

# Bylaws of the Hanover Public Library Board

Revised 2022 (May 26 2022)



## Table of Contents

Page

Part 1 (1.1-1.4) Statement of authority, powers and duties.....	2
Part 2 (2.1-2.35) Composition of board and terms of reference for officers .....	3
Division 1 (2.1) Purpose of Part.....	3
Division 2 (2.2 - 2.9) Composition .....	3
Division 3 (2.10-2.15) Officers .....	3
Division 4 (2.16-2.19) Chair .....	4
Division 5 (2.20-2.22) Vice-chair .....	4
Division 6 (2.23-2.27) Secretary .....	5
Division 7 (2.28-2.32) Treasurer .....	5
Division 8 (2.33-2.35) CEO .....	6
Part 3 (3.1-3.18) Meetings.....	6
Division 1 (3.1) Purpose of Part.....	6
Division 2 (3.2 - 3.9) Types of meetings.....	6
Division 3 (3.11-3.13) Attendance, and remote attendance, at meetings.....	8
Division 4 (3.14-3.19) Order of proceedings .....	9
Division 5 (3.20) Chairing meetings .....	11
Part 4 (4.1-4.7) Amendment of bylaws .....	11
Part 5 (5) Repeal of former bylaws.....	12

Signature of Board Chair: \_\_\_\_\_

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## ***Part 1 (1.1-1.4) Statement of authority, powers and duties***

- 1.1 The Hanover Public Library Board (*the board*) bears legal responsibility for the Hanover Public Library (*the library*) by ensuring that it operates pursuant to the *Public Libraries Act*, R.S.O. 1990, c. P.44 (*the Act*). The purpose of this Part is to define the legal authority of the board.
- 1.2 Pursuant to section 3 (1) of the Act, the council of the Municipal Corporation of the Town of Hanover (*the council*) established the library by the adoption of Municipal By-law No 71 in April 1906.
- 1.3 Pursuant to section 3 (3) of the Act, the library shall be under the management and control of the board which is a corporation. The board was incorporated in November 1895.
- 1.4 The powers and duties of the board are prescribed in the Act, to which this bylaw adheres. The role of the board is to govern the affairs of the library, and pursuant to section 20 of the Act, the board:
  - (a) shall seek to provide, in co-operation with other boards, a comprehensive and efficient public library service that reflects the community's unique needs; and
  - (b) shall provide library services in the French language, where appropriate; and
  - (c) shall operate one or more libraries and ensure that they are conducted in accordance with the Act and the regulations under the Act; and
  - (d) may operate special services in connection with a library as it considers necessary; and
  - (e) shall fix the times and places for board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept; and
  - (f) shall make an annual report to the Minister and make any other reports required by the Act and the regulations under the Act or requested by the Minister from time to time; and
  - (g) shall make provision for insuring the board's real and personal property; and
  - (h) shall take proper security for the treasurer; and
  - (i) may appoint such committees as it considers expedient.

## **Part 2 (2.1-2.35) Composition of board and terms of reference for officers**

### **Division 1 (2.1) Purpose of Part**

- 2.1 Where required, the board adheres to the Act as it relates to the composition of the board and the election and appointment of officers. The purpose of this Part is twofold: to guide the council's appointment process for board members (*members*) and to guide the board's appointment of its officers. In addition, this Part outlines the responsibilities of each of these officers.

### **Division 2 (2.2 - 2.9) Composition**

- 2.2 Pursuant to section 9 (1) of the Act, a board shall be composed of at least 5 members appointed by the council. The board recommends that there be no more than 7 members.
- 2.3 Pursuant to section 10 (2) (a) of the Act, the 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.
- 2.4 Pursuant to section 10 (3) of the Act, a member shall hold office for a term concurrent with the term of the council, or until a successor is appointed, and may be re-appointed for one or more terms.
- 2.5 Pursuant to section 10 (4) of the Act, the council will appoint all members at the first regular meeting of council in each term.
- 2.6 At the discretion of the council, the board may make recommendations to the council for appointments to the board based on a selection process.
- 2.7 A member seeking re-appointment shall follow the same process of application for consideration as for new candidates to the board.
- 2.8 Pursuant to section 12 of the Act, when a vacancy arises in the membership of the board, the 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 45 days.
- 2.9 Pursuant to section 13 of the Act, if any member is disqualified from holding office, the remaining members shall forthwith declare the seat vacant and notify the council accordingly.

### **Division 3 (2.10-2.15) Officers**

- 2.10 Pursuant to sections 14 and 15 of the Act, the officers of the board are the chair, secretary, treasurer and the Chief Executive Officer (*the CEO*).
- 2.11 In addition, the board designates the vice-chair as an officer.
- 2.12 Pursuant to section 14 of the Act, at the first meeting of the new term, members shall elect a chair from among the members. At that first meeting, members shall also elect a vice-chair.

- 2.13 Pursuant to section 15 of the Act, the board shall appoint the CEO whenever necessary. The CEO may also be secretary and treasurer of the board pursuant to section 15 (5) of the Act.
- 2.14 The board appoints individuals as officers in the positions of secretary and treasurer at the first meeting of the new term.
- 2.15 If any of the officers retire, step down or are dismissed during his/her term, the board shall promptly elect or appoint a new officer.

#### **Division 4 (2.16-2.19) Chair**

- 2.16 Pursuant to section 14 (3) of the Act, the board shall elect one of its members as chair at its first meeting in a new term.
- 2.17 The term of office for the chair shall be for 2 years, with an election at the first meeting in the first and third calendar years of the term of the board.
- 2.18 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.
- 2.19 The chair will:
- (a) preside at regular and special meetings of the board; and
  - (b) set the agenda in consultation with the CEO; and
  - (c) ensure that business is dealt with expeditiously and help the board work as a team; and
  - (d) pursuant to section 16 (6) of the Act, vote on all questions; and
  - (e) act as an authorized signing officer of all documents pertaining to board business; and
  - (f) oversee the CEO evaluation process; and
  - (g) share with the CEO the responsibility for conducting board orientation; and
  - (h) co-ordinate the board's evaluation process; and
  - (i) represent the board, alone or with other members, at any public or private meetings for the purpose of conducting, promoting or completing the business of the board; and
  - (j) not commit the board to any course of action in the absence of the specific authority of the board; and
  - (k) advise the vice-chair if the chair is temporarily unable to perform these responsibilities.

#### **Division 5 (2.20-2.22) Vice-chair**

- 2.20 The election of the vice-chair shall take place at the first meeting in the first and third calendar years of the term of the board.

- 2.21 The term of office for the vice-chair shall be 2 years.
- 2.22 In the absence of the chair, the vice-chair will perform the duties of the chair, including presiding at board meetings.

### **Division 6 (2.23-2.27) Secretary**

- 2.23 Pursuant to section 15 (5) of the Act, the board and CEO in consultation with each other will decide who will fill the position of secretary.
- 2.24 The term of office of the secretary shall be 2 years, reviewed in the first and third calendar years of the term of the board.
- 2.25 The secretary acts as the record-keeper to the board. In the absence of the secretary, the board may appoint one of its members as the acting secretary.
- 2.26 Pursuant to section 15 (3) of the Act, the secretary will:
- (a) conduct the board's official correspondence; and
  - (b) keep minutes of every meeting of the board.
- 2.27 In addition, the secretary will:
- (a) prepare the agenda prior to each meeting, in co-operation with the chair; and
  - (b) distribute the agenda, with all reports and enclosures, to all members prior to the relevant meeting; and
  - (c) distribute the minutes to all members not less than 3 days prior to the next meeting.

### **Division 7 (2.28-2.32) Treasurer**

- 2.28 Pursuant to section 15 (4) of the Act, the treasurer shall:
- (a) receive and account for all the board's money; and
  - (b) open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board; and
  - (c) deposit all money received on the board's behalf to the credit of that account or accounts; and
  - (d) disburse the money as the board directs.
- 2.29 Pursuant to section 15 (5) of the Act, the CEO shall serve as the treasurer of the board.
- 2.30 The treasurer shall monitor the financial activities of the library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
- 2.31 The treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the board.

2.32 The treasurer will provide the board with a report of all financial transactions and of the financial position of the library, monthly or as otherwise required.

### **Division 8 (2.33-2.35) CEO**

2.33 Pursuant to section 15 (2) of the Act, the board appoints the CEO who shall attend all meetings of the board.

2.34 The board delegates the authority for management and operations of services to the CEO.

2.35 As a non-voting officer of the board, the CEO:

- (a) acts as the secretary/treasurer to the board unless the board appoints other individuals to those positions; and
- (b) does not vote on board business; and
- (c) sits ex-officio on all the committees of the board and acts as a resource person; and
- (d) assists and supports the board at the presentation of its budget before council; and
- (e) reports directly to the board on the affairs of the library and makes recommendations he/she considers necessary; and
- (f) interprets and communicates the board's decisions to the staff.

## ***Part 3 (3.1-3.18) Meetings***

### **Division 1 (3.1) Purpose of Part**

3.1 Members shall meet regularly to ensure the proper governance of the library and to conduct the business of the board. Since the board 'as a whole' has the authority to act, and not individual members, the board meeting is the major opportunity for the board to do its work – to make decisions, solve problems, educate its members, plan for the future and review monitoring or evaluation material submitted by employees. This Part sets out procedures to follow for meetings and ensures compliance with the Act.

### **Division 2 (3.2 - 3.9) Types of meetings**

3.2 Pursuant to section 14 (1) of the Act, the first meeting of the board shall be called by the CEO, in each new 4-year term, upon receipt of the confirmation of appointments from the council's Chief Administrative Officer. This inaugural meeting shall be held as soon as possible after the appointments are made by council. At this first meeting, the CEO oversees the elections of the officers. The elections begin with the position of chair. The newly elected chair shall assume the chair for the appointment of committee members and trustee representative.

- 3.3 [\*1] The board:
- (a) shall schedule dates for at least 9 regular meetings each year; and
  - (b) of those scheduled dates shall, pursuant to section 16 (1) of the Act, hold at least 7 regular meetings each year.
- 3.4 Regular meeting time and location will be agreed on and made available to the public.
- 3.5 Pursuant to section 16 (2) of the Act, the chair or any 2 members of the board may summon a special meeting by giving each member reasonable notice in writing or by email, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.
- 3.6 Pursuant to section 16.1 (2) of the Act, meetings of the board, and committee meetings where they are made up of at least 50% or more of trustees, shall be open to the public unless the subject-matter being considered falls within the parameters of section 16.1 (4), (5) and (6) of the Act, as stated in bylaws 3.6 - 3.9.
- 3.7 Pursuant to 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 any one or more of the following:
- (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 the board or committee of the board may hold a closed meeting under another Act.
- 3.8 Pursuant to section 16.1 (5) 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. M.56, if the board or committee of the board is the head of an institution for the purposes of that Act.
- 3.9 Pursuant to section 16.1 (6) of the Act, 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 the following:
- (a) the fact of the holding of the closed session;
  - (b) the general nature of the matter to be considered at the closed session.
- 3.10 When the board determines that matters should be dealt with in the absence of the public or a staff member by a motion to move into closed session, the following applies:
- (a) the motion shall be moved, seconded and approved by a majority vote;

- (b) motions to move into closed session are not debatable;
- (c) at the conclusion of the closed session, a motion shall be moved, seconded and approved by a majority vote to return to open session;
- (d) a motion to confirm any motions approved during the closed session shall be made.

### **Division 3 (3.11-3.13) Attendance, and remote attendance, at meetings**

#### **3.11 Attendance at meetings**

Pursuant to section 13 of the Act, should a member be absent for 3 consecutive meetings, the board shall:

- (a) consider the member disqualified from the board and notify the 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 member.

3.12 Subject to bylaw 3.11, board members may attend board meetings remotely via teleconference or Internet video conferencing call, subject to technical capabilities and the following requirements:

- (a) as all meetings are open to the public, these meetings shall 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) a member who wishes to attend a meeting remotely shall give notice 24 hours before the commencement of the meeting to the secretary so that the equipment can be made ready;
- (d) a member may not attend remotely for more than 2 meetings in each calendar year;
- (e) meeting minutes will reflect that a member is participating remotely;
- (f) the vice-chair may chair the meeting, when the chair attends the meeting remotely;
- (g) quorum applies to the members attending in person and remotely.



### **3.13 Remote meetings**

Despite paragraph 3.12 (d):

- (a) in the event of an emergency or other similar circumstance that would prevent all board members from physically attending a meeting or meetings, those members may attend the meeting or meetings remotely; and
- (b) in other situations such as the need to meet quorum or to mitigate risk, remote meetings may be held

Where a board meeting is held remotely, the meeting is still open to the public and the requirements set out in paragraph 3.12 (a) still apply;

## **Division 4 (3.14-3.19) Order of proceedings**

### **3.14 Parliamentary authority**

The *Bylaws of the Hanover Public Library Board, 2019 version* take precedence. In the absence of these bylaws, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the board.

### **3.15 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.

### **3.16 Quorum**

- (1) Pursuant to section 16 (5) of the Act, the presence of a majority of the board is necessary for the transaction of business at a meeting. A quorum is one more than half of the voting members.
- (2) Where a quorum is not present within 15 minutes of the hour fixed for a meeting, the secretary shall record the names of the members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- (3) Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the board.
- (4) If notified by a majority of members of their anticipated absence from a meeting, the secretary shall notify all members that the meeting is cancelled.
- (5) Despite sub-bylaws (1)-(4), in the event that one or more members declares a pecuniary interest pursuant to the *Municipal Conflict of Interest Act*, R.S.O. 1990 c. M.50, the remaining number of members constitutes a quorum but only during the time the declared conflict applies and only if such number is not less than two.

### **3.17 Agenda**

- (1) The agenda focuses the discussion in order to make good use of the board's time. Meetings of the board 'as a whole' do not re-do the work of the employees or of the committees. The order of business for all regular meetings of the board shall include as follows:
  1. Call to order and Territory Acknowledgement
  2. Approval of the agenda
  3. Declaration of any conflicts of interest
  4. Approval of minutes of the previous meeting
  5. Business arising from the minutes
  6. Correspondence
  7. Chair's remarks
  8. Council Member's report
  9. CEO's report
  10. Financial reports (may be included in Committee reports)
  11. Committee reports
  12. Other business, including advocacy activities
  13. Date of the next meeting
  14. Adjournment
  
- (2) The board may include some of these items in a consent agenda.

### **3.18 Voting**

Voting requirements are as follows:

- (a) all motions at meetings, except those approving or amending the bylaws, are decided by a majority of votes cast;
- (b) pursuant to section 16 (6) of the Act, the chair or vice-chair (as acting chair) may vote with the other members on all questions. Any question on which there is an equality of votes shall be deemed to be negative;
- (c) on request of a member, a recorded vote may be taken.

### **3.19 Minutes**

The requirements relating to the taking of minutes are as follows:

- (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 closed meeting 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.

## **Division 5 (3.20) Chairing meetings**

- 3.20 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 to act as follows:
- (a) open meetings of the board by calling members to order;
  - (b) announce the business before the board in the order in which it is to be acted on;
  - (c) receive and submit, in the proper manner, all motions presented by the members;
  - (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 procedure;
  - (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.

## ***Part 4 (4.1-4.7) Amendment of bylaws***

- 4.1. Bylaws are the fundamental governing rules of the board. The purpose of this Part is to state the conditions under which bylaws are amended
- 4.2. Bylaws may be amended in response to legislation or when circumstances change.
- 4.3. At a meeting any member can propose a review or an amendment of a bylaw.
- 4.4. All members will receive notice and a draft of proposed changes from the Policy and Procedures Committee prior to the next meeting at which a motion for amendment may be tabled.
- 4.5. 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.
- 4.6. Having regard to their legal and historic importance, a copy of all bylaws shall be stored in the library's archives.

4.7. These bylaws shall be reviewed annually.

## **Part 5 (5) Repeal of former bylaws**

5 All previous bylaws governing the board are hereby repealed and replaced with these bylaws.

### **Related Documents:**

*Public Libraries Act*, R.S.O. 1990, c. P.44.

Council of the Municipal Corporation of the Town of Hanover, *Bylaw # 71*, 1906.

Hanover Public Library Board. *GOV-03 Duties & responsibilities of individual board members*.

Hanover Public Library Board. *Terms of reference of Personnel Committee*.

*Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. M.56.

Henry M. Robert III and others, *Robert's Rules of Order Newly Revised, 11th ed.* (RONR) 11th edition. (esp Section 59 Procedure in small boards)

*Municipal Conflict of Interest Act*, R.S.O. 1990 c. M.50