



ANNAPOLIS VALLEY REGIONAL LIBRARY BOARD ~ BY LAWS

- Article I **NAME:**
This body shall be known as the Annapolis Valley Regional Library Board and shall operate under the terms of the *Libraries Act* of Nova Scotia.
- Article II **OBJECT:**
The responsibility of this Board shall be to promote, provide and regulate quality and cost-effective public library service to the citizens of the Municipality of the County Annapolis, the Municipality of the County of Kings, the West Hants Regional Municipality, the Town of Berwick, the Town of Middleton, the Town of Wolfville, and the Town of Annapolis Royal.
- Article III **MEMBERS:**
- Section 1: The Library Board shall be made up of one representative from each participating municipal funding unit.
- Section 2: The Province of Nova Scotia shall be represented by two members of the Board as appointed by the Governor in Council.
- Section 3: Additional representatives may be appointed with the agreement of all member parties.
- Section 4: The Chief Executive Officer shall be an *ex-officio* member of the Board
- Section 5: Each appointing body has complete discretion in its appointments to the Board within the following guidelines: no current staff member of the AVRL shall be appointed to the Board; no former staff member of the AVRL shall be appointed to the Board within a period of five years from the date of the separation from service with the AVRL; and no Board members shall be re-appointed to the Board if they have failed to attend at

least 50% of the regular, special and Board committee meetings in the previous year unless absence was due to a justifiable cause.

Section 6: All members are expected to adhere to the AVRL Board Member Code of Conduct Policy (EX - 0015).

Article IV

OFFICERS:

Section 1: The Officers of the Board shall be a Chair, a Vice-Chair, and a Treasurer who shall be elected by a majority vote at the Annual Meeting for the coming year. In the event that the Chair becomes vacant, the Vice-Chair will assume the Chair, and an election shall be held for the Vice-Chair position at the next regular board meeting. In the event that the Vice-Chair, or the Treasurer positions become vacant, an election shall be held at the next regular board meeting.

Election of the Officers:

1. The CEO shall conduct the ballot counting, if required, for the Officers of the Board.
2. The election of all Officers requires a majority vote, which is defined as "votes cast by fifty percent plus one of members present";
3. The CEO shall act as Chair pro tem for the election of the Chair for the current year and shall call for nominations. There shall be a seconder for all nominations, and an acceptance of the nomination from the individual;
4. Nominations shall be closed by motion made and seconded;
5. If only one member has been nominated, that member shall be declared elected;
6. If more than one member has been nominated, they shall be elected by secret ballot. Prior to the vote being taken, each nominee shall be given up to 5 minutes to speak to the nomination. Candidates shall be called upon in alphabetical order of their surname. The member receiving the majority shall be declared elected, but the count will not be disclosed;
7. Should no member receive a majority vote, the CEO shall declare so, and balloting shall continue until the Officer is elected, with a majority vote.
8. If after three attempts, there remains a tie, the names of the nominees that are tied shall be placed in a container and drawn by the CEO, who shall then declare the member elected.

Section 2: The Chief Executive Officer shall act as Corporate Secretary. (The Board may appoint a recording secretary at its discretion.) The Secretary shall keep a faithful record of the proceedings of the Board, shall give due notice of all meetings and shall perform such other duties as may properly belong to their office or be delegated to them by the Board. In the absence of the Secretary at any meeting the Chair shall appoint a temporary secretary.

Section 4: The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and Vice-Chair the meeting shall be presided over by one of the Board members chosen for this purpose by those in attendance at the meeting.

Section 5: The signing officers for the Board shall be the Chair, the Treasurer and one other member of the Board.

ARTICLE V: REGULAR MEETINGS:

Section 1: The fiscal year of the Board shall be April 1 – March 31

Section 2: There shall be five regularly scheduled meetings of the Board in each calendar year, normally in April, June (Annual Meeting), September, November and February.

Section 3: Fifty percent plus one of members of the Board shall constitute a quorum.

Section 4: Meetings of the Board shall be open meetings except, if by a vote of the Board, the Chair declares the meeting, or part of the meeting, *in camera*. *In camera* matters shall be related to discussions of personnel, legal, contract.

Section 5: All members shall receive written or electronic notice of the Board meetings at least five business days prior to the meeting.

Section 6: The format for the regular meetings should include:

- a) Call to order
- b) Agenda approval
- c) Approval of previous minutes and business arising from minutes
- d) Correspondence and communications
- e) Committee reports
- f) New business
- g) Chair's Report
- h) Library Boards Association of Nova Scotia Report
- i) Chief Executive Officer report
- j) Financial Report
- k) Reports from Members
- l) Date of next meeting
- m) Motion of adjournment

ARTICLE VI: PUBLIC DELEGATIONS

Section 1: Members of the public may address a regular meeting of the Board as a delegation. The conditions shall be:

- Written request must be submitted to the Chief Executive Officer at least two weeks prior to the Board Meeting
- The request shall include details in full of the issues to be addressed and name those who will be attending and who they are representing.
- The Board reserves the right to request additional information regarding a particular issue or association.

Section 2: Delegations will be provided 15 minutes to make a presentation and will abide by the following rules:

- Delegations may not speak to any other item on the agenda.
- Delegations may not address the Board on the same issue a second time.
- Decisions will be communicated to the delegation by the Board Chair in writing
- The Board is not obligated to respond or make a decision at the time of the presentation

ARTICLE VII: ANNUAL MEETING .

Section 1: The Annual Meeting shall be the June meeting of the Board

Section 2: The Annual Meeting shall include:

- a) Annual Report from the Chair
- b) Annual Report from the Chief Executive Officer
- c) Approval of annual Audited Financial Statement
- d) Appointment of the auditors
- e) Election of Officers of the Board

Section 3: The signing officers of the Board shall be appointed at the Annual Meeting

ARTICLE VIII: SPECIAL MEETINGS

Section 1: Special meetings may be called by the Chair or at the written or electronic request of five members of the Board.

Section 2: All members shall receive written notice of and the reason for special meetings at least five business days prior to the meeting

ARTICLE IX: EXECUTIVE COMMITTEE:

Section 1: There shall be an Executive Committee of the Board consisting of the Chair, Vice Chair, Treasurer and the Chief Executive Officer, *ex-officio*.

Section 2: Three members of the Executive Committee shall constitute a quorum.

Section 3: The duties of the Executive Committee shall be:

- To authorize action in any emergency situation arising between Board meetings.
- To review the general objectives and Board policies on a regular basis, and to make recommendations to the Board.

ARTICLE X: STANDING COMMITTEES:

Section 1: Standing Committees of the Board shall be:

Finance – Members: Treasurer (Chair) and Board members

- To supervise all matters relating to financial policies, ordinary and extraordinary expenditures, budgets, estimates, *etc.*
- Reviews and recommends: investment; financial policy and procedures; vehicle purchase and reserve fund; reviews the annual draft budget estimates and makes recommendations to the Board for approval.

Human Resources: Members: Chair and Board members

- Reviews and recommends human resource policy; establishes policy and procedures for recruitment, hiring evaluation and dismissal of the Chief Executive Officer
- Hears staff complaints according to the procedure outlined in the Personnel Policy Manual, and makes recommendations to the Board;

Section 2: The Board Chair and CEO shall be *ex-officio* members of all Standing Committees.

Section 3: The Committee Chair of each Committee shall report at Board meetings on all committee meetings held and matters discussed.

-ARTICLE XI: AD-HOC COMMITTEES

The Board may appoint such other committees as from time to time it deems necessary. The Chair and CEO are *ex-officio* members of all Committees so appointed.

ARTICLE XII: BOARD MEMBERS EXPENSES

Section 1: All Board members are eligible to receive the current provincial mileage rate to attend all meetings of the Board and its Committees, and other meetings with the prior authorization of the Board.

Section 2: Travel, accommodation, registration and meal expense for attendance at Conferences, Seminars and Workshops shall require prior Board approval and will be subject to the Board's budgetary limitations.

ARTICLE XIII: VOTING:

Section 1: Motions shall be carried by a majority vote of members present.

Section 2: In case of a tie vote at Board or committee meetings the vote shall be lost

Section 3: There shall be no proxy votes.

ARTICLE XIV: DUTIES OF THE CHIEF EXECUTIVE OFFICER:

The Chief Executive Officer shall have general charge of the library system and shall be responsible for the direction and supervision of staff in the performance of their duties, the submission to the Board of regular reports and recommendations concerning policies, programs, and procedures which will provide effective library service and shall perform such other duties as may properly belong to the office or be delegated

ARTICLE XV: PARLIAMENTARY AUTHORITY:

Robert's Rules of Order, revised, when not in conflict with these By-Laws, shall govern the proceedings of the Annapolis Valley Regional Library Board.

ARTICLE XVI: AMENDMENTS:

Amendments to these By-Laws may be made by a majority vote of members present at any Board Meeting, provided notice of motion of the proposed amendment has been given in writing to each member of the Board at least five days prior to the meeting at which the voting is to take place.