



<b>By-Law Name</b>	For the Operations and Regulations of the “Board”		
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**ST. CATHARINES PUBLIC LIBRARY**

**BY-LAW NUMBER 1**

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## **BY-LAW NUMBER 1**

### **ST. CATHARINES PUBLIC LIBRARY BOARD**

#### **Preamble**

Whereas the St. Catharines Public Library Board, hereinafter called the "Board", is constituted and governed by the provisions of the *Public Libraries Act, 1990* of the Province of Ontario and Regulations made under this Act from time to time.

The Board is responsible for the provision of direct library services to the citizens of the City of St. Catharines in accordance with the *Public Libraries Act, 1990*.

#### **Article 1**

1.1 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 of which 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 as the Board shall direct.

1.2 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, 1990*, the Act shall take precedence.

#### **Article 2**

##### **MEMBERSHIP**

2.1 The Board shall consist of nine members appointed by the Council of the City of St. Catharines in accordance with the City of St. Catharines By-Law 85-432.

2.2 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 appointed for one or more further terms, as per the *Public Libraries Act, 1990, s. 3*.

2.3 Where a vacancy arises in the membership of the Board, the Chief Executive Officer 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, 1990*.

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



Under the authority of the *Public Libraries Act, 1990* s. 13, if a member is absent from the meetings of the Board for three (3) consecutive meetings without authorization by Board resolution, the remaining members shall declare the seat vacant and notify the Municipal Council accordingly.

### **Article 3**

#### **BOARD OFFICE**

3.1 The office of the Board shall be located at the Central Library, 54 Church Street, St. Catharines, Ontario, L2R 7K2.

### **Article 4**

#### **ELECTIONS AND APPOINTMENTS**

4.1 The Inaugural Meeting of the new Board shall be held on commencement of the term of the Board, as called by the Chief Executive Officer in accordance with the City of St. Catharines By-Law 85-483.

4.2 The order of business at the Inaugural Meeting shall be:

1. Call to order
2. Election of Chair
3. Election of Vice-Chair
4. Appointment to OLS Board Assembly
5. Chair's remarks
6. Adjournment

To be followed by the Regular Meeting.

4.3 The Chief Executive Officer shall act as Chair for the election of a Chair for the current term 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 Chief Executive Officer, but the count shall not be disclosed. Should no member receive a clear majority, the Chief Executive Officer shall so declare and balloting shall proceed with the member's name receiving the smallest number of votes being dropped.

4.4 Following election, the Chair shall assume the Chair and call for nominations for Vice-Chair. If the Chair is not present, the Chief Executive Officer shall call for nominations for Vice-Chair and the election for Vice-Chair shall be conducted in the same manner as that for Chair.

4.5 Appointments under 4.3 and 4.4 may be dealt with on the basis of a slate of nominations, which, if approved, the officers are duly elected.



- 4.6 The Chief Executive Officer acts as Secretary and Treasurer to the Board.
- 4.7 The Chair shall preside at all meetings of the Board and shall be ex-officio member of all committees, shall be notified of all committee meetings, and can cast a vote.
- 4.8 The Vice-Chair shall, in the absence of the Chair, perform all the Chair's duties. In the absence of the Vice-Chair, these duties shall be performed by such other member of the Board as may be appointed for the purpose.
- 4.9 The Board shall make appointments to the Ontario Library Service (OLS) Board Assembly, in accordance with the *Public Libraries Act, 1990* and to any other body on which it is entitled to have representation.
- 4.10 In the event any office becomes vacant for any reason, a new officer shall be elected or appointed in the same manner outlined heretofore.
- 4.11 The Board may elect members to committees as per Article 7. Election of the committee members shall be by open nomination, and the vote may be by secret ballot.

## **Article 5**

### **CONDUCT OF BUSINESS**

- 5.1 The Regular Meetings shall be held in accordance with the *Public Libraries Act, 1990* (Section 16), at such time or place as agreed upon by a resolution of the Board. In accordance with the Act, Regular meetings shall be open to the public, except as they deal with confidential matters.
- 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 Written notice of all Regular Board Meetings together with the proposed agenda and the minutes of the immediately preceding Regular Meeting and any subsequent Special Meetings and public reports shall be delivered to each member and posted to the library website at least two (2) working days in advance of such meetings.
- 5.4 Written notice of all Special Meetings shall be delivered to each member and posted to the library website, when possible, at least two (2) working days prior to the meeting and such notice shall state the specific purpose of the meeting.
- 5.5 Written notice of requests for Deputations to the Board from individuals or groups shall be delivered to the Chief Executive Officer, who will inform the Chair to determine



a convenient regular Board meeting for the deputation presentation. Deputations are for a maximum of 10 minutes unless otherwise determined by the Board. The Board may direct questions to the delegation following the presentation.

## **Article 6**

### **QUORUM**

6.1 The presence of a majority of the Board (5 members) is necessary for the transaction of business at Regular or Special Meetings.

6.2 Where a quorum is not present within 15 minutes after the hour fixed for the meeting, or if quorum is lost during a meeting for a period of 15 minutes, the Secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting or until a Special Meeting is called. Any member declaring a conflict of interest in a matter to be discussed during the meeting will not be counted in establishing the quorum for that matter.

In the event that there is no quorum or if quorum is lost during a meeting, members present may agree to proceed informally with the agenda and any proposals made at the informal gathering will be reported by the Secretary to the next scheduled meeting for consideration. No motions or votes can be taken at an informal gathering.

6.3 A Board member who anticipates being absent from a meeting shall notify the Secretary at least two (2) working days in advance of the meeting. If the Secretary is so notified by a majority of the members of the Board, then the Secretary shall inform the Chair, and shall notify all members of the Board that the meeting is cancelled.

## **Article 7**

### **COMMITTEES**

7.1 The Board consists of nine members only, and meets as a Committee of the Whole at Regular and Special Meetings.

7.2 Standing or special committees may be created at the discretion of the Board (e.g. Budget Committee). The Board shall create the Terms of Reference for these committees. Terms of Reference may be amended on the recommendation of the Committee and with the approval of the Board.

7.3 Standing or special committees must include the Chair or Vice-Chair, the Chief Executive Officer (or designate), and at least two other members of the Board. Membership of the committees shall be a minimum of three voting members, and for the purposes of a quorum, shall be two members including the Chair (or Vice-Chair) and another voting member.



7.4 Standing or special committees shall report their findings and recommendations at Regular or Special Meetings of the Board.

## **Article 8**

### **OFFICERS**

8.1 The Chief Executive Officer (or designate) shall attend all meetings of the Board and any standing and special committees. The Chief Executive Officer shall be responsible for the overall operation of the library system under the management of the Board. The Chief Executive Officer shall report regularly to the Board, and perform such other duties as may from time to time be prescribed by the Board and in accordance with job duties.

8.2 The Chief Executive Officer (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 may require.

8.3 Bank accounts required for the business of the Board shall be opened in branches of chartered banks by resolution of the Board. All cheques drawn on such bank accounts shall be signed by 2 signing officers; the Chair of the Board **or** the Chief Executive Officer **or** the Business Administrator. All cheques operated under the impressed system shall be signed by those designated as signing officers on bank accounts of the Board. The Board, by specific resolution, may authorize the use of a signing plate to imprint the signature of an authorized signing officer on cheques drawn on a specific bank account, subject to such conditions as the Board may stipulate.

## **Article 9**

### **BY-LAW**

9.1 Amendments to this By-Law may only be made by a two-thirds majority vote of all trustees.

9.2 All point of procedure not covered in this by-law shall be decided in accordance with Canadian parliamentary procedure. (Authority: Bourinot, J.G., *Rules of Order* revised by G.H. Stanford, 4<sup>th</sup> Edition 1995).

## **Article 10**

### **EFFECTIVE DATE**

10.1 This By-law is deemed to come into effect on September 9, 2023. All former rules amended by it are hereby repealed.

/nb



**APPENDIX A**

**CORPORATE SEAL**