



**FEDERATION OF ONTARIO PUBLIC LIBRARIES
ANNUAL GENERAL MEETING
AGENDA
FRIDAY, APRIL 24, 2026 AT 10:00 AM
Meeting opens at 9:30am on Zoom**

1. Call to Order & Confirmation of Quorum

P. Ainslie

2. Land Acknowledgement

P. Ainslie

Doc. 1

See attached Agenda Package.

3. Approval of Agenda

P. Ainslie

Recommended Motion:

THAT the FOPL AGM Agenda of April 24, 2026, be approved as circulated and described in the Notice of AGM.

4. Approval of Previous AGM Minutes

P. Ainslie

Doc. 2

Recommended Motion:

THAT the FOPL AGM minutes of April 8, 2025, be approved as circulated.

5. FOPL Chair's Report

P. Ainslie

Doc. 3

Recommended Motion:

THAT the 2025 report of the FOPL Chair be received as circulated.

6. Executive Director's Report

D. Stevens

Doc. 4

Recommended Motion:

THAT the 2025 report of the FOPL Executive Director be received as circulated.

7. Treasurer's Report

C. Moskau

Doc. 5-7

Recommended Motion:

THAT the Treasurer's Report be received as circulated.

Recommended Motion:

THAT the Audited Financial Statements and Auditor's Report for the fiscal year ending December 31, 2025 be received and approved as circulated.

Recommended Motion:

THAT the FOPL budget for fiscal year 2026 be received as circulated.

8. Confirmation of Acts of Directors & Officers

P. Ainslie

Recommended Motion:

THAT all acts, contacts, by-laws, proceedings, appointments, elections and payments, enacted, made, done and taken in good faith by the directors and officers of FOPL to the date of this meeting, as the same are set out or referred to in the resolutions to the board of directors, the minutes of the meetings of the board of directors or in the financial statements of the federation, are approved, sanctioned and confirmed.

9. Report of Working Groups and Committees

Doc 8-11

- | | |
|--|--------------------|
| a. Indigenous Library Partnerships Working Group | F. Maracle |
| b. Government Relations Working Group | M. Singleton |
| c. French Translation Working Group | C. Moskau |
| d. CELUPL | A. Subnaik Kilgour |

Recommended Motion:

THAT the Reports of all Working Groups and Committees be received as circulated.

10. Nominations & Elections to the Board for 2026

The Deadline for Nominations was Feb 20, 2026.

First Nations Caucus CEO	<i>Vacant</i>
Francophone Caucus Trustee	<i>Vacant</i>
Large Urban Caucus Trustee	<i>Vacant</i>
Large Urban Caucus CEO	Laura Carter, Kingston Frontenac Public Library
Northern Caucus Trustee	Marianne LaBerge, Blind River Public Library
Northern Caucus CEO	Chantal Gringas, Marathon Public Library
Small/Medium Caucus CEO	Beverley King, Halton Hills Public Library

Recommended Motion:

THAT the names of those appointed and elected to the FOPL board of directors by the various caucuses be received.

11. Other Business

a. By-Law Revisions

Doc 12

Recommended Motion:

THAT the revisions to the By-Law be approved as circulated.

b. Finance Policy Revisions

Doc 13

Recommended Motion:

THAT the revisions to the Finance Policy be approved as circulated.

c. Member Motions

Deadline for member motions was March 25, 2026, at 4:00pm.

According to FOPL Bylaw, Section 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.

d. Emergency Motions

According to FOPL Bylaw, Section 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.

12. Adjournment

Recommended Motion:

THAT the Annual General Meeting of the Federation of Ontario Public Libraries be adjourned at ____.

A SHORT MEETING OF THE NEW BOARD OF DIRECTORS WILL TAKE PLACE IMMEDIATELY FOLLOWING THE AGM FOR THE PURPOSE OF ELECTING OFFICERS.

Federation of Ontario Public Libraries

Meeting Date: April 8, 2025

Meeting Time: 10:00 a.m.

Location: Virtual via Zoom

Secretary: Dina Stevens, Executive Director/Secretary of the Board

In Attendance: Dina Stevens, FOPL ED (non-voting)
Cindy Code, Leeds & The Thousand Islands Public Library
Feather Maracle, Six Nations Public Library
Jodie Delgado, Springwater Public Library
David Harvie, Former Library Leader
Lorrie Atkinson, Wainfleet Township Public Library
Sandra Sydor, East Gwillimbury Public Library
Katie-Scarlett MacGillivray, Brock Township Public Library
Jessica Horne, Cochrane Public Library
Sam Coghlan, Former Library Leader
Laura Carter, Kingston Frontenac Public Library
Catherina Moskau, Clarence-Rockland Public Library
Carolyn Caskanette, Hanover Public Library
Sarah Douglas Murray, Milton Public Library
Margie Singleton, Vaughan Public Library
Michael Ciccone, London Public Library
Kathy Fisher, Ottawa Public Library
Jennifer La Chapelle, Clearview Public Library
Beverly King, Halton Hills Public Library
Lisa Radha Vohra, Toronto Public Library
Rebecca Hunt, Temiskaming Shores Public Library
Heather Ratz, Brighton Public Library
Laura Luopa, Espanola Public Library
Bonnie Mederak, Cobalt Public Library
Lita Barrie, Burlington Public Library
Jennifer Tallman, Ontario Library Services
Kelly Kipfer, Waterloo Public Library
Lindsay Harris, Woodstock Public Library
Jonathan Hoss, Toronto Public Library
Julie Portelance, Hearst Public Library
Krista Robinson, Stratford Public Library
Andrea Brown, Haliburton County Public Library
Sonia Bebbington, Ottawa Public Library
Paul Ainslie, Toronto Public Library
Rosemary Minnella, West Perth Public Library
Janine Menard, White River Public Library
Matthew MacDonald, Sault Ste. Marie Public Library

Rae-Lynne Aramburo, Brantford Public Library
Adele Reid, King Township Public Library
Jackie Flowers, Pickering Public Library
Christine Row, Mississippi Mills Public Library
Colleen Lipp, Caledon Public Library
Joseph Moncada, Georgina Public Library
Trevor Pross, AMPLO
Michelle Arbuckle, Ontario Library Association
Stephanie McMartin, Cornwall Public Library
Nadine Williams, Stouffville Public Library
Erin Scuccimarri, Innisfil Public Library
Joanne Stevenson, Grand Valley Public Library
Laura Wark, Essa Public Library
Wayne Greco, Sault St. Marie Public Library
Elise Schofield, Ramara Public Library
Jodie Marr, Aurora Public Library
Chrissy Hodgins, Cambridge Idea Exchange
Jen Knights, Windsor Public Library
Margaret Scott, Port Hope Public Library
Karla Buckborough, Cavan Monaghan Public Library
Susan McGibbon, Georgian Bay Public Library
France Seguin, Russel Public Library
Catherine Biss, Markham Public Library
Vickery Bowles, Toronto Public Library
Kathleen Copegog, Beausoleil First Nation Public Library
Kelly Bernstein, Brant County Public Library
Jessica Mole, New Tecumseth Public Library
Mary Kate Laphen, Merrickville Public Library
Vicki Stevenson, Rideau Lakes Public Library

By Proxy: Todd Kyle, Brampton Public Library
Rhonda Jessup, Whitby Public Library
Jennifer Murley, Blue Mountains Public Library
Nicole Zummach, Killaloe & District Public Library
Stacey Smith, Thessalon Public Library
Alicia Subnaik Kilgour, Niagara Falls Public Library
Tara Wong, Oakville Public Library
Sarah Vaisler, Ajax Public Library
Beth Rumble, Huron County Public Library

Prepared By: Diana Chiavaroli, Administrative Assistant

1. Call to Order & Confirmation of Quorum

The 2025 Annual General Meeting was called to order at 10:03 a.m. by the Chair.

2. Land Acknowledgement

See attached Agenda Package.

3. Approval of Agenda

FOPL-Resolution-2025-AGM-01

Moved by Wayne Greco and seconded by Margie Singleton, THAT the FOPL AGM Agenda of April 8, 2025, be approved as circulated and described in the Notice of AGM. CARRIED.

4. Approval of Previous AGM Minutes

FOPL-Resolution-2025-AGM-02

Moved by Jodie Delgado and seconded by Catherina Moskau, THAT the FOPL AGM minutes of April 26, 2024, be approved as circulated. CARRIED.

5. FOPL Chair's Report

See attached Agenda Package.

FOPL-Resolution-2025-AGM-03

Moved by Paul Ainslie and seconded by Nadine Williams, THAT the 2024 report of the FOPL Chair be received as circulated. CARRIED.

6. Executive Director's Report

FOPL-Resolution-2025-AGM-04

Moved by Kathy Fisher and seconded by Margie Singleton, THAT the 2024 report of the FOPL Executive Director be received as circulated. CARRIED.

7. Treasurer's Report

See attached Agenda Package.

FOPL-Resolution-2025-AGM-05

Moved by Adele Reid and seconded by Trevor Pross, THAT the Treasurer's Report be received as circulated. CARRIED.

FOPL-Resolution-2025-AGM-06

Moved by David Harvie and seconded by Adele Reid, THAT the Audited Financial Statements and Auditor's Report for the fiscal year ending December 31, 2024 be received as circulated. CARRIED.

FOPL-Resolution-2025-AGM-07

Moved by Kathy Fisher and seconded by Jodie Delgado, THAT the FOPL budget for fiscal year 2025 be received as circulated. CARRIED.

8. Confirmation of Acts of Directors & Officers

FOPL-Resolution-2025-AGM-08

Moved by Catherina Moskau and seconded by Kelly Bernstein, THAT all acts, contacts, by-laws, proceedings, appointments, elections and payments, enacted, made, done and taken in good faith by the directors and officers of FOPL to the date of this meeting, as the same are set out or

referred to in the resolutions to the board of directors, the minutes of the meetings of the board of directors or in the financial statements of the federation, are approved, sanctioned and confirmed. CARRIED.

9. Report of Working Groups and Committees

a. Indigenous Library Partnerships Working Group

See attached Agenda Package.

b. Government Relations Working Group

See attached Agenda Package.

c. Research & Development Working Group

See attached Agenda Package.

d. French Translation Working Group

See attached Agenda Package.

e. CELUPL

See attached Agenda Package.

FOPL-Resolution-2025-AGM-09

Moved by Susan McGibbon and seconded by Margie Singleton, THAT the Reports of all Working Groups and Committees be received as circulated. CARRIED.

10. Nominations & Elections to the Board for 2024

The Deadline for Nominations was March 10, 2025, at 4:00pm.

First Nations Caucus CEO	Feather Maracle
Francophone Caucus Trustee	<i>Vacant</i>
Large Urban Caucus Trustee	<i>Vacant</i>
Large Urban Caucus CEO #1	Sarah Vaisler
Large Urban Caucus CEO #2	<i>Vacant</i>
Northern Caucus Trustee	<i>Vacant</i>
Rural Caucus CEO	Jennifer LaChapelle
Small/Medium Caucus Trustee #1	Nadine Williams
Small/Medium Caucus Trustee #2	<i>Vacant</i>

FOPL-Resolution-2025-AGM-10

Moved by Vickery Bowles and seconded by Nadine Williams, THAT the names of those appointed and elected to the FOPL board of directors by the various caucuses be received. CARRIED.

11. Other Business

a. Member Motions

Deadline for member motions was March 9, 2025, at 4:00pm.

According to FOPL Bylaw, Section 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.

None.

b. Emergency Motions

According to FOPL Bylaw, Section 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.

None.

12. Adjournment

The chair adjourned the meeting at 10:17am.

Paul Ainslie, Board Chair

Dina Stevens, Board Secretary



Action Plan

6 Objectives:

1. Review Terms of Reference
2. Review and move forward on the FOPL Truth and Reconciliation Plan
3. Review FOPL website for mention of ILP WG
4. Introduce sponsorship from mPLs to/for FNPLs
5. ASPL through lens of FNPLs
6. Advocacy and promotion of FNPLs with assistance from mPL CEOs

IMMEDIATE NEED / Member Call Out

FNPL members to sit on the FOPL ILP WG.

Government Relations Working Group Report

Report To: FOPL Board and Members, Annual General Meeting
Report Name: Government Relations Working Group – AGM 2026
Report Prepared by: Margie Singleton – WG Chair

Government Relations Working Group:

Sonia Bebbington	Ottawa PL
Moe Hosseini-Ara	Toronto PL
Michael Ciccone	London PL
Stephanie Clare	Georgian Bay PL
Jodie Delgado	Springwater PL
Christine Row	Mississippi Mills PL
Margie Singleton	Vaughan PL (Chair)

Location: Virtually

Recommendation

THAT the Government Relations Working Group Report be received as information.

Background

The Government Relations Working Group continues to serve as a key advisory body supporting FOPL's strategy and government relations efforts. Since its rejuvenation in Fall 2021, the Working Group has played an active role in shaping advocacy priorities, identifying strategic partnerships, and supporting member engagement in government relations activities.

Over the past year, the Working Group has provided guidance on both provincial and municipal advocacy approaches, ensuring alignment with sector priorities and emerging issues impacting Ontario's Public Libraries.

Discussions of Needs, Issues and Work Completed

Current advocacy priorities and goals were reviewed and discussed. This included a pause from the Ministry of Tourism, Culture and Gaming on ODPL discussions and the recent success in additional funds to the Connectivity Grant. A shift towards advocacy for safety and security concerns is being pursued due to member feedback on the current crisis in housing, mental health and opioid use and its effects on public libraries. The document titled *“Advocacy Campaign: Public Libraries – Safety and Security”* was distributed that contained draft key messaging for the campaign and a proposed rollout. Committee members provided feedback to inform the strategy and core messaging of the campaign. The Working Group expressed strong overall support for the Safety and Security advocacy initiative. Members emphasized the importance of clearly positioning the campaign as one that does involve funding—specifically advocating for increased investment in upstream supports such as social services, mental health, addictions, and housing.

There was broad agreement that the issue spans all levels of government, and messaging should reflect a shared responsibility beyond the provincial scope. The Group highlighted the importance of strategic partnerships, identifying key stakeholders such as the Big City Mayors (as primary influencers), national organizations, and potential partners in sectors such as social work, education, and public transit.

Members underscored that mental health and addiction challenges are the most pressing issues impacting libraries and should be central to the campaign. At the same time, it was noted that smaller and rural communities must be meaningfully represented, with targeted outreach through organizations such as ROMA, AMO, and NOMA, and a focus on education for municipal leaders and staff.

Additional considerations included awareness of government approaches such as HART Hubs, the potential for coordinated actions such as a letter-writing campaign, and ensuring inclusive language that reflects all age groups, including youth.



French Translation Working Group Report

Report To: FOPL Board and Members, Annual General Meeting
Report Name: French Translation Working Group – AGM 2026 Report
Prepared by: Catherina Moskau – WG Chair

French Translation Working Group:

Catherina Moskau	Clarence-Rockland Public Library
Gwen Boyd	Ontario Library Service
France Séguin	Township of Russell Public Library
Isabelle Camiré	Township of Russell Public Library

Location: Virtually

Recommendation

THAT the French Translation Working Group Report be received as information.

Purpose

FOPL endeavors to provide equitable access to all its services, documents, and research. As such, the French Translation WG provides translations for items identified and requested by our members on an ad hoc basis.

Activities of the Working Group 2025

The French Translation Working Group met once in 2025.

Ad hoc translations continue to be done as needed.

Most notable for the group was the review of professional translations of the new strategic plan, its info sheet and new rack cards

Next Meeting date:

TBD

CELUPL Chair's Board Report

Report To: FOPL Board and Members, Annual General Meeting
Report Name: CELUPL – AGM 2026
Report Prepared by: Alicia Subnaik Kilgour– WG Chair

Recommendation

THAT the CELUPL Chair's Board Report be received as information.

Key Messages for the Board

- CELUPL is making steady progress on its two strategic priorities: Funding Sustainability & Advocacy and Polarization (Civil Discourse/Civic Literacy).
- The *"Doing Less with Less"* advocacy paper is in development and will support coordinated provincial and municipal advocacy aligned with Federation of Ontario Public Libraries priorities.
- Both priority committees are actively developing a joint learning and training opportunity for members, to be delivered at an upcoming in-person session.
- A full-day CELUPL meeting is being planned for May 22 or May 29, 2026, with a focus on business alignment in the morning and sector learning in the afternoon.

Overview and Progress

Since the launch of the 2025–2027 Work Plan, CELUPL has advanced work under its two priority areas through dedicated committees that meet regularly.

- **Funding Sustainability & Advocacy**

A draft advocacy paper, *"Doing Less with Less,"* is currently under executive review. The paper highlights increasing service demand, constrained funding environments, and rising operating pressures facing large urban libraries. It is intended to support consistent, sector-wide advocacy messaging.

The committee is also contributing to the development of learning content focused on strengthening advocacy capacity and funding sustainability strategies.

- **Polarization & Civil Discourse**

Work in this area is focused on training and professional development to support libraries in addressing increasing polarization within their communities. Emphasis is placed on practical approaches to fostering respectful dialogue, supporting civic literacy, and maintaining inclusive public spaces.

This committee is also contributing directly to the design of the upcoming in-person learning program.

- **Engagement**

Both committees continue to expand participation and engage members in shaping deliverables, supporting a collaborative and sector-informed approach.

Upcoming In-Person Meeting and Learning Day

CELUPL is planning a full-day, in-person meeting at North York Central Library, tentatively scheduled for May 22 or May 29, 2026.

- Morning: CELUPL business, roundtable discussions, and caucus input.
- Afternoon: A coordinated learning program led by both committees, focusing on funding sustainability, advocacy, and approaches to managing polarization. External speakers and peer learning opportunities are being explored.

Logistics, including budget, catering, and speaker coordination, are in progress.

Next Steps

- Confirm meeting date, agenda, and speakers
- Finalize advocacy paper for broader use
- Deliver a coordinated, high-impact learning session for members

CELUPL's work remains on track and continues to align with sector priorities, positioning the caucus to contribute meaningfully to system-wide advocacy and leadership across Ontario.



FEDERATION OF ONTARIO PUBLIC LIBRARIES

BY-LAW NO. 1

[Amended- April 24, 2026]

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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 3.2.3;
- iii) “**Board**” means the Board of Directors of FOPL;
- 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 FOPL in force from time to time;
- v) “**Caucus**” means a caucus of FOPL established under Article 4;
- vi) “**Executive Director**” means the person employed in that capacity pursuant to Section 8.3;
- vii) “**Delegate**” means a Member of FOPL admitted under Section 3.2.2;
- viii) “**Director**” means an elected member of the Board of Directors;
- 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; in print or electronic;
- x) “**FOPL**” 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) “**In Writing**” refers to both paper and electronic means;
- xii) “**Library Board**” means any governing body responsible for the Library including a First Nation Public Library governing body, committee, or Department Head, which ever may apply;
- xiii) “**Library Member**” means a Member of FOPL admitted under Section 3.2.1;

- xiv) “**Member**” means a Library Member, Delegate or Associate Member of FOPL and “**Members**” means, unless otherwise required by the context, all Members of FOPL;
- xv) “**Office**” means the office of FOPL, as set out in Section 8.1
- xvi) “**Officer**” and Executive Committee are used interchangeably and includes; Chair, Vice Chair, Past Chair, Treasurer and Secretary (whereas a Director has been appointed Secretary and/or Treasurer).

1.2 In all By-laws of FOPL, 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 FOPL.

2. Purpose

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

3. Jurisdiction and Membership

3.1 Membership in FOPL shall be limited to persons interested in furthering the objects of FOPL and shall consist of anyone whose application for admission as a member has received the approval of the Board of FOPL 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 FOPL:

- 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 FOPL. 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 FOPL 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 FOPL and the public library community, which are important to its future well-being and align with our strategic values, and which pay the Associate Membership fee may become associate Members of FOPL. ~~The following organizations shall, upon paying the associate Member's fee, be eligible to be associate Members of FOPL:~~

- ~~i. CUPE-OMECC Library Workers Committee (CUPE LWC)~~
- ~~ii. Ontario Library Services~~
- ~~iii. Ontario Library Association and its divisions~~
- ~~iv. Library Services Centre~~

- 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 FOPL'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 FOPL as set out in Section 9.7.

3.5 Membership in FOPL is non-transferable and shall lapse and cease to exist when membership dues are not paid and are no longer active.

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

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.

The Board may establish a membership caucus for former library leaders. An annual fee will apply.

4. Caucuses

- 4.1 FOPL shall be composed of ~~seven~~eight 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
- viii. Former Library Leaders

4.2 Prior to the Annual General Meeting each year, Members in good standing shall appoint their Chair, Executive Director, 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 FOPL 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~~eight 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.
- viii. Former Library Leaders – one Director.

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.

~~5.2.2 Former Library Leaders Caucus shall elect two members from the caucus.~~

5.3 Election or Appointment of Directors

5.3.1 On the date of organization of FOPL, 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

The terms have been amended to include the creation of a new caucus, Former Library Leaders, in 2021. Further changes were made to terms in 2025 to align with current terms served.

<u>CAUCUS</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>
i. <u>First Nations</u>	<u>One</u>	<u>One</u>	<u>None</u>
ii. <u>Francophone</u>	<u>One</u>	<u>None</u>	<u>One</u>
iii. <u>Large Urban</u>	<u>Two</u>	<u>Two</u>	<u>Two</u>
iv. <u>Northern</u>	<u>One</u>	<u>One</u>	<u>None</u>
v. <u>Rural</u>	<u>One</u>	<u>None</u>	<u>One</u>
vi. <u>Small and Medium Urban</u>	<u>One</u>	<u>One</u>	<u>Two</u>
vii. <u>Toronto</u>	<u>One</u>	<u>One</u>	<u>Two</u>
viii. <u>Former Library Leaders</u>	<u>None</u>	<u>One</u>	<u>None</u>

5.3.2 At AGM 1 and each subsequent Annual General Meeting each of the caucuses shall elect or acclaim –a number of directors equal to the number of directors ~~from such caucuses retiring in such a year~~ vacating their positions, 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 their office by delivering a written resignation to the secretary of FOPL;
- ii) if they are found by a court to be of unsound mind;
- iii) if they become bankrupt or suspends payment or compounds with their 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 they be removed from office;
- v) Upon resigning or ending their term as CEO or board chair for their member library.
- vi) 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 FOPL 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 their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving FOPL 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 their 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 as required. Appointments of officers are for a term of two (2) years. All officers shall be Directors, except that the Secretary need not be a Director if the position is filled by the Executive Director. 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 FOPL. 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 FOPL 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
 - Report of the Executive Director
 - Strategic Plan and Working Group Reports
 - 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 their office from contracting with FOPL, nor shall any contract or arrangement entered into by or on behalf of FOPL, 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 FOPL 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 FOPL who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with FOPL, 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 FOPL are pursued with due diligence and in accordance with this By-law, the Letters Patent of FOPL, and whatever resolutions or policies are adopted by FOPL membership at the Annual or Special General Meetings of FOPL 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 FOPL 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 FOPL required by the By-laws of FOPL 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 FOPL 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 FOPL. 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 FOPL 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 FOPL is located, electronically, or otherwise determined by the committee. Written notice of such meeting shall be given to each Executive Member. 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 FOPL 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 FOPL

6.1 The Chair shall convene and chair meetings of the Board and of FOPL and shall appoint all members of committees and task forces of FOPL not otherwise ordered.

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 FOPL and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of FOPL in the books belonging to FOPL and shall deposit all monies, securities and other valuable effects in the name and to the credit of FOPL 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. The Treasurer shall disburse the funds of FOPL 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 FOPL. 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 FOPL to be submitted to the Annual General Meeting of FOPL for the membership's receipt. The Treasurer 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 FOPL 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. The Secretary 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 Chair, under whose supervision they shall be. The Secretary shall be custodian of the seal of FOPL, if any.

6.5 The position of Secretary is filled by the Executive Director unless a board resolution appointing another member occurs.

6.6 The Secretary, Treasurer, and all other officers authorized to sign on behalf of FOPL, shall be protected by errors and omissions insurance and may be required to submit a criminal record check.

6.7 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 FOPL.

6.8 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 FOPL shall be such as the terms of their engagement call for or the Board requires of them.

6.9 The officers of FOPL 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.

6.10 The Past Chair remains a member of the Executive to advise all proceedings and act as a resource for the collective memory of FOPL.

6.11 Conflict of Interest: A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose a conflict of interest. No Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7. Indemnities to Directors and Others

7.1 Indemnity of Directors and Officers: Every Director and officer of FOPL and their 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 them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of the duties of their office; and
- ii) all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

7.2 Indemnity of others: Except as otherwise required by the *Act* and subject to Section 7.1, FOPL 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 FOPL) by reason of the fact that they are or was an employee or agent of FOPL, or is or was serving at the request of FOPL 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 them in connection with such action, suit or proceeding if they acted honestly and in good faith with a view to the best interests of FOPL, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their 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 FOPL, 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 FOPL 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 their 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 FOPL in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of FOPL 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 FOPL 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 FOPL through the insufficiency or deficiency of title to any property acquired by FOPL, or for or on behalf of FOPL or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to FOPL 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 FOPL, 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 FOPL 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 FOPL, except such as shall have been submitted to and authorized or approved by the Board.

8. Head Office, Executive Director and Staff

8.1 Office of FOPL: In order to implement its objectives FOPL 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 FOPL shall be in the City of Toronto in the Province of Ontario.

8.3 Executive Director: The Board may by resolution appoint the Executive Director of FOPL to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the Executive Director. Such agreement shall be in writing. The initial term of such contract or of any extension of such 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 FOPL to the Executive Director. When an Executive Director has been contracted, the Executive Director may be designated as and, if so designated, shall perform the duties of the Secretary of FOPL. The Executive Director 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 Executive Director.

8.4 Subject to the approval of the Board, the Executive Director shall hire further staff to carry out the activities of the Office. The Executive Director 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

Executive Director 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 9.7.54.

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 FOPL. 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 FOPL 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 FOPL.

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 FOPL 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. Executive Director's Report
3. Secretary Treasurer's Report
4. Receipt of the Financial Statements and Auditor's Report
5. Report of Standing Committees
6. Nominations and Elections: Report from Caucuses
7. Other Business
8. 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 FOPL 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 FOPL or at such other place in Ontario as the Board may determine.

10. Finance

10.1 Unless otherwise ordered by the Board the fiscal year of FOPL shall end on December 31 in each year.

10.2 FOPL 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.

10.2 FOPL 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.

10.4 The Members shall at each annual meeting appoint an auditor to audit the accounts of FOPL 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 FOPL from the requirement for appointment of an auditor, FOPL 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 FOPL. The Treasurer shall submit FOPL'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 FOPL's funds are deposited, attesting to the amounts to the credit of FOPL at such bank(s). The Treasurer must, within a reasonable time, respond in writing to any recommendations and concerns raised by the auditor.

10.5 Dissolution: In the event of the dissolution of the Corporation and after payment of all of the debts and liabilities, its remaining property and funds shall be distributed or disposed of to any library focused organization and charity as determined by the members of the Corporation at the time of the dissolution.

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. General / Miscellaneous

12.1 The Board may from time to time create standing or ad hoc committees to further the purpose and activities of FOPL. 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 FOPL.

12.2 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 FOPL.

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

12.4 Execution of Documents: Contracts or other documents requiring the signature or approval of FOPL 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 FOPL 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 FOPL to sign specific contracts or other documents. The Directors may give FOPL'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 FOPL. The seal of FOPL, if any, may be affixed to such contracts or documents, if required.

13. Notices

13.1 Notice to any Member, Director, officer or auditor of FOPL 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 FOPL 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 FOPL 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 FOPL 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.

14. Amendment

14.1 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 FOPL. The motion must be preceded by adequate notice.

14.2 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.

14.3 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.

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

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

15. Deposit of Securities for Safekeeping

15.1 The securities of FOPL 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 FOPL signed by such officer or officers, agent or agents of FOPL, 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.

16. Effective Date

This by-law shall replace the amended By-law No. 1 and 2 adopted on the 2nd day of February, 2011 and shall be deemed to have come into effect on June 10, 2022.

Passed at a meeting of the members of FOPL held on the 10th of June, 2022.

Chair

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.

PURPOSE

To confirm the Federation of Ontario Public Libraries' commitment to ensuring fiscally responsible management of the corporation and to clarify appropriate procurement practices and fiscal controls.

APPLICATION

The Financial Policy applies to all FOPL employees, contractors, consultants, members of the Board or its Working Groups, Committees, or Project Teams and volunteers.

DEFINITIONS

ED:	The FOPL Executive Director
FOPL:	Federation of Ontario Public Libraries
GREEN:	Is any product which is environmentally friendly such as energy efficient, sourced or produced in an environmentally ethical manner.
TPL:	Toronto Public Library
VoR:	Vendor of Record
Workplace:	The FOPL office and any location of FOPL meetings or business.

COMMITMENT**Procurement by FOPL**

- FOPL will use an open, accountable, fair and efficient process for procurement and
- FOPL will procure goods and services from responsible suppliers who follow ethical standards and who supply "green" products, when and where it is deemed appropriate.
- Board members, Executive Consultants, and employees must declare pecuniary interest in any proposal, contract, tender, or quotation for the supply of goods and services to FOPL, whenever there may be a direct or indirect interest in said work or project.

1. Competitive Process

1.1 All items below \$15,000 do not require a competitive process. Items between \$15,001 to \$50,000 require informal quotes with at least 3 bids solicited. Items above \$50,001 are subject to a full competitive process that includes Request for Proposals (RFP), or Bid and Tender. Items under \$50,000 may also be subject to a full competitive process at the discretion of the Board or Executive Director.

2. Request for Proposals

2.1 An RFP shall include set criteria for the proponents to respond to and shall be publicized for no less than two (2) weeks via the FOPL website. The closed envelope evaluation process shall include a committee to screen, independently evaluate, and consensus rank the proposals according to the criteria. The lowest bidder need not be awarded. The proponent who scores the highest shall be awarded, based on the criteria set in the proposal. The binding party shall be the ED or Board, depending on Section 4 Authority to Award.

2.2 Bid and Tender are requests for a closed envelope bid. The lowest complete bid to address the complete needs as set out within the posting shall be selected.

2.3 No contract or purchase may be divided to avoid any requirements of this procedure.

3. Sole Sourcing and Single Sourcing

Sole sourcing and single sourcing may occur when items are less than \$150,000, providing the ED gives notice to the Board at the next regularly scheduled meeting following the purchase. For approval of items in excess of \$150,000, a request, with rationale, must be submitted to the Board prior to making the purchase. Approval will require a successful motion.

4. Vendor of Record (VoR)

A Vendor of Record (VoR) list may be developed by FOPL via a competitive process.

4.1 Such VoR arrangements may not exceed a three-year commitment but may be renewed following a subsequent competitive process.

4.2 FOPL may also select a vendor from pre-selected VoR lists provided by the Ontario Government, the Ontario BMPL Services (OLS), The City of Toronto, and/or TPL.

5. ~~The Board accepts the procurement policy of TPL, if TPL is procuring on FOPL's behalf.~~

Authority to Award and Bind

Following the procurement process:

1. The ED shall authorize payments for any item or expense within approved budget lines.
2. The ED shall award and bind any contracts under \$150,000 including contracts selected through RFP processes.
3. The Board shall award and bind any contracts above \$150,000.

Financial Authority

1. The ED, Board Chair, Vice Chair, Treasurer, and Past Chair shall be signing officers on all Board held bank accounts.
 - 1.1 Two signing members must approve release of funds.
 - 1.2 In the event of payments to the ED, two signing officers, not including the ED, must approve the release.
2. Approval of release of payments will be by electronic means where possible. Where online banking is not available for signing access, the ED shall receive written approval as a statement by signing officers and shall retain said notice.

3. The ED may apply for and bind any grants deemed appropriate for the operations of the FOPL.
4. The ED may accept donations of cash, in-kind, or materials to support the operations of the FOPL.
5. The ED shall be the signing officer for contracts with vendors and granting agencies.
6. Limitations and Authorities granted to contract employees may be further defined in "Contracts for Service".

Reallocation of Budget

1. The ED shall have the authority to reallocate up to ~~\$10,000~~20,000 within the approved operating budget.
 - 1.1 Board resolution is required for any reallocation exceeding ~~\$10,000~~20,000.
 - 1.2 Reallocation or adjustments which impact the bottom line of any individual budget (e.g. operational, capital, minor capital, or employment) require Board resolution.

Authorization of Reserve Accounts and Surplus Funds

- ~~1. The ED may authorize the annual roll-over of any unused funds or interest into the next fiscal year.~~
- ~~2. Board resolution is required for authorization of all Board investments.~~

The purpose of the Reserve Fund, named internally as the Restricted Funds Account, is to ensure the financial stability and operational continuity of the Federation of Ontario Public Libraries.

1. Target Level of Reserves

The organization will maintain a reserve fund in the Restricted Funds account. The target amount is **12 months** of average monthly operating expenses, calculated using the most recently approved annual budget.

The board acknowledges that recommended sector practice for Canadian non-profits generally falls between 3–6 months, and up to 12 months for organizations with significant revenue volatility or essential service obligations. The exact target chosen reflects FOPL's funding model, cash-flow risk, and operational needs.

2. Authorization for Use

Use of the Restricted Funds requires:

- Approval from the Board prior to the withdrawal of funds.

- A documented rationale demonstrating the need (e.g., cash-flow shortfall, urgent operational need, strategic opportunity, capital project), and

Withdrawals will be documented via the Treasurer's report at the next scheduled meeting board meeting. Withdrawals may not reduce the reserve below 6 months of average operating expenses without Board approval.

3. Replenishment of the Reserve

The Restricted Funds account is replenished by annually allocating a percentage of surplus net revenue approved by a standing board motion. In the absence of surplus net revenue, the reserve may be replenished with funds allocated in the annual budget from operating revenue, subject to board approval. The Executive Director will advise if/when the reserve needs to be replenished.

If the Restricted Funds account is at its target for operational reserves, surplus revenue can continue to accumulate in the Restricted fund account. Funds above the target operational reserve can be used for other internal priorities, such as:

- Capital replacements (equipment, technology, marketing materials etc.)
- Strategic opportunities or innovations (pilot projects, new service models, technology improvements, one-time strategic initiatives)
- Program stabilization or expansions (scaling successful programs, launching new programs, managing multi-year program commitments that lack guaranteed funding)
- Invest in organizational capacity (staff training and professional development, upgrading IT systems, website redesign, policy/governance/system modernization)

4. Reporting Requirements

The Executive Director will report the status of the reserve to the Board at the regularly scheduled quarterly meetings, including:

- Current reserve balance,
- Target level and variance, and
- Any withdrawals, deposits, or planned replenishment measures.

Credit Card Use

The Board may authorize the ED to obtain a Credit Card:

1. Monthly statements shall be submitted and itemized by account.
2. The ED's Monthly statement shall be authorized by the Chair or Treasurer.

Reimbursement of Expenses

The Board recognizes that its employees, contractors, and members are required to travel for the purposes of FOPL business and that they should be reimbursed for such travel and associated expenses while carrying out FOPL business.

1. The most economical method must always be the major consideration when traveling on FOPL business. The choice of transportation mode and accommodation will be based on efficiency and cost effectiveness.
2. Costs related to transportation, accommodation and meals will be reimbursed upon presentation of receipts.
3. Expenses related to meetings for the sole purpose of FOPL business will be reimbursed with appropriate documentation including names of those in attendance, purpose of meeting and itemized receipt of expenditures.
4. All itemized receipts must be submitted within 60 days or will not be eligible for reimbursement. If travel choices are other than the most economical viable option, reimbursement will be at the latter level.
5. Expense claims of the employees and members of FOPL Working Groups, Committees and Project Teams will be approved by the Treasurer; expenses of the ED will be approved by the Board Chair; and expense of the Board Chair will be approved by the Board Treasurer
6. Under no circumstances will the cost of alcohol beverages be reimbursed.
7. Expense Claim Form and Schedule of Eligible Expenses as attached.

Disposal of Assets

1. The ED may determine from time to time what items will be considered surplus and slated for disposal.
2. Items shall first be listed for sale, with proceeds returning to FOPL, and then offered for donation. If no sale or donation is possible, the item may be disposed of.

SCHEDULE OF ELIGIBLE EXPENSES**Travel**

Mileage: Provincial Treasury Rate
Parking Fees: receipt amount
Airport transfer: Bus, UP express, public transit or taxi when pressed for time
Shared expense whenever possible

Accommodation

Single standard room
Hotel Parking
Gratuities as appropriate

Meals

Including tip and taxes \$~~65~~100/day
Costs exceeding these amounts will only be paid if there is no reasonable expectation of alternative dining arrangements
Under no circumstances will the cost of alcohol beverages be reimbursed

Communication

A maximum of \$10 week for communications costs for long distance telephone charges or data plans related to FOPL business

This policy will be reviewed bi-annually by the Finance Committee (or Board) to ensure the reserve target and governance remain appropriate in light of changes to operating conditions, funding stability, or organizational risk.