

ST. THOMAS PUBLIC LIBRARY ORGANIZATIONAL BY-LAW

WHEREAS:

- a) St. Thomas Public Library is established under Sec. 29 of the Public Libraries Act, R.S.O. 1990, Ch. P. 44, as amended, and as a Local Board under Sec. 1 and Sec. 216 (3) (e) of the Municipal Act, 2001, S.O. 2001, Ch. 25, as amended; and
- b) St. Thomas Public Library is under the management and control of the St. Thomas Public Library Board in accordance with sec. 3 (3) of the said Public Libraries Act; and
- c) the said statutes, and regulations thereunder, set out a number of provisions that govern procedures, qualifications, and operational requirements for the St. Thomas Public Library Board which is a corporation pursuant to Sec. 3 (3) of the Public Libraries Act; and
- d) objectives and functions of the St. Thomas Public Library Board are generally stated as follows:
 - is the decision-making body for corporate governance of St. Thomas Public Library;
 - sets the mission and overall direction of the Library in response to the needs of the community;
 - requires that the Library is operated in accordance with the Public Libraries Act, R.S.O. Ch. P44, and other relevant legislation;
 - determines and adopts written policies to govern the operation of the Board and the Library;
 - appoints a qualified and competent Chief Executive Officer; is responsible for evaluation, discipline and setting the rate of pay of the CEO;
 - works with the CEO to prepare a budget adequate to carry out the Library's goals and objectives and presents this budget to the Council of The Corporation of the City of St. Thomas;
 - reviews general financial statements regularly for adherence to the budget;
 - determines the future needs of the Library and reports on these needs;
 - understands the Library-related needs of the community and advocates for promoting the interests of the Library in the community;

- accepts donations, gifts and bequests for the benefit of the Library;
- approves and submits all reports required or requested by Council or the Government of Ontario.

1.0 GENERAL

- 1.1 The office of the Board shall be located at the St. Thomas Public Library - 153 Curtis Street - St. Thomas, Ontario - N5P 3Z7, or at such other location in the City of St. Thomas as the Board may determine and notify.
- 1.2 The Board shall strive to provide, in co-operation with other Library Boards, a comprehensive and efficient Public Library service reflecting the particular interests of residents of the City of St. Thomas, and such other special services in connection with such Library services as the Board considers necessary or advisable.

2.0 INTERPRETATION

- 2.1 In this By-Law and all other corporate By-Laws and resolutions of the Library unless the context otherwise requires:
- 2.1.1 the singular includes the plural;
- 2.1.3 “Board” means the board of the Library;
- 2.1.4 “CEO” and “Chief Executive Officer” shall mean the Library employee who is the chief managing officer of the Library, holding executive authority over all Library staff, and reporting directly to the Board;
- 2.1.5 “Council” means the elected Council of The Corporation of the City of St. Thomas;
- 2.1.6 “Executive”, “Executive Officers” and “Officers” means the persons who hold the corporate offices enumerated in Section 6 of this By-Law;
- 2.1.7 “Inaugural Meeting” with respect to each Board Member shall be the first Board meeting held following the Member’s appointment by Council;
- 2.1.8 “Library” means St. Thomas Public Library;
- 2.1.9 “Libraries Act” means the Public Libraries Act R.S.O. 1990 Ch P. 44, as amended, and any statute amending or enacted in substitution therefore, from time to time;
- 2.1.10 “Members” and “Member” means the Board Members duly appointed pursuant to this By-Law and the Libraries Act.

3.0 BOARD

- 3.1 Board The affairs of the Library shall be managed by a Board composed of nine (9) Board Members.
- 3.2 Appointment of Board
- 3.2.1 Board Members shall be appointed by the Council in accordance with the Libraries Act;
- 3.2.2 The term of appointment shall be four (4) years concurrent with the term of office of the appointing Council. The term of each Member shall commence with the Inaugural Meeting after their appointment and shall continue until the first day of the term of their successor;
- 3.2.3 The Members appointed by Council to the Board:

- Shall usually include two (2) persons, but may include a maximum of four (4) persons who hold the position of alderman or Mayor and are serving concurrently on Council;
 - - Shall include the remaining number of Members selected from candidates who are volunteers from the general public at large.
- 3.3 Qualifications Each Member shall:
- 3.3.1 be a Canadian citizen;
 - 3.3.2 be at least eighteen (18) years of age;
 - 3.3.3 not be an un-discharged bankrupt nor an incompetent person, as legally defined;
 - 3.3.4 be a resident of the City of St. Thomas or a resident of the area to which the Board provides Library services under contract; and
 - 3.3.5 not be an employee of the Board or of the Corporation of the City of St. Thomas or of a municipality served by the Library under contract.
- 3.4 Vacancies A vacancy arising for any reason on the Library Board may be filled by the Council and such appointee shall serve for the remainder of the normal current term of the Member they replace.
- 3.5 Removal of Members
- 3.5.1 A Board Member shall be disqualified and therefore removed from office if the Board Member
 - i is convicted of an indictable offence;
 - ii. is formally declared bankrupt or insolvent;
 - iii becomes incapacitated in a manner that renders them legally incompetent;
 - iv ceases to be qualified for Board Membership by ceasing to serve on Council, unless otherwise appointed, or under 3.3.4 or 3.3.5.
 - 3.5.2 The Members entitled to vote may, by resolution passed by at least three-quarters (3/4) of the votes cast at a Board meeting of which notice specifying the intention to pass the resolution has been given, remove any Member before the expiration of their term of office, and the Board shall promptly notify the Council of the vacancy.
 - 3.5.3 Attendance of Members shall be recorded at all Board meetings. Any Member absent from three (3) consecutive regular meetings of the Board, without the absence being authorized by a Board resolution, shall be deemed to have resigned, and the Board shall by resolution declare the seat vacant and notify Council of the vacancy.
- 3.6 Remuneration of Board The Board Members shall serve without remuneration for their services as Members or Officers of the Library.
- 3.6.1 Indemnities to Members Every Member and Officer of the Library Board and their respective heirs, estates and trustees shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Library, from and against:
 - i. All costs, charges and expenses whatsoever which the Member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Member or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Member or Officer in or about the execution of the duties of a Board Member or of the office held; and

- ii. All other costs, charges and expenses which the Member sustains or incurs in or for purposes of the affairs of the Board, except any costs, charges or expenses occasioned by the Member's own willful neglect or default.
- 3.7 Protection of Board Members and Officers No Members or Officers of the Library Board shall be liable for the acts, receipts, neglects or defaults of any other Member or Officer or employee of the Board or the Library or arising through insufficiency or deficiency of title to any property acquired by the Library/Board or for or on behalf of the Library Board or for the insufficiency of any security in or upon which any of the money of or belonging to the Library/Board shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board Member's respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and willful act, willful neglect, or willful default of that Member, or Officer.

4.0 MEETINGS

- 4.1 Quorum A quorum for the transaction of business at meetings of the Board shall be 5 Members. Council shall ensure that not less than a quorum of Members are appointed to the Board and in office at all times.
- 4.2 Meetings Meetings of the Board may be held at any place within Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the Chairman, the Vice-Chairman or the Secretary or by any two (2) Members.
- 4.3 Notice Subject to the provisions of section 4.4 and 4.5, notice of Board meetings shall be delivered, emailed or telephoned to each Member not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or Chairman that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 4.4 No formal notice of meeting is necessary if all the Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 4.5 Regular Meetings The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named and if so resolved by the Board no further notice of the regular meetings need to be given, but the agenda and background materials shall be forwarded to the Members prior to each such meeting.
- 4.6 Notwithstanding the above, special meetings of an emergency nature may be called with summonses sent by telephone or email not less than 24 hours prior to such meeting if possible.
- 4.7 Voting The Chairman or acting Chairman of the Board may vote with the other Members of the Board upon all questions. Any questions on which there is an equality of votes shall be deemed negative.
- 4.8 Public Meetings

- 4.8.1 All meetings of the Board shall be open to the public, and shall be conducted in accordance with the Public Libraries Act, and the Ontario Municipal Act. No meeting shall be closed to the public during the taking of a vote. Throughout this section, Board meetings shall be deemed to include all Committee meetings where the 50% or more of the members of the Committee are also Members of the Board.
- 4.8.2 a) Despite 4.7.1 above, a meeting or part of a meeting of the Board may be closed to the public if the subject matter being considered relates to:
- i. Security of the property of the Board;
 - ii. Personal matters about an identifiable individual, including Board employees;
 - iii. A proposed or pending acquisition or disposition of land by the Board;
 - iv. Employee negotiations or labour relations;
 - 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 the Board may hold a closed meeting under another Act;
 - viii. Consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, Chapter M.56, R.S.O. 1990, as amended.
- b) Before all or part of a meeting is closed to the public, the Board shall state by resolution:
- i. The decision to hold a closed meeting;
 - ii. The general nature of the subject matter to be considered at the closed meeting with reference to 4.7.2(a).
- c) Despite 4.7.1 a meeting may be closed to the public during a vote if:
- i. Section 4.7.2 (a) permits or requires a meeting to be closed to the public, and
 - ii. The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board or persons retained by or under contract with the Board.
- d) If a meeting is closed to the public, no resolution or record of the meeting shall disclose any information that the head of an institution is not permitted to disclose under the Municipal Freedom of Information and Protection of Privacy Act.
- e) All information, documentation and deliberations received, reviewed or taken in a closed meeting are confidential.
- f) Minutes of the closed meeting will be retained in confidence by the Secretary and such minutes will not be open to inspection by any member of the public.
- g) No determination of any matter discussed in a closed meeting shall be final until the matter has been considered and approved at an open meeting of the Board.

- 4.9 Meeting Chair If both the Chairman and Vice-Chairman are absent from any meeting of the Board, then a quorum of Members present shall by motion appoint one of their Members to be Chairman of the meeting.
- 4.10 Others Present Such other persons as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Board Member, to notice of, and personally or by their delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote.
- 4.11 Procedures and Policies The Board shall adopt by resolution such policies as it deems appropriate from time to time regarding the order of business at meetings, policies set in connection with the manner in which business is conducted by the Board and guidelines or protocols regarding the Board's role and Members' conduct.

5.0 OFFICERS AND DUTIES

- 5.1 Executive Officers There shall be a Chairman, Vice-Chairman and Finance Chairman elected by the Board from among their number and a Secretary-Treasurer appointed in accordance with these By-Laws.
- 5.2 Chairman The Chairman shall, when present, preside at all meetings of the Board and Members. The Chairman shall supervise the affairs and operations of the Board, sign all documents requiring their signature and shall have such other powers and duties from time to time as may be prescribed by the Board or incidental to the office of Chairman. The Chairman shall be, ex officio, a voting Member of every standing and ad hoc committee and shall personally or by designate represent the Board at official functions when called upon to do so.
- 5.3 Vice-Chairman During the absence of the Chairman, their duties and powers may be exercised by the Vice-Chairman. If the Vice-Chairman exercises any of the Chairman's duties or power, the Chairman's absence or inability shall be presumed with regard thereto. The Vice-Chairman shall also perform the other duties from time to time prescribed by the Board or incidental to the office of Vice-Chairman.
- 5.4 Secretary-Treasurer The Secretary-Treasurer shall act as clerk of the Board and shall be responsible for maintenance of the Board's records. The Secretary-Treasurer need not be a Board Member and unless resolved otherwise by the Board, the Chief Executive Officer shall be, ex officio, the Secretary-Treasurer. The Secretary-Treasurer shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. They shall give all notices required to be given to Members. They shall be the custodian of all of the books, papers, records, correspondence and documents belonging to the Library and shall perform other duties from time to time prescribed by the Board or incidental to the office of Secretary-Treasurer. The duties of the Secretary-Treasurer may be delegated as provided in Section 5.6.
- 5.5 Finance Chairman The Finance Chairman shall chair the Finance Committee and shall collaborate with the CEO in preparing the financial budget of the Library, monitor budget compliance, present interim financial statements to the Board and encourage long term financial planning and goals.

- 5.6 Chief Executive Officer The Board shall appoint and employ a Chief Executive Officer who shall hold office at the pleasure of the Board. Subject to any duties or responsibilities imposed or any directions given by the Board from time to time, the Chief Executive Officer shall be the chief financial officer and treasurer including the duties described in s. 15(4) of the Libraries Act R.S.O. 1990 c.P.44 as well as the chief operating officer of the Library responsible for overseeing all operations of the Library. The Chief Executive Officer shall be, ex officio, a non-voting Member of all Standing and Ad Hoc Committees of the Board. Unless otherwise directed by the Board, the Chief Executive Officer shall serve as the Secretary and Treasurer of the Board and shall perform the duties of the corporate secretary of the Library. The Chief Executive Officer may designate staff persons having the confidence of the Board to perform such of the functions of Board Secretary as can appropriately be delegated by the Chief Executive Officer.
- 5.7 Other Officers The Board may appoint such other officers, including without limitation, honorary officers, committee chairmen and agents as the Board considers appropriate and in the best interests of the Library and such officers may be given such titles as the Board may prescribe from time to time. The Board may also remove at its pleasure any such officers or agents of the Library Board. The duties of such other officers, if any, of the Library thus appointed by the Board shall be as the Board prescribes.
- 5.8 Multiple Offices If otherwise qualified one person may hold more than one office, except the office of Chairman and Vice-Chairman shall not be the same person.
- 5.9 Election of Officers Officers to be elected by the Board for the first year of the term of the Board shall be elected at the Inaugural Meeting of the Board following the appointment of the Members. In subsequent years of the Board's term the Board may again consider all such offices at the Annual Meeting and may make such resolution or hold such election as the Board determines appropriate. A vacancy arising in any office during the year shall be filled by the Board at the next regular meeting.

6.0 COMMITTEES

- 6.1 Standing Committee There shall be the following Standing Committees:
1. Finance
 2. Personnel
 3. Public Relations and Fundraising
- 6.2 Appointment At each annual meeting of the Library Board the Board shall appoint or confirm the Standing Committees.
- 6.3 Combined and Inactive Committees From time to time by resolution the Board may combine the work of two or more Standing Committees under such name as the Board shall select; and the Board may permit any Standing Committee to be inactive.
- 6.4 Ad Hoc Committees There may be such Ad Hoc Committees as the Board sees fit from time to time and for such short term or long term purposes as the Board may determine from time to time by resolution. The existence of any such Ad Hoc Committee shall be terminated automatically upon whichever of the following is the first to occur:

1. The delivery of the Committee's report;
 2. The completion of its assigned task; or
 3. A resolution by the Board terminating the Committee where it is deemed redundant in light of the purpose(s) for which it was constituted;
- 6.5 Except as otherwise provided by special resolution of the Board, all Committees are subject to the following:
1. The Committee Chairman and Committee members shall be appointed by the Board and up to 50% of the Committee members may be persons who are not Board Members;
 2. The Committee shall meet at least annually, and more frequently at the will of its Chairman or as required by its terms of reference, and when requested by the Board;
 3. The Committee shall be responsible to, and report after each Committee meeting to the Board;
 4. The Committee may establish its own rules of procedure, in conformity with and subject to policies established by the Board and may appoint subcommittees.

7.0 ANNUAL MEETING

- 7.1 Annual Meeting Each year one regular or special meeting of the Board shall be styled as the annual meeting of the Board, to be held as early in the year as practicable and never later than June 30th, for the purpose of:
1. Hearing and receiving any reports and statements requested by the Board;
 2. Confirming the continuation of Officers or election of such Officers by the Board and appointment by the Board of such standing committees as are required by this By-Law or additionally deemed appropriate by the Board;
 3. Appointing the auditor; and
 4. The transaction of any other business properly brought before the meeting.

8.0 EXECUTION OF DOCUMENTS

- 8.1 Books and Records The Board shall see that all necessary books and records of the Board required by the by-laws of the Board or by any applicable statute are regularly and properly kept, and such records shall not be less than would be required under Part 3 of the Corporations Act R.S.O. 1990, c. 38, to the extent such requirements can be applied to the Board.
- 8.2 Formal Documents The Board shall by resolution designate the officers or other persons who are authorized from time to time to be the corporate signing officer on behalf of the Board where covenants, deeds, reports, contracts, statements, or other documents that may be required or deemed advisable.
- 8.3 Signing Officers Unless otherwise designated by Resolution of the Board, the signing Officers of the Board shall be the Chairman, Vice Chairman, Secretary-Treasurer and Finance Chair.

9.0 BANKING ARRANGEMENTS

- 9.1 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Library, or any part thereof, with the bank, trust company, (or other corporation carrying on a banking business) that the Board has designated as the Library's banker, and such designated person shall have the authority set out in the resolution, including, unless otherwise restricted, the power to:
1. Operate the Library's accounts with the banker;
 2. Make, sign, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 3. Issue receipts for orders relating to any property of the Library;
 4. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 5. Authorize any officer of the banker to do any act or thing on the Library's behalf to facilitate the banking business.
 6. Unless otherwise designated by resolution of the Board, the financial signing officers of the Board shall be the Chairman, Vice Chairman, Secretary-Treasurer and Finance Chair.

10.0 FINANCIAL YEAR

- 10.1 The financial year of the Library shall terminate on the 31st day of December in each year or on such date as the Library may from time to time by resolution determine but in any case the fiscal year of the Library shall be the same date as the fiscal year end of The Corporation of the City of St. Thomas.

11.0 NOTICE

- 11.1 Computation of Time In computing the date when notice must be given under any provision of the by-laws or Board policy requiring a specified number of days' notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.
- 11.2 Omissions and Errors The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Board Member or by the auditor of the Library, or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceeding taking at the meeting. Any Board Member may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.
- 11.3 Method of Notice Subject to any specific restrictions resolved by the Board, any notice required by this By-Law or otherwise for Board and Committee business shall be in written form but may be forwarded by postal mail, facsimile transmission or electronic mail, provided that in each case the Board Member or other person to be notified has approved their method of transmission and designated their preferred address. Notwithstanding such approval, any notice may be forwarded by postal mail to the mailing address last provided by the party and such notice by mail shall be deemed to have been received on the third day after the effective date of mailing.

12.0 BY-LAWS AND AMENDMENTS, ETC

- 12.1 Enactment This By-law and other By-laws of the Library Board may be enacted, repealed, amended, altered, added to or re-enacted in the manner provided below, subject to the provisions of the Libraries Act.
- 12.2 Board By-laws may be amended by an affirmative vote of three-quarters of the Board Members holding office at the time of the vote.
- 12.3 Any of the Articles or clauses of these By-Laws may be repealed or amended at a regular or special meeting of the Board by Motion provided that formal Notice of Motion has been given at a previous meeting, the proposed change recorded in full in the Minutes and subsequently distributed to all Members. A motion to add, amend or remove a By-Law shall require an affirmative vote of at least two-thirds of Members in office in order to be carried, provided that notice shall have been given at the previous meeting of the Board.

13.0 REPEAL OF PRIOR BY-LAWS

- 13.1 Repeal Subject to the provisions of sections 13.2 and 13.3 hereof, all prior (organizational) by-laws are repealed together with any resolutions and other enactments of the Library heretofore enacted or made are repealed to extent same deals with the subject matter of By-Law No. 1.
- 13.2 Exception The provisions of section 13.1 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing the Board the power or authority to borrow.
- 13.3 Provision Provided that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

14.0 EFFECTIVE DATE

- 14.1 This by-law shall come into force with further formality upon its enactment. Enacted as By-Law No. 1 by the Members of the Board at a meeting duly called and regularly held and at which a quorum was present on the _16___ day of _January_____, 2019.

Chair

Secretary