



Kitchener
Public Library

KITCHENER PUBLIC LIBRARY BOARD BYLAWS

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**KITCHENER PUBLIC LIBRARY BOARD
BYLAWS**

TABLE OF CONTENTS

| | | |
|-----|--|----|
| 1. | PREAMBLE | 1 |
| 2. | COMPOSITION OF/APPOINTMENTS TO THE LIBRARY BOARD | 3 |
| 3. | DUTIES OF THE CHAIRPERSON OF THE BOARD | 4 |
| 4. | DUTIES OF THE CHIEF EXECUTIVE OFFICER | 5 |
| 5. | ANNUAL MEETING | 6 |
| 6. | SIGNING OFFICERS | 7 |
| 7. | MEETINGS | 8 |
| 8. | MINUTES AND AGENDAS | 9 |
| 9. | POLICIES | 10 |
| 10. | AMENDMENTS | 11 |
| 11. | RULES OF ORDER | 12 |

KITCHENER PUBLIC LIBRARY BOARD
BYLAWS

1. **PREAMBLE**

- 1.1 The Kitchener Public Library Board, hereinafter referred to as the Board, is established under the Public Libraries Act, Chapter P.44 and R.R.O. 1990, Reg. 976.
- 1.2 The Board shall have a corporate seal, an impression of which is stamped on the margin hereof. The seal shall be affixed under the direction of the Board to all deeds, contracts, or instruments requiring the seal, and which seal shall be attested by the signatures of any two of the signing officers (as specified in Section 7.1), or by such member and/or such other officer of the Board as the Board shall direct.
- 1.3 The Head Office of the Board shall be at the Main Library, 85 Queen Street North, Kitchener, Ontario N2H 2H1.
- 1.4 The following rules and regulations of the Board shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers. Where there is any conflict with another applicable Act, such governing legislation shall take precedence.

- 1.6 a) Board meetings are open to the public; however, a meeting or part of a meeting may be closed to the public if the subject matter being considered is,
- i) the security of property of the Board;
 - ii) personal matters about an identifiable individual, including Board employees or Board members;
 - iii) a proposed or pending acquisition of land for Board purposes;
 - iv) labour relations or employee negotiations;
 - v) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - vi) the receiving of 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) a request under the Municipal Freedom of Information and Protection of Privacy Act.

2. COMPOSITION OF AND APPOINTMENTS TO THE LIBRARY BOARD

- 2.1 In accordance with the City of Kitchener Municipal Code Chapter 95 Public Library Board of the Corporation of the City of Kitchener as amended by Council Nov 24, 2003, a by-law respecting the Kitchener Public Library Board, the Board shall consist of eleven members appointed by the Council of the Corporation of the City of Kitchener, hereinafter referred to as the Council pursuant to the provisions of the Public Libraries Act RSO 1990, c. P.44:
- a) not more than four of whom may be members of the Council.
- 2.2 A member of the Board shall hold office from the 1st day of December of the year the term of office begins to the 30th day of November of the final year of the term concurrent with the term of the Council or until the new Board is appointed, whichever comes first. A Board member's term of office shall be in accordance with the Council's Policy Resolution Number I-63 regarding lay appointments to special committees, commissions and boards.
- 2.3 Every member shall continue to hold office until a successor is appointed.
- 2.4 Vacancies arising for any reason shall be appointed by the Council, as described in the Public Libraries Act, R.S.O. 1990, c. P.44, and the person appointed shall hold office for the unexpired term of the person whose place has become vacant.
- 2.5 Attendance of members at meetings shall be recorded. After a member has been absent from two consecutive Board meetings, the Secretary-Treasurer shall inform the Chairperson, who shall advise the member accordingly. Any member absent from three consecutive regular Board meetings without a resolution having been recorded in the minutes shall be deemed to have resigned, and the Board, by motion, shall notify the Council that the seat has become vacant.
- 2.6 In exceptional circumstances when a Board member is out of town, attendance at a Board meeting by teleconferencing shall be permitted. Full voting rights shall be allowed only when the Board member participates in the entire discussion on a given item. Arrangements to attend a meeting via teleconferencing shall be the responsibility of the Board member and shall be made not later than 24 hours prior to the meeting by notifying the Executive Assistant of the CEO.

3. DUTIES OF THE CHAIRPERSON OF THE BOARD

- 3.1 The Chairperson shall preside at all meetings of the Board, preserve order, and decide all questions on order subject to appeal to the Board.
- 3.2 The Chairperson may vote on any question before the Board.
- 3.3 The Chairperson shall maintain consistent and open communication with the Chief Executive Officer.
- 3.4 The Chairperson shall initiate the process for the Chief Executive Officer's annual performance review, to be conducted as per Section 3.2 (a) of this document.

4. DUTIES OF THE CHIEF EXECUTIVE OFFICER

- 4.1 The Chief Executive Officer, or a person designated by the Chief Executive Officer, shall meet or discuss matters of concern with the Chairpersons of the Board and appropriate Standing Committees, and attend all meetings of the Board.
- 4.2 The Chief Executive Officer shall be the Secretary-Treasurer of the Board, and shall be responsible for all matters set out in the Ontario Public Libraries Act as amended, and by the Board.
- 4.3 The Chief Executive Officer shall develop institutional objectives and policies for the consideration and approval of the Board, and procedures to carry them out.
- 4.4 The Chief Executive Officer may represent the Board at meetings, conferences, and hearings and speak on its behalf as required.
- 4.5 The Chief Executive Officer is designated to act as coordinator for the purposes of the Municipal Freedom of Information and Protection of Privacy Act, 1990, effective January 1, 1991.
- 4.6 The Chairperson and/or the Chief Executive Officer (CEO) (and in their absence, members of the Executive Committee) assumes the role of spokesperson when statements on behalf of the library are required. Such statements normally pertain to library policy, procedures, plans and decisions of the Board.

5. ANNUAL MEETING

- 5.1 The inaugural and annual meeting of the Board shall be held in January of each year at the time and place established by the Board at a regular Board meeting in the prior year. The order of business shall follow the normal agenda, following which an election of officers will take place.
- 5.2 The Chief Executive Officer shall act as Chairperson pro tem for the election of officers for the current year, and shall call for nominations for Chairperson of the Board, and for the Standing Committee Chairpersons. Nominations shall be made with no seconder required. Nominations shall be closed by motion made and seconded. If only one person has been nominated, that person shall be declared elected. If more than one person has been nominated, an election shall be held by secret ballot. The member receiving a 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 until a majority of votes is achieved.
- 5.3 The Board shall then determine by election which of the Trustees shall serve as first and second Vice Chairpersons. In the absence of the Chairperson of the Board, the first or second Vice-Chairperson shall assume the duties of Chairperson for that absence.
- 5.4 In the event that the Board Chair position becomes vacant for any reason, the first Vice Chairperson shall assume the office of Chairperson for the unexpired term. **The second Vice Chairperson shall become first Vice Chairperson.** A replacement Standing Committee and **second** Vice Chairperson shall be elected in the same manner as outlined heretofore.
- 5.5 The Chairperson of the Board and Committee Chairpersons shall hold office until the next annual or inaugural meeting, or until their successors are elected.
- 5.6 The Board shall appoint by motion a Chief Executive Officer and Secretary-Treasurer of the Board, who shall hold office until retirement, resignation or removal by motion of the Board.
- 5.7 The Board shall appoint such other officers as it deems necessary, all of whom shall hold office at the pleasure of the Board.
- 5.8 The Board shall make appointments to organizations as required.

6. SIGNING OFFICERS

- 6.1 The signature of any number of signing officers as required shall be affixed to other documents when necessary as specified in Section 1.2.

7. MEETINGS

- 7.1 Regular meetings of the Board shall be held at the Head Office on the third Wednesday of each month, or at such other time and place as is decided at a previous meeting by a majority vote of the members present, except the month of July when a meeting is not required to be held.
- 7.2 At all Board meetings, a majority of members must be present to establish a quorum for regular business. If there is no quorum, the meeting may continue as a Committee of the Whole, but any resolutions must be ratified at a subsequent Board meeting.
- 7.3 In the absence of both the Chairperson of the Board and the Vice-Chairpersons, the Board members present shall appoint a Chairperson pro tem for that meeting.
- 7.4 Notices of regular meetings shall be in writing, and shall be delivered to the address of each member and announced to the public at least seventy-two hours prior to the meeting.
- 7.5 a) The Chairperson or any two members of the Board may summon a special meeting of the Board by giving each member a minimum 72-hour notice in writing, specifying the purpose for which the meeting is called.
- b) Special emergency meetings may be called with notices sent as above, by telephone or by e-mail to the number/address listed with the Chief Executive Officer twenty-four hours prior to the meeting.
- 7.6 The Chief Executive Officer shall designate a recording secretary for meetings.
- 7.7 Decisions and staff directions made during closed sessions of the Board shall be recorded separately from the regular Board minutes.

8. MINUTES AND AGENDAS

- 8.1 Minutes of the previous regular meeting and any special meetings shall be delivered to the member's designated address seventy-two hours prior to the upcoming Board meeting.
- 8.2 In camera minutes shall be distributed and approved at the following Board meeting. If needed, any discussion of the minutes shall be held during a closed session. Copies shall be kept in a secure location by the Board Chair and CEO. Following approval of the minutes, all other copies shall be collected and destroyed. At the end of the Chairperson's term, the Chairperson's copies shall be returned to the CEO for destruction.
- 8.3 A written agenda shall be prepared by the Chairperson, in consultation with the Chief Executive Officer, and shall be provided to the members in the same manner as are the minutes. Any Board member wishing to place an item on the agenda may make a request to do so through the Chairperson or Chief Executive Officer (as Secretary-Treasurer of the Board) not later than ten days prior to the meeting. Such requests shall then be considered at the Chairperson's discretion.
- 8.4 At the beginning of any regular meeting, the Chairperson may accept or announce additional items to be added to the agenda.
- 8.5 Members of the Board are subject to the Municipal Conflict of Interest Act, and shall refrain from discussing and voting on any matter which is of a direct or indirect pecuniary interest to themselves, their family members or their employers. An official declaration shall be made by the member during the Agenda Review, and recorded in the minutes.
- 8.6 Conflict of Interest insurance protection is provided for Members of the Board under the City of Kitchener's insurance program.

9. POLICIES

- 9.1 The Board shall set written policies as required for the efficient operation of the Library Board.

10. AMENDMENTS

- 10.1 The Bylaws shall be reviewed at least every three years to ensure that they are current.
- 10.2 Any of the clauses of the Bylaws may be repealed or amended with the consent of the majority of members present at a regular Board meeting if previous notice of motion has been given at a regular meeting.

11. RULES OF ORDER

11.1 Conduct of meetings and procedures thereto not set out above shall follow Robert's Rules of Order.

