

# **Gibsons & District Public Library Association**

## **Operating Bylaws**

### **Part 1 – Authority**

#### **1. Board Duties**

- a) As established by the **Library Act (1966) Chapter 264, Part 4, Section 39 general powers and duties of library board** provides that the library board may make rules for holding meetings of the public library association and for managing the association, and
- b) may make rules for managing the business of the board, in accordance with the Act, these bylaws and the Governance Policies.

#### **2. Purpose**

- a) The purpose of this bylaw is to establish rules and procedures to be followed in calling and conducting meetings of the association and of the board, electing a board of trustees, and adopting or amending bylaws.

### **Part 2 - Interpretation**

#### **3. In these bylaws**

- a) “Association” means the Gibsons and District Public Library Association
- b) “Board” means the Association board, or Board of Trustees
- c) Insert new definition “Governance Policy(ies)” means the policies of the Board as set out in the Board Manual and as amended from time to time;
- d) “Library Act” (L.Act) means the Library Act of the Province of British Columbia
- e) “Member” means a qualified member of the Association
- f) “Trustee” means a member of the Board of Library Trustees

## **Part 3 – Association Membership**

### **3.1 Qualification (L.Act Sec.32, 33)**

All residents of the Town of Gibsons, and of Area D (Roberts Creek), Area E (Elphinstone) and Area F (West Howe Sound) regional district electoral areas are eligible for membership and participation in the Association upon applying for and being given a library card.

### **3.2 Disqualification (L.Act Sec 47(b))**

Any member contravening library policy and/or procedures may have their membership privileges revoked, in which case they shall be ineligible to participate in the Association.

## **Part 4 - Annual General Meeting**

### **4.1 Meeting Protocols:**

- a) The annual general meeting of the Association shall be held at the date, time and place, in accordance with the Library Act, that the Board of trustees determines.
- b) Notice of meeting Thirty (30) days notice of the annual general meeting will be provided by publication of the date, time, and place in media.
- c) Presiding officer The Board Chair, Vice Chair or in the absence of both, one of the other trustees shall preside as chair of the meeting.
- d) Quorum: The members of the association who attend the AGM shall constitute a quorum.

### **4.2 Eligibility**

- a) Provided that they have been members for at least thirty days, all Association members who are age 18 or older are eligible to vote at the annual general meeting.
- b) All members who are eighteen years of age, or older, residents of Electoral Areas D, E, F or the Town of Gibsons are eligible to stand for trustee elections with the exception of paid library staff.

### **4.3 Voting procedure**

- a) All votes shall be determined by a show of hands and simple majority unless otherwise determined in the bylaws.
- b) If an election for any Board Trustee position is required, it shall be by secret ballot.

### **4.4 Agenda**

- a) The agenda shall minimally include the annual report of the Board, the financial statements and the election of trustees. (L.Act Sec. 36, 40(3)(a), 40(3)(b))

### **4.5 Election of trustees (L.Act Sec. 36)**

- a) Nine (9) trustees are to be elected in total, with half the number to be elected for a two year term in every year.
- b) The Board Recruitment and Nominations Committee will place a notice of nomination opportunity in the newspaper 10 weeks prior to the annual general meeting.
- c) To be eligible to stand for election, the nominee must be a current member of the Association and their application for nomination must have been accepted by the Board Recruitment Committee in accordance with Governance Policy.
- d) The presiding officer shall call for the report of the Board Recruitment- Nominations Committee.
- e) An election may be by acclamation, otherwise it shall be by ballot.

### **4.6 AGM Minutes**

- a) The members in attendance will approve the minutes of the previous year's Annual General Meeting.

## **Part 5 - Presiding Officers of the Board**

### **5.1 Election of Chair, Vice Chairs (L. Act Sec. 37)**

- a) The election of a Chair and 2 Vice Chairs shall take place at the first regular meeting of the Board held after the annual general meeting.
- b) The presiding officer for the election of the Chair shall be the Library Director, who shall call for nominations three times before closing nominations.
- c) The election may be by acclamation, otherwise it shall be by ballot and require a simple majority.

### **5.2 Duties of the Chair, or in her/his absence a Vice Chair:**

- a) prepares agenda with assistance of the Library Director;
- b) presides at all meetings of the Board, enforces the rules and conduct and exercises all the powers normally associated with the office and, as set out in the Library's Governance Policy
- c) may not vote, unless to break a tie.

## **Part 6 - Board Meetings**

### **6.1 Schedule and location of meetings**

- a) Annually the Board shall adopt a schedule of regular meetings including dates, time and location.

### **6.2 Notice of Meetings**

- a) The agenda and draft minutes will be circulated to trustees by e- mail at least 48 hours in advance;
- b) Notice to the members of the Association of regular board meetings will be posted on the library website and on the notice bulletin board in the library.

### **6.3 Regular meetings (L. Act Sec. 38)**

- a) All regular meetings are open to the public.
- b) The quorum shall be a majority of the current members of the Board.

## **6.4 Agenda**

- a) The agenda shall focus on the Board's responsibilities, having regard to the Annual Agenda and with priority being given to emergent issues as time allows.
- b) Trustees may bring forward agenda items to the Chair prior to the agenda being distributed.
- c) An addition to the agenda of an item not listed on the agenda requires that the item be of an emergency nature and requires the consent of a simple majority.
- d) There shall be provision on the agenda for public questions and presentations.

## **6.5 Voting**

- a) It is expected that all trustees present at a meeting will vote on each issue. However, a trustee has the right not to vote on any question and must abstain from voting in the event that he/she has a conflict of interest.
- b) A trustee may also abstain from voting if he/she states at the meeting his/her reasons prior to a vote being taken. In all other circumstances a failure to vote by a trustee present at a meeting shall be considered a vote in the affirmative.
- c) All questions shall be decided by a majority vote of the trustees present and voting unless otherwise provided in these bylaws. Voting shall be by a show of hands and only the results recorded unless a trustee requests recording of names before the vote is taken. Where names are recorded only negative votes shall be recorded. Names of abstainers may also be recorded if requested.

## **6.6 In Camera meetings**

- a) The Board may exclude the public and/or the Library Director from a meeting if, in the Board's opinion, the interest of the association requires such exclusion.
- b) No trustee may disclose to the public or another body the proceedings of a closed meeting unless a resolution is passed at the meeting to allow disclosure.
- c) The following items shall be discussed in camera:
  - i. Personnel and contractual matters;
  - ii. Liability claims and legal opinions arising from such claims;
  - iii. Performance, discipline or dismissal of an employee;
  - iv. Public complaints or appeals.

- d) All matters other than those listed in 6.6 c above shall be considered at a regular meeting unless the Board otherwise determines.
- e) In camera meeting minutes shall be approved only by the Board at a closed meeting and are not available to the public or to association members.

### **6.7 Presentations by the public**

- a) Individuals or delegations wishing to address the Board may be placed on the agenda by notifying the Chair at least two weeks prior to the meeting, or by resolution of the Board. Chair will determine the amount of time to be given to the delegation at the time the item is placed on the agenda;
- b) The Board will consider the delegation's request and will communicate its decision at the following Board meeting.
- c) Members of the public and media must identify themselves and ask questions of the Board through the Chair. Questions not focused on matters contained within the current agenda are to be dealt with under 6.7 a above.

### **6.8 Special Meetings (L.Act Sec. 38)**

- a) A special meeting may be called by the Chair or any two other members, provided written notice stating the purpose of the meeting is received by the other members at least two days before the meeting. No business other than that for which the meeting was called shall be conducted at the meeting.

### **6.9 Minutes of Meetings**

- a) All decisions of the Board shall be recorded in the minutes.
- b) Draft minutes will be distributed to all trustees prior to the next meeting of the Board.
- c) Minutes will be posted on the library's website and posted on the library bulletin board following adoption.

## **Part 7 - Meeting Rules**

### **7.1 Rules of Order**

- a) Except where otherwise provided by the Library Act or these bylaws, all matters of procedure at a meeting shall be decided in accordance with *Robert's Rules of Order, Newly Revised, In Brief* by Robert III, Evans, Honemann & Balch

## **Part 8 - Board Committees**

### **8.1 Committees**

The Board may appoint trustees to serve on standing committees and ad hoc committees as required to carry out the Board's governance responsibilities. Board members are appointed to standing committees at the first meeting of the Board after the Annual General Meeting.

## **Part 9 - Cause for Removal from the Board**

### **9.1 Discipline and Removal**

The Board may discipline or remove trustees who are found to be in conflict of interest (L. Act Sec. 53), or in breach of the Library's Code of Conduct and in accordance with the Library's Governance Policy.

### **9.2 Conflict of Interest**

A trustee who believes they may be in conflict of interest must immediately disclose that conflict to the Board.

## **Part 10 - Bylaws**

### **10.1 New Bylaws and Amendments to Bylaws**

- a) Written notice of intention to propose or amend a bylaw along with the wording of the proposed bylaw or amendment shall be given in the agenda of the meeting where the new bylaw or amendment is to be put forward.
- b) The bylaws may be altered or added to by a 2/3 vote of trustees present provided notice and wording of the proposed new bylaw or amendment was in the circulated agenda for that meeting.
- c) A copy of the bylaws shall be made available to the Association members, library staff and the public for reference, and will be posted on the library website by the LD.