

	BOARD BYLAWS	Policy #: GO-01
		Policy Type: Governance
		Approved Motion: 2025-53
		Review Date: 2029

PURPOSE

The Township of Ramara Public Library is a community institution, governed by the *Public Libraries Act, R.S.O. 1990, c. P.44* which collects, organizes, preserves and disseminates materials which the community itself perceives to be important. The Ramara Public Library belongs equally to every person in our community regardless of economic, religious, ethnic or political status. The function of our Library is to provide impartial access to information, ideas, literature and other aspects of culture in a form and at an intellectual level appropriate to each individual's needs. By doing so, the Library provides local residents with materials and programs conveying ideas and information necessary for modern life.

The Ramara Township Public Library Board bears legal responsibility for the Library by ensuring that it operates in accordance with the *Public Libraries Act, 1990, c. P44*. These bylaws define the legal authority of the Board and regulate the business of the Board.

STATEMENT OF AUTHORITY

In accordance with the *Public Libraries Act, s. 3(1)*, the Council of the Township of Ramara has established the Ramara Township Public Library by the adoption of Municipal Bylaw #1215, 1970. The Library Board holds the right to manage and control the Library as outlined in *s. 3(3)* of the *Public Libraries Act*.

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, and in accordance with the *Public Libraries Act, s. 20*, the Library Board:

1. shall seek to provide, in co-operation with other boards, a comprehensive and efficient public library service that reflects the community's unique needs
2. shall provide library services in the French language, where appropriate
3. shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations may operate special services in connection with a library as it considers necessary
4. 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
5. shall make an annual report to the Minister and make any other reports required by this Act and the regulations or requested by the Minister from time to time
6. shall make provision for insuring the Board's real and personal property

7. shall take proper security for the treasurer may appoint such committees as it considers expedient

The Board is a registered Canadian charity and as such, is exempt from income tax under the Canadian Income Tax Act and may issue charitable tax receipts to donors.

Under the *Public Libraries Act, s. 15(2)*, the Library Board must appoint a Library CEO, and it is that person to whom the Library Board delegates authority for management of library operations.

GOVERNANCE VISION

The Board oversees the mission, plans and policies of the Library. It is the responsibility of the Board to ensure that the funding it receives is used to provide the best possible library service to Ramara residents. In addition, the Board is committed to providing effective governance for the Library to ensure services and programs offered remain relevant to the changing needs of the communities served.

The Board's duties and responsibilities are to:

- Adopt the Library's core values, strategic directions, and policies
- Ensure resources are in place to achieve the Library's mission and strategic directions
- Plan and advocate for further library development
- Exercise financial control
- Delegate authority to the CEO for management of library operations
- Evaluate results and assess outcomes and impacts

The Library shall be operated without purpose of pecuniary gain to any of the Board members and all funds received by the Library shall be used solely for the purposes of the Library.

COMPOSITION OF THE BOARD

The Board adheres to the *Public Libraries Act, R.S.O. 1990, c. P44* as it relates to the composition of the Board and the election and appointment of officers.

In accordance with the *Public Libraries Act, s. 10(4)*, municipal council will appoint all Board members at the first regular meeting of council in each term.

The Ramara Township Public Library Board is composed of a minimum of five (5) members as per the *Public Libraries Act, s. 9(1)* and no more than nine (9) members. The Board shall consist of:

- Two Township Council Members.
- A maximum of seven public members representing the community at large.

Term of Appointment

1. In accordance with the *Public Libraries Act*, s. 10(3), a Board member shall hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed.
2. A Board member may be re-appointed for one or more terms.
3. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.

Eligibility

A person is qualified to be appointed to the Ramara Township Public Library Board who is:

- At least 18 years old
- A Canadian citizen or permanent resident of Canada
- A resident of Ramara

Resignations, Disqualifications, Vacancies

If circumstances outlined in s. 13 of the *Public Libraries Act*, 1990 c. P44 occur, the CEO or Secretary of the Library Board is authorized to declare a seat on the Library Board vacant and to notify Municipal Council accordingly.

Disqualification of a Board member shall occur in the following circumstances:

- is convicted of an indictable offense
- becomes incapacitated
- is absent from the meetings of the Board for three consecutive months without being authorized by a Board motion
- ceases to qualify as a resident
- otherwise forfeits their seat

In accordance with the *Public Libraries Act*, s. 12, when a vacancy arises in the membership of the Board, the Township 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 (45) days.

Orientation for New Board Members

The Chief Executive Officer shall ensure that all new Board members, before their first Board meeting, receive an introduction to the Library, its facilities, staff and services.

Each Board member shall receive the Library Board Orientation package produced by Ontario Library Services (OLS) and invited to the Governance Hub. Information will include:

1. The Library's bylaws and policy statements
2. Guidelines for the position of Library trustee
3. The Library's current budget
4. The Library's latest audited financial statement

5. The names, addresses and telephone numbers of other members
6. A package of materials from the previous meeting (minutes, reports, etc.)

OFFICERS OF THE BOARD

In accordance with the *Public Libraries Act, s. 14*, at the first meeting of the new term, members of the Board shall elect the executive positions of Chair, Vice-Chair, Secretary, and Treasurer from among the members. The term of office for executive positions shall be for the term of the Library Board.

An individual may hold more than one role on the Board in accordance with the *Public Libraries Act*.

Parts or all of the Secretary or Treasurer role may be delegated to the CEO or designate.

In accordance with the *Public Libraries Act, s. 15(2)*, the Board shall appoint a CEO. The CEO is a non-voting member of the Board.

If an Officer's position becomes vacant during their term, the Board must immediately elect or appoint a new officer.

Chair

The Chair leads the Board, acts as an official representative of the Library, and 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.

The Chair will:

- Preside at regular and special meetings of the Library Board.
- Set the agenda in consultation with the Library CEO.
- Ensure that business is dealt with expeditiously and help the Library Board work as a team.
- In accordance with *Public Libraries Act, s. 16 (6)*, vote on all questions.
- Act as an authorized signing officer of all documents pertaining to Board business.
- Co-ordinate the CEO evaluation process.
- Share with the CEO the responsibility for conducting Board orientation.
- Co-ordinate the Library Board's evaluation process.
- Represent the Library Board, alone or with other members of the Library Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Library Board.
- Not commit the Library Board to any course of action in the absence of the specific authority of the Library Board.

Vice-Chair

The Vice-Chair will:

- In the absence of the Board Chair, the Vice-Chair will perform the duties of the Chair, including presiding at Library Board meetings.
- Be assigned by the Board other powers and duties from time to time.

Secretary

The Secretary will:

- Acts as the record-keeper to the Library Board. In the absence of the Secretary, the Library Board may appoint one of its members as the Acting Secretary.
- Keep minutes of every meeting of the Board.
- Prepare the agenda prior to each board meeting, in cooperation with the Chair.
- Distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting.
- Distribute the minutes to all Board members prior to the next Board meeting.

Treasurer

The Treasurer will:

- Monitor the financial activities of the Library and shall ensure that they are complete and accurate.
- Records are kept in accordance with generally accepted accounting practices.
- Receive and account for 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 or accounts.
- Disburse the money as the Board directs.
- Act as an authorized signing officer of all documents pertaining to the financial business of the Board.

Chief Executive Officer

In accordance with the *Public Libraries Act, s. 15(2)*, the Library Board appoints the CEO who shall attend all Board meetings. The CEO shall hold office until the Board rescinds the appointment or a new appointment is made.

The CEO shall be responsible, under the supervision of the Board, for the general conduct and management of the Ramara Township Public Library and is authorized to act as Board spokesperson for statements to the media regarding the Library's operations.

As a non-voting member of the Board, the CEO:

- Does not vote on Board business.
- Sits ex-officio on all the committees of the Board and acts as a resource person.
- Assists and supports the Board at the presentation of the Library budget before Township Council.

- Reports directly to the Board on the affairs of the Library and makes recommendations as necessary.
- Interprets and communicates the Board's decisions to staff members.
- May hold the role of Secretary or Treasurer as appointed.

Only decisions of the Board are binding on the CEO. Decisions or instructions of individual Board members, officers or committees are not binding on the CEO except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority.

In the case of Board Members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

Operational achievement and conduct of Library staff members are the responsibility of the CEO, to whom the Board has delegated authority over and accountability for staff performance:

- The Board will never give instructions to persons who report directly or indirectly to the CEO
- The Board will refrain from evaluating, either formally or informally, any staff other than the CEO

DUTIES OF THE BOARD

The Board expects its members to understand the extent of their authority and use it appropriately. Each Board member is expected to become a productive participant in exercising the duties of the Board as a whole.

Duties of Individual Board Members

Individual members of the Board are responsible for exercising a Duty of Diligence as follows:

- Be informed of legislation under which the Library exists, Board bylaws, core values.
- Be informed about the activities of the Library and the community and issues that affect the Library.
- Be prepared for all Board meetings.
- Attend Board meetings regularly, contribute from personal and professional experience, and use meeting time productively.

Individual members of the Board are responsible for exercising a Duty of Loyalty, as follows:

- Adhere to the *Municipal Conflict of Interest Act*, under which Board members must act in the public interest and not engage in conflicts of interest, either real or apparent. The duties and responsibilities to the Library should not compete with private interests, financial or otherwise and the interests of family, friends or associated organizations.
- Act in the interest of the community over and above all other interest group involvement or membership on other Board, Council, or personal interest.
- Speak with "one voice" once a decision is reached and a motion is passed by the Board.
- Represent the Library positively to the community.

Individual members of the Board are responsible for exercising a Duty of Care, as follows:

- Promote a high level of Library service.
- Consider the information provided in preparation for decision making.
- Offer personal perspectives and opinions on issues that are subject to Board discussion and decisions.
- Show respect for the opinions of others.
- Assume no authority to make decisions outside of Board meetings.
- Know and respect the distinction in the roles of the Library Board regarding governance and the employees, management, and operations.
- Refrain from individually directing the CEO and Library staff members.
- Respect the confidential nature of Library service to users while being aware of, and in compliance with, applicable laws governing freedom of information.
- Resist censorship of Library materials by groups or individuals.

Confidentiality

It is the responsibility of all Board members and Officers of the Board to maintain the strictest confidentiality in all matters of Board business that pertain to information of an intimate financial or personal nature concerning Library patrons, staff members, or other Board members.

Code of Conduct

The Ramara Township's *Code of Conduct Bylaw 2011.81* shall be applied to all members of Council and Appointed Members of Local Boards and Committees including members of the public and/or staff appointed by Council.

A written Code of Conduct helps to ensure that the members of the Library Board share a common basis of acceptable conduct. These standards are designed to supplement the legislative parameters within which Board members must operate. These standards are intended to enhance public confidence that the Township of Ramara's elected, and appointed officials operate from a basis of integrity, justice, and courtesy.

BOARD MEETINGS

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, plan and review monitoring or evaluation material submitted by employees.

Types of Meetings

- In accordance with the *Public Libraries Act, s. 16.1(2)*, Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the *Public Libraries Act, Section 16.1(4)* as stated in Special Meetings point 5 of this bylaw.

- In accordance with the *Public Libraries Act, s. 16(1)*, the Library Board shall hold at least seven (7) regular meetings in each year and at such other times as it considers necessary. While a Library Board may have standing committees, the Ramara Township Public Library will meet “as a whole” and only use ad hoc committees, as necessary, for special purposes.
- In accordance with the *Public Libraries Act, s. 14(1)*, the first meeting may be called by the Chief Executive Officer (CEO) of the Library Board, in each new term, upon receipt of the confirmation of appointments from the municipal clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by Township Council. At this first meeting, the CEO oversees the elections of the officers. The elections begin with the position of chair.

Special Meetings

- 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.

Closed Meetings

- In accordance with the *Public Libraries Act, s. 16.1(4)*, a meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - 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 a Board or Committee of a Board may hold a closed meeting under another Act.
- In accordance with the *Public Libraries Act, s. 16.1(5) and (6)*, 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. Before holding a meeting or part of a meeting that is to be closed to the public, the Library Board or Committee of the Board shall state by resolution:
 - a. the fact of the holding of the closed meeting.
 - b. the general nature of the matter to be considered at the closed meeting.

Virtual Meetings

- Board members may attend Library Board meetings remotely via teleconference or Internet video conferencing call.
 - a. As all Board meetings are open to the public, these meetings must 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 Library Board or Committee may attend, participate, and vote at an open or closed meeting remotely.
- c. Members who wish to attend a meeting remotely, that has been scheduled as an in-person meeting, must give two (2) hours notice before the commencement of the meeting to the Secretary so that equipment can be made ready.
- d. Quorum applies to the members attending in person and remotely.

Order of Proceedings

- The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Library Board in cases where there are no bylaws of the Board in place.
- 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.

Quorum

- In accordance with the *Public Libraries Act, s. 16(5)*, the presence of a majority of the Board is necessary for the transaction of business at a meeting.
- Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, 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.
- 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.
- If notified by a majority of Board members of their anticipated absence from a meeting, the Secretary shall notify all members of the Board that the meeting is cancelled.

Attendance at Meetings

- Board Members are expected to attend all scheduled meetings of the Board. Any member who must be absent from a regular meeting must advise the Secretary in advance.
- In accordance with the *Public Libraries Act, s. 13*, should a member be absent for three (3) consecutive meetings, the Board, shall:
 - a. consider the member disqualified from the Board and notify Council that the seat is vacant, or
 - b. consider the circumstances of the absence and pass a motion authorizing that person to continue as a Board member.

Agenda

- The Agenda shall:
 - a. focus the discussion in order to make good use of the Board's time
 - b. be prepared by the CEO in consultation with the Chair

- c. include material to be reviewed by Board members prior to the meeting
- d. be distributed to Board members within a reasonable time before the meeting

Order of Proceedings:

- 1) Call to order
- 2) Approval of the agenda
- 3) Declaration of any conflicts of interest
- 4) Minutes of the preceding meeting
- 5) Business arising from the minutes
- 6) Tabling of the board information package: correspondence, Treasurer's report, Chief Executive Officer's report; Committee reports
- 7) Report on board members' advocacy activities
- 8) Other business
- 9) Date of the next meeting
- 10) Adjournment

Voting

- All motions at Board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.
- A motion to add, amend or remove a bylaw shall require a majority vote of at least two-thirds of the members to be carried.
- In accordance with the *Public Libraries Act, s. 16(6)*, the Chair 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.
- Phone and electronic votes during live meetings are permitted provided that they are participants in the meeting. Email and proxy votes shall not be permitted.
- In special circumstances, when a motion needs to occur and the Board cannot meet or cannot make quorum, an electronic vote may take place via email to all Board members. In this case, all members must clearly state their position on the vote to the Chairperson and the Secretary. The motion shall be recorded in the next Board package.

Minutes

- Minutes are to be distributed to Board members within a reasonable time before the next meeting.
- Minutes are approved at the next meeting of the Board.
- Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
- Minutes (excluding closed session minutes) are public documents and shall be made available to the public.
- Minutes of closed meetings are kept separately and held to be confidential.
- Any votes held electronically and outside of Board meetings due to exceptional circumstances, must be recorded within the minutes.

Delegations

- Any delegation wishing to address the Board may direct written requests to the Chair of the Board through the CEO, setting out the issue to be presented to the Board at least 10 days prior to the Board meeting.
- Delegations will be limited to ten (10) minutes unless approval of the Board is obtained by the Chair to extend or limit the speaking time.
- Upon the completion of a presentation to the Board by a delegation, any discourse between Board members and the delegation shall be limited to Board members asking questions for clarification and obtaining additional relevant information only. Board members shall not engage in debate with the delegation with respect to the presentation.

For further information about delegations, please refer to the policy *Public Presentations to the Board* on the Ramara Township Public Library's website.

Chairing the Meeting

- The function of the Chair is to act in a leadership role to the Library Board, ensuring that business is dealt with expeditiously, and also to help the Library Board work as a team. It is the duty of the Chair of the Library Board to:
 - a. Open meetings of the Library Board by calling the members to order.
 - b. Announce the business before the Library Board in the order in which it is to be acted upon.
 - c. Receive and submit, in the proper manner, all motions presented by the members of the Library Board.
 - d. Put to vote all motions which are moved and seconded during proceedings, and announce the results.
 - e. Decline to put to vote motions which infringe on the rules of procedure.
 - f. Restrain the members, when engaged in debate, within the rules of order.
 - g. Exclude any person from a meeting for improper conduct.
 - h. Enforce the observance of order and decorum among the members.
 - i. Instruct the Library Board on the rules of order.
 - j. Represent and support the Library Board, declaring its will, and implicitly obeying its decisions in all things.
 - k. Receive all messages and communications on behalf of, and announce them to, the Library Board.
 - l. Ensure that the decisions of the Library Board are in conformity with the laws and bylaws governing the activities of the Library Board.

AMENDMENT OF BYLAWS

Bylaws are the fundamental governing rules of the Library Board. The purpose of this section of the bylaw is to state the conditions under which bylaws are amended.

1. In response to legislation or when circumstances change.
2. At a Board Meeting any member can propose a review or an amendment of clause within the bylaw.
3. All members of the Library Board will receive notice and draft of proposed changes prior

to the next Board Meeting at which a motion for amendment may be tabled.

4. A motion to add, amend, or remove a clause in the bylaw shall require a majority vote of the Board members present at a duly called meeting—whether held in person or electronically—in order to be carried.
5. As the Ramara Township Public Library has charitable status under the Canada Revenue Agency (CRA), the CEO will ensure that the CRA receives a copy of the amended Board Bylaws.

RELATED POLICIES:

GO-02 Board-CEO Partnership