



Sault Ste. Marie Public Library

The Sault Ste. Marie Public Library Board

By-law No. 1998-01

Being a procedural by-law for the Sault Ste. Marie Public Library Board

Adopted: February 16, 1998

*Revised: March 20, 2000; May 14, 2007; May 12, 2016; June 18, 2018,
February 24, 2020; February 22, 2021; February 26, 2024*

Part One Holding of Meetings of the Board

1. Regular Meetings:

1.1. In accordance with the Public Libraries Act, R.S.O. 1990, c. P.44, the Board shall hold at least seven (7) regular meetings annually. It will be the Board's policy to hold nine (9) regular meetings and conduct special meetings at such other times, as it considers necessary.

2. Time and Place of Regular Meetings

2.1. The Board's meeting schedule will be determined annually at January Regular Board meetings for a twelve (12) month period (February to January).

2.2. The time, date and/or location of a regular meeting may be altered by Board resolution. In exceptional circumstances, forty-eight (48) hours' notice may be given to Board members of the time, date and location of any special Board meeting required.

2.3. Meeting length shall be no longer than two (2) hours. Should additional time be required, a motion must be passed to extend the length of the meeting.

3. Meetings Open to the Public

3.1. The meetings of the Board, including meetings of the Board sitting in Committee of the Whole, shall be open to the public, either in person or electronically, and no person shall be excluded therefrom except for improper conduct.

3.2. The Chairperson may expel or exclude from any meeting any person who has been guilty of improper conduct at the meeting.

4. Commencement of the Proceedings

- 4.1. As soon after the designated meeting time as quorum is present, the Chairperson shall call the meeting to order.
- 4.2. The Secretary-Treasurer shall record in the minutes the members present.

5. Quorum

- 5.1. The presence of a majority of the Board is necessary for the transaction of business.
- 5.2. A member of the Board can participate electronically in a meeting and shall be counted in determining whether or not a quorum of members is present at any point of time as per the Municipal Act, 2001, S.O. 2001, c. 25.

6. Quorum Lacking

- 6.1. Should a quorum not be present within twenty minutes of the appointed meeting time, the meeting shall stand adjourned. The Secretary-Treasurer shall then record the names of the members present and enter them in the minutes.
- 6.2. Notwithstanding Item 6.1, the members present may agree to proceed with the agenda informally, on the understanding that any decisions taken will be placed before the next meeting for ratification.

7. Annual Meeting:

- 7.1. An Annual Meeting of the Board shall be held in February prior to the regular Board meeting for the purpose of appointing Board committees, receiving annual reports, and any other business as may be referred to it by the Board.

8. Special Meetings:

- 8.1. The Chairperson or any two members of the Board may summon a special meeting of the Board by giving each member forty-eight (48) hours' notice in writing, specifying the purpose for which the meeting is called.

Part Two Officials of the Board

9. Chairperson:

- 9.1. At the first meeting following appointment of the Board, the Sault Ste. Marie Public Library Board shall elect a Chairperson from its members.

10. Duties of the Chairperson:

10.1. The Board Chairperson shall be responsible for:

- 10.1.1. presiding at regular and special meetings of the Board in the manner and to the extent prescribed by the Board.
- 10.1.2. conducting Board meetings in accordance with these by-laws, library policy and any other relevant legislation.
- 10.1.3. in the absence of specific authority, not committing the Board to any course of action.
- 10.1.4. serving as ex-officio member of all Board committees
- 10.1.5. acting as one of the authorized signing officers of all documents pertaining to Board business
- 10.1.6. 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
- 10.1.7. acting as the spokesperson for the Board
- 10.1.8. determining the responsibility of committees to deal with matters which arise where it is unclear as to which committee has responsibility, subject to eventual confirmation by the Board.
- 10.1.9. ensuring that vacancies on Board committees are filled as expeditiously as possible.
- 10.1.10. advising the Vice-Chairperson, if for any reason, the Chairperson is temporarily unable to perform the duties of the Chairperson.
- 10.1.11. any other powers, duties and responsibilities as may, from time to time, be assigned to the Chairperson by the Board.

11. Vice-Chairperson:

- 11.1. At the first meeting following appointment of the Board, the Sault Ste. Marie Public Library Board shall elect a Vice-Chairperson from its members.

12. Duties of the Vice-Chairperson:

12.1. The Vice-Chairperson shall be responsible for:

- 12.1.1. performing all the duties and responsibilities of the Chairperson in the absence of the Chairperson.
- 12.1.2. any such other powers, duties and responsibilities as may, from time to time, be assigned to the Vice-Chairperson by the Board.

13. Elections of Officials of the Board:

- 13.1. At the first meeting following appointment, the Board shall elect a Chairperson and Vice-Chairperson from its members until the end of the Board's term.
- 13.2. Elections shall be decided by majority vote when there are two candidates and plurality vote when there are more than two.
- 13.3. If only one nomination is received for a position, the candidate shall be declared elected by acclamation.
- 13.4. Voting shall be by secret ballot. The secretary shall act as scrutineer.
- 13.5. In the event of a tie, an additional secret ballot between the tied candidates shall be cast.
- 13.6. In the event of a second tie the decision will be made by a straw vote.
- 13.7. No Board Member shall serve as Chairperson or Vice-Chairperson greater than six consecutive terms.
- 13.8. Casual vacancies that occur within the executive during the year shall be filled by conducting a written vote at the next regular meeting of the Board.
- 13.9. Ballots will be destroyed.

14. Nominations for Officials of the Board:

- 14.1. Nominations for Chairperson and for Vice-Chairperson may be made from the floor by any Board Member requires a mover and seconder.
- 14.2. Nominees shall be given the opportunity to accept or decline the nomination.
- 14.3. Candidates shall be free to withdraw verbally prior to the vote.
- 14.4. Members unable to attend are eligible for election by informing the Secretary in writing of their willingness to stand for office and in which positions, if nominated.
- 14.5. The Chairperson and Vice-Chairperson will be until the end of the Board's term, for a maximum of six (6) consecutive terms in that position.

**Part Three
Officers of the Board**

15. Chief Executive Officer:

- 15.1 The Board shall appoint a Chief Executive Officer who shall have general supervision over the direction of the operation of the public library and its staff, shall attend all board meetings and shall have the other powers and duties that the Board assigns.
- 15.2 As a non-voting officer of the Board, the CEO:
 - a) interprets and communicates the Board's decisions to the staff
 - b) does not vote on Board business

- c) sits ex-officio on any committees of the Board and acts as a resource person
- d) assists and supports the Board at the presentation of the library budget before the council
- e) reports directly to the Board on the affairs of the library and makes recommendations they consider necessary

Secretary-Treasurer:

1. The Board shall appoint a Secretary-Treasurer who shall:
 - a) conduct the Board's official correspondence
 - b) keep minutes of every meeting of the Board
 - c) receive and account for all the Board's finances
 - d) manage financial accounts in the name of the Board including depositing all money received on the Board's behalf to those approved accounts
 - e) disburse the money as the Board directs
2. The same person may be both the Chief Executive Office and the Secretary-Treasurer.

Part Four Voting in the Board Meetings

Voting:

1. Every member present when a question is put shall either vote in the positive, in the negative, or abstain.
2. The Chairperson of the Board may vote upon all questions.
3. Any vote on a resolution shall require a simple majority of the members present to be passed, except for a resolution on a by-law, which shall require a two-thirds majority of the members present. Any question on which there is an equality of votes shall be deemed in the negative.
4. Any member present who has a conflict of interest (real or perceived) in the matter before the Board is not eligible to vote.
5. Voting shall normally be by a show of hands.
6. A member may request a recorded vote prior to a question being put.
7. Telephone and electronic votes are permitted provided that they are participants in the meeting. Email and proxy votes shall not be permitted.

Part Five Agenda

Agenda:

1. The Chief Executive Officer, in consultation with the Chairperson, shall decide subject matters and items to appear on the Board Agenda as well as any delegations to be heard by the Board.
2. A full agenda package will be sent to Board members electronically and/or in paper format (as preferred) no later than the Friday preceding each regular meeting of the Board.

Part Six Committee of the Whole

Moving into Committee of the Whole:

1. The Board may, by resolution, move into Committee of the Whole to deal with matters referred to it by the Board and in accordance with all applicable library and other legislation.

Report of the Committee of the Whole:

1. Following adjournment of the Meeting of the Whole, the Chairperson shall report on the proceedings and findings. A motion adopting the report, or adopting it and dealing with the subject matter shall be made.

Part Seven Closed Meetings

Moving into a Closed Meeting:

1. The Board may, by resolution, move into a Closed Meeting to deal with matters referred to it by the Board and in accordance with the Public Libraries Act and the Municipal Act, as revised, and/or all other applicable legislation
 - 1.1. The security of the property of the Board;
 - 1.2. Personal matters about an identifiable individual;
 - 1.3. A proposed or pending acquisition or disposition of land by the Board;
 - 1.4. Labour relations or employee negotiations;
 - 1.5. Litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - 1.6. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - 1.7. A matter in respect of which a board or committee of a board may

hold a closed meeting under another Act 2002, c. 17, Sched. C, s. 24(5)

Educational or Training Sessions:

A meeting of the Board may be closed to the public if the following conditions are both satisfied:

1. The meeting is held for the purpose of educating or training the members.
 2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.
- Municipal Act, 2006, c. 32, Sched. A, s. 103 (1).

Minutes of Closed Meetings:

1. The Secretary-Treasurer shall take the minutes of Closed Meetings. In the absence of the Secretary-Treasurer, the Chairperson shall appoint a member of the Board to take the minutes.
2. Minutes of Closed Meetings are confidential.
3. Minutes of Closed Meetings shall be approved at the next Closed Meeting of a regular meeting of the Board.

Part Eight Board Committees

Board committees specialize in key areas of the Board's overall operation and, where appropriate, develop recommendations that go to the full Board for consideration. The committees' objectives are to facilitate Board processes and promote effective decision-making.

Committees operate under delegated authority from the Board and so will not take action or make decisions unless specifically mandated to do so. These guidelines apply to all Board committees and supplement the specific terms of reference for each committee.

Standing Board Committees:

1. The Board's Standing Committees are as follows:
 - a. CEO Evaluation Committee
 - b. Finance Committee

c. Policy Committee

2. Committee members are appointed for the term of the Board at its first AGM.
3. The Chairperson is an ex officio member of every standing committee. Notwithstanding, the Chairperson may be appointed to any standing committee in which case they shall be counted in the formation of a quorum and may vote on any question.
4. Each committee will review its Terms of Reference annually which shall be approved by the Board.

Special Committees:

1. The Board may appoint Special Committees at any time as it is deemed necessary.
2. A resolution establishing a special committee shall set forth the terms of reference of the committee.
3. The Chairperson is an ex officio member of every special committee. Notwithstanding, the Chairperson may be appointed to any special committee in which case they shall be counted in the formation of a quorum and may vote on any question.
4. When a special committee has completed its work and made its report to the Board it dissolves automatically.

Quorum of Standing and Special Committees:

1. A quorum of any Board committee, whether a standing or a special committee, shall be a majority of the members thereof, including the Chairperson of the Board as ex officio.
2. A Committee shall not consider any business if a quorum is not present.

Chairperson of Committees:

1. A Committee shall select a chairperson for the term of the committee at its first meeting.

Members of Committees:

1. Where the resolution establishing a committee does not appoint members, the Chairperson of the Board shall appoint them.
2. The Board may appoint persons to committees who are not members of the Board.

Meetings:

1. Each committee shall meet at such time and place as the Chairperson or Committee shall determine at the Committee's first meeting.
2. The frequency of committee meetings shall be defined in each committee's Terms of Reference.
3. No Board committee, whether a standing or a special committee, shall meet while the Board is in session.

Secretary:

1. A secretary shall be appointed for each committee, who shall:
 - 1.1. Keep the minutes of the meetings.
 - 1.2. Perform any other secretarial functions as required.

General Provisions for Standing and Special Committees:

1. The Chairperson of the committee may vote on any question before the committee and in the event of an equality of votes, the question is defeated.
2. The Chairperson of the committee may present a written report to the Board. Written reports from Committees are included in the consent agenda of regular Board meetings, for review and approval.
3. Committees may consider and report on such matters only as have been referred to them by the Board.
4. Members of the Board may attend the meetings of committees but shall not be allowed to vote; nor shall they be allowed to take part in any discussion or

debate except by the permission of the majority of the members of the committee.

Part Nine

Review and Changes to Bylaws

1. Bylaws shall be reviewed by the Policy Committee on request by the Board.
2. Bylaws may also be reviewed/revised at the direction of the Board, when required.
3. Any changes or revisions to the bylaws shall require a two-thirds majority of the members present at the Annual General Meeting.

PASSED by the Sault Ste. Marie Public Library Board this 26th day of February 2024.

Chairperson

Secretary-Treasurer