

Constitution & Procedural By-Law

The County Of Prince Edward Public Library Board

Purpose

The Public Library Board (the “Board”) is responsible under the Corporation of the County of Prince Edward (the “County”) By-Law (the “By-Law”) No 77 and the Province of Ontario Public Libraries Act RSO 1990 Chapter P. 44 as amended from time to time, and the regulations, thereto, if any, (the “Act”) for directing the public libraries in the County.

The purpose of this Constitution and By-Law is to codify the procedures within which the Board will operate in discharging its responsibilities in accordance with the By-Law, the Act, and applicable Ontario legislation.

1. Powers and Duties of The Board

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;
- b. shall seek to provide library services in the French language, where appropriate;
- c. shall operate one or more libraries and ensure that they are conducted in accordance with the Act and the regulations;
- d. may operate special services in connection with a library as it considers necessary;
- 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;

- f. shall make an annual report to the Minister and make any other reports or provide any other information required by the Act and the regulations or as requested by the Minister from time to time;
- g. shall make provisions for insuring the Board's real and personal property;
- h. shall take proper security for the treasurer; and
- i. may appoint such committees as it considers expedient.

2. Board Membership

- a. The Board shall be composed of at least five members appointed by the County Council ("Council") from qualified applicants in accordance with the Act. Board members are appointed for four years concurrent with the term of the appointing Council.
- b. Should a vacancy arise for any reason Council shall appoint a person to fill such a vacancy in accordance with section 12 of the Act.
- c. The Chair and Vice Chair shall be elected by a vote of the Board members at their first meeting in a new term after appointment by Council. Both the Chair and Vice Chair are elected for a four year term concurrent with the term of the appointing Council. Should either the Chair or the Vice Chair elect to resign as Chair or Vice Chair, the Board shall immediately thereafter elect a new Chair or Vice Chair and the resigning person, may at his or her option, elect to remain a member of the Board.
- d. Duties of the Chair and Vice Chair of the Board are as outlined in the attached addenda #1 and #2 of this By-law, respectively.
- e. The Board shall appoint a Secretary and a Treasurer. The Secretary shall conduct the Board's official correspondence and keep minutes of every meeting of the Board. The Treasurer shall receive and account for all the Board's money, open an account or accounts,

deposit all money received on the Board's behalf, and disburse the money as the Board directs.

- f. The Board shall appoint a Chief Executive Officer ("CEO") who shall have general supervision over and direction of the operations of the library and its staff, shall attend all Board meetings and shall have such other powers and duties as the Board may assign to him or her from time to time. Duties of the CEO are further outlined in addendum # 3 of this by-law and may be amended by the Board from time to time.
- g. The CEO may act as Secretary and also as Treasurer. If circumstances demand, these functions may however be separated at the Board's discretion.

3. Meetings of the Board

a. Open Meetings

All Board meetings shall be open to the public, except where the subject matter of the meeting involves:

- i. the security of the property of the Board;
- ii. personal matters about an identifiable individual;
- iii. a proposed or pending acquisition or disposition of land by the Board;
- iv. labour relations or employee negotiations;
- v. litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
- vi. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- vii. a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act;
- viii. the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the Board

or committee of the Board is the head of an institution for the purposes of that Act.

b. The Chair may exclude any person from a meeting for improper conduct.

c. Quorum

The presence of a majority of the Board Members is necessary for the transaction of the business at a meeting.

d. Regular Meetings

The Board shall hold regular meetings at least monthly from January to June and September to December, both inclusive, and at such other times as it considers necessary. Meetings may be held on a rotating basis at the various library branches. The time and date of meetings may vary each month dependent on circumstances, such date and time to be established on not less than 48 hours notice given to all board members.

e. Special Meetings

The Chair or any two members of the Board may call for a special meeting of the Board by giving each member not less than 48 hours notice, specifying the time and place of the meeting, and the purpose for which it is called.

f. Agenda

The agenda as determined by the Chair and CEO along with any needed supporting material will be sent to each Board member at least seven days prior to a Board Meeting.

g. Minutes

The Act states that the Board shall ensure full and correct minutes are kept. These will be prepared by the Secretary as a permanent record and approved by the Board.

h. Rules of Order

The current edition of Robert's Rules of Order, newly revised, shall govern in all procedural matters not set forth in this By-Law.

Meetings may be held by live means such as, by way of example, teleconference, provided all persons participating are able to hear each other at the same time, or if by video conference, see and hear each other at the same time, and that every individual is identifiable.

i. Motions and Voting

i. Motions

A motion is a proposal for action and expression which is presented to the Board for a decision.

All motions:

- are in written form;
- must be moved and seconded;
- may be debated, amended and deferred;
- final version read by the Chair;
- motion is carried or defeated and matter is considered settled;
- all motions and results are recorded in minutes.

ii. Voting

The Chair or acting Chair of the Board may vote with the other members of the Board upon all motions, and any motion on which there is an equality of votes shall be deemed defeated.

Voting:

- Is usually done by a show of hands;
- A simple majority (50% +1) is required to pass a motion;
- A defeated motion or one that does not have all Board members in favour is recorded.

4. Committees of the Board

The purpose of a committee is to facilitate the conduct of the business of the Board. Committees review all materials referred to them by the Board and prepare reports and recommendations for the Board.

The Board may establish both standing and ad-hoc committees as appropriate to deal with particular areas of its business.

Meeting of committees shall be called by the Chair or by a majority of members of the committee.

The Chair (ex officio) and the CEO (ex officio) shall be members of all committees.

Minutes of all such meetings shall be kept by the Secretary of the Board as a record of proceedings.

5. Compensation of Board Members

The Board may reimburse its members for approved travelling expenses incurred in carrying out their duties outside of Prince Edward County but no other compensation is provided for service.

6. Gain

The County of Prince Edward Public Library system shall be carried on without purpose of gain for its members and any profits or other gains shall be used in promoting its objectives.

7. Indemnification

The Board indemnifies and saves harmless its directors, officers, employees, and former directors and officers, employees, their heirs and legal representatives, from and against all costs, charges and expenses, including without limitation, legal fees, all amounts paid to settle an action or satisfy any judgement, reasonably incurred in respect of any civil, criminal or administrative action or proceeding in which the director, officer or employee is a party by reason of being or having been a director, officer or employee if:

- a. the director, officer or employee acted honestly and in good faith with a view to the best interests of the Board, and,
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director, officer or employee has reasonable grounds for believing his or her conduct was lawful.

8. Repeal

All previous by-laws of the Board are repealed as of the coming into force of this by-law provided that such repeal will not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law

so repealed will continue to act as if appointed by the directors under the provisions of this by-law until their successors are appointed.

BE IT RESOLVED that the foregoing By-Law is made a by-law by the Board.

The undersigned, being all the directors of the Board sign the foregoing resolution.

DATED as of October 28, 2015.



John Ambrose




Gordon Fox



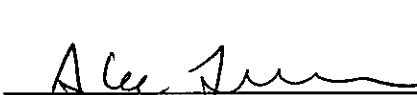
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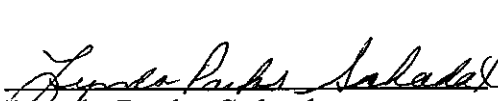
Lenny Epstein



Alec Lunn



Steve Graham



Lynda Parks Sahadat

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Addendum 1 – Terms Of Reference Chair Of The Board

1. Statement of Chair’s Function

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

2. Chair’s Responsibilities

The Chair of the Board shall be responsible for:

- 2.1 Presiding at regular and special meetings of the Board in the manner and to the extent prescribed by the Board.
- 2.2 Conducting Board meetings in accordance with the Act, and other relevant legislation, and with the rules of procedure adopted by the Board.
- 2.3 In the absence of specific authority, not committing the Board to any course of action.
- 2.4 Serving as an ex officio member of all Board committees.
- 2.5 Acting as one of the authorized signing officers of all documents pertaining to Board business.
- 2.6 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.
- 2.7 Determining the responsibility of committees to deal with matters which arises where it is unclear as to which committee has responsibility, subject to eventual confirmation by the Board.
- 2.8 Ensuring that vacancies on Board committees are filled as expeditiously as possible.

2.9 Advising the Vice Chair, if for any reason, the Chair is temporarily unable to perform these functions.

3. Terms of Office

The Chair shall be elected for a four year term concurrent with the term of the appointing Council. The election shall take place at the first meeting in a new term of the Board following appointment by Council. Should the Chair elect to resign as Chair, the Board shall immediately thereafter elect a new Chair and the resigning person may, at his or her option, elect to remain a member of the Board.

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Addendum 2 – Terms of Reference Vice Chair of the Board

1. Statement of Vice Chair’s Function

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 Chair is not available.

2. Vice Chair’s Responsibilities

The Vice Chair of the Board shall be responsible for:

- 2.1 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.
- 2.2 The Vice Chair shall possess and may exercise such other powers and duties as may, from time to time, be assigned by the Board.

3. Terms of Office

The Vice Chair shall be elected for a four year term concurrent with the term of the appointing Council. The election shall take place at the first meeting in a new term of the Board following appointment by Council. Should the Vice Chair elect to resign as Vice Chair, the Board shall immediately thereafter elect a new Vice Chair and the resigning person may, at his or her option, elect to remain a member of the Board.

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Addendum 3 – Job Description: CEO