

**FEDERATION OF ONTARIO PUBLIC LIBRARIES**

**BY-LAW NO. 1**

**[Amended AGM 01-30-13]**

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## Preamble

Whereas the public libraries of Ontario have joined together to form a federation to promote their interests, the following By-law shall serve to advance that purpose.

### 1. Definitions and Interpretation

1.1 In this By-law, the following terms shall have the meaning set out opposite them:

- i) “**Act**” means the *Corporations Act*, R.S.O. 1990, c.C.38 and any amending or successor legislation from time to time;
- ii) “**Associate Member**” has the meaning set out in Section 3.23;
- iii) “**Board**” means the Board of Directors of the Federation;
- iv) “**By-law**” means this By-law as enacted, amended and re-enacted and in force from time to time and By-laws shall mean all by-laws of the Federation in force from time to time;
- v) “**Caucus**” means a caucus of the Federation established under Article 4;
- vi) “**Chief Executive Officer**” means the person employed in that capacity pursuant to Section 8.3;
- vii) “**Delegate**” means a Member of the Federation admitted under Section 3.2.2;
- viii) “**Director**” means a director of the Federation;
- ix) “**documents**” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- x) “**Federation**” means *FEDERATION OF ONTARIO PUBLIC LIBRARIES*, a corporation without share capital incorporated by Letters Patent dated August 12, 2005 under the Act, and having a dual French name of *FÉDÉRATION DES BIBLIOTHÈQUES PUBLIQUES DE L'ONTARIO*, by virtue of Supplementary Letters Patent dated *September 22, 2005* under the Act;
- xi) “**Library Member**” means a Member of the Federation admitted under Section 3.2.1;
- xii) “**Member**” means a Library Member, Delegate or Associate Member of the Federation and “**Members**” means, unless otherwise required by the context, all Members of the Federation;

xiii) “**Office**” means the office of the Federation, as set out in Section 8.1

1.2 In all By-laws of the Federation, the singular shall include the plural and the plural the singular; the word “**person**” shall include firms and Federations. Wherever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this By-law are solely for convenience and are not to be used as an aid in the interpretation of this By-law.

1.3 The seal, if its impression is stamped in the margin, shall be the seal of the Federation.

## **2. Purpose**

The purpose of the Federation is to support and further Ontario public libraries and the communities they serve, as more particularly set out in the Letters Patent of the Federation. In order to further and improve the provision of public library service the Federation will endeavour to act in a cooperative manner with other affiliated library organizations, including but not limited to the Ontario Library Service boards, the Ontario Library Association, and the Ontario Library Boards' Association.

## **3. Jurisdiction and Membership**

3.1 Membership in the Federation shall be limited to persons interested in furthering the objects of the Federation and shall consist of anyone whose application for admission as a member has received the approval of the Board of the Federation or who shall otherwise qualify for membership according to requirements established from time to time by the Board.

3.2 There shall be three classes of members of the Federation:

3.2.1 Library Members, being public library boards, bodies deemed by legislation to be such a board, First Nations' Chiefs and Councils, or public libraries existing as committees of council in Ontario as defined by the *Public Libraries Act (Ontario)* or other applicable legislation, which pay the membership fee provided for in this By-law may become Library Members of the Federation. Without detracting from the generality of the foregoing, this includes public, county and union boards, and First Nations' Chiefs and Councils. Members will participate in the Federation by appointing representatives to a particular Caucus as set out in section 4.

3.2.2 Delegates, being those individuals nominated for membership from time to time by Library Members to be their representatives to the Caucuses pursuant to Section 4.2. Each Library Member shall have the right to nominate and be represented from time to time by the number of Delegates it is entitled to nominate as Directors.

3.2.3 Associate Members, being other organizations which support the objectives of the Federation and the public library community, which are important to its future well-being, and which pay the Associate Membership fee may become associate Members of the Federation. The following organizations shall, upon paying the associate Member's fee, be eligible to be associate Members of the Federation:

- i. CUPE OMECC Library Workers Committee (CUPE LWC)
- ii. Ontario Library Boards' Association (OLBA)
- iii. Ontario Library Service North (OLS-N)
- iv. Ontario Public Libraries' Association (OPLA)
- v. Southern Ontario Library Services (SOLS).

3.2.4 The Board may in its discretion grant other organizations Associate Member status, subject to application being made by any such association, and the association paying the Associate Member's fee. In making its determination the Board shall consider if the purposes of the organization in question are compatible with the Federation's Purpose to support and further Ontario public libraries and the communities they serve.

3.2.5 Individual library boards shall not be eligible to be Associate Members.

3.3 The membership of Delegates, Library Members and Associate Members shall be subject to annual renewal.

3.4 Delegates and Associate Members shall not have the right to vote at members' meetings. Each Library Member shall each have the right to two votes at all meetings of the Members of the Federation as set out in Section 9.7.

3.5 Membership in the Federation is non-transferable and shall lapse and cease to exist on the death, dissolution or resignation of the Member. The membership of any Member which is in arrears for more than three months in payment of membership fees may be cancelled by the Board if such arrears are not paid within one month after the posting of a notice to such Member by ordinary mail at its address on the Federation's records.

3.6 Any Member may withdraw from the Federation by delivering to the Federation a written resignation and lodging a copy of the same with the secretary of the Federation.

3.7 Any Member may be required to resign by a vote of three-quarters of the Members at an annual meeting; provided that no motion of the Members to require a Member to resign may be initiated without prior approval by a resolution of the Board; and provided that any such Member shall be granted an opportunity to be heard at such meeting.

3.8 The Board may, from time to time in its discretion, confer an honorary membership on any person who, in its opinion, has or may in future significantly further the objects of the Federation. An honorary member pays no fees, is not entitled to receive notice of or to vote at meetings of the members and is not eligible to hold office in the Federation. The Board may also,

from time to time in its discretion, appoint any person as a patron of the Federation. Any person appointed as a patron shall have the same rights and duties as those of an honorary member.

#### **4. Caucuses**

4.1 The Federation shall be composed of seven Caucuses, namely:

- i. First Nations' Public Libraries' Caucus
- ii. Francophone Public Libraries' Caucus
- iii. Large Urban Public Libraries' Caucus
- iv. Northern Public Libraries' Caucus
- v. Rural Public Libraries' Caucus
- vi. Small and Medium Urban Public Libraries' Caucus
- vii. Toronto Public Library's Caucus

4.2 Prior to the Annual General Meeting each year, Members in good standing shall appoint their Chair and Chief Executive Officer, their equivalents, or their respective designates, and, where applicable, additional representatives as provided by section 5.2, to represent them in the caucus of their own choosing. The representatives so appointed will be Delegates and will each have voice and vote in the caucus of which they are both a member.

4.3 Once Delegates of Member library boards have chosen to belong to a particular caucus, they cannot become members in a different caucus until the following year.

4.4 Notwithstanding section 4.3, Delegates of Member library boards may participate with voice but without vote in the deliberations and activities of any caucus of which they are not a member, providing such participation has been approved by a majority of the caucus of which they are not a member.

#### **5. Board**

5.1 Number and Quorum: The property and business of the Federation shall be managed by a Board of twenty-three (23) Directors of whom two fifths of the number of members of the Board from time to time, including two officers shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be Delegates. Of the 23 Directors, the following shall be ex officio members of the Board of Directors:

- (a) the Immediate Past Chair

The remaining Directors shall be elected or appointed at the Annual General Meeting through the Caucuses (or, in the case of the Toronto Public Library Caucus, appointed by the Toronto Library Board prior to the Annual General Meeting) as per set out below.

5.2 The seven caucuses will elect or appoint the following number of Directors.

- i. First Nations' Public Libraries' Caucus - two Directors
- ii. Francophone Public Libraries' Caucus - two Directors
- iii. Large Urban Public Libraries' Caucus - six Directors
- iv. Northern Public Libraries' Caucus - two Directors
- v. Rural Public Libraries' Caucus - two Directors
- vi. Small and Medium Urban Public Libraries' Caucus - four Directors
- vii. Toronto Public Library's Caucus - four Directors.

5.2.1 In each caucus the Directors elected from the caucus shall be evenly divided between the library board Chairs and Chief Executive Officers, their equivalents, or their respective designates. The Toronto Public Library Board shall appoint two trustees and two staff members as directors of their caucus. Where additional Delegates are provided by section 5.2, their presence shall not be deemed to detract from the foregoing requirement.

### 5.3 Election or Appointment of Directors

5.3.1 On the date of organization of the Federation, the caucuses shall elect 22 Directors, 19 of whom shall be apportioned as set out in Section 5.2, each of whom shall serve until the first Annual General Meeting of the members (“AGM1”), and thereafter for the term, if any, set out in the table below:

CAUCUS	EXPIRES AT AGM1	ONE YEAR	TWO YEAR
i. First Nations	None	None	One
ii. Francophone	None	None	One
iii. Large Urban	Three	None	Three
iv. Northern	None	None	Two
v. Rural	None	None	Two
vi. Small and Medium Urban	One	Two	None
vii. Toronto	Two	Two	None

5.3.2 At AGM 1 and each subsequent Annual General Meeting each of the caucuses shall elect a number of directors equal to the number of directors from such caucuses retiring in such a year, or whose positions are otherwise vacant. If such a retirement or vacancy has occurred prior to the completion of a full term, the newly elected director will only serve until the end of the term of his or her predecessor. Otherwise a director will be elected for a term of three years or until the third Annual General Meeting after their election whichever shall first occur.

5.3.3 Directors whose term has expired are eligible for re-election.

5.3.4 The office of Director shall be automatically vacated:

- i) if a Director shall resign his or her office by delivering a written resignation to the secretary of the Federation;
- ii) if he or she is found by a court to be of unsound mind;
- iii) if he or she become bankrupt or suspends payment or compounds with his or her creditors;
- iv) if at a special or general meeting of members a resolution is passed by 2/3 of the members present at the meeting that he or she be removed from office;
- v) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote, may, by appointment, fill the vacancy with an Delegate of the Federation who represents the Caucus which appointed the Director whose position is vacant for a term to expire at the next Annual General Meeting at which time a permanent replacement will be elected by the Caucus and in accordance with the provisions of section 11.7.

5.3.5 Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Federation as an officer or in another capacity and receiving compensation therefore.

5.3.6 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

5.4 Appointment of Officers: At its first meeting each year, to be held immediately at the close of the Annual General Meeting , as provided by section 11.4, the Board shall elect as its officers a Chair, a Vice-Chair, a Secretary and a Treasurer. All officers shall be Directors, except that the Secretary need not be a Director if the position is filled by the Chief Executive Officer. The positions of Secretary and Treasurer may be combined, in which case the person holding such position shall be designated as the Secretary-Treasurer. The Board shall designate from the

officers those with authority to sign on behalf of the Federation. The officers may meet from time to time, whether in person, electronically or otherwise.

5.5 Meetings of the Board: The Board shall meet no less than four times a year. Meetings of the Board may be held at any time and place to be determined by the Directors. The Chair or a majority of the number of Directors then provided in this By-law may call a meeting. All meetings shall be held at the municipality in which the head office of the Federation is located, unless otherwise determined by the Board. Written notice of such meeting shall be given to each Director. If given by mail, notice shall be sent at least 14 days prior to the meeting. If given by other permitted means, notice shall be sent at least 48 hours prior to the meeting. Each Director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the Board.

- 5.5.1 Board meetings shall be open to all Delegates and designated representatives of Associate Members; provided that where a matter of a sensitive nature is before the Board the person chairing the meeting has discretion, with the approval of the Board, to declare any meeting or any portion of a meeting closed to all but Directors and those persons permitted to be present.
- 5.5.2 Members who attend a Board meeting and wish to speak to any issue before the Board shall ordinarily be allowed to do so. Members who wish to speak shall advise the Board prior to the meeting of their wish to do so, and shall indicate what matter they wish to address. Where a matter is raised initially at the Board meeting, notwithstanding section 5.5, Members wishing to address the matter shall not be required to provide the Board with prior notice of their wish to speak to the matter.
- 5.5.3 Provided all of the Directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.
- 5.5.4 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of directors is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- 5.5.5 Provided a quorum of Directors is present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.
- 5.5.6 The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.5.7 Agendas for any meetings shall be made available prior to the meeting to all Members. Agendas shall include:

Minutes of previous meetings

Reports of the officers, including financial reports

Reports of committees or task-forces, as required

Other business

5.6 Subject to Section 8.3 and 8.4, the Board may appoint such agents and engage such employees as it shall deem necessary from time to time and fix their remuneration and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

5.7 No Director shall be disqualified by his or her office from contracting with the Federation, nor shall any contract or arrangement entered into by or on behalf of the Federation, with any Director or in which any Director is in any way interested, be liable to be avoided nor, subject to the provisions of the Act, shall any Director so contracting or being so interested be liable to the Federation or any of its Members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

5.8 It shall be the duty of every Director of the Federation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Federation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

5.9 It shall be the responsibility of the Board to ensure that the objectives of the Federation are pursued with due diligence and in accordance with this By-law, the Letters Patent of the Federation, and whatever resolutions or policies are adopted by the Federation membership at the Annual or Special General Meetings of the Federation membership, providing those resolutions or policies are not inconsistent with this By-law or the Letters Patent.

5.10 The Board shall attend to the financial needs of the Federation with due diligence. Without detracting from the generality of the foregoing, the Board shall create and implement appropriate financial control policies and establish spending limits as appropriate. The Board shall see that all necessary books and records of the Federation required by the By-laws of the Federation or by any applicable statute or law are regularly and properly kept.

5.11 The Board shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Federation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Federation in accordance with such terms as the Board may prescribe.

5.12 Executive Committee: The Board may from time to time elect from among themselves an executive committee composed of the Directors who are officers of the Board.

5.12.1 The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

5.12.2 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee. Any three members may call a meeting. All meetings shall be held at the municipality in which the head office of the Federation is located, unless otherwise determined by the committee. Written notice of such meeting shall be given to each Director. If given by mail, notice shall be sent at least 14 days prior to the meeting. If given by other permitted means, notice shall be sent at least 48 hours prior to the meeting. Three members of such committee shall constitute a quorum. No error or inadvertent omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Federation shall invalidate such meeting or make void any proceedings taken thereat such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **6. Duties of the Officers of the Federation**

6.1 The Chair shall convene and chair meetings of the Board and of the Federation and shall appoint all members of committees and task forces of the Federation not otherwise ordered. The Chair shall also be known as the President of the Federation.

6.2 The Vice-Chair shall perform the duties of the Chair in the Chair's absence, and, in case of the resignation or death of the Chair, shall perform the duties of the Chair until such vacancy is filled as provided in these By-laws. The Vice-Chair shall also preside when called upon by the Chair and at times when the Chair may be temporarily unable to discharge the duties of that office.

6.3 The Treasurer shall have the custody of the funds and securities of the Federation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation in such chartered bank or trust company, or credit union, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the funds of the Federation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Federation. Each record of proceedings shall include a copy of the full financial report presented. The Treasurer shall, in conjunction with the Board, annually prepare a budget for the operations of the Federation to be submitted to the Annual General Meeting of the Federation for the membership's receipt. He or she shall also perform such other duties as may from time to time be directed by the Board.

6.4 The Secretary may be empowered by resolution of the Board to carry on the affairs of the Federation generally under the supervision of the officers and shall attend all meetings and act as

a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Federation, if any.

6.5 The Secretary, Treasurer, and all other officers authorized to sign on behalf of the Federation, shall be properly bonded with a faithful performance of duty bond. Any Secretary, Treasurer or officer who cannot qualify for a bond shall immediately be disqualified from office and the Board shall proceed with the appointment of another officer or Secretary or Treasurer.

6.6 At the termination of office, the Secretary and Treasurer shall turn over to a successor, all properties and assets in their respective possessions, including funds, books and records belonging to the Federation.

6.7 The Board may from time to time create other offices and appoint other officers to fill such positions. The duties of all other officers of the Federation shall be such as the terms of their engagement call for or the Board requires of them.

6.8 The officers of the Federation shall hold office from the date of their appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time, with or without cause.

## **7. Indemnities to Directors and Others**

7.1 **Indemnity of Directors and Officers** Every Director and officer of the Federation and his or her heirs, legal personal representatives, and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:

- i) all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own wilful neglect or default.

7.2 **Indemnity of others** Except as otherwise required by the *Act* and subject to Section 7.1, the Federation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Federation) by reason of the fact that he or she is or was an employee or agent of the Federation, or is or was serving at the request of the Federation as a Director, officer, employee, agent of or participant in another Federation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Federation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination

of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Federation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable ground for believing that his or her conduct was lawful.

7.3. Right of indemnity not exclusive The provisions for indemnification contained in the by-laws of the Federation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.

7.4 Protection of Directors and Officers Every Director and officer of the Federation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Federation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no Director or officer of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by the Federation, or for or on behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Federation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Federation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

7.5 Responsibility for Acts The Directors for the time being of the Federation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Federation, except such as shall have been submitted to and authorized or approved by the Board.

## **8. Head Office, Chief Executive Officer and Staff**

8.1 Office of the Federation: In order to implement its objectives the Federation shall create and maintain an Office, which shall be its head office. The Board shall be responsible for the direction and the operations of the Office.

8.2 Head Office: Until changed in accordance with the Act, the Head Office of the Federation shall be in the City of Toronto in the Province of Ontario.

8.3 Chief Executive Officer: The Board may by resolution appoint Chief Executive Officer of the Federation to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the Chief Executive Officer. Such agreement shall be in writing. The initial term of such employment or of any extension of such employment from time

to time shall not exceed three (3) years, unless approved by the Members. The agreement may provide for the delegation of any of the powers or duties of any officer of the Federation to the Chief Executive Officer. When a Chief Executive Officer has been employed, the Chief Executive Officer may be designated as and, if so designated, shall perform the duties of the Secretary of the Federation. The Chief Executive Officer shall have voice but no vote at all sessions of the Board. It shall be the further responsibility of the Board to direct, and assess the performance of the Chief Executive Officer.

8.4 Subject to the approval of the Board, the Chief Executive Officer shall hire further staff to carry out the activities of the Office. The Chief Executive Officer shall be responsible for directing and assessing the performance of any such staff, and for determining the terms and conditions of employment of any such staff. Without detracting from the generality of the foregoing, the Chief Executive Officer shall be responsible for all matters pertaining to the employment of the staff of the Office, subject to review and approval of the Board.

## **9. Meetings - Annual General Meeting and other Sessions**

9.1 The Board shall annually convene an Annual General Meeting. An initial notice to all Members shall be sent out 90 days prior to the date of the meeting. The notice shall include an indication of the date and location of the meeting; it shall also include a statement as to registration costs, if any, of the meeting; and a specification as to the date for forwarding resolutions and any rules applicable to the submission of resolutions. The Board may also provide other information in conjunction with the required notices. Such notices may be provided in an electronic format and may include a web-site announcement or announcements.

9.2 Resolutions shall be prepared and submitted to the Board no later than 30 days prior to the Annual General Meeting. Resolutions, other than resolutions proposed by the Board, may not exceed 200 words in length, and shall be signed by the presiding officer and the secretary of the submitting body.

9.2.1 Emergency resolutions shall have the same requirements as regular resolutions, respective of word length and signatories. Emergency resolutions may be presented to the Annual General Meeting where the matter provoking the resolution could not reasonably have been known by the submitting body more than 30 days prior to the Annual General Meeting, subject to the approval of the Board.

9.2.2 For the purposes of this section, By-law amendments shall be regarded as resolutions, but subject to the provisions of section 16.

9.3 The Board shall provide a second notice to all Members at least fourteen (14) days prior to the Annual General Meeting. This notice may be provided electronically, consistent with the provisions of section 9.1 and shall include an indication of the date and location of the meeting; a statement as to registration costs, if any; a copy of all resolutions; and an agenda of other business which should properly come before the membership at an Annual General Meeting, as set out at section 9.7.4.

9.4 The Board may also convene other meetings of Members from time to time at its own discretion, or where either a majority of Members request a meeting; or where a majority of caucuses request a meeting. Such requests shall specify the purpose for which the meeting is called, and the meeting shall consider no other business, unless at least two-thirds of Members

present and voting consent to consider other specified business. Such requests may be conveyed electronically. Fourteen (14) days' written notice shall be given to each Member of any special general meeting of Members. Notice of any such meeting should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

9.5 The Chair of the Board shall preside over all general or special meetings of the Federation. The Chair may be assisted in conducting such meetings by other officers of the Board. The Chair may also seek assistance on the interpretation of procedural matters from legal counsel to the Federation or any designated representative of a Member.

9.6 A summary of the proceedings of any regular or special meeting shall be prepared by the Secretary of the Board and provided to all Members within 60 days of the conclusion of the instant meeting. This summary may be provided electronically, including its being posted on a website.

9.7 At all meetings of the full membership, including but not limited to the Annual General Meeting, each Library Member shall be entitled to two votes on any question properly put to the Members present. Votes or voting may be accepted or conducted in electronic format. In addition, proxy ballots shall be accepted by the Chair, providing such proxy ballots are properly authorized by those releasing their vote to a proxy. Notwithstanding the limitations on voting, any person credentialed as a Delegate or alternate may address the Members present. Further, the Chair may recognize guests and permit them to address the Members present.

9.7.1 Members or Associate Members shall be required to have paid any applicable annual membership fees, Associate Member fees, or required registration fees, in order to be eligible to attend meetings of the Federation.

9.7.2 Quorum for any regular or special meeting to be convened shall be at least 50 properly credentialed persons representing at least 25% of the Members and at least 50% of the caucuses. For the purposes of this section persons and Members participating by way of electronic resources, or by mail-in ballots, or by properly authorized proxy ballots shall all be deemed to be in attendance.

9.7.3 If 15 minutes after the time appointed for the holding of any annual general or special meeting of members a quorum shall not be present the meeting shall be dissolved and shall stand adjourned for 15 minutes and if after 15 minutes after the reconvening of such a meeting, a quorum be not present, those members in good standing who are present in person and entitled to vote shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

9.7.4 Current and immediate past officers of the Federation shall be entitled to notification of any general or special meeting, and to attend with voice. Such persons shall not be entitled to vote nor to stand for office unless they attend as representatives of a Member.

9.7.5 The order of business for the Annual General Meeting shall be as follows:

1. Chair's Report
2. Secretary Treasurer's Report

3. Receipt of the Financial Statements and Auditor's Report
4. Report of Standing Committees
5. Nominations and Elections: Report from Caucuses
6. Other Business
7. Adjournment

9.7.6 At all meetings of Members every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law. For greater clarity, any reference in this By-law to a "Member" or "Members" in the context of voting or nominating shall mean only Library Members and shall not include Delegates.

9.7.7 The rules of order for any meeting of the Federation shall be as set out in Appendix "A".

9.8 The annual or any other general meeting of the Members shall be held at the municipality of the head office of the Federation or at such other place in Ontario as the Board may determine.

## **10. Audit**

10.1 The Members shall at each annual meeting appoint an auditor to audit the accounts of the Federation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor shall be entitled to receive all notices and other communications relating to meetings of Members that any Member is entitled to receive and to attend, but not vote, at all such meetings. Provided, however, that if the Act exempts the Federation from the requirement for appointment of an auditor, the Federation may, if it complies with the conditions for such exemption, dispense with the performance of an audit. In such event, the Board shall make such provision for preparation and review of annual financial statements as it may determine to be in the best interests of the Federation. The Treasurer shall submit the Federation's books, records, invoices and supporting documents, and original bank statements to the auditor, and furnish the auditor with a letter from the bank(s) where the Federation's funds are deposited, attesting to the amounts to the credit of the Federation at such bank(s). The Treasurer must, within a reasonable time, respond in writing to any recommendations and concerns raised by the auditor.

## **11. Elections and Vacancies**

11.1 Members of Caucuses shall select their representatives and alternates in accordance with their own procedures, and subject to the provisions of section 4.

11.2 Associate Members shall select their representatives and alternates in accordance with their own procedures.

11.3 Election of caucus representatives as Directors of the Board shall be consistent with the provisions of section 5.

11.4 The election of the Officers of the Board shall be consistent with the provisions of section 5. Such elections shall be held immediately upon the close of the Annual General Meeting.

11.5 Notwithstanding sections 4.2, 5.1, 5.3.2, 5.4, and 11.4, in years when province-wide municipal elections precede the AGM by less than six (6) months, the appointment of delegates by members, the election or appointment of Directors by Caucuses, and the election of Officers by the Board will be delayed until the period of time equal to no less than six (6) months and no more than eight (8) months following the municipal election. Incumbent Delegates, Directors and Officers remain in office until their successors are appointed or elected.

11.6 Vacancies of representatives and alternates of caucuses and Associate Members shall be filled in accordance with the procedures of the appropriate caucus or Associate Member.

11.7 Vacancies among the Directors shall be filled in accordance with the procedures of the caucus which selected the vacating Director and in accordance with the provisions of section 5.3.4.

11.8 Vacancies among the Officers shall be filled as set out in sections 11.8.1 and 11.8.2.

11.8.1 Where the position of Chair is vacated for a period of three months or less, the Vice-Chair shall assume the Chair's position. Where the position of Chair is vacated, or the Chair is unable to fulfill the duties of the position, for a period of more than three months, the Vice-Chair shall convene within one month a meeting where the Board of Directors shall elect new officers.

11.8.2 Where the office of Vice-Chair, Secretary or Treasurer is vacated, or the Vice-Chair, Secretary or Treasurer is unable to fulfill the duties of the position, for a period of more than two months, the Chair shall convene within one month a meeting at which the Board of Directors shall elect new officers or appoint a new Secretary or Treasurer, as the case may be.

## **12. Additional By-laws**

12.1 Caucuses as set out in section 4 may create their own procedures and By-laws, subject to their approval by the Board. Caucuses may determine their own activities, provided they are consistent with this By-law, the Letters Patent, and the resolutions and policies of the Federation.

12.2 The Federation may create other By-laws, providing they are consistent with this By-law and the Letters Patent.

## **13. Revenue and Dues**

13.1 The Federation will seek revenues from public and other sources, provided that this causes no detriment to the pursuit of its objectives or the integrity of the public service of libraries.

13.2 The Federation will be funded at least in part by membership fees. The Board can alter the structure and assessment of fees, from time to time, but may only do so after due consultation with the members at large.

## **14. General / Miscellaneous**

14.1 The Board may from time to time create standing or ad hoc committees to further the purpose and activities of the Federation. The membership of such committees may include representatives of Members or other persons. Committee members will hold their offices at the will of the Board. The duties of such committees shall be established by the Board. Such committees may create their own procedures and policies, providing the procedures and policies are consistent with these By-laws and the purpose of the Federation.

14.2 The Board may from time to time create, amend and dissolve policies and procedures consistent with this By-law and the purpose and objectives of the Federation.

14.3 The Board shall advise the Members at least quarterly of current events and developments pertinent to the operations of the Federation and the Board.

14.4 **Execution of Documents:** Contracts or other documents requiring the signature of the Federation shall be signed by any two officers or Directors, or by any one officer together with any one Director. All contracts or documents so signed shall be binding on the Federation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Federation to sign specific contracts or other documents. The Directors may give the Federation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Federation. The seal of the Federation, if any, may be affixed to such contracts or documents, if required.

## **15. Notices**

15.1 Notice to any Member, Director, officer or auditor of the Federation for any meeting of the Board or any committee or the Members, shall be sufficiently given if sent to the last address of the Member, Director, committee member, officer or auditor recorded on the books of the Federation by delivery, or by prepaid ordinary mail, or, if prior written consent has been given by the intended recipient, by means of facsimile, electronic mail or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Federation directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch. No error or omission in giving notice of a meeting of the Board or any committee or the annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any person entitled to receive such notice may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat. Notice of each Members' meeting must remind the Member that it has the right to vote by proxy.

## **16. Amendment**

16.1 This By-law may only be amended by a two-thirds majority of those Members present and voting at a properly convened general or special meeting of the Federation. The motion must be preceded by adequate notice.

16.2 Notice to amend this By-law must be served on the Board by a mover and a seconder of members in good standing at least 30 days prior to the Annual General Meeting. The Board shall advise Members of the motion. This section shall be read so as to conform to the requirements of section 9.2 and its subsections.

16.3 Notwithstanding the provisions of section 16.2, the Board or any Members in good standing may serve notice of a By-law amendment at any general meeting. In order for the proposed motion to amend the By-law to be properly considered by the assembly, however, the motion to consider must be adopted by a two-thirds majority of those Members present and voting. If the motion to consider is successful, the motion shall be considered if possible before the conclusion of the session, and in any event before the conclusion of the meeting.

16.4 Amendments to the By-law take effect upon the conclusion of the Meeting at which they are adopted, unless otherwise specified.

16.5 For greater clarity, amendments shall be understood to encompass additions, deletions or any other alteration.

**17. Deposit of Securities for Safekeeping**

17.1 The securities of the Federation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only on the written order of the Federation signed by such officer or officers, agent or agents of the Federation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**18. Financial Year End**

18.1 Unless otherwise ordered by the Board the fiscal year of the Federation shall end on October 31 in each year.

**19. Effective Date**

This by-law shall replace the amended By-law No. 1 adopted on the 24th day of February, 2010 and shall be deemed to have come into effect on February 2, 2011.

Passed at a meeting of the members of the Federation held on the 2<sup>nd</sup> day of February, 2011.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPENDIX “A”****RULES AND ORDER OF BUSINESS**

The rules and order of business governing Members’ meetings shall be:

- A.1 The Chair of the Board, or a Vice-Chair of the Board (in the absence of or at the request of the Chair of the Board), shall take the chair at the time specified, at all regular and special meetings. In the absence of both the Chair of the Board or her designated representative, a Chairperson shall be chosen by the Board.
- A.2 No question of a sectarian character shall be discussed.
- A.3 When a delegate wishes to speak she shall first seek recognition from the Chairperson. When recognized by the Chairperson, the delegate shall give her name and the caucus or group she represents and shall confine all remarks to the question at issue.
- A.4 Speeches shall be limited to three minutes except in moving a motion when the delegates shall be allowed five minutes.
- A.5 A delegate shall not speak more than once upon a subject until all who wish to speak have had an opportunity to do so.
- A.6 A delegate shall not interrupt another except it be to call to a point of order.
- A.7 If a delegate be called to order shall, the delegate shall, at the request of the Chairperson, be seated until the question of order has been decided.
- A.8 Should a delegate persist in unparliamentary conduct, the Chairperson will be compelled to name them and submit her conduct to the judgement of the Meeting. In such cases the delegate whose conduct is in question should explain and then withdraw, and the meeting will determine what course to pursue.
- A.9 When a question is put, the Chairperson after announcing the question shall ask: “Are you ready for the question?” If no delegate wishes to speak, the question shall then be put.
- A.10 Questions may be decided by a show of hands or a standing vote on the basis of one vote per delegate. A roll call vote may be demanded by two-thirds of the delegates present. In a roll call vote each delegate shall be entitled to one vote.
- A.11 Two delegates may appeal the decision of the Chair. The Chair shall put the question thus: “Shall the decision of the chair be sustained?” The question shall not be debatable except that the Chairperson may make an explanation of the decision taken.
- A.12 The Chairperson shall have the same rights as other delegates to vote on any question.

- A.13 When the previous question is moved, no discussion or amendment to either motion is permitted. If the majority vote that “the question be now put”, the original motion must put without debate. If the motion to put the question is defeated, discussion will continue on the original motion.
- A.14 Committees may combine resolutions or prepare a composite to cover the intent of the question at issue. Reports of Committees are not subject to amendment, except such as acceptable to the Committee, but a motion to refer back to the Committee for reconsideration shall be in order.
- A.15 A delegate shall not move a motion to refer back after having spoken on the question at issue.
- A.16 A motion to refer back is not debatable and when properly seconded the question shall be immediately put to the meeting.
- A.17 If the report of a Committee is adopted, it becomes the decision of the meeting. If defeated it may be referred back to the Committee for reconsideration.
- A.18 When a motion is pending before the meeting, no motion shall be in order except motions of referral, of adjournment, of the previous question, or of postponement for a definite time. If any of the foregoing motions is negated, it cannot be renewed until after an intermediate proceeding.
- A.19 A motion may be reconsidered, provided the mover of the motion to reconsider voted with the majority, and notice of motion is given consideration at the next meeting, and said notice of motion is supported by two-thirds of the delegates qualified to vote.
- A.20 In all matters not regulated by these rules of order, Wainberg’s Society Meetings, Second Edition, or edition current as at meeting date shall govern.