

Markham Public Library Board By-laws

Approved: February 2, 2004

Revised: February 2008, December 2010, January 2011, September 2012, December 2012, January 2013,
June 2018, November 2018, September 2019, January 2020,
April 2020

PREAMBLE

WHEREAS the *Public Libraries Act*, R.S.O. 1990, chapter P 44, (hereinafter called the "Act") provides that public libraries shall be under the management and control of a Board, which is a corporation;

1. GENERAL

1.1 Name

AND WHEREAS, By-law # 13 – 71 of the Council of the City of Markham (hereinafter called the "Council") establishes the Markham Public Library Board (hereinafter called the "Board"). (Revised September 2012)

1.2 Enactment

Therefore, the Board enacts the following By-laws for regulation of the Board's business.

1.3 Purpose

In accordance with the Act, Section 20, the Board's purpose is to provide the Markham community with comprehensive, efficient public library services reflecting Markham's unique needs.

1.4 Corporate Seal

The Board shall have a 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 documents requiring the seal, and which seal shall be attested to by the signatures of the Board Chair and Chief Executive Officer (hereinafter called the "CEO/Secretary-Treasurer), or by such member and/or such other Board officer as the Board shall direct.

The corporate seal shall be kept in the custody of the CEO/Secretary-Treasurer.

1.5 Powers and Duties

The Board's powers and duties shall be all those described in the Act. Accordingly, the Board is responsible for operating one or more Libraries in accordance with the Act and Regulation.

1.6 Definitions

The provisions of the By-laws shall be interpreted in accordance with the Glossary of Terms, attached as Appendix "A."

2. BOARD COMPOSITION

- 2.1 Size and Composition** The Board shall consist of twelve to fifteen members, of whom three shall be members of the said Council and the remainder of whom shall be citizen appointees.
- 2.2 Appointments** Council appoints all members to the Board.
- 2.3 Qualifications** Citizen appointees must meet the qualifications set out in Section 10 (1) of the Act.
- 2.4 Term** A Board member shall hold office for a term concurrent with the Council term, or until a successor is appointed.
- 2.5 Reappointment** A Board member may be reappointed for one or more further terms, concurrent with the Council term.
- 2.6 Resignations/ Vacancies** If a vacancy arises in Board membership, Council shall appoint a person to fill the vacancy and to hold office for the unexpired term, except if the unexpired term is less than 45 days.
- 2.7 Disqualification** If a Board member is absent for three consecutive Board meetings, without authorization by a Board resolution put before the Board on the fourth month, that member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify Council accordingly.
- 2.8 Youth Representative** The Board may appoint a non-voting teen Member who lives and/or goes to school in the City of Markham. Staff will select a candidate from the current list of registered volunteers with the Library. The teen must be under 18 years of age and will serve a one-year term, September to June. Responsibilities will include attending monthly meetings (not in camera) represent interests and issues of Markham's youth in Board discussions and represent the Library at selected events or programs. The youth representative does not have voting rights and does not contribute to quorum.

3. BOARD OFFICERS

- 3.1 Chair** The Board shall elect the Chair for a one-year term and until a successor is elected provided the successful candidate has at least one year MPL Board experience. (Revised December 2012)
- 3.2 Vice-Chair** The Board shall elect the Vice-Chair for a one-year term and until a successor is elected provided the successful candidate has at least one year MPL Board experience. In the absence of the Chair, the Vice-Chair shall preside and shall have all of the Chair's powers and responsibilities. (Revised December 2012)
- 3.3 Secretary-Treasurer** The Board shall appoint a Secretary-Treasurer. Typically, that shall be the CEO or the CEO's designate.
- The Secretary-Treasurer shall:
- (a) Receive, keep safely, and account for all the Board's money.
 - (b) Open an account or accounts in the Board's name 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.
 - (d) Disburse funds as required by provincial and federal legislation, City and Library By-laws, and Board resolutions.
- The Board Secretary shall:
- (a) Keep minutes of every Board and Committee Meeting.
 - (b) Conduct the Board's official correspondence.
- 3.4 Chief Executive Officer** The Chief Executive Officer of the Markham Public Library is the Board's employee to whom the Board delegates the supervision and direction of the Library and its staff and who shall be known in these By-laws as the "CEO/Secretary-Treasurer."

4. BOARD MEETINGS

- 4.1 Meetings** All Board meetings shall be open to the public.
- 4.2 Inaugural Meeting in New Term** The Act, Section 14 (1) and (2) and the City of Markham By-law # 287 – 85 authorize the CEO/Secretary-Treasurer to call the first Board Meeting in each new term.
- 4.3 First Meeting** The First Meeting shall be held in January of each year, except following an election year, when the first Board meeting in each new term is called upon receipt of appointment confirmation from the City Clerk.
- Nominations may be declared informally one month prior and up to and including the First Meeting.
- The CEO/Secretary-Treasurer calls the meeting to order and conducts the elections for the Chair and Vice-Chair positions.
- Once the Chair and Vice-Chair are elected for their terms, the Chair presides over the remainder of the meeting.
- 4.4 Regular Meetings** The Board shall hold no less than seven scheduled meetings each year. These Regular Meetings shall be held at 7:00 p.m. on the fourth Monday of the month between September and June.
- The Board shall not hold a Board meeting that falls on a municipal, provincial or federal election date.
- The Board Secretary shall provide a meeting date schedule to members at the beginning of each year.
- The Board Secretary shall provide to each member written notice of all Regular Meetings, together with the proposed agenda and the minutes of the immediately preceding Regular Meeting and of any Special Meetings, at least five days in advance of such meetings. The Board Secretary shall provide to each member advance electronic minutes.
- 4.5 Meeting Notification** The notice shall be in the form of a written agenda accompanied by its supporting documents.
- The Board Chair, in consultation with the CEO/Secretary-Treasurer, shall prepare the agenda. Any member wishing to place an item on the agenda may make a request to do so through the Chair or CEO/Secretary-Treasurer no later than ten days prior to the meeting. Such requests shall then be considered at the Chair's discretion. Minutes of the previous regular meeting and any special meetings shall be provided to the members in the same manner as the agenda.
- The package shall be delivered electronically to the members' designated addresses at least five days prior to the upcoming meetings.
(Revised January 2013)
- Lack of receipt of notice for a Regular Meeting shall not affect the validity of holding the meeting or any action taken thereat, provided a quorum is obtained.

4.6 Order of Business

The order of business at regular meetings shall be as follows:

- Call to order/Approval of Agenda
 - Declaration of Conflict of Interest
 - Delegation
 - Chair's Remarks
- Consent Agenda
 - Minutes of previous regular meeting
 - Declaration of Due Diligence by the CEO
 - Communication and Correspondence
- CEO's Highlights
- Annual Monthly Policy Review
- Internal Monitoring Reports
- Ends
- Governance
- Ownership Linkage
- Board Advocacy
- Education
- Incidental Information
- New Business
- Board Evaluation
- In Camera Agenda (if any)
- Adjournment

(Revised January 2013)

4.7 Special Meetings

The Chair or any two members may summon a Special Meeting at any time. The meeting's purpose must be stated in the notice and no other business will be transacted without the consent of a Board majority.

Special Emergency Meetings may be called with notice twenty-four hours prior to the meeting.

Lack of receipt of notice for a Special Meeting shall not affect the validity of holding the meeting or any action taken thereat, provided a quorum is obtained.

4.8 In-Camera Meetings

When the Board determines that matters should be dealt with in the absence of the public, a motion to move into an In-Camera session must be moved, seconded, and approved by majority vote, prior to the meeting being closed. Motions to move In-Camera are not debatable.

The following subjects may be discussed at properly constituted closed meetings:

- (a) Debate as to whether or not an item is properly in-camera or not, if in the Chair's opinion, such discussion would be prejudicial if discussed at an open meeting.
- (b) The security of the Board's property.
- (c) Personal matters about an identifiable individual.
- (d) A proposed or pending acquisition or disposition of land by the Board.
- (e) Labour relations or employee negotiations.
- (f) Litigation or potential litigation, including matters before any Court or Administrative Tribunal, affecting the Board.
- (g) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
- (h) A matter in respect of which a Board or Board committee may hold a closed meeting under another Act.
- (i) A request under the *Municipal Freedom of Information and Protection of Privacy Act*.

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

- (a) Conditions permitting or requiring the meeting to be closed to the public exist.
- (b) If the vote is for a procedural matter or for giving directions or instructions to Board officers, employees or agents or Board committee or persons retained by or under contract with the Board.

The Board may invite appropriate persons, such as the CEO/Secretary-Treasurer and Board Secretary, to attend an In-Camera session. The Board Secretary takes the minutes of In-Camera meetings. Minutes are kept brief and do not contain the discussions at the In-Camera meeting. Motions passed In-Camera are ratified when the Board returns to its Regular Meeting. Minutes are approved at a subsequent In-Camera meeting. Minutes are circulated to the Board and appropriate staff.

Bill 49, Part 1, *Freedom of Information, Access to Records*, Section 6, states that the 'head' of the organization or the Library Board may refuse to disclose a record "that reveals the substance of deliberations of a meeting of a council, board, commission or other body or a committee or one of them if a statute authorizes holding that meeting in the absence of the public."

Through a motion made while in regular session, the Board may declare that In-Camera minutes are not to be filed in the official minute book to become part of the public record. If such a motion is passed, the minutes, once approved, will be returned to the Board Secretary by each member for destruction.

Where minutes are to be excluded from the official minute book, the original minutes and approved minutes are separated from the regular Board minutes and kept in a locked cabinet within the CEO/Secretary-Treasurer's permanent files. Neither staff nor the public is permitted to review them and they do not become part of the public record.

4.9 Meeting Procedures

The Chair will preside at all Board meetings, maintain order, decide whether motions are in order, and rule on all procedural matters.

If the Chair is not present at the time for the meeting to begin, the Vice-Chair will call the meeting to order and will preside for that meeting or until the Chair arrives.

If both the Chair and Vice-Chair are not present within fifteen minutes after the time for the meeting to begin, the CEO/Secretary-Treasurer will call the meeting to order and will preside for the election of an Acting Chair. While presiding, the Acting Chair will have all the Chair's rights, duties, and responsibilities.

4.10 Attendance

Members shall notify the Board Secretary if they are unable to attend the Regular Meeting. Meeting attendance shall be recorded.

For absence from Board Meetings for three consecutive months without a recorded Board resolution authorizing the absence, see section 2.7 Disqualification.

4.11 Conflict of Interest

The *Municipal Conflict of Interest Act* shall govern the Board, and the agenda shall include provision for members to disclose a direct or indirect pecuniary interest in a matter and the general nature thereof.

4.12 Delegations

Residents and community association representatives may attend and address the Board as a delegation at any Regular Meeting. In order to appear as a delegation, the following conditions must be met:

- (a) Requests to speak as a delegation may be received in person at the meeting and a 5 minute time limit will be allowed per delegation. Requests to present for a maximum of 15 minutes must be made in person, or by fax or e-mail at least one week prior to the date of the meeting. The request must include the issue (s) to be presented, naming the organization or interested parties to be represented.
- (b) The Board reserves the right to request any additional information regarding a particular issue or association.
- (c) The Board will provide delegations with a maximum of 15 minutes to make a presentation, unless extended by Board motion.
- (d) The Board reserves the right to limit the number of delegations per meeting.
- (e) A delegation may not appear before the Board on the same issue a second time, unless approved by Board motion.
- (f) Delegations may choose to remain for the balance of the public meeting, but may not speak to other agenda items.
- (g) Through the CEO/Secretary-Treasurer, the Board will communicate its decision to the delegation in writing. The Board is not obligated to respond or make a decision at the time of the presentation.

4.13 Quorum

A quorum shall be a simple majority of the Board.

As soon as there is a quorum present, the Chair shall call the meeting to order.

Where a quorum is not present within thirty minutes after the hour fixed for a meeting, the Board Secretary shall record the names of the members present. In the absence of a quorum, the meeting may continue; however, no motion may be made or passed.

4.14 Voting

The Chair or Acting Chair may vote with the other members upon all questions. The Chair or Acting Chair shall cast a vote after all members have voted.

Any question on which there is a tie vote shall be deemed to be negative.

Voting shall be by a show of hands, unless otherwise indicated. Upon the request of a member who is present when a question is stated, a recorded vote shall be taken.

4.15 Rules of Order

The Chair may use Robert's *Rules of Order* as a tool to govern proceedings and member conduct.

4.16 Chair's Procedures

The Chair will:

- (a) Open meetings by taking the chair and calling the meeting to order.
- (b) Determine the presence of a quorum.
- (c) Maintain a list of members who have signaled the Chair that they wish to speak or ask questions.
- (d) Recognize members in the order in which they signaled that they wished to speak or ask questions.
- (e) Receive and submit, in the proper manner, all motions presented by the members, unless a motion is contrary to the Board's By-laws. If the Chair rules that a motion is contrary, the Chair will tell the members immediately, before putting the question, and will cite the rule or authority applicable to the case without argument or comment.
- (f) Determine whether a question is properly one of privilege and admissible and to be dealt with immediately. The Chair's ruling on order or procedure may only be appealed by Board motion, duly seconded. If the motion is carried, the Chair's decision is overturned.
- (g) State and put to a vote all motions, which are moved and seconded in the course of proceedings, and announce the results.
- (h) Expedite business.
- (i) Decide all questions of order.
- (j) Ensure appropriate conduct of members and the public.
- (k) Sign on behalf of the Board, where applicable.
- (l) Ensure the decisions of the Board are in conformity with the laws and By-laws governing Board activities.
- (m) Preside over meeting process analysis before adjournment.
- (n) Declare the meeting adjourned when the Board so votes.

4.17 Member's Conduct

A member will be courteous and will not engage in any action that disturbs the meeting.

A member will not:

- (a) Use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another member, charge another member with being dishonest, be abusive or insulting, or cause disorder.
- (b) Make any noise or disturbance that prevents members from being able to participate in a meeting.
- (c) Speak beside the debated question.
- (d) Reflect upon any prior Board determination, except to conclude such remarks with a motion to rescind such determination.
- (e) Interrupt a member who is speaking, except to raise a matter of privilege or a point of order.
- (f) Disobey Board By-laws.
- (g) Disobey the Chair's decision on questions of order or practice or on the interpretation of Board By-laws.
- (h) Speak more than once to the same question except:
 - Upon the consideration of a report referred by a committee to the Board for a decision
or
 - In explanation of a statement that may have been interpreted incorrectly
or
 - With Board permission, after all other members who wish to speak have spoken at least once

A member who wishes to speak will signal the Chair and wait for the Chair's recognition.

A member will address to the Chair all remarks and questions, including questions intended for another member or staff.

4.18 Public Conduct

Members of the public will be courteous and will not engage in any action that disturbs the meeting.

Members of the public will not:

- (a) Make any noise or disturbance that prevents members from being able to participate in a meeting.
- (b) Address the Board without a prior appointment, or without Board permission at a meeting.
- (c) Use unparliamentary or offensive language.

5. MOTIONS

- 5.1 Decisions** All decisions will be made on the basis of motions.
- 5.2 Moving a Motion** To make a motion, a member must have the floor first.
- A motion properly moved before the Board must be completed before any other motion can be received, except a motion to amend or adjourn, or on a matter of privilege.
- 5.3 Seconding a Motion** Another member must second every motion.
- A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- The Chair will not put any matter to the vote, and a member will not move a procedural motion to have the vote taken, until every member who wishes to speak has spoken at least once. Members who have already spoken may speak again only after all other members have been given the opportunity to speak. A member may not speak more than twice on an issue without a Board resolution. After members debate a motion, the Chair puts the question to a vote and announces the voting result.
- Any member may require the question or motion under discussion to be read at any time during the debate.
- There will only be one substantive motion before the Board at any one time. An amendment may be made to a motion, but may not negate the main motion or materially alter its intent.
- 5.4 Notice of Motion** All Board Member motions other than routine business or those arising out of reports from standing or special committees may be void unless the mover gives notice thereof the day the Board package is released prior to a meeting. This notice shall be given in writing to the Board Secretary and it shall be accompanied by a copy of the proposed motion and said notice and copy shall be e- mailed to all Members five days before the meeting.
- 5.5 Amending a Motion** Only one motion to amend the main motion shall be allowed.
- 5.6 Withdrawing a Motion** When a motion is before the Board and the mover wants to withdraw or modify it or substitute another motion, the Chair shall grant permission if no member objects. If a member objects, the Chair will have to put the question on granting the request to a vote, or someone can make a motion to grant it. A motion to withdraw another motion cannot be debated or amended.
- 5.7 Adjournment** A motion to adjourn is not debatable, cannot be amended and, if resolved in the negative, cannot be made again until after the Board shall have completed some intermediate proceeding.

6. MINUTES AND AGENDAS

- 6.1 Distribution** Regular Board Meeting agendas and minutes are public information and will be made available to the public.
- Copies of all approved Regular Meeting and Committee Meeting minutes are retained in an official minute book filed in the Administration Centre.
- 6.2 Regular Meeting Minutes** The Board Secretary records minutes for later transcription in draft form and forwards to members before the next meeting.
- Amendments are brought to the following Regular Meeting for adoption in the minutes.
- The minutes shall be confirmed at the following Regular Meeting.
- 6.3 Committee Minutes** The Board Secretary, or Committee member, records Committee Meeting minutes.
- 6.4 New Business** At the beginning of any Regular Meeting, the Chair may announce additional items to be added to the agenda.

7. SIGNING AUTHORITIES

- 7.1 Purpose** This section identifies the individuals (the Signatories) who are authorized on behalf of the Library Board to provide instructions and directions to the financial institution (the Bank) holding the Board's bank account(s).
- 7.2 Scope** The Signatories named below are authorized to create, execute and deliver any and all documentation that may be required by the Bank for the opening and ongoing operation of the Board's account(s). The Signatories are also authorized to perform transactions and otherwise conduct all aspects of the Board's banking relationship with the Bank on behalf of the Board.
- 7.3 Signatories** In accordance with the above, the Signing Authority on behalf of the Board is given to any two of the following individuals:
- Board Chair
 - Board Vice-Chair
 - CEO & Secretary-Treasurer
 - Director, Administration
- 7.4 Updating of Information** Updated information regarding the Signatories, including specimen signatures, will be provided to the Bank as required and in a timely fashion.

(Section 7 added January 2013)

8. REVIEW AND AMENDMENTS TO BY-LAW

- 8.1 Conflict** In the event of a conflict between this By-law and the provision of either the *Public Libraries Act* or an applicable City of Markham By-law, the provisions of the *Public Libraries Act* or the City of Markham By-law shall prevail to the extent of any conflict.
- 8.2 Review** Revisions to any of the guiding authorities (*Public Libraries Act*, City of Markham By-laws, Policy Governance) may necessitate a review of these By-laws.
- 8.3 Amendments** By-law amendments require a two-thirds majority vote by the members.
- 8.4 Effective Date** These By-laws or amendments are effective at the time of approval by Board motion.

APPENDIX “A”

GLOSSARY OF TERMS

Adjourn	To end the meeting
Agenda	A list of business items to be considered at a meeting, arranged in the order in which they are intended to be addressed
Amendment	A formal proposal to change the words of a pending motion
Board	The Markham Public Library Board
CEO/Secretary-Treasurer	The Chief Executive Officer of the 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 City of Markham
Delegation	One or more residents or community association representatives who address the Board
Floor, on the	The current subject of debate
Floor, to have the	To have the right to speak without interruptions, except on a matter of privilege or a point of order
In-Camera	In private. Only Board members, CEO/Secretary-Treasurer, Board Secretary, and persons authorized by them may be present at an In-Camera Meeting.
Libraries	Markham Public Library
Member	A member of the Markham Public Library Board
Minutes	The legal record of the Board, or a Committee, 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
Notice of motion	Formal advice to the Board that a member proposes to move a motion at a future meeting. It usually includes the wording of the proposed motion.
Order	Behaviour in a meeting, which allows members to conduct business without disruption

Order, call a Member to	A way for the Chair to point out to a member that the member has broken the rules or is speaking out of turn
Order, call the meeting to	An announcement by the Chair to indicate that the Chair is about to start the meeting. Also, it is a way for the Chair to enforce discipline on the meeting after the rules have been broken.
Order, point of	A way for a member to draw attention to a breach of the rules
Quorum	The minimum number of members who must be present at a meeting to make the proceedings valid. A simple majority of the Board.
Rescind	To revoke a previous decision
Resolution	A motion that has been moved, seconded and carried
Ruling	A decision by the Chair on a procedural point. Any member may appeal it, in which case the ruling is immediately put to a vote without debate.
Second	To formally endorse a motion or amendment immediately after it has been moved
Secunder	The person who formally endorses a motion or amendment. A 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	The usual way of voting. 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.
Time limit	The maximum time allowed for a speech by an individual member, set by the Chair
Two-thirds majority	Two-thirds, or the closest whole number that is greater than two-thirds
Un parliamentary	Words or expressions that are disrespectful or language offensive. It includes swearing and derogatory and racial remarks.
Vice-Chair	The Board Vice-Chair
Vote, cast a	A single vote (usually the prerogative of the Chair) that decides an issue when the vote has resulted in a tie
Vote, majority	One more than half the number of members present
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