



Board Bylaws

Created: June 2022

Statement of Authority – LPPL BL-01

Purpose

The Lincoln Pelham Union Public Library Board bears legal responsibility for the library by ensuring that it operates in accordance with the *Public Libraries Act*, R.S.O. 1990, c P.44. The purpose of this bylaw is to define the legal authority of the Board.

- In accordance with the *Public Libraries Act*, s. 5 (1), the Council of the municipalities of the Town of Lincoln and the Town of Pelham have established the Lincoln Pelham Union Public Library by the adoption of Town of Lincoln municipal By-law No. 2022-15 and the adoption of the Town of Pelham municipal By-law No. 4436(2022).
- In accordance with the *Public Libraries Act*, s. 5 (3), the Lincoln Pelham Union Public Library shall be under the management and control of the Lincoln Pelham Union Public Library Board which is a corporation.
- A copy of By-Law No. 2022-15 and By-law No. 4436(2022) are included in the Appendix.

Composition of the Board and Terms of Reference for Officers LPPL BL-02

Purpose

Where required, the Library Board adheres to the *Public Libraries Act*, R.S.O. 1990, c. P44 as it relates to its composition. The purpose of this by-law is to guide the Council's appointment process and the Library Board's appointment of its officers.

Composition

The Lincoln Pelham Union Public Library shall be under the management and control of a union board as described in the *Public Libraries Act*, which shall be a corporation incorporated pursuant to the Not-for-Profit Corporations Act, 2010, S.O.2010, c. 15 and shall be known as The Lincoln Pelham Union Public Library Board ("the Board").

1. While the *Public Libraries Act*, s.9(2) prescribes a Board of no fewer than 5 members and gives the municipal council the power to make appointments of the affected municipalities in the proportions and in the manner specified in the agreement made under subsection 5 (1). 2002, c. 18, Sched. F, s. 3 (8), the Lincoln Pelham Union Public Library Board endorses a Board that consist of 11 members of the communities served by the Lincoln Pelham Union Public Library and shall be appointed by the Councils of the parties in accordance with the following rules:
 - 1.1. Every Member of the Board shall meet the qualifications prescribed by section 10 of the *Public Libraries Act*;
 - 1.2. Lincoln and Pelham shall each appoint one (1) member of Council to the Board;
 - 1.3. Lincoln and Pelham, or either of them, may, but are not required to, appoint a second member of Council to the Board, and any such member of Council shall be counted toward that party's total number of appointees under paragraphs 3.2 iv. and 3.2v. of the Agreement;
 - 1.4. Six (6) members of the Board, including the appointed member(s) of Council for Lincoln, shall be residents of Lincoln, which accords with the proportion of cost payable by Lincoln pursuant to section 8 of the Agreement; and
 - 1.5. Five (5) members of the Board, including the appointed member(s) of Council for Pelham, shall be residents of Pelham, which accords with proportion of costs payable by Pelham pursuant to section 8 of the Agreement.

A copy of the Agreement to Establish a Union Public Library is included in the Appendix.

2. In accordance with the *Public Libraries Act*, s. 10 (2a), (3), (4), the Municipal Council will appoint all Board members at the first available meeting of the Council each term.
3. A Board member may be re-appointed for one or more terms. A member seeking reappointment must follow the same process of application for consideration as for new candidates to the Board.
4. In accordance with the *Public Libraries Act*, s. 12, 13, if any member of the Board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify the affected Council accordingly. When a vacancy arises in the membership of the Board, the Municipal 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 forty-five days.

Officers

Officers of the Board are the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Chief Executive Officer (CEO).

1. In accordance with the *Public Libraries Act*, s. 14 (3), the Chair and Vice-Chair shall be elected at the first meeting of each calendar year.
2. The Board shall appoint the CEO, who will be Secretary and Treasurer as allowed by the *Public Libraries Act*, s. 15 (5).
3. If any of the officers step down, retire, or are dismissed during their term, the Library Board must immediately elect or appoint a new officer.
4. The Board shall appoint two signing officers who shall be the Chair and the Secretary and Treasurer of the Board. In the absence of the Chair, the Vice Chair or designate of the Board will have signing authority.

Terms of Reference for the Board Chair

The primary role of the Chair of the Board is to ensure proper functioning of the Board and conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure.

Term of Office

The Chair shall be elected each year at the regular meeting of the Board in January.

The Chair of the Lincoln Pelham Union Public Library Board shall be responsible for:

1. Presiding at regular and special meetings of the Board in the manner and to the extent prescribed by the Board.
2. Conducting Board meetings in accordance with the ***Public Libraries Act*** and other relevant legislation, and with the rules of procedure adopted by the Board.
3. Following policies and procedures as authorized by the Board.
4. Serving as an ex-officio member of all Board committees.
5. Acting as one of the authorized signing officers of all documents pertaining to Board business.
6. Representing the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Board.
7. Ensuring that the CEO evaluation process is completed.
8. Share with the CEO the responsibility for conducting board orientation.
9. Ensuring that the library board's evaluation process is completed.
10. Ensuring that vacancies on Board committees are filled as expeditiously as possible.
11. Advising the Vice-Chair, if for any reason the Chair is temporarily unable to perform these functions.
12. Any other duties as may be from time to time assigned by the Board.

Terms of Reference for the Vice Chair

The primary role of the Vice-Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, if for any reason the Board Chair is not available.

Term of Office

The Vice-Chair shall be elected each year at the regular meeting of the Board in January.

Vice-Chair's Responsibilities:

1. In the absence of the Chair, the Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair.
2. The Vice-Chair shall possess and may exercise such other powers and duties as may, from time to time, be assigned by the Board.

Terms of Reference of the Secretary-Treasurer

The Chief Executive Officer shall serve as the Secretary-Treasurer of the Board.

The Secretary-Treasurer shall:

1. Ensure that minutes of every Board and committee meeting are taken and retained.
2. Conduct the Board's official correspondence.
3. Receive and account for all the Board's money.
4. Open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board.
5. Deposit all money received on the Board's behalf to the credit of that account or accounts.
6. Disburse the money as the Board directs.
7. Act as signing officer with the Chair or Vice Chair of the Board.
8. Keep all financial records and accounts as required by the Board or designate of the Board.
9. Certain of the above duties may be delegated to other staff who shall be under the direction of the Secretary-Treasurer/CEO.

Powers and Duties of the Board LPPL BL-03

Purpose:

The Library Board bears legal responsibility for Lincoln Pelham Public Library. The powers and duties of the Library Board are prescribed in the *Public Libraries Act*, R.S.O. 1990, c. P44, to which this bylaw adheres. The role of the Library Board is to govern the affairs of the library.

The Board of the Lincoln Pelham Public Library:

1. Bears legal responsibility for the Library.
2. Ensures that library operations are conducted in accordance with the current *Public Libraries Act, R. R. O. 1990, Regulation 976* and other relevant legislation.
3. Fixes the times and places for Board and committee meetings and the mode of calling and conducting them and ensures that full and correct minutes are kept.
4. Ensures that the Library has adequate insurance coverage.
5. Appoints the Chief Executive Officer (CEO) of the Library who shall attend all board meetings except when the CEO's salary or tenure is being discussed.
6. Formulates and establishes policy.
7. Prepares, approves, and submits an annual budget to the Town of Lincoln Council and the Town of Pelham Council.
8. Approves all reports required by the current *Public Libraries Act, R. R. O. 1990, Regulation 976*, by the responsible Minister, or by Municipal Council.

In the event of an emergency, the Chair or Vice-Chair is empowered to act on behalf of the Board.

Meetings of the Board LPPL BL-04

Purpose:

Board members must meet regularly to ensure the proper governance of the library and to conduct the business of the Board. Since the Library Board ‘as a whole’ has the authority to act, and not individual members, the Board meeting is the major opportunity for the Library Board to do its work—to make decisions, solve problems, educate Board members, and plan for the future and review monitoring or evaluation material submitted by employees. This policy ensures compliance with the *Public Libraries Act*, R.S.O. c. P.44

1. The Chief Executive Officer shall call the first meeting of the Board each term upon appointment of Board members by Town Council.
2. The CEO shall chair the first meeting of the term until a Chair has been elected.
3. The Chair and the Vice-Chair shall be elected by means of a secret ballot when more than one nomination is received for a position.
4. The board shall hold regular meetings at least seven (7) times each year and at such other times as it considers necessary. 2009, c. 33, Sched. 11, s. 7 (2). (*Public Libraries Act* amendment)
5. At all regular and special meetings of the Board, a majority of the members shall constitute a quorum.
6. In the event that a member must be absent from any meeting, they should notify the Chair or CEO prior to the meeting.
7. If a member of the Board absents themselves from three (3) consecutive regular meetings of the Board without being authorized by resolution entered in the Board Minutes, the member vacates their seat. (*Public Libraries Act, R. R. O. 1990, Regulation 976, P. 44, s. 13*)
8. All Board meetings shall be advertised, open to the press and public and be held in a public space.
9. In accordance with the *Public Libraries Act*, s. 16.1 (4), (5), (6), (7), (8) a meeting or part of a meeting may be closed to the public if the subject matter being considered falls within the Act’s listed criteria.
10. In accordance with the *Public Libraries Act*, s. 16 (2), the Chair or any two members of the Library Board may summon a special meeting by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.

11. Requests for delegation status must be made in writing to the Secretary of the Library Board at least seven days before the Board meeting is scheduled. The letter must identify the subject and purpose of the delegation, including the name of the spokesperson. Delegates may speak to the matter identified for up to five minutes. Delegation requests received after the issuing of the agenda will be considered by the Board as an amendment to the agenda.
12. In accordance to the *Public Libraries Act*, s. 16 (6), the Chair or Vice-Chair of the Board may vote with the other members of the Board upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.
13. Board members may attend Library Board or committee meetings remotely via teleconference or Internet video conferencing. Quorum applies to the members attending in person and remotely.

Process for Adding or Amending By-laws LPPL BL-05

Purpose

By-laws differ from policies in that they deal only with the operation of the Board as an organization and, as such, they extend beyond the term of any Board. For that reason, the process for changing or making additions to the By-laws is necessarily more rigorous than the process for amending or changing policies.

When deemed necessary, the By-laws of the Lincoln Pelham Union Public Library Board shall be added to or amended as follows:

1. In the case of a proposed new By-law, written Notice of Motion must be given at a regular Board meeting at least one month *before* the Board meeting where the new By-law will be debated. The Notice of Motion shall contain the topic of the new By-law, its proposed full and complete wording, a brief rationale for why it is being brought forward, and the date of the regular Board meeting at which the proposed By-law will be on the agenda to be debated. The Chair shall allow no debate of the Notice of Motion itself.
2. In the case of a proposed amendment to an existing By-law, written Notice of Motion referring to the By-law topic and index number and including both the existing wording and proposed amended wording must be given at the regular Board meeting at least one month *before* the Board meeting where the amendments to the By-law will be debated. The Notice of Motion shall contain a brief rationale for why the amendment is being proposed, and the date of the regular Board meeting at which the proposed amended By-law will be on the agenda to be debated. The Chair shall allow no debate of the Notice of Motion itself.
3. At the Board meeting where changes are being debated, the new or amended By-laws shall require the approval of a two-thirds majority of the Board to be considered passed and if defeated, cannot be reintroduced until the next calendar year.
4. The notice and proposed amendment will be made available to the public at least one week in advance of the meeting where the change will be considered.
5. Once passed, the Chief Executive Officer shall ensure that By-law additions and amendments are incorporated into the Policy Manual.