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Bylaw 1 Establishment of the Board

The Rideau Lakes Public Library is established in accordance with the *Public Libraries Act, Revised Statutes of Ontario, 1990, chapter P.4*. The Rideau Lakes Public Library Board manages and controls library operations as a corporation operating under the authority of the Act and Bylaw #2000-117 of the Corporation of the Township of Rideau Lakes.

The Act sets out procedures for the appointment of members of the Board, qualifications of members, term of membership, disqualification of members and filling vacancies on the Board.

Township Bylaw #2000-117, Schedules A and B, stipulate that the Board consist of no fewer than nine members selected using the following considerations: one representative of the Council of the Township of Rideau Lakes and the remaining members consist of residents possessing the various skill sets that are valuable to the board composition and function (i.e. treasurer/accounting skills) while representing the varied geography, demographics and diversity of the community.

Bylaw 2 Mandate of the Board

We seek to provide a comprehensive and efficient public library service that reflects our community's needs. Our powers and duties include:

- a) bearing legal and financial responsibility for the Library.
- b) ensuring that the Library operates in accordance with the *Public Libraries Act, Revised Statutes of Ontario, 1990, chapter P.44*.
- c) developing written policies to govern the operations of the Board and Library.
- d) seeking to meet the community's needs for library and related special services, cooperating, when appropriate, with other public library boards.
- e) setting the goals and objectives of the Library and securing adequate funds to fulfill these goals.
- f) holding regular Board meetings, and keeping full and correct minutes for them.
- g) making provision for insuring the Board's property and providing security for the Treasurer.
- h) appointing a competent and qualified Chief Executive Officer (CEO), and managing the Officer's conduct, development and, if necessary, dismissal.

- i) working with the CEO to prepare an annual budget adequate to carry out the Library's goals and objectives and presenting it to Municipal Council.
- j) preparing an annual report and ensuring that the CEO submits the Annual Survey of Public Libraries and any other reports that the Government of Ontario or the Municipal Council require.
- k) establishing committees and setting their terms of reference and specific duties.

Bylaw 3 Board Member Responsibilities

We expect our members to understand the extent of their authority and to use it appropriately. No Board member has authority to make decisions on Library business outside of Board meetings.

1. Each Board member has a **Duty of Diligence** responsibility:
 - a) know legislation under which the library exists, board bylaws, mission, vision and value
 - b) be aware of the community's evolving needs and opportunities for the Library to address them
 - c) prepare for all board meetings, considering information gathered for decision making and
 - d) attend board meetings regularly, contributing personal and professional experience, and using meeting time productively
2. Each Board member has a **Duty of Loyalty** responsibility:
 - a) speak with one voice once the Board reaches a decision and passes a resolution
 - b) represent the Library positively to the community
3. Each Board member has a **Duty of Care** responsibility:
 - a) promote a high level of library service
 - b) show respect for the opinions of others
 - c) know and respect the distinction in the role and responsibilities of the Board and the Chief Executive Officer
 - d) refrain from individually directing the Chief Executive Officer and the employees
 - e) respect the confidential nature of library service
 - f) resist censorship of library materials by groups or individuals

Bylaw 4 Conflict of Interest

We abide by the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*.

Bylaw 5 Orientation of Members of the Board

The CEO ensures that all new Board members, before their first Board meeting, receive an introduction to the Library, its staff, its facilities and services.

Each Board member receives the current *Library Board Development Kit* from the Southern Ontario Library Service, in addition to information specific to Rideau Lakes Public Library:

- our bylaws and policies
- our current budget and most recent audited financial statement
- contact information for other members of the Board
- materials from the most recent Board meeting (agenda, minutes, reports, etc.).

In the first year of our term, if there is more than 50% turnover in Board membership, we review and discuss sections of the ***Library Board Orientation Kit***.

To ensure continuing development, we:

- a) schedule time for Board training
- b) maintain a membership in the Ontario Library Association (OLA) and the Ontario Library Boards' Association (OLBA)
- c) assign one of our members to attend and report back on regional Trustee Council meetings
- d) fund two Board members to attend OLA Superconference or other relevant conference annually, the costs of which are paid from the Library's budget item on Board operations
- e) report on our participation in any other development activities undertaken, subject to the Board's prior approval.

Bylaw 6 Meetings of the Board

Inaugural meeting

The CEO calls the inaugural meeting of the Board in each new term of office, upon receipt of the confirmation of appointments and bylaw of the Township Council from the Municipal Clerk.

At the inaugural meeting, the CEO presides over the election of the Chair in accordance with the *Public Libraries Act* of Ontario. The Chair presides over the appointment of a Vice-Chair, Treasurer, and committee members.

Regular meetings

We meet once a month excluding July and December, and establish the time and date of each meeting.

Our meetings are open to the public, advertised ahead of time online on our website event calendar with an agenda available and any instructions for remote attendance.

Due to emergency measures undertaken by the provincial government in March 2020 public library board meetings that are open to the public under the *Public Libraries Act*, may be held using a live video interface platform or conference call service, so long as the public may attend virtually, in real-time, and be able to ask questions.

Closed sessions

We may close all or part of a meeting to the public, if the subject matter being considered involves:

- a) the security of Library property;
- b) personal matters about an identifiable individual;
- c) a proposed or pending acquisition or disposition of land by us;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting us;
- f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if we or our committees are the head of an institution for the purposes of that Act;
- h) a matter in respect of which we or our committees may hold a closed meeting under another Act.

Before closing a meeting to the public, our Chair or a committee Chair states, by resolution,

- the fact of the holding of the closed meeting; and
- the general nature of the matter to be considered at the closed meeting.

Bylaw 7 Attendance at Meetings

Should a member be absent for three (3) consecutive meetings, we consider the circumstances of the

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absence and either:

- a) pass a resolution authorizing that person to continue as a Board member, or
- b) notify the Township Council of a vacancy.

In order to achieve quorum, we may allow individual members to attend via audio or video means. For in person meetings, we do not allow remote attendance during closed sessions. Other conditions for remote attendance are:

- a) All members participating, as well as the public, are able to hear the deliberations
- b) The Chair or acting Chair recognizes the voice of each remote attendee
- c) Members notify the Chief Executive Officer 24 hours before the meeting
- d) The Secretary:
 - announces to the board and public which members are attending remotely
 - identifies the method of remote attendance
 - reflects members present remotely in the minutes
 - notes the fact and time at which a remote participant is disconnected from the meeting.

Bylaw 8 Chair of the Board

The Chair of our Board is our official representative. As our leader, the Chair ensures we function properly and conduct our business in accordance with relevant legislation and prescribed rules of procedure.

The Chair ensures that vacancies on our committees are filled as quickly as possible and advises the Vice-Chair when temporarily unable to perform as Chair. The term of office for the Chair is four years.

In addition, the Chair:

- a) acts as an authorized signing officer of all documents pertaining to our business;
- b) serves as an ex-officio member of our committees, to keep informed of all committee recommendations;
- c) presides over regular and special meetings we may hold in accordance with the *Public Libraries*

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Act, Revised Statutes of Ontario, 1990, chapter P.44 and other relevant legislation, and with the rules of procedure that we have adopted;

- d) ensures that our decisions conform with legislation and our Bylaws.

The Chair cannot commit us to any course of action that we have not passed by resolution.

Bylaw 9 Vice-Chair

The Vice-Chair carries all the powers and performs all the duties of the Chair in the Chair's absence. The term of office of the Vice-Chair is four years.

Bylaw 10 Treasurer

The Treasurer is an authorized signing officer for Library disbursements, and ensures appropriate measures are in place to:

- a) receive all our revenue;
- b) open an account or accounts in our name in a chartered bank, trust company or credit union that we have approved;
- c) deposit all money received on our behalf to the credit of our account or accounts;
- d) disburse money as we direct;
- e) keep records of accounts, and present monthly reports to us;
- f) retain all financial records for a minimum of seven years, and transfer them after that period to the municipal archives for retention or disposal;
- g) prepare an annual budget in consultation with the CEO, and present it to us for our approval and recommendation to Township Council;
- h) ensure measures are in place that adhere to Canada Revenue Agency's guidelines for charitable organizations;
- i) provide security to cover against loss of our funds and indemnify us.

Bylaw 11 Secretary

The Secretary acts as the record-keeper for the Board and ensures that appropriate measures are in place to:

- a) conduct the board's official correspondence
- b) keep minutes of every meeting of the Board
- c) prepare the agenda prior to each Board meeting, in cooperation with the Chair
- d) distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting
- e) advertises the meeting and provides an agenda to the public through the online calendar
- f) distribute the minutes to all Board members not less than three days prior to the next Board meeting.

Bylaw 12 Executive Officers

We may appoint and remove such employees as we consider necessary, determine the terms of their employment, fix their remuneration and prescribe their duties, according to the *Public Libraries Act*, R.S.O. 1990, c. P.44, s. 15 (1).

We appoint a Chief Executive Officer who supervises and directs the Library operations and staff. The CEO attends all our meetings, but is not a member of the Board and does not vote on our motions.

We confer on the Chief Executive Officer the following powers:

- a) take, or approve lawful actions in the name of the Library
- b) take actions consistent with the Board's mission, vision, values and policies
- c) be responsible for the employment, management and performance evaluation of all employees
- d) expend the Library's funds according to the Board's approved budget
- e) design, implement and manage all operational programs, practices and activities.

We establish a job description, hours of work, salary and benefits for the CEO, and conduct an annual performance evaluation, based on a work plan and any additional duties that we may have assigned.

Bylaw 13 Board Committees

We have three standing committees: Strategic Planning, Policy, and Human Resources. The Board may also establish ad hoc committees, by resolution, for a specified purpose and period of time. Ad hoc committees may include non-Board members. General terms of reference for committees are:

1. They report directly to the Board and have no authority other than to draft recommendations or prepare alternatives for the Board's consideration.
2. They coordinate the work, do the research and draft the documents for the Board as a whole to review and adopt.
3. Committee members serve at the pleasure of the Board. The Board assigns a Chair, who calls the committee to meet. A majority of committee members may also call a meeting of the committee.
4. Committees meetings are open to the public and follow Board bylaws on public notification, closed sessions, and remote attendance.
5. Committee members do not supervise or direct employees.

The purpose of each standing committees is as follows:

1. Strategic planning
This committee's work begins and ends with the development of the Board's strategic plan once every four years or when the municipal planning context changes. The committee coordinates the Board's implementation of its Planning Framework (Policy G-2).
2. Policy
This committee reviews and updates for the Board's approval all Board policies, according to the policy development and review timetable (Policy G-1 Annex), or as directed by the Board.
3. Human Resources
This committee is responsible for supporting the Board's management of the Chief Executive Officer, preparing job descriptions and documents related to staffing and performance management. This committee also reviews and recommends to the Board major organizational changes and adjustments to the employee compensation system and human resource management policies.

Bylaw 14 Order of Proceedings

Quorum

In accordance with the *Public Libraries Act, Revised Statutes of Ontario. 1990 chapter P.44 Section 16(5)*, "...a majority of the board is necessary for the transaction of business at a meeting."

The Chair calls the meeting to order as soon as possible after the hour fixed for a meeting, providing there is a quorum. When a quorum is not present within thirty minutes after the hour fixed for a meeting, the Secretary records the names of us present and the Chair declares the meeting postponed until the next regular meeting, or sets a date for a special meeting.

If a majority of us notify the CEO of an anticipated absence from a meeting, the CEO cancels the meeting and notifies all of us of alternative arrangements.

Order of business

The order of business for all our regular meetings is as follows:

1. Call to order
2. Introductory remarks
3. Approval of the agenda
4. Declaration of any conflicts of interest
5. Consent agenda: Minutes of the preceding regular meeting and any special meetings held in the interim, CEO report, Statistics from the preceding month(s)
6. Financial Statements
7. For discussion/decision
8. Advocacy
9. Friends of the Library
10. Adjournment and next meeting.

Bylaw 15 Motions

1. The Chair votes on all motions.
2. The Chair puts all motions to a vote and announces the results.
3. The Chair designates who has the floor when two or more members wish to speak.
4. Any member may request the motion under discussion to be read at any time during the debate.
5. We consider any motion on which there is a tie vote as defeated.

6. We may divide a motion consisting of several proposals into separate questions and votes.
7. A member present may request that the Secretary record members' votes.
8. In committee meetings, only committee members may move and second motions and vote. All of us may participate in discussions of matters before committees.
9. We do not debate resolutions to move in camera.
10. We may pass resolutions during a closed session, in which case the Secretary records them in separate minutes that are not available to the public.

Bylaw 16 Financial Year

The Financial Year of the Rideau Lakes Public Library is the calendar year.

Bylaw 17 Signing Officers of the Board

We appoint at least three signing officers, one of which is the Treasurer. We require two signatures on all cheques.

Bylaw 18 Bank Accounts

The Treasurer opens bank accounts in our name, which we require for our business, in branches of chartered banks, trust companies or credit unions.

Bylaw 19 Indemnification of Board Members

Every one of us, and our heirs, executors and administrators, are indemnified and saved harmless out of the Library's funds, from and against:

- a) all costs, charges and expenses he or she sustains or incurs in relation to any action, suit or proceeding that is brought, commenced or prosecuted against him or her in respect of any deed, act, matter or thing he or she has committed in executing the duties of office;
- b) all other costs, charges and expenses he or she sustains or incurs in relation to the affairs of the

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Library; except such that are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the Library's best interests. The Municipality provides insurance to cover this liability.

Bylaw 20 Reimbursement of Expenses

We may, upon submission of receipts, reimburse our members for travel and other expenses incurred in carrying out our assigned duties as members of the Board.

Bylaw 21 Audit

Auditors appointed by the Municipality audit our accounts at the conclusion of each financial year and at such other time as we direct.

The Chair and/or Treasurer receives the Library's audited annual financial statement, distributes a copy to each of us and the CEO, who files it with the Library's official records.

Bylaw 22 Amendment of Bylaws

We must give each other notice a month in advance of a motion to amend or remove a bylaw. We require a majority of two-thirds of our members to pass such a motion.