months of each term of the Library Board.

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.

In the event of a conflict between this By-Law and the provision of either the Public Libraries Act or other legislation, the provisions of the Act or other legislation will prevail, to the extent of any conflict.

When this revised by-law is deemed to come into effect on March 21, 2011, all former rules amended by it are hereby repealed.

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CORPORATE SEAL