

Category: Governance
Policy Number: 1-1
Policy Name: Constitution and By-laws
Revision: 2.0

1. Establishment of the Library:

- 1.1 The Waterloo Public Library as established by the City of Waterloo operates under the Public Libraries Act, RSO 1990, Chapter 44.
- 1.2 The Waterloo Public Library shall be under the management and control of the corporation known as “The Waterloo Public Library Board” as per the Public Libraries Act, RSO 1990.
- 1.3 The following bylaws of the Waterloo Public Library Board shall be observed for the order and dispatch of business of the Board and regulate the conduct and duties of its members and officers.
- 1.4 Notwithstanding these bylaws the Board shall be directed by relevant sections of the Public Libraries Act, Municipal Affairs Act, Corporations Act and any other legislation which applies to the organization.

2. Library Board Appointment:

- 2.1 The Board is composed of a minimum of five members to a maximum of fifteen members appointed by Waterloo City Council. The number of Municipal Councillors may not exceed one less than the majority appointed.
- 2.2 Each member appointed by Council shall hold office for a term concurrent with the term of the appointing Council or until a successor is appointed.
- 2.3 Vacancies arising from death, resignation, or a change of residence to outside Waterloo shall be filled by the appointing body and the person appointed shall hold office for the unexpired term of the person whose place has become vacant.
- 2.4 Attendance of members at meetings shall be noted and recorded. Members who are absent for three consecutive meetings without authorization by Board resolution shall be deemed to have vacated their seats on the Board. A new appointment shall be requested from Council.
- 2.5 By Council resolution, no individual may serve more than two consecutive terms on the Board, not inclusive of partial terms per 2.3 or 2.4 above.

3. Officers:

- 3.1 The Board shall appoint the CEO as Secretary-Treasurer.
- 3.2 At the annual meeting, the CEO shall assume the chair and call for nominations for the position of Chair. Following the election, the CEO shall relinquish the Chair and the new Chair shall preside over the remaining election, including Vice-Chair, Standing Committee Chairs and Board representative to the Southern Ontario Library Service.

3.3 An individual board member shall be limited to four successive years as Board Chair.

3.4 In the event of any elected office becoming vacant, the Board will elect a replacement.

4. **Signing Authorities:**

4.1 The Board shall appoint as signing officers: The Chair, Vice-Chair and CEO. In the absence of the Chair or Vice-Chair another board member may be asked to sign. In the absence of the CEO, the Deputy CEO or a designated member of senior staff may be asked to sign.

4.2 Contract, documents or instruments in writing requiring the signature of the Board may be signed by the Chair, Vice-Chair or a designated board member. All contracts, documents and instruments in writing so signed shall be binding upon the Board without any further authorization or formality. The Board shall have power from time to time to appoint by resolution any person or persons to sign the aforementioned on behalf of the Board.

4.3 All other cheques, drafts or orders for the payment of money shall be signed by any one of the following, if the amount does not exceed \$3,500: CEO, Deputy CEO, Chair or Vice-Chair. For amounts in excess of \$3,500, two of the following shall sign: CEO, Deputy CEO, designated Staff Signing officer, Chair or Vice-Chair. The library's purchasing policy will govern all transactions.

5. **Annual Meeting:**

5.1 The annual meeting shall take place at a separate meeting no later than the date of the regular March meeting. The order of business shall be as laid in Schedule B of this document.

6. **Regular Meetings:**

6.1 As mandated by City By-Law, the CEO shall call the first meeting of each new Board.

6.2 A minimum of 10 regular meetings of the Board shall be held monthly normally from September to June at a designated library location.

6.3 Agendas shall be distributed at least three days before any meeting.

6.4 At all Board meetings a majority of members (half plus one) appointed to the Board must be present to establish a quorum for regular business. If there is no quorum the meeting may continue but any resolutions must be ratified at a subsequent board meeting.

6.5 The Board may use electronic conferencing (for example, telephone or video conferencing) as an alternative to meetings in person to conduct Library Board business.

6.6 A special meeting may be summoned at any time by order of the Chair or Vice-Chair or at the written request to the CEO by any two members. Special meetings may be arranged by telephone.

6.7 Agendas shall be prepared following the outline in Schedule A and B. Any member may add items on agenda either before distribution or at the official approval of the agenda at the beginning of the meeting.

6.8 Board meetings are open to the public except where part or all of a meeting is declared in camera by motion of the Board. The circumstances under which a meeting may be closed to the public are specified in the Ontario Public Libraries Act, section 16.1 (4) and (5).

6.9 The business and conduct of meetings shall be conducted with reference to Robert's Rules of Order unless the Board passes a motion to suspend temporarily this authority.

7. Resolutions:

7.1 Although discussion may from time to time be informal, the Chair may at any time request a resolution and a seconder.

7.2 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 and recorded in the minutes.

7.3 The CEO shall procure insurance to protect members charged and found not guilty of conflict of interest violations.

7.4 A telephone or email vote may be conducted by the CEO on the authority of the Chair, with the results reported to the entire Board upon completion of the vote, and formally recorded at the next public meeting.

8. Chair's Duties:

8.1 The Chair shall preside at all regular and special meetings of the Board, shall preserve order, and shall decide on all questions of order subject to an appeal to the Board.

8.2 In the absence of the Chair, the Vice-Chair shall perform all necessary duties. If both officers are absent, the members present shall appoint a board member as acting Chair.

8.3 The Chair and Vice-Chair shall be ex-officio members of all Board committees.

9. Committees:

9.1 The Board shall maintain a Standing Committee for Finance and Resources, and Fundraising and Outreach. The Committee Chairs shall be elected at the annual meeting and membership appointed by the Board Chair.

9.2 From time to time the Board may establish ad hoc committees to deal with special matters. The Chair shall appoint these committees and their Chairs.

9.3 Committee meetings require a quorum to conduct business. If there is not a quorum, the meeting may continue and a report shall be made to the Board.

9.4 Records shall be kept of all meetings.

10. Board Training and Association Memberships:

10.1 In accordance with library policy and available funds, expenses shall be paid for any member authorized to attend workshops, conferences and meetings. Expenses may include registration

fees, transportation, accommodation, meals and other costs associated with attendance, to Library guidelines.

10.2 The Library shall pay for all members' enrollment in the Ontario Library Board Association.

11. CEO:

11.1 The CEO shall be the Executive Officer and Secretary-Treasurer of the Board.

11.2 As specified in the approved job description, the CEO shall advise the Board on policy, operating and capital budgets, personnel issues, planning and library services, in addition to fulfilling other requirements of the position.

11.3 The CEO or designate shall attend all Board meetings.

11.4 As Secretary, the CEO shall ensure a full and correct record of all Board proceedings and conduct its official correspondence.

11.5 As Treasurer, the CEO shall ensure the maintenance of bank accounts and records as specified by the Board and relevant legislation.

12. Policies:

12.1 The Board shall adopt written policies as required to ensure the efficient operation of the Library.

13. Amendment:

13.1 The constitution shall be reviewed and approved by the Board every four years to ensure that it is current.

13.2 Any of the clauses of the Constitution may be repealed, altered, amended or added to with the consent of the majority of the members present at a regular meeting of the Board if previous notice of motion has been given at a regular meeting.

SCHEDULE A

WATERLOO PUBLIC LIBRARY

REGULAR MEETING AGENDA

1. Call to order
2. Approval of the agenda
3. Disclosure of pecuniary interest and the nature thereof
4. Minutes of the previous meeting
5. Business arising from the minutes
6. Delegations
7. Correspondence
8. Decision items
9. Discussion items
10. Information items
 - 10.1 CEO's Report
11. Committee reports
 - 11.1 Finance and Resources
 - 11.2 Fundraising and Outreach
 - 11.3 Ad hoc committee(s) (as necessary)
12. Other business
13. Date of next meeting
14. Adjournment

SCHEDULE B

WATERLOO PUBLIC LIBRARY

ANNUAL GENERAL MEETING AGENDA

1. Call to order
2. Approval of the agenda
3. Disclosure of pecuniary interest and the nature thereof
4. Ratification of the Minutes of the previous Annual General Meeting (moved and seconded)
5. Chair's Report to be approved and subsequently ratified
6. Committee Chairs' Reports
 - Finance and Resources
 - Fundraising and Outreach
 - Ad hoc Committees
7. CEO and Staff Reports
8. Nominations and elections
(The CEO shall assume the Chair)

Election of Board Chair
(The new Chair shall preside over the following elections)

Election of Board Vice Chair

Election of Committee Chairs
 - Fundraising and Outreach
 - Finance and Resources
9. Appointment by Chair of Ad Hoc Committee Chair (if applicable)
10. Appointments to the Committees by Chair
11. Other business
12. Adjournment

Document Revision Record:

Revision Level	Revision Date	Change
1.0	June 26, 2003	Initial Release
2.0	September 26, 2012	Reviewed & Updated

Approval:

CEO	Board Chair	Date
<p>..... Laurie Clarke</p>	<p>..... Helen Kaluzny</p>	<p>September 26, 2012</p>