

Policy Number 5.1
Title By-Laws of CPL Board
Section 5: By-Laws
Effective Date October 27, 2004
Reviewed & Approved: February 16 2022 Board Meeting



The purpose of the Cobourg Public Library By-laws is to Provide Rules Governing the Organization and Proceedings of the Cobourg Public Library Board

1. General

- 1.1 The Board**
- Public Libraries Act*
- The Town of Cobourg's *By-Law #2194*
- The Cobourg Public Library Board, hereafter referred to as the Board, is established under the authority of the *Public Libraries Act*, R.S.O., 1990, Chapter P.44 as amended, and enacted by *By-law # 2194* of the Council of the Corporation of the Town of Cobourg.
- 1.2 Governance Model**
- The Board operates under the Policy Governance® Model.
- 1.3 Mission**
- Committed to being an exceptional community resource for information, exploration, inspiration and enjoyment.
- 1.4 Powers and Duties**
- Public Libraries Act*
- The Board's powers and duties shall be all those described in the *Public Libraries Act*.
- 1.5 Reference**
- Where possible, reference to applicable legislation or By-laws have been made.
- The following documents have been cited and are indicated in italics or quotation marks:
- The *Public Libraries Act*, R.S.O., 1990, Chapter P.44 (P.L.A.)
 - The *Municipal Conflict of Interest Act*
 - *Robert's Rules of Order*
 - By-laws of the Corporation of the Town of Cobourg
 - Town of Cobourg's *Local Committee Policy*
 - The Board's own Policies
- 1.6 Definitions**
- The provisions of this *By-law* shall be interpreted in accordance with the Glossary of terms (Appendix "A")
- 1.7 Amendments to the *By-law***
- The *By-law* shall be amended by a two-thirds majority vote of those Board members present. Notice of proposed new wording for the *By-law* must be submitted in writing at least four weeks prior to the meeting.

2. Board Composition

- 2.1 Number of Members** The Town of Cobourg approved the composition of the Board at its meeting of November 17th, 2003 (effective December 1, 2003).
- P.L.A. Sections 9(2), 9(3)*
- Town of Cobourg By-law #93-2003
- “The Cobourg Public Library Board shall be comprised of:
- (a) one member of the Cobourg Municipal Council appointed by that Council, and
 - (b) one member of the Township of Hamilton Council appointed by that Council, and
 - (c) seven other persons appointed by the Cobourg Municipal Council who are qualified to be members of the Board in accordance with the provisions of the *Public Libraries Act*.”
- 2.2 Eligibility** “A person is qualified to be appointed as a member of a board who is a member of the appointing council or,
- P.L.A. Section 10*
- (a) is at least eighteen years old;
 - (b) is a Canadian citizen or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act (Canada)*
 - (c) is,
 - (i) resident of the municipality for which the board is established....
 - (ii) a resident of a municipality that has a contract with the board....
 - (d) is not employed by the board or by the municipality
- 2.3 Term of Appointment** The *P.L.A.* states that, “A Board member shall hold office for a term concurrent with the term of the appointing Council, or until a successor is appointed, and may be appointed for one or more additional terms.”
- P.L.A. Section 10(3)*
- 2.4 Vacancies** “Where a vacancy arises in the membership of a board, the appointing council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days.”
- P.L.A. Section 12*

- 2.5 Disqualifications** “If a board member,
P.L.A. Section 13 and (a) is convicted of an indictable offence;
Section 10(1) (b) becomes incapacitated;
 (c) is absent from the meetings of the board for three
 consecutive months without being authorized by a
 board resolution;
 (d) ceases to be qualified for membership under clause
 10 (1) (c); or
 (e) otherwise forfeits his or her seat,
the member’s seat becomes vacant and the remaining members
shall forthwith declare the seat vacant and notify the appointing
council accordingly.”
- 2.6 Police Check** All new Board Members must submit a clear police check to the
CEO or Board Chair before they attend their first Board Meeting.

3. Officers of the Board

- 3.1 Chair of the Board** “A board shall elect one of its members as chair at its first meeting
P.L.A. Section 14(3) in a new term.”
- At the first meeting of the new term of a Board, the CEO will
preside until the members elect one of their number to be the
Chair. The CEO will then cede the meeting to the newly-elected
Chair.
- A Chair is elected for a one year term or until a successor is
appointed.
- The Chair may be removed from office by a two thirds majority
vote of the Board. If the Chair resigns or is removed from office,
the successor will hold office for the balance of the term of
appointment for the Chair.
- The Chair may vote on any question before the Board.
- 3.2 Vice-Chair** The Chair shall call for the nomination and the Board shall elect one
Vice Chair for the year, during the first meeting held in each year.
- The Vice-Chair is elected for a one year term or until a successor is
appointed.
- The Vice-Chair may be removed from office by a two thirds majority

vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will hold office for the balance of the term of appointment for the Chair.

The Vice Chair presides at Board meetings in the absence of the Chair or when the Chair is present at the meeting, but temporarily leaves the chair.

3.3

Secretary

*P.L.A. Sections 15(3),
15(5)*

“A board shall appoint a secretary who shall,

- (a) conduct the board’s official correspondence; and
- (b) keep minutes of every meeting of the board.”

“The same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer.”

The Secretary shall:

- (a) attend all meetings of the Board and to record the minutes, orders, and requests of all such meetings and conduct the Board’s official correspondence.

- (b) shall make available the Agenda for regular meetings one week prior to the regular meeting. The Agenda shall be accompanied by explanatory materials as determined by the Secretary in consultation with the Chair.

- (c) forward the minutes of the Board meetings to the Chair for review not later than the tenth day after the Board meeting.

3.4

Treasurer

*P.L.A. Sections 15(4),
15(5)*

“A board shall appoint a treasurer who shall,

- (a) receive and account for all the board’s money;
- (b) open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board;
- (c) deposit all money received on the board’s behalf to the credit of that account or accounts; and
- (d) disburse the money as the board directs. “

“The same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer.”

4. **Board Committees**

- 4.0 Matters concerning committees are addressed in the Board's Governance Process: *Board Committee Principles and Structure Policy*.
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5. **Board Meetings**

- 5.1 **Meetings** All Board meetings shall be open to the public.
P.L.A. Section 16(2)
- 5.2 **First Meeting of the Board in a New Term of Office** The Chief Executive Officer shall call the first meeting of the Board in a new term of office.
P.L.A. Section 14(1)
Town of Cobourg
By-law #55-96
- 5.3 **Meeting Schedule** All regular and/or special meetings of the Board shall be held at a time and place as may be determined by the Chair, within the provisions set forth by the *P.L.A.* Meetings will be held once a month for at least 7 months each year and at such other times as the chair considers necessary.
P.L.A. Section 16(1)
- 5.4 **Special Meetings** The Chair or any two members of the Board may, with written notice to each member, convene a special meeting of the Board. The written notice will specify the purpose for which the meeting is called. A special meeting will deal exclusively with the stated purpose for which the meeting is called and no other business will be transacted without the consent of the majority of the Board. A special meeting shall not be summoned for a time that conflicts with a regular meeting or a meeting previously called of the Council of the Corporation of the Town of Cobourg or of the Council of the Corporation of the Township of Hamilton. Lack of receipt of the notice of a special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is achieved.
P.L.A. Section 16(2)
- 5.5 **Agendas for Meetings** The Secretary shall, in collaboration with the Chair, prepare, an Agenda to be delivered with supporting materials to the members in advance of the meeting at which the Agenda is to be considered. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or CEO no later than ten days prior to the meeting. Such requests will be

accommodated at the discretion of the Chair. No item not included in the Agenda can be introduced at the meeting without the majority consent of members present.

The Board will use a Standard Agenda for items that do not necessarily require discussion. Board members may request that any item be removed from the Standard Agenda and added to the regular item for debate or discussion.

Lack of receipt of the notice of a regular meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is achieved.

Board agendas and minutes are public information and will be available to the public. The Agenda package will be publically available a minimum of seven (7) calendar days in advance of the meeting.

5.6 Attendance
P.L.A. Section 13(c)
Town of Cobourg's Local
Committee Policy

Members of the Board who are unable to attend a scheduled meeting of the Board shall notify, if possible, the Secretary 24 hours prior to said meeting. Attendance of members is recorded and is reported to the Municipal Council of the Town of Cobourg.

Any member absent from meetings of the Board for three consecutive months without being authorized by a board resolution shall be deemed to have resigned, and the Board shall notify Council that the position has become vacant.

5.7 Conflict of Interest
Municipal Conflict of
Interest Act Sections 5(2),
7(1)

Board members are governed by the *Municipal Conflict of Interest Act*. Board members shall refrain from discussing and voting on any matter that is of a direct or indirect pecuniary interest to themselves, their family members, or their employers. During any closed (In-Camera) meeting session a Board member shall leave the meeting or part of the meeting during which the matter is under consideration.

Each meeting Agenda will contain provision for members to disclose a conflict of interest concerning any matter listed on the Agenda. Such declarations shall be recorded in the minutes.

5.8 Quorum
P.L.A. Section 16(5)
Municipal Conflict of
Interest Act Section 7(1)

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

Where there is no quorum within thirty minutes after the scheduled meeting time, the Secretary will record the names of the members present. Although the meeting may continue, no

motion may be made or passed.

Where the number of Board members who are obliged to declare a conflict of interest and are therefore unable to participate in a meeting is such that at that meeting the remaining members are not of sufficient number to constitute a quorum, then, despite any other general or special Act, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than two.

5.9 Voting

P.L.A. Section 16(6)

“The Chair or acting Chair of a Board may vote with the other members of the Board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.”

After discussion the Chair will call for a vote.

Voting is carried out by a show of hands. A recorded vote may be taken at the request of a member present.

5.10 In-Camera Sessions

P.L.A. Sections 16(4), 16(5), 16(8)

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.
- (h) relevant to a consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*.

To deal with matters in the absence of the public, a motion to move into an In-Camera session must be moved, seconded and approved by a majority vote.

A meeting may be closed to the public during a vote if,

- (a) conditions permitting or requiring the meeting to be closed to the public exist
- (b) the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board or committee of the board or

persons retained by or under contract with the board.

Motions arising during In-Camera sessions shall be ratified upon return to the open meeting.

The Board may invite appropriate persons, such as the

CEO/Secretary-Treasurer or legal counsel, to attend an In-Camera session.

5.11 Delegations/Presentations Community members may address the Board, solely at the discretion of the Board, on any matter that is the responsibility of the Board. Those addresses relating to items not on the agenda of a given meeting shall be known as “Presentations” and shall appear at the beginning of the agenda before any other business items. Those addresses relating to items that are on the agenda shall be known as “Delegations”. Presentations and delegations shall be limited to ten (10) minutes. Delegations may be heard as the agenda item comes before the Board and before the Board discusses the agenda item.

Community members wishing to make a presentation or delegation must submit a written request to the Secretary or Chair at least three (3) business days in advance of a Board meeting. The request should include the name of the presenter, topic of the presentation, background details, handout materials (if any), and contact information. (See Appendix “B” *Delegations Handout*)

Unscheduled delegations/presentations will require a 2/3 majority vote of Board members present in order to permit the immediate delegation/presentation.

5.12 Rules of Order *Robert’s Rules of Order* shall govern the organization in all procedural matters not otherwise covered by legislation, this *By-law*, or approved policies and procedures of the Board.

6. Minutes and Agendas

6.1 Regular Board Meeting Minutes Minutes are recorded by the designated recording secretary. Meeting minutes will be approved by the Chair prior to distribution to all Board members before the next meeting. Additions or corrections to the minutes will be brought to the full Board meeting for adoption in the minutes.

Appendix “A”

Glossary of Terms

Agenda	A list of business items to be considered at a meeting, arranged in the order in which they are intended to be addressed.
Board	The Cobourg Public Library Board.
Chair	The person who presides at the meeting.
Committee	Any Committee, task force, or work group appointed by the Board.
Council	The Council of the Town of Cobourg.
Delegations	One or more community members who address the Board on a matter that is the responsibility of the Board that appears on the Board’s meeting agenda.
In-Camera	In private. Only Board members and persons authorized by them may be present at an In-Camera Meeting.
Member	A member of the Cobourg Public Library Board.
Minutes	The legal record of the Board’s proceedings and decisions. Corrections must relate to matters of fact only. A Member who does not agree with a decision cannot have the decision changed by changing the minutes. The appropriate remedy is to move a motion to reconsider.
Motion	A formal proposal placed before the meeting by one member, the mover of the motion, for debate and decision.
Move	To formally propose a motion or amendment.
Mover	The person who proposes a motion or amendment.
Quorum	The minimum number of members who must be present at a meeting to make the proceedings valid. A simple majority of the Board.
Second	To formally endorse a motion or amendment immediately after it has been moved.
Secunder	The person who formally endorses a motion or amendment. seconder need not wait for recognition by the Chair. Seconding does not necessarily mean that a seconder supports the motion, only that the seconder agrees that it should be considered.

Show of hands	Those for and those against the motion are asked to raise their hands. The hands are counted, the result announced, and the motion declared either carried or lost.
Two-thirds majority	Two-thirds, or the closest whole number that is greater than two-thirds.
Vice-Chair	The Board Vice-Chair.
Vote, recorded	A vote in which each member is asked individually and publicly to announce his or her vote for or against the motion. It is a way for a member to protect himself or herself legally by having his or her vote against a motion recorded in the minutes. It must be requested immediately before the start of voting.
Vote, tie	An equal number of votes for or against a motion.
Voting	See Show of hands.