



Vancouver Island Regional Library Board

Procedural By-law

September 16, 2023



**Vancouver Island Regional Library
Administration**

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This Procedural By-law is to govern the proceedings of the Vancouver Island Regional Library Board of Trustees and its committees. This By-law is to be cited as the "Vancouver Island Regional Library Procedural By-law.". The Board of Vancouver Island Regional Library enacts as follows:

1. Interpretation Principles

This By-law will be interpreted to be consistent with the following principles:

- a) the majority of Trustees have the right to decide;
- b) the minority of Trustees have the right to be heard;
- c) all Trustees have the right to information to help make decisions, unless otherwise prevented by law;
- d) Trustees have a right to an efficient meeting;
- e) all Trustees have the right to be treated with respect and courtesy;
- f) all Trustees have equal rights, privileges and obligations, subject to additional rights, privileges and obligations granted to the Chair in Section 4, Board Chair, of this by-law.

Parliamentary Authority

All matters of order or privilege not provided for in this By-law are governed by the rules of the latest edition of Robert's Rules of Order.

The Chair, in consultation with the Executive Director, may use the current edition of Robert's Rules of Order as an aid in ruling.

Written or in Writing

A requirement in this By-law for an item to be "written" or "in writing" may be satisfied using electronic mail.

Record Book

The Vancouver Island Regional Library Board maintains an electronic copy of the Vancouver Island Regional Library By-laws, special rules of order, standing rules and minutes. These electronic documents shall constitute the Record Book of Vancouver Island Regional Library. The Executive Director is responsible for maintaining the Record Book.

2. Vancouver Island Regional Library Board of Trustees

Establishment of the Board

Vancouver Island Regional Library is a Regional Library established pursuant to the provisions of the *Library Act* of British Columbia. The Board has, pursuant to the provisions of the Act, the power to make rules for, among other things, managing its business and accordingly has adopted these By-laws.

Head Office

The Head Office of the Board shall be at Vancouver Island Regional Library, Nanaimo North Administration Office, 6250 Hammond Bay Road, PO Box 3333, Nanaimo, BC V9R 5N3.

Rules and Regulations

If any of the rules set out in the By-law are determined to be invalid, illegal or unenforceable, the remaining provisions contained herein shall not in any way be affected or impaired thereby.

In the event of any inconsistency created between the provisions of these By-laws and the provision of the *Act*, the *Library Act* shall prevail.

The rules and regulations contained in the By-law shall be the rules and regulations for the order and dispatch of business in the Board and in its Committees.

Purpose

The purpose of the Board is to provide library services to member jurisdictions as set out by the *Act* and/or as defined by the Board from time to time. Library services shall be provided without purpose of gain for Trustees, and any profits or other gains to the organization shall be used in promoting the objectives of library services.

Signing Authority

The authority for spending within the approved budget and reserves is delegated to staff through Board policy. The policy establishes the positions that can approve spending to specific limits within the approved budget.

3. Trustees

Recall

The Chair, Vice Chair and/or any member of the Executive Committee, or any member of any other committee, may be recalled for reasonable cause. In the event that the Board votes to recall a member from a specific position that member immediately ceases to hold that position.

The recall process can be initiated by providing notice in writing to the Executive Director stating the position to be recalled and the reasons for the proposed recall. Such notice must be signed by at least six (6) Trustees.

If a valid notice of recall is received by the Executive Director, the matter must be placed on the agenda of the next Board meeting, unless the notice is received less than five (5) days from the next Board meeting, or by unanimous consent of the Board of Trustees.

Notice must be given to the Board that a recall process will be on the agenda as soon as is practical.

To recall a member requires a 2/3 majority vote of the Trustees. For clarity, the required 2/3 majority is of the entire Board membership, not just the Trustees present at the meeting.

Voting on a recall proposal shall be conducted by secret ballot.

Rules of Conduct

Trustees will be courteous and will not engage in actions which disturb the meeting.

A Trustee will not:

- a) use unparliamentary or offensive language;
- b) use unparliamentary or offensive language;
- c) make any noise or deliberate disturbance that prevents Trustees from being able to participate in the meeting;
- d) interrupt another Trustee who is speaking, except to raise a Matter of Privilege or a Point of Order;
- e) disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.

Trustees are asked to turn off or set to 'vibrate' any and all electronic devices for the duration of the meeting.

4. Officers

Election of Board Chair and Vice Chair

The Chair is elected by the Board Trustees present by majority vote. In case of a tie vote, a second ballot is taken. If the tie persists, election results are determined by a draw from the second ballots by the Executive Director.

The Chair serves until the next Inaugural Meeting and is eligible for re-election.

Following the election of the Chair, the Board Trustees present elect a Vice Chair by majority vote. In case of a tie vote, a second ballot is taken. If the tie persists, election results are determined by a draw from the second ballots by the Executive Director.

The Vice Chair serves until the next Inaugural Meeting and is eligible for re-election.

Board Chair

It shall be the duty of the Chair to:

- Encourage and facilitate discussion and the exchange of views and, if possible, to achieve consensus prior to putting an issue to a vote;
- The Chair and Vice Chair shall be responsible for the preparation of agendas for the Board and Executive Committee meetings;
- Where timely action is required that should not reasonably be delayed until the next Executive Committee meeting, the Chair provides direction to the Executive Director on an interim basis;
- The Chair and Vice Chair shall jointly be responsible for the review of the performance of the Executive Director;
- The Chair is the official representative of the Board to the media and at special events; the Chair may delegate this authority to the Vice Chair or the Executive Director;
- Put to a vote all motions which are regularly moved and seconded, or necessarily arise in the course of proceedings, and to announce the result;
- Decline to put to a vote all motions which infringe on the rules of the procedure;
- Restrain the Trustees with the rules of order when engaged in debate;
- Call by name any Trustee persisting in breach of the rules of the Board and thereby ordering the Trustee to vacate the Board meeting room;
- Keep Trustees, as well as members of the public at public meetings, within the rules of procedure and ensure compliance with the rulings from the Chair. If any person behaves improperly, or disrupts the orderly proceedings of a meeting of the Board, the Chair or Acting Chair shall ask that person to leave;
- Decide all procedural issues, including issues of order, at meetings of the Board, subject to an appeal by any Trustee of the Board as a whole on any question or order in respect to business before the Board;
- Authenticate by signature, when necessary, all resolutions, correspondence and minutes of the Board;
- Ensure that the decisions of the Board are in conformity with the laws and procedures governing the activities of the Board.
- Make appointments to the Nominating Committee.
- Act as an ex-officio member of all committees.
- Approve delegations to the Board.
- Write a report on behalf of the Board for inclusion in the Annual Report.
- Call special meetings of the Board.
- Reserves the right, during a meeting, to confer briefly with the secretary or parliamentarian.

Vice Chair

Presides at the Board meeting if the Chair is absent from the meeting, or for periods during which the Chair is present at the meeting but temporarily leaves the chair.

The Vice Chair will have all the rights, duties and responsibilities of the Chair while presiding at Board meetings.

The Vice Chair represents the interests and decisions of the Board to outside parties at Library, government and community events in the absence of the Chair.

Acting Chair

In the event that the Chair and the Vice Chair are absent or unable to take the chair, the Executive Director will conduct an election for an Acting Chair to preside at the Board meeting. The Acting Chair will have all the rights, duties and responsibilities of the Chair while presiding at Board meetings.

Executive Director

Under the authority of the *Act*, the Executive Director shall be the Chief Librarian and Executive Director of the Board, and shall have general supervision over and direction of the operations of the Libraries and its staff, shall attend all Board and Committee meetings, and shall have all other powers and duties that the Board assigns.

The Board shall appoint an Executive Director who shall report to the Chair, and who shall serve as Chief Librarian and Secretary-Treasurer to the Board. In the absence of the Board, the Executive Director will receive direction from the Chair.

The Executive Director's responsibilities are described in the current version of the Executive Director's Job Description.

The Executive Director shall attend all Board meetings, may participate in debate at the discretion of the Board Chair, but is not a Trustee and is not entitled to vote.

In addition to the duties described in the Executive Director's Job Description it shall be the duty of the Executive Director to:

- Maintain the Record Book
- Review the Procedural By-law every five (5) years.

5. Board Meetings

Board meetings are conducted in person, online and/or as synchronous hybrid meetings. An annual meeting schedule is provided each January, indicating dates and proposed meeting formats for each.

Annual General Meeting

The annual general meeting of the Board, for the purpose of electing Officers, shall normally occur at the first scheduled meeting following the appointment of new Trustees of the Board for the current term.

The Executive Director calls the meeting to order and conducts the meeting until the election of the Chair.

Regular Meetings

The Board will hold at least five scheduled regular meetings each year, including the Annual General Meeting.

Notice of Board Meetings

Notice of, and the agenda for, regularly scheduled Board meetings shall be distributed electronically five (5) business days in advance of the meeting and/or in writing if specifically requested by the Trustees.

Notice of meetings shall include the location, date and time of the meeting, the proposed agenda, which must state the general nature of each item of business to be dealt with at the meeting.

For clarity, because of the limited number of regular meetings, additional items are routinely proposed for addition to the agenda at each regular meeting. The Board has discretion to adopt or amend the proposed agenda and/or any late additional for a regular meeting.

Notice of Special Meetings

Special meetings may be called at short notice subject to the provisions of the *Library Act*. Where practical, notice of special meetings shall be consistent with the requirements for regular meetings. Where this is not practical, notice of special meetings must be communicated to the Board as soon as practical.

In exceptional circumstances, where timing is of the essence, a motion(s) may be presented electronically by the Chair, to which Trustees may be asked to cast their ballot via a time-limited electronic poll. This method shall not be employed for matters requiring a Weighted Vote. Notice shall be as outlined in this section, and the Chair shall announce the poll results within 5 business days of the poll deadline, to be recorded in the Record Book.

Notification to Trustees

Every Board member must give the Executive Director written notice of the address to which all notices and other communications are to be sent for the purposes of the By-law and otherwise. Any notice or other communication which is sent to a member at that address is considered to have been given validly if it is sent by mail or otherwise delivered to that address.

If a member changes the address to which notices and other communications are to be sent, the member must promptly give written notice to the Executive Director of the new address.

Special Executive Committee Meetings

In the event that a temporary closure of VIRL service locations will exceed 30 days or an event that would result in greater than 50% of the workforce being temporarily or permanently laid off, the Executive Director will request a Special Executive Committee Meeting to inform members of the financial impact to the budget, the impact to in-house services, the impact to customers and the impact to staff.

Presiding Officers

The Board Chair presides at Board meetings, or in the Chair's absence, the Vice Chair presides. In the absence of both the Chair and Vice Chair, an Acting Chair is elected from among the Trustees present to chair the meeting.

Order of Business

Unless the Board otherwise resolves, business must be dealt with at a regularly scheduled Board meeting in the following order:

- a) Call to Order;
- b) Opening Remarks;
- c) Roll Call;
- d) Declarations of Conflicts of Interest;
- e) Approval of Agenda;
- f) Adoption of Previous Minutes;
- g) Delegations;
- h) Business Arising;
- i) Finance;
- j) New Business;
- k) Consent Business;
- l) In Camera;
- m) Adjournment.

Meeting Attendance

- a) Members of the Board of Trustees may participate in the regular and special Board meetings in any of the following fashions:
 - i. By physical attendance at the location of the Board meeting;
 - ii. By remote teleconference or virtual attendance.
- b) The Chair, Vice Chair or Acting Chair may participate by teleconference or virtual means.
- c) Notice of Board Meetings will include the appropriate teleconference or virtual meeting connection information.
- d) Members attending via teleconference or virtual means will have the same rights accorded to Members physically attending.
- e) The Chair will ensure that all Members, including those attending via teleconference, and virtual means have had an opportunity to speak to the Motion.
- f) When a vote is called on a Motion, the Members who are participating via teleconference, or by virtual means will be called upon by the Chair to indicate their vote by polling within the virtual application, or by verbal indication. If the vote is only audible to the Chair, he/she will state it for all to hear before declaring the Motion carried or defeated.
- g) In the event that a teleconference line or virtual connection malfunctions and the connection cannot be re-established, the meeting will continue as long as a quorum is maintained without the teleconference or virtual Member's attendance

Quorum

The quorum for Board meetings is one half of the Board Trustees plus one. The quorum for Committee meetings is one half of the Committee Trustees plus one.

If no quorum is present one half hour after the time appointed for a meeting, the Executive Director shall record the names of the Trustees present and the meeting shall stand adjourned.

If those Trustees who are present, either in person, by teleconference or by virtual means, at that time remain until a quorum is achieved, then the meeting shall proceed.

Late Arrival

If a Trustee arrives late at a meeting, any prior discussion shall not be reviewed without the unanimous consent of all Trustees.

Voting on Motions

Voting shall normally be by a show of hands, except where the matter requires a weighted vote or where a member requests that the number of votes be recorded.

Members who are participating via teleconference, or by virtual means will be called upon by the Chair to indicate their vote by polling within the virtual application, or by verbal indication. If the vote is only audible to the Chair, he/she will state it for all to hear before declaring the Motion carried or defeated.

In order to vote, a Trustee must be physically present, or in attendance by teleconference or virtual means when the Motion is put to a vote.

Any Trustee physically present, or in attendance by teleconference or virtual means, who does not indicate his/her vote shall be interpreted as voting in favour of the Motion.

When a time-limited poll is employed within a Special Meeting, only votes received before the poll deadline will be counted.

The Chair or Acting Chair must vote with the other Trustees on all questions.

A declaration by the Board Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or portion of votes in favour for or against the resolution.

In the event of a tie vote the Motion is defeated. A Motion to Reconsider is required to reopen a matter once the result of the vote is announced. A Motion to Reconsider can only be moved by a Trustee who voted with the prevailing side.

Weighted Vote

Each jurisdiction receives one (1) weighted vote plus one (1) additional vote for each ¼ percent of total VIRT tax contributions after the first ¼ percent. Where the formula results in a fraction of a vote, normal rounding will apply. All money motions will be decided by weighted vote.

Minutes

The Minutes will record:

- a) the place, time and date of the meeting;
- b) the name of the Chair;
- c) the Trustees present, and the Trustees absent;
- d) any correction to, and the adoption of, the minutes of the previous meeting;
- e) all resolutions;
- f) any declarations of a conflict of interest;
- g) that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded.

For recorded votes, the Trustees' names and corresponding vote will be recorded in the minutes after the Chair has announced the results.

The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Trustees present, they will be signed by the Chair or the appropriate Committee Chair.

Minutes of all meetings must be signed by the Chair or other member presiding at the meeting, and the Executive Director.

Minutes of a meeting shall be approved at the next regularly scheduled meeting.

It shall be the duty of the Executive Director to deliver to each Trustee, not less than five (5) business days prior to a regular meeting, the minutes of the last regular or special meeting.

In-Camera

Appropriate In-Camera meetings of the Board and Executive Committee may be determined in advance, scheduled after the regular meeting and indicated on the agenda; or determined during the course of deliberations as the need arises.

The following items are determined as in-camera items:

- personal or financial details with respect to an individual;
- acquisition or disposition of property;
- security of any VIRL property;
- decisions on employee negotiations;
- personnel issues;
- advice that is subject to solicitor-client privilege including communications for that purpose;
- litigation;
- a request or the consideration of a request for access to information under the Freedom of Information and Protection of Privacy Act (FIPPA); and
- any other matters as deemed necessary by the Trustees.

During a meeting, the Board may move to refer an appropriate item to In-Camera.

In-camera items should be determined by the Executive Director for the Chair's approval.

Attendees of In-Camera meetings may include:

- Trustees;
- Members of the Executive Leadership Group;
- Executive Assistant;
- Legal Counsel to the Board; and
- Anyone deemed appropriate by the Chair.

Trustees must maintain the confidential nature of Vancouver Island Regional Library in-camera meetings to the extent permitted by statute and common law.

Trustees are prohibited from revealing the contents of Vancouver Island Regional Library in-camera discussions at open meetings of their respective local governments.

Trustees violating the trust associated with in-camera information will be expelled from the Board of Trustees (see recall process).

In-camera agendas and minutes of the Board and the Executive Committee meetings will be made available to the Trustees and the Executive Committee via the Trustee Portal. Documents should not be downloaded or printed.

When in-camera documents are distributed in a printed form at a Board meeting, Trustees will return in-camera minutes, agendas and reports before leaving the meeting. In the circumstance when a Trustee retains agendas, minutes and reports they will be responsible for destroying confidential documents.

All in-camera minutes will be filed separately from the regular minutes.

Restricted In-Camera

Appropriate Restricted In-Camera meetings of the Board and Executive Committee may be determined in advance, scheduled after the regular or In-Camera meeting and indicated on the agenda; or determined during the course of deliberations as the need arises.

The following items are determined as Restricted in-camera items:

- confidential exchanges of the Board and the Executive Director
- personnel issues of a particularly sensitive nature;
- advice that is subject to solicitor-client privilege including communications for that purpose;
- litigation;
- any other matters as deemed necessary by the Chair or Trustees.

During a meeting, the Board may move to refer an appropriate item to Restricted In-Camera. Attendees of Restricted In-Camera meetings shall normally include:

- Trustees;
- Executive Director;
- Anyone deemed appropriate by the Chair.

The provisions for in-camera confidentiality also apply to Restricted in-camera confidentiality.

All Restricted in-camera minutes will be filed separately from the in-camera minutes. *See also Executive Session.*

Conduct of the Public

Members of the public will be courteous and will not engage in any action which disturbs the meeting. Members of the public will not:

- a) make any noise or disturbance that prevents Trustees from being able to participate in the meeting;
- b) address the Board without permission;
- c) use unparliamentary or offensive language; or
- d) display signs or placards.

The Chair may exclude any person from the meeting for improper conduct.

Delegations

The Library Board provides the opportunity for members of the public to meet with the Board directly as "delegations" at regular public meetings of the Board. People can provide input either as individuals, or as a representative of a group.

Written Requests to speak as a delegation must be submitted in writing to the Executive Director prior to 4:30pm, five (5) business days prior to the date of the Board meeting. The Request must include details in full of the issue to be addressed and the name of the person or organization to be represented.

All materials, presentations or handouts for distribution shall accompany the written Request to appear and is subject to approval by the Executive Director, in consultation with the Board Chair.

Written request forms shall be available at all libraries and on the website. Forms may be mailed or emailed to the Office of the Executive Director.

No person other than the designated spokesperson may speak on the matter and for no longer than a total of ten (10) minutes. An individual or group not on the agenda and not appearing in respect to a matter on the agenda shall not be heard without the consent of at least two-thirds of the Trustees present.

The Board Chair reserves the right to approve a delegation, refuse a delegation, or request additional information before granting delegation status, and depending on the nature of the concern, the Board Chair may refer delegations or correspondence to the Executive Director for further review or resolution.

Delegations will be limited to two (2) delegations at each meeting, with a third delegation approved at the discretion of the Board Chair. The Board of Trustees will be advised if a delegation has been refused and the reason(s) for refusal.

6. Executive Committee

Membership

The Executive Committee shall consist of the Board Chair, Vice Chair, Past Chair, and eight (8) Trustees elected from the appointed representation.

Where the Chair and the Past Chair are the same person, nine (9) Trustees shall be elected from the appointed representation.

Where the Chair and Past Chair are the same person, and are not continuing, a Chair, Vice-Chair and nine (9) Trustees shall be elected from the appointed representation (11 total).

Term of Office

The term of office for the Chair, Vice Chair and the members of the Executive Committee shall be from the time of election until the next Annual General Meeting. Should the Chair become unelected prior to the end of their term, the Vice Chair shall serve as Acting Chair until the next Annual General Meeting.

Delegated Powers

The Executive Committee shall have the following delegated powers:

- 1) Where practical, the Executive Committee is to provide and make recommendations to the Board.
- 2) Where timely action is required that should not reasonably be delayed until the next Board meeting, the Executive Committee shall provide direction to the Executive Director on an interim basis.
- 3) In carrying out the forgoing powers, the Executive Committee is accountable for, and shall report to, the Board in respect to all actions/decisions made.
- 4) The ability to disqualify an Executive Committee member from the Committee if the member is absent from 2 consecutive Executive Committee meetings without prior approval.

Quorum

The Quorum for Executive Committee meetings is one half of the Committee Trustees plus one. The quorum for an Executive Committee meeting will include Committee Trustees attending the meeting via teleconference or virtual means.

Notice of Meetings

Notice of Executive Committee meetings shall be distributed 5 days in advance of the meeting except by unanimous consent of the Members.

Meetings

- a) Members of the Executive Committee may participate in an Executive Committee meeting in any of the following fashions:
 - i. By physical attendance at the location of the Executive Committee meeting;
 - ii. By remote teleconference or virtual attendance.
- b) The Chair, Vice Chair or Acting Chair may participate by teleconference or virtual means.

- c) Notice of Executive Committee Meetings will include the appropriate teleconference or virtual meeting connection information.
- d) Members attending via teleconference or virtual means will have the same rights accorded to Members physically attending.
- e) The Chair will ensure that all Members, including those attending via teleconference, and virtual means have had an opportunity to speak to the Motion.
- f) When a vote is called on a Motion, the Members who are participating via teleconference, or by virtual means will be called upon by the Chair to indicate their vote by polling within the virtual application, or by verbal indication. If the vote is only audible to the Chair, he/she will state it for all to hear before declaring the Motion carried or defeated.
- g) In the event that a teleconference line or virtual connection malfunctions and the connection cannot be re-established, the meeting will continue as long as a quorum is maintained without the teleconference or virtual Member's attendance.

Presiding Officers

The Board Chair presides at the Executive Committee meetings, or in the absence of the Chair, the Vice Chair presides. In the event that the Chair and the Vice Chair are absent or unable to take the chair, the Executive Director will conduct an election for an Acting Chair to preside at the Executive Committee meeting. The Acting Chair will have all the rights, duties and responsibilities of the Chair while presiding at Executive Committee meetings.

Attendees

Trustees may attend any and all Executive meetings and/or committee meetings, including in-camera meetings, as observers. They do not vote.

Travel Expenses for Non-Executive Members

Trustees who are not members of the group meeting will normally not receive travel expenses, unless they are invited to the meeting by the Chair, or the Executive Committee decides there were exceptional circumstances which required the Trustee to attend.

7. Nominating Committee

Appointments

A Nominating Committee is appointed by the Chair at the last regular scheduled meeting of the year, for the purpose of providing a slate of nominees for presentation at the Annual General Meeting for the election of officers and the Executive Committee.

Membership

Members will consist of the Chair, Vice Chair and one Trustee at large to be named by the Chair.

Timing

The committee will meet by year's end, prior to the Annual General Meeting.

All Trustees wishing to stand for office should be prepared to provide a brief biography for inclusion in the report.

In addition to the report of the committee, nominations from the floor of the Annual General Meeting are encouraged.

8. Special Committees

The Board may strike special committees as needed.

9. Freedom of Information and Protection of Privacy (FIPPA)

- a) The provisions of FIPPA govern the release of information held by the Library, whether or not the request is initiated for access to information under FIPPA.
- b) For the purposes of FIPPA, the Executive Director is designated as the head of the Library. The Executive Director, as head, may delegate any duty, power or function of the head under FIPPA, except the power to delegate. Any delegation of any duty, power or function by the Executive Director shall be in writing.
- c) Records that are in the custody and control of the Library are subject to the provisions of FIPPA. Records shall be managed to ensure confidentiality requirements and FIPPA are met.
- d) The transfer, storage, or destruction of any record shall be in accordance with the Board Records Management Policy.
- e) Any fees being charged for a specific routine or FIPAA request will be in accordance with FIPPA and its regulations. A reasonable estimate of the total fees to be paid under this section will be given prior to the provision of the service. The Executive Director, as designated head, may waive all or part of these fees in specific instances.

10. Communications

Communications may be made in writing addressed to the Board or to the Chair. Communications must:

- a) pertain to matters over which the Board has jurisdiction;
- b) be in a legible hand or type written form;
- c) contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail.
- d) contain a signature; subject to the Board's Whistleblower Policy.
- e) not contain offensive language.

All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the Executive Director determines the disclosure of personal information would contravene the Freedom of Information and Protection of Privacy (FIPPA).

Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the Executive Director by 12:00 pm five (5) business days prior to the Board meeting. The Chair, in consultation with the Executive Director may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.

For communications about matters not on the agenda the Chair, with the recommendation of the Executive Director, may:

- a) put the communication before the Board;
- b) allow the Executive Director to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
- c) allow the Executive Director to respond to the communication as the Executive Director deems appropriate.

11. Adoption and Amendment of By-laws

The Board may not consider a proposed by-law or by-law amendment unless every member has been notified of the proposed by-law or amendment in writing at least 5 days in advance of the meeting where the proposed by-law or amendment is to be considered.

The Board may give any or all three readings of a by-law at one meeting, but may not adopt a by-law at the same meeting at which it gives third reading.

On the last page of every by-law that is enacted by the Board, the Executive Director must report the dates on which the readings and adoption of the by-law occurred.

Every by-law enacted by the Board must be signed by the Chair and the Executive Director. An amendment of the Procedural By-law requires the approval of a two-thirds majority vote.

Revisions to any of the guiding authorities (i.e. *Library Act*, other legislation) may necessitate a review of these by-laws.

All existing by-laws of the Board are hereby repealed and replaced by this By-law.

12. Extension of Library Service Area

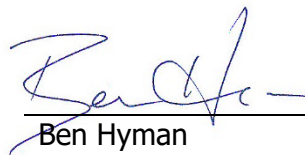
1) In the event the Board desires to extend the regional library district the following shall apply:

- Five (5) days' notice must be given in writing of any meeting where it is proposed to adopt an agreement whereby the library service area would be expanded by accepting the membership of any municipality or regional district or electoral area.
- Voting on the adoption of an agreement to accept the membership of any municipality or regional district or electoral area shall be by weighted vote.

The Board shall not deny membership to any municipality, regional district or electoral area that is created by a change of status of one or more existing member jurisdictions. Such changes of status may include, but not be limited to, incorporation of previously unincorporated areas, amalgamation, or changes to provincial legislation which creates new categories of local governments.



Erin Hemmens
Chair, Board of Trustees
Vancouver Island Regional Library



Ben Hyman
Executive Director
Vancouver Island Regional Library

The attached Appendices are for informational purposes and do not form part of the Vancouver Island Regional Library Board's Procedural By-law.

Appendix 1: Definitions

Term	Definition
Act	Act refers to the Public Library Act, Statutes of British Columbia, 2010, Chapter 264 as amended from time to time. Any definition in the Library Act which is incorporated into the Vancouver Island Regional Library Procedural By-law has the meaning given to it in the Act as of the date of adoption of the by-law.
Adjourn	To end the meeting. If a motion to adjourn is made, it must be seconded. However, "in some situations, adjournment can take place without a motion. One is when the hour adopted for adjournment has arrived... the meeting may be adjourned by declaration" (Jennings, 2016, p. 178). The presiding officer may declare the meeting adjourned if there is an emergency or immediate danger (i.e. fire) or the "most common scenario, is when you reach the end of the agenda. The chair may ask if there is any more business, if there is no response, the Chair can declare the meeting adjourned" (Jennings. p. 178). No matter if there is a motion or not, the Chair must declare the meeting adjourned.
Agenda Deadline	Five business days before a regular scheduled meeting
Agenda Distribution	Five business days before a regular scheduled meeting
Amend	Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions.
Appeal Decision of the Chair	Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business.
Board	The Board of Trustees of the Vancouver Island Regional Library.
Board Chair or Chair	The Chair of the Vancouver Island Regional Library Board, unless otherwise indicated. The person from time to time elected or deemed elected as Chair of the Board, and includes the Vice Chair or a temporary Chair when acting substitution for the Board Chair.
Board Trustee or Trustee	Refers to any member of the Vancouver Island Regional Library Board of Trustees.
Business Day	Any day other than a Saturday, Sunday, or a holiday for which the Library is closed.
By-law	Means this By-law, as amended from time to time.
Call to Order	The Chair, using a single rap of the gavel at the appointed hour will make the declaration, "The meeting will come to order". The call to order is not part of the Agenda.
Chief Librarian	The Executive Director
Commit/Refer/Recommit to Committee	State the committee to receive the question or resolution; if no committee exists, include size of committee desired and method of selecting the members (election or appointment).

Term	Definition
Conflict of Interest	A situation in which a Trustee, or person related to a Trustee, has a personal interest (including but not limited to a direct or indirect pecuniary interest) that conflicts or could conflict with the Trustee's obligations to the Vancouver Island Regional Library. Conflicts of interest may be actual, potential, or perceived.
Consider by Paragraph	Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
Debate	Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one raises their hand or rises, the chair calls for the vote.
Divide the Question	Divides a motion into two or more separate motions (musts be able to stand on their own).
Executive Director	The Executive Director
Executive Session	In Camera and Restricted In Camera discussions, minutes and actions are strictly confidential. Only motions and actions from these proceedings may be shared with other In Camera bodies, within the terms of a motion expressly made to enable the sharing.(see In-Camera <i>and</i> Restricted In-Camera)
Extend Debate	Applies only to the immediately pending question; extends until a certain time or for a certain period of time.
In Camera	A portion of the regular meeting held in private at which only Board Trustees and persons authorized by the Board may be present. (see Executive Session)
Lay on the Table	Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending.
Library	Refers to Vancouver Island Regional Library.
Limit Debate	Closing debate at a certain time, or limiting to a certain period of time.
Main Motion	Brings new business (the next item on the agenda) before the assembly.
Motion	A formal proposal placed before the meeting by a Member, the mover of the Motion, for debate and decision. Called the question.
Motions - 4 Basic Types	<ol style="list-style-type: none"> 1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary and incidental motions. 2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion. 3. Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.

Term	Definition
Motions - 4 Basic Types	4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.
Moving Motions	The method used by Trustees to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual Trustees can: 1. Call to order. 2. Second motions. 3. Debate motions. 4. Vote on motions.
Object to Consideration	Objection must be stated before discussion or another motion is stated.
Obtain the Floor	The right to speak by being the first to raise your hand (or stand) when the person speaking has finished.
Orders of the Day (Agenda)	A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules.
Parliamentary Inquiry	Inquire as to the correct motion - to accomplish a desired result, or raise a point of order.
Past Chair	Refers to the Chair who served prior to the most recent Annual General meeting. If the Past Chair is re-elected at the Annual General Meeting, then the Past Chair and the Chair are the same individual.
Pecuniary Interest	Refers to a situation when a Trustee has a direct or indirect financial interest in a matter.
Point of Information	Generally, applies to information desired from the speaker: "I should like to ask the (speaker) a question."
Point of Order	Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made.
Point of Privilege	Pertains to noise, comfort of the Assembly or individual, etc. - may interrupt to raise.
Postpone Indefinitely	Kills the question/resolution for this session - exception: the motion to reconsider can be made this session.
Postpone to a Certain Time	State the time the motion or agenda item will be resumed.
Previous Question	Closes debate if successful - may be moved to "Close Debate" if preferred.
Quarterly Time Interval	A period beginning on the date of a meeting and extending to the last day of the calendar month three months beyond the calendar month in which the first meeting occurs. For example, if a meeting is held on the first day of January, a meeting held on April 30 is within a quarterly time interval.
Quorum	Refers to the minimum number of Trustees who must be present at a meeting to make the proceedings valid. VIRL requires a majority of the Trustees of the Board or a majority of Committee members to comprise a quorum.
Reconsider	Can be made only by one on the prevailing side who has changed position or view.
Relaxed Rules of Procedure (VIRL Board)	1. You don't have to stand when seeking the Chair's recognition. Just raise your hand while addressing the Chair. 2. You may keep your seat while making motions and speaking.
Resolution	A Motion that has been moved, seconded and carried.

Term	Definition
Restricted In Camera	A portion of an In Camera meeting held in private at which only Board Trustees and the Executive Director or anyone deemed appropriate by the Chair may be present. (see Executive Session)
Robert's Rules of Order	The current edition of the book.
Rules of Order	The rules of procedure set out in the By-law or the most recent edition of <i>Robert's Rules of Order</i> in existence at the time of the meeting in question.
Ruling	A decision by the Chair on a matter of procedure.
Special Meeting	A special meeting is called if 1) something important comes up that must be dealt with before the next regular meeting, or 2) some particular business matter(s) is important enough that it needs to be the exclusive reason for the entire meeting. Special meetings always require previous notice, including date, time, place, and location and must specify all the business to be included in the meeting. Nothing other than this business, and the various motions that allow the meeting to take care of this business, can be considered in a special meeting.
Stand at Ease	The Chair may call the assembly to stand at ease while he engages in brief research or consult with the Secretary or parliamentarian. Members remain in their seats and may engage in quiet conversation. The meeting will resume when the chair declares the meeting in order.
Suspend the Rules	Allows a violation of the assembly's own rules; the object of the suspension must be specified.
Take from the Table	Resumes consideration of item previously "laid on the table" - state the motion to take from the table.
Vice Chair	The person from time to time appointed or elected as Vice Chair of the Board.
Weighted Vote	Refers to a vote conducted in accordance with the method currently in effect for determining the number of votes that each Board member may cast with respect to a vote on budget matters.
Withdraw/Modify Motion	Applies only after question is stated; mover can accept an amendment without obtaining the floor.

Appendix 2: Rules of Debate and Making Motions

Rules of Debate and Making Motions
<p>Decision Making</p> <ul style="list-style-type: none"> a) All Board decisions will be made on the basis of motions. b) A Motion will not be debated until it has been moved and seconded. c) A Trustee may make a Motion that is Procedural or Substantive in accordance with this by-law.
<p>Order of Consideration</p> <p>Motions and other procedural rules shall be voted on in the following priority order:</p> <ul style="list-style-type: none"> a) Adjourn; b) Recess; c) Point of privilege; d) Point of Order; e) Appeal the Ruling of the Chair; f) Extend the Time Limit for the Meeting; g) Withdraw; h) End Debate; i) Limit Debate; j) Refer; k) Defer; l) Receive; m) Amendment to the Amendment; n) Amendments, in reverse order of presentation; o) Divide the Motion; p) Main Motion; q) Reconsider.
<p>Procedural Rulings</p> <p>The following procedural rulings may be requested at Board or Committee meetings:</p> <ul style="list-style-type: none"> a) Motion to Appeal a Ruling of the Chair - made to challenge the ruling of the Chair by having the matter decided by the Board. <ul style="list-style-type: none"> i. The Chair's ruling must be challenged immediately after it is stated; ii. The Motion is not debatable; iii. The Motion must be voted on immediately; iv. If the Motion is carried, the Chair's decision is overturned. b) Point of Order - Presented to point out a departure from the rules of procedure. A Point of Order: <ul style="list-style-type: none"> i. must be raised promptly; ii. may be made while interrupting another speaker; iii. must state the rule violated; iv. is not debatable; v. is decided by the Chair without debate.
<p>Recorded Votes</p> <ul style="list-style-type: none"> a) The Chair will conduct a recorded vote if requested by any Trustee. b) The request must be made immediately before or after the taking of the vote. c) The Executive Director will record the name and vote of every Trustee for the minutes and announce the results to the Chair. d) Results of the vote, including the name and vote of every Trustee, will be announced by the Chair immediately after the recorded vote has taken place.

Rules of Debate and Making Motions

Rules of Debate

- a) The Chair will preside at all meetings of the Board, maintain order, decide whether Motions are in order and rule on all procedural matters.
- b) The Chair will maintain a list of Trustees who have signaled to the Chair that they wish to speak and recognize Trustees in the order in which they signaled that they wish to speak.
- c) A Trustee who wishes to speak will signal the Chair by a raised hand and will wait for recognition by the Chair.
- d) A Trustee who has already spoken may speak again only after all other Trustees have been given the opportunity to speak.
- e) A Trustee may not speak more than twice on an issue without the approval of the Board.
- f) The Chair will not put any matter to the vote, nor will any Trustee move a procedural Motion to have the vote taken, until every Trustee who wishes to speak has spoken at least once.
- g) The Chair may place time limits on speeches. The time limit must be announced before the debate begins and must be the same for all participants in the discussion.
- h) The Chair will not take part in the discussion of any item while in the chair. The Chair will ask the Vice Chair to preside while the Chair participates in the discussion.
- i) The Chair's rulings on order or procedure are not debatable.
- j) Any of the Chair's rulings may be appealed by any Trustee by a Motion to Appeal a Ruling of the Chair (see Procedural Rulings).

Types of Motions

The following types of Motions may be made at a Board or Committee meeting:

- a) Main Motion - a substantive proposal for consideration and decision. Main Motions originate business, direct, authorize, adopt, approve, confirm or reject actions:
 - i. Only one substantive Motion at a time is allowed.
- b) Motion to Amend - Made to alter the main Motion by adding, deleting or substituting words;
 - ii. A Motion to Amend must be relevant to the Main Motion and may not negate it or materially alter its intent.
 - iii. Amendments are voted on in reverse order of presentation.
 - iv. The Main Motion, as amended, is then voted on.
- c) Motion to Amend the Amendment - Made to alter the amendment by adding, deleting or substituting words in the amendment.
 - i. This Motion is voted on before the original amendment.
- d) Motion to Refer - Made to send an issue to a Committee or Staff for study before the Board makes a decision, at a time specified by the Board.
- e) Motion to Defer - Made to delay a decision on a matter by postponing consideration of the matter:
 - i. until, or within, some specified time or time period; or
 - ii. until a specified event happens; or
 - iii. until a report or communication is presented.Trustees may only debate the merits of deferring the matter and the time frame for deferral.
- f) Motion to Divide the Motion - Made to allow a complicated Motion to be put to the vote in distinct parts.
 - i. The Motion being divided must contain distinct parts which can stand alone.
 - ii. The Motion may be divided at the discretion of the Chair.

Rules of Debate and Making Motions

- g) Motion to Reconsider - made to re-examine a previous decision.
 - i. After the result of the vote is announced, any Trustee who voted with the prevailing side may move a Motion to reconsider at the same meeting.
 - ii. In situations where there has been no recorded vote, the vote shall be deemed to have been unanimous in respect to all Trustees who participated in the vote.
 - iii. The Motion to Reconsider can be made only on the same day the vote to be reconsidered was taken.
 - iv. No discussion of the matter will be allowed until the Motion to Reconsider has carried.
 - v. If the reconsideration takes place on the same day as the first consideration, anyone who exhausted his right to debate in the first consideration will not be able to speak on it again during the reconsideration, without permission of the Board.
 - vi. Requires a majority vote.
- vii. Motion to Reconsider – Suspending Effect
 - (a) All action authorized by the motion being considered is suspended until the motion being reconsidered is finally decided.
 - (b) The Suspending Effect will terminate with the adjournment of the next regular session within the quarterly time interval (see definitions).
- viii. Calling up the Motion to Reconsider
 - (a) If a Motion to Reconsider cannot be taken up when it is made, then as long as its suspending effect lasts it can be called up and acted upon during any regular meeting.
- ix. Standing and Special Committees – as per Robert’s Rules special rules apply when the Motion to Reconsider is used within Standing and Special Committees.
- h) Motion to Withdraw - made to remove a Motion from consideration of the meeting.
 - i. Only the original mover and seconder may propose this Motion.
- i) Motion to Receive - made to receive a report or other information without taking any action on it.
- j) Motion to Adjourn - made to end the meeting.
 - i. This Motion is not debatable;
 - ii. If carried, any unfinished business is automatically placed on the agenda for the next meeting;
- k) Motion to Extend the Time Limit for the Meeting - made to allow the meeting to continue past the time set for adjournment.
 - i. This Motion is not debatable except for an amendment as to time.
 - ii. This Motion requires a two-thirds majority of the Trustees present to be adopted.
- l) Motion to Recess - Made to take a short break during a meeting; This Motion is not debatable.

Appendix 3: Parliamentary Procedure

Parliamentary Procedure

Parliamentary Procedure

Parliamentary Procedure is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion.

It is important because it is a time-tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization.

Today, Robert's Rules of Order (11th edition) is the basic handbook of operation for most clubs, organizations and other groups. Therefore, it is important for everyone to understand the basic rules.

All matters of parliamentary procedure not specified in Vancouver Island Regional Library's Procedural By-law are governed by the latest edition of Robert's Rules of Order.

Parliamentary Procedural Basics

Obtain the floor (the right to speak) by being the first to raise your hand (or stand) when the person speaking has finished; state Mr./Madam Chair. Raising your hand or standing while another has the floor is out of order. You must be recognized by the Chair before speaking.

Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" or if the by-laws and rules permit, a similar phrase may be used. If no one raises their hand or stands, the chair calls for the vote.

Before the motion (the question) is stated by the Chair, members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.

The "immediately pending question" is the last question stated by the Chair. Motion/Resolution - Amendment - Motion to Postpone.

The member moving the "immediately pending question" is entitled to preference to the floor.

No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once.

All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives.

The agenda and all committee reports are merely recommendations. When presented to the assembly and a question is stated, debate begins and changes occur.

Order of Business

Vancouver Island Regional Library has an order of business specified in the Procedural By-law's set of rules:

1. Call to Order
2. Opening Remarks
3. Roll Call
4. Declarations of Conflicts of Interest
5. Approval of Agenda
6. Adoption of Previous Minutes
7. Delegations
8. Business Arising
9. Finance
10. New Business
11. Consent Business
12. In Camera
13. Adjournment

Parliamentary Procedure

Moving Motions

The method used by Trustees to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or stand on an issue. Individual Trustees can:

1. Call to order;
2. Second motions;
3. Debate motions;
4. Vote on Motions

There are Four Basic Types of Motions

1. Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary and incidental motions.
2. Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. Privileged Motions: Their purpose is to bring up items that are any or all issues specifically related to the meeting itself or to the comfort of members in attendance.
4. Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion

How Motions Are Presented

1. Obtaining the floor:
 - a. Wait until the last speaker has finished.
 - b. Raise your hand or stand and address the Chair by saying, "Mr./Madam Chair".
 - c. Wait until the Chair recognized you.
2. Make your Motion:
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively (i.e. "I move that we"... rather than "I move that we do not").
 - c. Avoid personalities and stay on your subject
3. Wait for someone to second your subject.
4. Another Trustee will second your motion or the Chair will call for a second.
5. If there is no second, your motion is lost.
6. The Chair states your Motion:
 - a. The Chair will say, "it has been moved and seconded that we...". Thus, placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.
 - c. Once your motion is presented to the membership by the Chair it becomes "assembly property", and cannot be changed by you without the consent of the members.

Expanding on your Motion

1. The time for you to speak in favour of your motion is at this point in time, rather than at the time you present it.
2. The mover is always allowed to speak first.
3. All comments and debate must be directed to the Chair.
4. Keep to the time limit for speaking that has been established.
5. The mover may speak again only after other speakers are finished, unless called upon by the Chair.

Appendix 4: Weighted Vote

Please visit the VIRL Trustee Portal for the current, in-force version of the weighted voting matrix:
<https://virltrustee.com/portal/meetings/>

Bibliography

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Kennedy, Beverly, *Introduction to Robert's rules of order*. Retrieved December 2, 2016 from
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Robert III, Henry M. (2011). *Robert's rules of order, newly revised, 11th edition*. Philadelphia, PA: Da Capo Press

Adoption History

ADOPTED BY	DATE
VIRL Board of Trustees	October 19, 2002
VIRL Board of Trustees	April 17, 2004
VIRL Board of Trustees	June 7, 2011
VIRL Board of Trustees	June 7, 2014
VIRL Board of Trustees	September 16, 2017
VIRL Board of Trustees	March 23, 2019
VIRL Board of Trustees	May 30, 2020
VIRL Board of Trustees	May 29, 2021
VIRL Board of Trustees	September 16, 2023
Date of Next Review: 2028	Review Cycle: 5 years