

# MARIGOLD LIBRARY SYSTEM PROCEDURAL BYLAWS

## SECTION: General Governance

Committee responsible: Governance

Committee approved: October 22, 2022

Board Approved: January 28, 2023

Review Date: 2024 (every 2 years by Governance)

Page 1 of 2

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### 1. EXECUTIVE COMMITTEE

- 1.1 The Executive Committee shall meet a minimum of four times per year.
- 1.2 The Chair shall call all meetings of the Executive Committee. However, two members of the Executive Committee may at any time call a special meeting in the event of an emergency, upon verbal and/or email notice to the other Committee members, such as is possible.
- 1.3 A simple majority of Executive Committee members constitutes a quorum.
- 1.4 If an Executive Committee member misses three consecutive meetings without both reasonable excuse and notification, the member shall be disqualified and replaced for the remainder of the term.

### 2. MARIGOLD BOARD

- 2.1 Notice of all regular Marigold Board meetings must be distributed no fewer than 21 days prior to the date of the meeting. Notice of special meetings is outlined in policy.
- 2.2 Thirty-three per cent (33%) of the members of the Marigold Board in attendance at the meeting constitutes a quorum.
- 2.3 If a Marigold Board member misses three consecutive meetings without both reasonable excuse and notification, the Municipal Authority represented by that individual shall be notified and asked to make a new appointment.

### 3. COMMITTEES OF THE BOARD

- 3.1 The Marigold Board shall appoint members of all committees at the Annual General Meeting.
- 3.2 Standing committees of the Marigold Board are Executive, Governance, Human Resources and Standards & Services.
- 3.3 The Marigold Board may appoint ad-hoc committees of one or more members.
- 3.4 All committees, with the exception of the Executive Committee, have advisory powers only.
- 3.5 The composition of the Executive Committee is defined in Article 6 of the *Marigold Library System Constitution*. 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.

3.6 The Marigold Board shall approve mandate statements of standing committees.

#### **4. ELECTIONS**

- 4.1 Two meetings prior to the Annual General Meeting, a nominating committee shall be struck. The purpose of the committee will be to seek out nominations as required.
- 4.2 Additional nominations will be accepted from the floor at the Annual General Meeting.
- 4.3 The Chairs of standing committees will be elected by committee members and ratified by the Board at the Annual General Meeting. The Chair of the Executive Committee will be elected at the Annual General Meeting and will be the Chair of the Board.
- 4.4 Elections will be by show of hands unless a secret ballot is requested.

#### **5. VOTING**

- 5.1 Voting at Board meetings will be by show of hands, and a motion is passed by a simple majority (50%+1).
- 5.2 An electronic vote may be conducted by the Executive Committee when timing is critical. Communication in the email should relate only to the business of the motion. The motion is passed by a simple majority of the ratifying Committee members. The motion must be ratified at the next regular meeting. The motion must include the number of votes in favour, the date the motion was sent to the Committee, and the date that it was carried. Marigold staff will administer the e-mail voting process.

#### **6. AMENDMENTS**

- 6.1 Amendments to any of the above bylaws may be made at any regular Board meeting.
- 6.2 The amendment is passed by a simple majority.

#### **7. GENERAL**

- 7.1 The Bylaws shall be formally reviewed every two years by the Governance Committee.