

PEACE LIBRARY SYSTEM PROCEDURAL BYLAWS

ARTICLE 1 - PREAMBLE

1.1 Establishment

The Board of the Peace Library System is established and maintained by virtue of and in compliance with the Libraries Act. The Libraries Act and the participating municipal jurisdictions are the only authorities for the existence of the Peace Library System, and the policies of the library board should be consistent with the provisions of The Libraries Act and the wishes of the participating jurisdictions.

1.2 Name

The library system board is a corporation which is known as "The Peace Library Board." The name of the library system is the Peace Library System, which may also be known or referred to as the System or PLS.

1.3 The Bylaws

The following articles set forth the Procedural Bylaws of the Peace Library System.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

2.1.1 **Act** means *The Libraries Act* of the Government of the Province of Alberta being the Statutes of Alberta 2006 Chapter L-11 as amended, or any statute substituted for it.

2.1.2 **Board** means the Peace Library System Board of Directors.

2.1.3 **Board Member** means any person appointed to the Board by a Member of the System.

2.1.4 **Bylaws** means the Peace Library System Procedural Bylaws as amended.

2.1.5 **Chief Executive Officer**, means a paid employee who acts on behalf of the Board and under its review and direction.

2.1.6 **Contractor** means a school authority or municipality that enters into a fee-for-service contract with the System by signing a Memorandum of Agreement.

- 2.1.7 **Executive Committee** means the standing committee established by the Board to administer the System and carry on the work of the Board at those times when the Board does not meet. The Executive Committee consists of one member for any municipality serving a population in excess of 15,000 people, one member of the municipal board of the Resource Centre, and seven additional representatives from the Board membership at large.
- 2.1.8 **Member** means a municipality that is a member of the System.
- 2.1.9 **Member Library** means a library operated or supported by a Member of the System.
- 2.1.10 **Minister** means the Minister of Municipal Affairs, the provincial government department responsible for libraries.
- 2.1.11 **Resource Centre** means the Municipal Library within the System's area of service that the System has contracted with to provide resource sharing services to Member Libraries.
- 2.1.12 **Regulation** means The Libraries Regulation, A/R 141/98, as amended or any statute substituted for it.
- 2.1.13 **System** means the Peace Library System.
- 2.1.14 **Voting Member** means a Member entitled to vote at Board meetings.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural and vice versa.
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - OBJECTIVES

- 3.1 To provide library and information service to all the residents of the municipalities that are Members of the Peace Library System.
- 3.2 To cooperate with other libraries and library systems sharing library resources and improving library services.
- 3.3 To encourage the development of active local library boards and Member Libraries.
- 3.4 To purchase all formats of library materials of educational, cultural, recreational and artistic value deemed necessary for the Member Libraries according to the Needs Assessment and policies.
- 3.5 To support groups involved in furthering library service locally, provincially and nationally.

ARTICLE 4 - MEMBERSHIP

4.1 Categories of Participation

Participation in the Peace Library System falls into two distinct categories: membership, and contractors with fee-for-service contractual agreements.

4.1.1 Membership

According to the Regulation, there are two categories of membership:

4.1.1.1 Full Members are municipalities that:

- have signed a Master Agreement with the System for the provision of services for all citizens within their municipal boundaries,
- bring to the System provincial government funding, and
- meet all terms of the Act and Regulation.

4.1.1.2 Full Members may be school authorities:

- that have signed a Master Agreement with the System with the consent of the Minister, and
- that have passed a bylaw and meet all the requirements of the Libraries Regulation.

4.1.2 Contractual Agreements

Participation in the System may also include contractual agreements. Contractors are school authorities and other entities that enter into fee-for-service contractual agreements with the System by signing a Memorandum of Agreement, but do not meet the criteria to become Full Members. New Contractors must make a request to the Chief Executive Officer.

4.2 Admission of Members

To become a Full Member, a municipality or school authority must make a formal written request to the Board and meet the requirements of Articles 4.1.1.1 or 4.1.1.2.

4.3 Membership Fees

4.3.1 Membership Year

The membership year is the calendar year.

4.3.2 Setting Membership Fees

The Board shall, on or before December 1 of each year, submit to each Full Member a budget and estimate of the moneys required to operate and manage the System during the ensuing fiscal year, including the per capita requisition to be paid by each Full Member. Amendment of the fee schedule in the Master Agreement for Full Members requires receipt by the Board of written authorization from two-thirds of the Full Members. The Board sets the fees for contracts.

4.3.3. Payment of Fees

Each Full Member and Contractor shall pay the Board the amount required in two equal installments by January 15 and July 15 of each year. In a municipality which has a municipal library board, the municipal library board shall pay its annual per capita levy directly to the Board. If a Full Member is in default of payment by more than 90 days, it shall be subject to a two (2) per cent, per month, penalty charge for each month that the payment is past due.

4.4 Rights and Privileges of Members

4.4.1 Voting Members

The following representatives can vote at meetings of the Board:

- (a) Each participating Member municipal jurisdiction or member school authority shall appoint one representative to participate on the Peace Library Board and must provide written notice of appointment. Each Board Member is a Voting Member. An alternate may be appointed who would act in the absence of the official representative. The municipal jurisdiction must provide written notice of appointment of the alternate.
- (b) An additional Board Member shall be appointed from the municipal library board of the Resource Centre.

4.4.2 Number of Votes

A Voting Member is entitled to one (1) vote at a meeting of the Board.

4.4.3 Member in Good Standing

A Member is in good standing when the Member has paid membership fees or other required fees of the System.

4.5 Termination of Membership

4.5.1 Any Full Member may withdraw by giving twelve (12) months' written notice to the Board in accordance with the Regulation.

4.5.2 The Board shall, not later than ninety (90) days prior to the effective date of withdrawal, provide to the Full Member giving notice to withdraw an appraisal, in writing, of the expected effects on library services to residents of the municipality concerned.

4.5.3 Upon receiving notice that a Member will be withdrawing from the System in one year's time, the System will contact the library involved to advise them that new orders for library materials may be placed with the System for the following nine months. After this period (during the remaining three months that the Member belongs to the System), library materials that have been ordered will be received, catalogued and processed by the System. Two months after a Full Member has officially withdrawn from the System, the allotment funds will be reconciled and closed. Any unexpended funds will remain with the System.

4.5.4 If a Member withdraws from the System, that Member shall be deemed to have forfeited any right of ownership or to share in the assets of the Board.

4.6 Limitation of Liability of Members

No Member is, in his/her individual capacity, liable for any debt or liability of the System.

ARTICLE 5 - MEETINGS OF THE SYSTEM

5.1 General Board Meetings

5.1.1 The Peace Library Board shall meet in accordance with the Regulation.

5.2 Special General Meetings

5.2.1 The Chair may at any time summon a special meeting of the Board by giving ten (10) working days written notice to all Board Members.

5.2.2 Fifty (50) per cent of the Board may at any time summon a special meeting of the Board by giving ten (10) working days written notice.

5.3 Organizational Meeting

5.3.1 The Organizational Meeting shall be held before December 1 of each year. The Organization Meeting shall be for the purpose of the election of the Chair, Vice-Chair, the Executive Committee, and other committees.

5.3.2 At the Board meeting prior to the Organizational Meeting, a Nomination Committee shall be appointed. It shall be the responsibility of the Nomination Committee to seek out nominees for each vacant Executive Committee, Plan of Service Committee and Personnel Committee position prior to the Organizational Meeting.

5.3.3 Additional nominations to the Executive Committee, Plan of Service Committee and Personnel Committee shall be accepted from the floor at the Organizational Meeting.

5.3.4 If an election should be required, it shall be by secret ballot.

5.4 Proceedings at a Board Meeting

5.4.1 A quorum of the Board shall constitute forty (40) per cent of the membership of the Board. No business shall be transacted at any general or special meeting of the Board unless a quorum of the members are present.

5.4.2 The Chair may adjourn a meeting to another set time if a quorum is not present in the first half hour of a meeting. The Chair may adjust the quorum for the later meeting to thirty (30) per cent of the membership of the Board with ratification of all motions at the next meeting.

5.4.3 Proceedings of all meetings shall be governed by Roberts' Rules of Order with the exception of Main Motions, Resolutions and Voting on Question which shall be as follows:

- (1) No seconder shall be required for motions of the board.
- (2) All resolutions shall be submitted to the Board by the Chair or a Board Member and no seconder is required.
- (3) The Chair, when present, and every Board Member present shall vote for or against every question
 - (a) unless, in a specific case, the Chair or Board Member is excused by resolution of the Board from voting,
 - (b) and the designated minute-taker shall, whenever a recorded vote is requested by any Board Member, record in the minutes the name of each of the Board Members and whether the Board Member voted for or against the matter.

5.4.4 Voting

5.4.4.1 Each Voting Member has one (1) vote. Voting at Board meetings will be by a show of hands and a motion is passed by a simple majority. A ballot is used if at least two (2) Voting Members request it.

5.4.5 The Board selects the date and time for any meeting.

5.4.6 Notice of all Board meetings must be postmarked and mailed no fewer than 10 days prior to the date of the meeting.

5.4.7 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning.

- 5.4.8 Members of the Peace Library System Board attending general meetings shall be remunerated according to the Trustee Expenses Policy.
- 5.4.9 If a Board Member misses three consecutive meetings without due cause and prior notification, he/she is deemed to have resigned. The appropriate authority shall be notified and asked to appoint a replacement.
- 5.4.10 The Chair chairs every general meeting of the System. The Vice-Chair chairs in the absence of the Chair.

ARTICLE 6 - THE GOVERNMENT OF THE SYSTEM

6.1 Board of Directors

6.1.1 Governance of the System

The Board sets the policies of the System. The Board shall hire a Chief Executive Officer, to carry out management functions under the direction of the Board. An Executive Committee of not more than 10 shall act on behalf of the Board.

6.1.2 Powers and Duties of the Board

- approving the annual budget for the System;
- making policies for the operation of the System;
- promoting the objectives of the System;
- promoting membership in the System;
- amending the bylaws;
- without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the Chief Executive Officer of the System.

6.1.3 Composition of the Board

The Board consists of one representative appointed by each Member municipality and one representative appointed by each member school authority. An additional Board Member shall be appointed from the municipal library board of the Resource Centre.

6.1.4 Elections

At the Organizational Meeting of the Board, the Voting Members elect up to seven members to form the Executive Committee of which one shall be elected Chair and one shall be elected Vice-Chair.

6.1.5 Appointments to the Board shall be for a term in accordance with the Regulation.

6.1.6 Irregularities or errors made in good faith do not invalidate actions of the Board at its meetings.

6.2 Officers and Their Duties

The Officers of the System are the Chair, Vice-Chair, and Chief Executive Officer. Pursuant to the Act, the Board shall elect a Chair, a Vice-Chair, and any other officers it considers necessary from among its members.

6.2.1 The Chair shall:

- when present, preside at all meetings of the Board and Executive Committee;
- authorize calls for any special meeting;
- serve as *ex officio* Voting Member of all committees, except the Nomination Committee;
- act as the spokesperson of the System;
- generally perform all duties associated with that office and assigned by the Board.

6.2.2 The Vice-Chair shall:

- preside at the meetings in the event of the absence of the Chair. If the Vice-Chair is absent, the Directors elect a Chair for the meeting.
- in the event of the absence or disability of the Chair or of a vacancy in that office, shall assume and perform the duties and function of the Chair.
- replace the Chair at various functions when asked to do so by the Chair or the Board;
- carry out other duties assigned by the Board.

6.2.3 The Chief Executive Officer

The Board shall appoint a Chief Executive Officer, to act on behalf of the Board and under its review and direction.

The Chief Executive Officer shall:

- attend all meetings of the Board and Executive Committee, but shall not be entitled to vote on any matter which comes before the Board or any Committee;
- interpret and apply the Board's policies;
- plan programming and services based on the Board's priorities;

- ensure that a faithful and accurate record of the proceedings of the Board is kept;
- be responsible for the issuing of all cheques in the name of the library system;
- be responsible for the System's financial operation within the limitations of the budget appropriate;
- make sure fees are collected and deposited;
- prepare budgets for Board approval;
- arrange the annual audit of the books;
- report on the year's financial activities at the Annual General Meeting;
- be responsible for hiring, supervising, evaluating, and releasing all other paid staff;
- give due notice of all meetings;
- have charge of the Board's correspondence; and
- perform such other duties as may properly belong to the office or be delegated to it by the Board.

6.3 Board Committees

The Board and/or the Executive Committee may appoint Standing or Ad Hoc Committees from time to time as required.

The Board may appoint Ad Hoc Committees of one or more members for such specific purposes as the business of the Board may require. Upon the completion of the purpose for which it was appointed, and after a final report is presented to the Board, the Committee shall be dissolved.

No Committees of the Board, with the exception of the Executive Committee, shall have other than advisory powers unless, by suitable action of the Board, it is granted specific powers to act.

6.3.1 General Procedures for Committees

- 6.3.1.1 A majority of Committee members present at a meeting is a quorum.
- 6.3.1.2 A meeting of the Board, the Executive Committee, or any Committee may be held by teleconference or videoconference. Members who participate via teleconference or videoconference are considered present for the meeting. Procedures will be available to ensure such meetings are conducted efficiently.
- 6.3.1.3 Each member of the Committee, including the Chair has one (1) vote at the Committee meeting.

- 6.3.1.4 All Executive and Standing Committee members, with the exception of the Chief Executive Officer, shall serve a one-year term. Terms are served from the Organizational Meeting at which they are elected and until their successors are elected.
- 6.3.1.5 All Committees shall make a progress report to the Executive Committee at each of its meetings. The Executive Committee shall report to the Board.
- 6.3.1.6 System management staff are non-voting members of any Committee.

6.4 Standing Committees

The Board establishes these Standing Committees:

- (a) an Executive Committee;
- (b) a Personnel Committee; and
- (c) a Plan of Service Committee.

6.4.1 Executive Committee

- 6.4.1.1 The Peace Library Board shall establish an Executive Committee to govern the System by establishing and monitoring the long-term direction of the System through policy development. The Executive Committee shall carry on the work of the Board at those times when the Board does not meet. It fulfills the function of the Board with full powers between Board meetings.
- 6.4.1.2 The Executive Committee's duties and responsibilities include:
- monitoring general operations of the System;
 - forming and dissolving Committees as necessary;
 - reporting to the Board on actions taken;
 - acting on behalf of the Board at provincial meetings or when presenting recommendations on provincial library policy;
 - reviewing recommendations from other Standing Committees before presentation to the full Board;
 - reviewing all financial transactions before presentation to the Board;
 - preparing and presenting the annual budget and audited financial statement for approval by the Board;
 - preparing and presenting the Annual Report to the Board;
 - developing and implementing the Plan of Action in the areas of Administration and Board, in consultation with management staff;
 - advocating on behalf of the System;

- recommending budget policies to the Board;
- investigating and making recommendations to the Board for acquiring funds and property;
- recommending policies on disbursing and investing funds to the Board;
- establishing policies for Board and Committee expenditures;
- interviewing applicants for the position of Chief Executive Officer and making a recommendation to the Board;
- conducting the Chief Executive Officer's annual performance review; and
- carrying out other duties assigned by the Board.

6.4.1.3 The Executive Committee shall be no more than ten (10) members when the number of members of the Board is more than twenty (20).

The Executive Committee of the Peace Library System Board shall consist of one member for any municipal jurisdiction serving a population in excess of 15,000 people, one member of the municipal library board of the Resource Centre, and seven additional representatives from the Board membership at large. From these ten a Chair and Vice-Chair shall be elected by the Board.

6.4.1.4 The Executive Committee is empowered to appoint members to vacancies for the remainder of the term.

6.4.1.5 The Executive Committee shall meet as required by necessity and by Library Regulation.

6.4.1.6 The Chair shall call all meetings of the Executive Committee; however, four members of the Committee may, at any time, request a meeting of the Committee by giving ten (10) working days written notice.

6.4.1.7 A simple majority of the Executive Committee members constitutes a quorum.

6.4.1.8 Members of the Executive Committee attending meetings shall be remunerated according to Trustee Expenses Policy.

6.4.1.9 If an Executive Committee member misses two consecutive meetings without due cause and prior notification, the member shall be replaced for the remainder of the term. If the vacating member represents an appointed position on the Committee, the appropriate body shall be requested to appoint a replacement. If the vacating member was selected to the Committee, then the replacement shall be elected from the full Board.

6.4.1.10 Nominations for the seven elected positions on the Executive Committee will be conducted from the floor at the ~~Annual~~ ^{Organizational} General Meeting or as necessary when a vacancy occurs. If an election should be required, it shall be by secret ballot.

6.4.1.11 A Board orientation and development workshop may be held for the Executive Committee following the Organizational Meeting.

6.4.2 Personnel Committee

The Personnel Committee shall consist of five members with a minimum of one and a maximum of two committee members coming from the Executive Committee.

The Personnel Committee shall be responsible for:

- recommending a job description, qualifications, and performance appraisal system for the Chief Executive Officer;
- recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary, and employee benefits;
- rendering a decision in the grievance procedure as outlined in the Personnel Policy.
- reporting on the year's activities at the May Board meeting; and
- carrying out other duties assigned by the Board.

6.4.3 Plan of Service Committee

The Plan of Service Committee shall consist of five members with a minimum of one and a maximum of two committee members coming from the Executive Committee.

The Plan of Service Committee shall be responsible for:

- recommending changes to the System's Bylaws and Policies;
- recommending changes to the services offered by the System, including the fees to be charged for these services;

- ensuring the System meets its legislative requirements as set out by the Regulation, including development of a Plan of Service every three years; and
- carrying out other duties assigned by the Board.

6.5 Ad Hoc Committees

6.5.1 Nomination Committee

The Nomination Committee shall consist of two Members appointed by the Board. The Nomination Committee shall be responsible for:

- preparing a slate of nominees for each vacant Executive Committee, Plan of Service Committee and Personnel Committee position; and
- presenting its recommendations to the Organizational Meeting.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

Financial management of the System is outlined in the Finance Policy and the Purchasing Policy approved by the Board.

7.1 Registered Office

The Registered Office of the System is located in Grande Prairie, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the System and the Board shall be January 1 to December 31, both dates inclusive.

7.2.2. There must be an audit of books, accounts and records of the System at least once a year. A qualified accountant appointed by the Board must do this audit. The audited financial statement will be made available at the May Board meeting.

7.3 Cheques and Contracts of the Society

7.3.1 Two signatures are required on all cheques against the System's General Operating, Establishment, and U.S. dollar bank accounts. At least one of the two signatures for these accounts shall be that of a designated Board Member, as set out in the System's Finance Policy. Signing officers shall be the Chair, the Chief Executive Officer (who shall be the Director), the staff member designated as the Assistant Director, and three designated Board members.

- 7.3.2. All contracts must be signed by the Chair of the Board or other persons authorized by the Board to do so.
- 7.3.3 The Executive Committee may authorize the Chief Executive Officer to negotiate and sign contracts, licenses and agreements within limits defined by the Board.

7.4 The Keeping and Inspection of the Records of the System

- 7.4.1 In accordance with the Act, all minutes, resolutions and bylaws of the Board shall be signed by the Chair or acting Chair.
- 7.4.2 The minute books shall be kept, and will be made available at the System headquarters.
- 7.4.3 The Board shall file with the Minister a report containing its minutes and resolutions as soon as practicable after each meeting of the Board.

7.5 Borrowing Powers

The System may borrow or raise funds to meet its objectives and operations. The Board decides the amount and ways to raise money in accordance with the Libraries Regulation.

7.6 Payments

No honorarium is paid to Board Members, but reasonable expenses are reimbursed according to the Trustee Expenses Policy.

7.7 Protection and Indemnity of Directors and Officers

- 7.7.1 Each Board Member or Officer holds office with protection from the System. The System indemnifies each Board Member or Officer against all costs or charges that results from any act done in his/her role for the System. The System does not protect any Board Member or Officer for acts of fraud, dishonesty, or bad faith.
- 7.7.2 In cases of serious dereliction the Board may prosecute an offense under The Act. Such an offense is punishable under The Act. Any fine or penalty imposed pursuant to an offense under the above inures to the benefit of the Board in accordance with The Act.

7.7.3 No Board Member or Officer is liable for the acts of any other Board Member, Officer, or employee. No Board Member or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the System. No Board Member or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the System, unless the act is fraud, dishonesty, or bad faith.

7.7.4 Board Members or Officers can rely on the accuracy of any statement or report prepared by the System's auditor. Board Members or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 - AMENDING THE BYLAWS

8.1 The Procedural Bylaws may be amended at any regular Board meeting. The only provision for advanced notice is that the proposed changes should be included in the meeting package distributed prior to the Board meeting.

8.2 An amendment is passed by simple majority.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 The System does not pay any dividends or distribute its property among its Members.

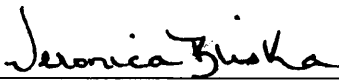
9.2 If the System is dissolved, any funds or assets remaining after paying all debts are dealt with in accordance with the Act.

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Chair