

MARIGOLD LIBRARY SYSTEM CONSTITUTION

SECTION: General Governance

Committee Responsible: Governance

Committee Approved: October 22, 2022

Board Approved: January 28, 2023

Review Date: 2024

Page 1 of 4

ARTICLE 1: ESTABLISHMENT

- 1.1 The Board of Management of the Marigold Library System is established by virtue of the *Libraries Act and Regulation R.S.A. 2000 Chap. L-11*, as amended, hereinafter referred to as the *Act*.

ARTICLE 2: NAME

- 2.1 The Board of Management will be called the Marigold Library Board (hereinafter referred to as Marigold Board).
- 2.2 The legal name of Marigold Library System is Marigold Library Board.

ARTICLE 3: OBJECTIVES

- 3.1 To provide a public library system service to all the residents of the Parties to the Agreement to create the Marigold Library System.
- 3.2 To cooperate with other libraries and organizations in the province in sharing library resources and improving library services.
- 3.3 To provide resources for the development of effective local library boards and member libraries.
- 3.4 To provide direct public library service, as appropriate.
- 3.5 To collaborate with groups involved in furthering library service locally, provincially, and nationally.

ARTICLE 4: PLAN OF SERVICE

- 4.1 Marigold will follow its Plan of Service.

ARTICLE 5: OFFICERS

- 5.1 The Marigold Board will elect a Chair from among its members, pursuant to the *Act*.
- 5.2 The Vice Chair and Treasurer will be chosen from the Executive Committee at an Executive Committee meeting prior to the Annual General Meeting.
- 5.3 The CEO or designate will be the Secretary as provided for in the Agreement.
- 5.4 The Chair will preside at all meetings of the Marigold Board and Executive Committee and will generally perform all duties associated with that office. The Chair or a member so designated by the Executive Committee will serve as ex-officio voting member of all Committees.

- 5.5 The Vice Chair, in the event of the absence or disability of the Chair, will assume and perform the duties and function of the Chair.
- 5.6 The Secretary will keep a faithful record of the proceedings of the Marigold Board, will give due notice of all meetings, and will perform such other duties as may properly belong to the office or be delegated to it. The Secretary will not be entitled to vote on any matter which comes before the Marigold Board or any committee.
- 5.7 The Secretary will be responsible for keeping a faithful and accurate record of the accounts of the System and will be responsible for the issuing of all cheques and Electronic Fund Transfers (EFT) in the name of the library system.
- 5.8 Signing officers are those persons appointed yearly at the Annual General Meeting.

ARTICLE 6: EXECUTIVE COMMITTEE (LAST APPROVED BY MARIGOLD BOARD, APRIL 22, 2023)

- 6.1 Composition of the Executive Committee shall be guided by the following principles. These principles will be reviewed annually by the Executive Committee in January.

The following principles are required:

- a) Municipalities with the three largest populations shall have a seat on the Executive Committee.
- b) The remaining seven seats on the Executive Committee shall be members-at-large.
- c) No more than 10 Marigold Board members shall be on the Executive.
- d) Chair appointment shall come from the Board as a whole.
- e) Vice chair appointment shall come from the Executive.
- f) Treasurer appointment shall come from the Executive. Ideally, the home or work address of the Treasurer will be in convenient proximity to Marigold Headquarters for cheque signing.
- g) Principles for appointing Executive Committee members-at-large, such as population groupings, shall be optional.

The following principles are desirable:

- a) Interest and willingness to be on the Executive are the primary criteria, along with availability, commitment and suitability.
- b) Complementary skills are important and shall be taken into consideration when recruiting someone to be on the Executive.
- c) Experience on the Marigold Board is an asset but not a requirement.

- 6.3 All Executive Committee members will serve a one-year term. Terms are served from the Annual General Meeting at which they are elected and until their successors are elected.
- 6.4 The Executive Committee is empowered to appoint members to vacancies for the remainder of the term.
- 6.5 All committees, except for the Executive Committee, have advisory powers only.

ARTICLE 7: LENGTH OF APPOINTMENT

- 7.1 Marigold Board members are appointed and serve in accordance with the *Act*.

ARTICLE 8: MEETINGS

- 8.1 There will be four regular meetings of the Marigold Board each year.
- 8.2 The Annual Meeting will be held before April 30 of each year:
 - a) To elect the Chair.
 - b) To appoint Executive and Standing Committee members.
 - c) To present the audited financial statements and the Annual Report.
- 8.3 The Chair or any four members of the Marigold Board may at any time summon a special meeting of the Marigold Board or its committees by giving special notice in writing or otherwise and in such manner as may be prescribed for a meeting of the Marigold Board.
- 8.4 No decisions will be taken at any general or special meetings of the Marigold Board unless a quorum of 33% is present.
- 8.5 Robert's Rules of Order will govern proceedings of all meetings.
- 8.6 Minutes for Board meetings and the Annual Meeting will be recorded and approved at the next regularly scheduled Board meeting. The Annual General Meeting minutes will be included as information at the next AGM.

ARTICLE 9: CEO AND STAFF

- 9.1 The Marigold Board will engage a Chief Executive Officer (CEO) of Marigold on behalf of the Board and under its review and direction. The CEO (or designate) acts as Secretary to the Marigold Board, the Executive Committee, and all other committees. The CEO will be responsible for:
 - a) Leading in the identification and implementation of public library services with the aim of attaining Marigold's strategic goals and outcomes as well as long-term sustainability.
 - b) Planning, presenting and implementing policies, standards, procedures and practices relating to the delivery of public library system services for Marigold and for TRAC.
 - c) Setting measurable standards and targets and ensuring that service quality standards are maintained and consistently delivered.
 - d) Developing and implementing accurate financial control procedures for system revenue and expenditures.
 - e) Negotiating, managing and overseeing service contracts and vendor negotiations for Marigold Headquarters.
 - f) Reporting to the Executive and Board on all aspects of Marigold operations, including emerging issues and trends, Plan of Service progress, financial matters, and members, partner and stakeholder relations.
 - g) Ensuring appropriate communication processes are in place to provide accurate and timely information to Member Councils, Boards and member library staff.
 - h) Providing leadership and oversight of the development of Marigold staff and maintaining a viable succession framework within Marigold Headquarters.
- 9.2 Providing development opportunities and engaging Marigold members in a collaborative environment to enhance value for Marigold members by:
 - a) Expanding the understanding of Marigold's value to stakeholders, including municipal councils, local library boards, TRAC, community organizations and library organizations, and

- b) Contributing to the development of public library service by participating in provincial and national organizations and initiatives.

ARTICLE 10: GENERAL

- 10.1 An affirmative vote of the majority of all members of Marigold Board present at the time will be necessary to approve any action before the Marigold Board.
- 10.2 The Constitution may be amended by the majority vote of all members of the Marigold Board present at the time, provided there is quorum and provided written notice of the proposed amendment has been distributed to all members at least 21 days before the meeting at which such action is proposed.
- 10.3 The Constitution will be formally reviewed every two years by the Governance Committee.

HISTORY:

Reviewed by Constitution and Bylaws Committee: October 3, 1991

Reviewed by Policy Committee: March 7, 1994

Reviewed and Approved by Governance Committee: October 28, 1996, January 15, 2002, October 18, 2008, June 11, 2011, October 4, 2014, October 1, 2016, June 2, 2020, October 2, 2022

Approved by Marigold Board: Jan. 28/95, April 24/99, August 24/02, April 19/05, November 22/08, August 27, 2011, November 15/2014, November 26, 2016, April 13, 2019, August 29, 2020, January 28, 2023