

Friends of the Six Nations Public Library Foundation

Incorporated March 28, 2011

Ontario Corporation Number 1838634

Registered as a Charity 2011

Canada Revenue Charitable Number 81720 1007 RR0001

Physical Address of the Foundation is located at

Six Nations Public Library

1679 Chiefswood Rd

Ohsweken Ontario N0A 1M0

Contact 519-445-1659 or Foundation@snpl.ca

The Foundation Policy Statements were approved by the Foundation Board of Directors on May 17, 2011 in Resolution 03/2011.

Updates to the Statements, including the inclusion of the by-laws, occurred July 16, 2014 in adherence with the new Not-For-Profit Corporation Act in Resolution 7/2014-7-16

Jeff Burnham
Board of Directors
Signing Officer
Appointed to Board May 16, 2014

Kim Logan
Board of Directors
Signing Officer
Appointed to Board April 18, 2011

Ron Monture
Board of Directors
Signing Officer
Establishing Member Nov 17, 2010
Appointed to Board April 18, 2011

Rev. Norm Casey
Executive Director
Board of Directors
Appointed to Board May 12, 2017

Donald D. Lynch
Board of Directors
Signing Officer
Establishing Member Nov 17, 2010
Appointed to Board April 18, 2011

Dr. Sabrina Redwing Saunders
Executive Director
Officer to the Board
Establishing Member Nov 17, 2010
Appointed as Officer April 18, 2011

By-Laws

Friends of the Six Nations Public Library Foundation

Charitable Number: 81720 1007 RR0001

Ontario Corporation Number: 1838634

A by-law relating generally to the conduct of the affairs of

Article I. DEFINITIONS

Section 1.01 In this by-law and all other policies of the Foundation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "affiliated" means any staff or trustee of Six Nations Public Library;
- c. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation;
- d. "board" means the board of directors of the Foundation and "director" means a member of the board;
- e. "by-law" means this by-law and any other by-laws of the Foundation as amended and which are, from time to time, in force and effect;
- f. "chair" or "chairperson" means the individual running the meeting and may or may not be the president;
- g. "employment" includes those employed by the Foundation and receiving wages as well as those under contract but not receiving wages such as an unpaid Executive Director;
- h. "members" means any individual or organization who has been invited and accepted by

Board resolution to join the membership of the Foundation, and who is in good standing;

- i. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- j. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- k. "president", as described within the Act, is the responsible director of the board;
- l. "proposal" means a proposal submitted by a member of the Foundation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- m. "public accountant" " refers to the auditor or auditing firm appointed at the Annual Members Meeting;
- n. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- o. "recorded vote" refers to a request for a recording of number of 'yea and nay' votes to be put into the record;
- p. "roll call vote" refers to a roll call of each director by name voting publicly 'yea and nay' and on the record; and
- q. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Section 1.03 Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section 1.04 The Foundation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Foundation shall be the custodian of the corporate seal.

Article II. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Foundation to be a true copy thereof.

Article III. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the financial year end of the Foundation shall end on March 31 in each year.

Article IV. BANKING ARRANGEMENTS

The banking business of the Foundation shall be transacted at such bank, trust company or other firm or Foundation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Foundation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Article V. BORROWING POWERS

The directors of the Foundation may, without authorization of the members, borrow money on the credit of the Foundation; issue, reissue, sell, pledge or hypothecate debt obligations of the Foundation; give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Foundation, owned or subsequently acquired, to secure any debt obligation of the Foundation.

Article VI. FINANCIAL STATEMENTS

Section 6.01 The Foundation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Foundation reproducing the information contained in the documents.

Section 6.02 Instead of sending the documents, the Foundation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

Section 6.03 The Foundation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 6.04 If the Foundation members numbers more than ten (10), it may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Foundation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Article VII. CONDITION OF MEMBERSHIP

Section 7.01 Subject to the articles, there shall be one class of members in the Foundation. Membership in the Foundation shall be available only to persons interested in furthering the Foundation's purposes and who have applied for and been accepted into membership in the Foundation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Foundation. Membership shall be limited to status members of Six Nations of the Grand River, Indian Reserve #40. Proof of Band membership shall be required by provision of a valid status card. Employees of the Foundation may not be members in the Foundation.

Section 7.02 One organizational membership shall be given to the Foundation's sister organization, the Six Nations Public Library. The organizational member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Foundation. The organization member is considered one member and therefore receives only one vote. Notice should be given in writing as to whom the recognized voice will be for all member meetings.

Section 7.03 Pursuant to subsection 197 (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Article VIII. MEMBERSHIP TRANSFERABILITY

A membership may only be transferred to the Foundation. Pursuant to Section 197(1.h) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Article IX. NOTICE OF MEMBERS' MEETING

Section 9.01 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one of the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Section 9.02 It is the responsibility of members to update the Foundation of any updates to contact information (mailing, telephonic, and electronic).

Section 9.03 Pursuant to subsection 197 (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Foundation to change the manner of giving notice to members entitled to vote at a meeting of members.

Article X. MEMBERS CALLING A MEMBERS' MEETING

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Article XI. ABSENTEE VOTING AT MEMBERS' MEETINGS

Section 11.01 No absentee voting shall be permitted. All voting shall be in person and by a show of hands.

Section 11.02 Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Foundation to change this method of voting by members not in attendance at a meeting of members.

Article XII. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

Section 12.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Foundation.

Section 12.02 Termination of Membership

- a. the member dies, or, in the case of a member that is an organization, the organization is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 12.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the president or Executive Director of the Foundation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Article 12.3 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires without completing a renewal no more than one (1) calendar month from the renewal date or expiry date, whichever is more; or
- f. the Foundation is liquidated or dissolved under the Act.
- g. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Foundation, automatically cease to exist.

Section 12.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Foundation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Foundation;
- b. carrying out any conduct which may be detrimental to the Foundation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Foundation.

In the event that the board determines that a member should be expelled or suspended from membership in the Foundation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be

designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Foundation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Article XIII. MEETINGS OF MEMBERS

Section 13.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Foundation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Foundation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Section 13.02 Chair of the Meeting

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 13.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be deemed as reached provided notice has been given, and quorum of members is present. A quorum, under this definition, must be present throughout the meeting.

Section 13.04 Votes to Govern

Unless otherwise required by the Act or the articles of the Foundation, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the members. In that event, each member is authorized to exercise one vote. In the event of a tie, the chair shall be entitled to a second or casting vote. At any vote a Director may call for a recorded vote or roll call vote.

Article XIV. PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

- 14.1 Given that all members must be physically present to participate and vote, no electronic means for participation shall be given.
- 14.2 If the Foundation chooses in the future to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Foundation has made available for that purpose.

Article XV. DIRECTORS

Section 15.01 Number

The property and business of the Foundation shall be managed by a board of three (3) to five (5) directors.

Section 15.02 Qualification

Directors must be individuals, 18 years of age, with the power under law to contract and must be members.

Section 15.03 Affiliate Limits

At no time may the directors affiliated with the sister organization of Six Nations Public Library outnumber or hold a majority of seats.

Section 15.04 Election

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. No two (2) directors shall be members of the same immediate family, which shall include parents, step-parents, siblings, spouses and common-law partners.

Section 15.05 Term

There shall be three (3) year terms of office for directors, with a Director's term followed by the

Executive Director for rollover. All terms begin in the month of July. If a member resigned, is removed, or is unable to fill their term a new Director shall be appointed for a three year term beginning on the date of appointment, and ending at the July meeting, no more than three years from appointment. All appointments and end dates shall be recorded in the minutes of the Foundation.

Section 15.06 The member organization may appoint one Director to the Board for as long as the organization is a member. This Director is removable by the Board under the conditions outlined in Section 12.02 or by the member organization when they choose to appoint a new Director. The former Director will cease to be a director and member in his/her own right following the appointment of a new organizational representative.

Article XVI. MEETINGS OF DIRECTORS

Section 16.01 Calling of Meeting

Meetings of the board may be called by the president of the board or any two (2) directors at any time; provided that, for the first organization meeting following establishment, such meeting may be called by any director. If the Foundation has only one director, that director may call and constitute a meeting.

Section 16.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in writing to every director of the Foundation, not less than 14 days before the time when the meeting is to be held. Notice may be sent by mail, courier, personal delivery or by telephonic, electronic or other communication facility. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Section 16.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted

to be specified in the notice.

Section 16.04 Quorum

A majority of directors shall constitute a quorum. A quorum must be present throughout the meeting.

Section 16.05 Votes to Govern

Unless otherwise required by the Act or the articles of the Foundation, questions arising at any meeting of the directors shall be decided by a consensus of the directors present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each director is authorized to exercise one vote. In the event of a tie, the chair shall be entitled to a second or casting vote.

Section 16.06 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any committee member may be removed by resolution of the board of directors. All committees are committees of the Board and must follow the terms of reference, mandate, and any other directions of the Board. They are a workflow of the Foundation, and not a decision making body, contracting body, or official voice of the Board.

Article XVII. OFFICERS

Section 17.01 The officers of the Foundation shall be a president, secretary, and treasurer and any such other officers as the Board may determine. Any two offices may be held by the same person. The secretary and/or treasurer position(s) may be held by the Executive Director. Officers must be directors.

Section 17.02 Officers of the Foundation shall be appointed by resolution of the Board at the first meeting of the Board of Directors following an annual meeting of members.

Section 17.03 The officers of the Foundation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.

Section 17.04 The President shall be Chairperson of the Board of Directors and when present, shall preside at all meetings of the board of directors and of the members. The president shall be the chief executive officer of the Foundation and shall be responsible for implementing the strategic

plans and policies of the Foundation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Foundation.

Section 17.05 No official Vice-President shall be elected. At a meeting when the President is not present one of the Directors shall be appointed by his peers for the direction of the meeting to chair the meeting.

Section 17.06 The Secretary shall enter or cause to be entered in the Foundation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation.

Section 17.07 The Treasurer shall have such powers and duties as the board may specify.

Section 17.08 The powers and duties of all other officers of the Foundation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Section 17.09 If the office of any officer of the Foundation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 17.10 The Executive Director shall be an Officer to the Board and be responsible for the workload of the Board. This may include financial, recorder/secretarial, and administrative; even when a Secretary or Treasurer is elected. The E.D. may also be appointed to Chair any meeting of the Directors or to Chair any committee or committee meetings.

Section 17.11 Signing Officers shall be appointed by the Board and need not be members or directors. As Officers responsible for financial authorizations, they will work within the policies of the Foundation; according to auditing and financial standards; and with fiduciary responsibility to the Foundation. As such, they will be protected by the Directors and Officers insurance, should the Foundation choose to purchase such insurance.

Article XVIII. OMISSIONS AND ERRORS

Section 18.01 As identified in Section 9.02, it is the responsibility of all members to update all contact information. Although the Foundation will make all attempts to make notice and provide member renewal forms; non-receipt due to the member's lack of updated information shall not be held against the Foundation or any directors.

Section 18.02 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Foundation has provided notice in accordance with the by-laws or any error in any

notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article XIX. DISPUTE RESOLUTION

Section 19.01 Disputes or controversies among members, directors, officers, committee members, or volunteers of the Foundation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Article 19.2 of this by-law.

Section 19.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Foundation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Foundation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Foundation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Foundation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the legislation governing domestic arbitrations in force in Ontario or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Article XX. BY-LAWS AND EFFECTIVE DATE

Section 20.01 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Foundation.

- a. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.
- b. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed.
- c. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- d. Any by-law change must be noted in the agenda distributed to the Directors no less than fourteen (14) days prior to the meeting.
- e. Notice can be waived if all Directors are present and no objections are made.

Section 20.02 Section 20.01 does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Endorsed by Board Resolution to submit to members by Resolution XXX, DATE.

Approved by Member Resolution XXX on July 16, 2014

Foundational Documents

I. Mandate of the Foundation

The Friends of the Six Nations Public Library Foundation [Foundation] has a core goal to support and enhance the Six Nations Public Library [Library] mission to enrich lives and build community while ensuring universal access to resources for life-long learning, research, culture and historical archives.

The Foundation Board will accomplish its mandate through:

- a) Fundraising, financial campaigning, and maintaining funding support of the Library, Library initiatives, and the Library Archives;
- b) Fundraising for capital expenses for the Library and the Library Archives;
- c) Advocating for donations of goods and materials, historic and contemporary, to be added to or on permanent loan to the Library Archives;
- d) Advocating for increased funding from private and government sectors in a non-partisan manner;
- e) Supporting literacy, research and life-long learning goals of the Library through fundraising, in-kind donations and donations of artifacts, materials and goods of relevance to the Local History Collection of the Library;
- f) Advocating for and commissioning research which is of relevance to the Local History Collection and Archives of Library.

In order to meet these stated purposes, the Foundation will conduct the activities of promotion, advocacy, financial support request and requests for donations of artifacts and artwork. All requests are independent of the Library and by the support of the Foundation Board.

II. Responding to the Mission & Strategic Plan of the Six Nations Public Library

The Library's mission: "to enrich lives and build community while ensuring universal access to resources for life-long learning, research, culture and historical archives" is the core purpose of the Foundation. The foundation's mandate is to advocate for funds, to raise funds, and to advocate for material donations which supports the Library mission, including the infrastructure necessary to complete said mission.

On an annual basis the Foundation will review the Strategic Plan and Action Plan of the Library where they will identify up to 3 core priorities for advocacy and funding which they request the Foundation to focus their efforts. Although the Foundation may work outside of these priorities, should opportunities arise, the list is intended to assist in focusing the efforts of the

Executive Director's research and time. At any time the Foundation may add priorities which advance their own mandate, which are separate from the Library mission.

III. Constitution of the Foundation

1. Code of Ethics Unity and Loyalty

The Foundation Board work as one body with one voice within the community. Once decisions are made, the Directors must behave in unity and loyalty to that one voice.

2. Organization of the Board

2.1. The Board shall be composed of at least three (3) but not more than five (5) Directors.

2.2. The Board shall appoint an Executive Director for a three (3) year term who shall sit as an Officer to the Board and be non-voting.

2.3. One (1) Director seat shall be reserved for a Six Nations Public Library (Library) appointment for as long as the Library remains a member of the Foundation.

2.4. The remaining open seats of the Board may be filled with those employed by the Library, seated as Trustees of the Library, or not affiliated with the Library, providing the Directors with Library affiliation (employees or trustees) are less than fifty percent (50%).

2.5. All Directors, including the appointed Library Trustee, are equal voting Directors with one vote.

3. Rights and Responsibilities of the Board

3.1. The Board shall hold regular meetings quarterly.

3.2. The Executive Director or any two (2) Directors may summons a special meeting of the Board by giving at least fourteen days (14) notice to each director specifying the purpose for which the meeting is called. Notice may be waived if all Directors are present or agree.

3.3. The presence of a majority of the Board constitutes quorum, which is necessary for the transaction of business at any general or special meeting.

3.4. The Directors shall receive reimbursed by the Foundation for the proper travelling and other expenses incurred in carrying out their duties as Directors, but shall not receive honoraria for meetings unless they occur outside of the community.

3.5. The Board may appoint and remove such officers and servants as it deems necessary, determine the terms of their employment, fix their remuneration and prescribe their duties.

- 3.6. This Constitution is subject to changes as required by the Letters of Patent of Ontario for *Incorporation without Shared Capital*, the *Income Tax Act*, Not-for-Profit Corporations Act, or by the *Charities Act*.

IV. Objects of Incorporation

The Foundation incorporated under the Pre-Approved Objects Clauses for foundations with Special Provisions for Use in Incorporating a Charity. These can be found in *Appendix E: Ontario Object Clauses & Special Provisions for Incorporating a Charity*. Charitable Registry with Canada also uses the same Objects and Provisions.

V. Relationship with Six Nations Public Library

1. The Foundation was established with support of the Library with the intention to:
 - 1.1 advocate for increased funding from government bodies;
 - 1.2 conduct fundraising events on behalf of the Library and Library initiatives;
 - 1.3 conduct fundraising for capital and major capital projects;
 - 1.4 advocate, solicit and offer tax receipts for cash donations;
 - 1.5 advocate, solicit and offer tax receipts for in-kind donations;
 - 1.6 advocate, solicit and offer tax receipts for donations of artifacts, artwork and other items of relevance to the Six Nations Local History Collection and Archival Collections of the Library;
 - 1.7 advocate, solicit and offer tax receipts for donations for the Library Archives;
 - 1.8 to establish a Friends Group who can assist with minor efforts of support for the Library, and within provincial and national norms of Friends standards;
 - 1.9 and identify additional areas of need not being met by the Library and provide financial and/or materials support to achieve that end .
2. The Foundation, as an incorporated entity, is an independent body from the Library.
3. The Foundation has a responsibility to make quarterly reports to the Library Board pertaining to activities and financial standing on their behalf. This report will be:
 - 3.1 presented to the Foundation Board by the Executive Director at a duly scheduled meeting and approved for release;
 - 3.2 held as a permanent record within the Foundation records;
 - 3.3 delivered in a written manner to the Library Board; and
 - 3.4 at least one (1) member of the Board will be present in addition to the Executive Director at the time of presentation.
4. The Board may be Trustees or Employees of the Library, providing less than fifty percent (50%) of the Foundation Board are also Library Board Trustees.

5. One (1) Library Trustee will hold an appointed seat on the Foundation Board by the Library Board for as long as the Library is a member of the Foundation.

VI. Code of Ethics

As a Not for Profit charged with the Mandate to identify and raise funds, the Foundation's health is determined by the Directors behavior both in the boardroom and out. All Directors shall adhere to the good practices of the Code of Ethics in order to best represent the Mandate and business of the Foundation.

1. Loyalty and Unity

The Board shall:

- 1.1. act in the interests of the Foundation and the Mandate it serves, over and above other interest group involvement, membership on other boards or personal interests;
- 1.2. express individual viewpoints but work harmoniously toward consensus as much as possible;
- 1.3. speak with "one voice" once a decision is reached and a resolution is passed;
- 1.4. respect the Board's authority since individuals may not act on behalf of said Board unless specifically designated to do so. This includes interaction with the public or the media;
- 1.5. refrain from individually directing the Library CEO or the staff.

2. Additional Code of Conduct for Executive Director

The Executive Director shall:

- 2.1. assume no authority to make decisions outside the Foundation approved mandate;
- 2.2. assume no authority to speak for Foundation on issues not yet decided.
- 2.3. Financial Accountability

The Board shall:

- 2.4. avoid situations where personal advantage or financial benefits may be gained and do not use "inside information" in personal or private business;
- 2.5. avoid using position to obtain employment for self, family or friends.

3. Personal Accountability

The Directors shall:

- 3.1. treat others in a courteous, dignified and fair manner;
- 3.2. encourage and respect diversity of viewpoints and skills;
- 3.3. take responsibility for personal professional development through continuing educational opportunities and participation in regional, provincial and national library organizations;
- 3.4. support intellectual freedom in the selection of Library materials when offering financial support.

Governance Statements

The Governance Statements are intended to further explain the method of which the Board will conduct business in line with the by-laws of the Foundation and all Acts and legislation required by the Foundation.

I. Composition and Responsibilities

1. Composition of the Foundation

- 1.1. The Foundation is made up of Members who are those individuals and/or organizations who have demonstrated an interest in the Foundation's mandate; have been invited or applied; and have been accepted by Board resolution.
- 1.2. From those Members, a Board of between five (5) and nine (9) Directors will be elected at the Annual Members Meeting. No immediate family members may be Directors.
- 1.3. The Directors will elect their President, Secretary, and Treasurer from the Directors at a Director's Meeting. The Executive Director may be appointed to fill many of the roles of the Officers, but a Director must still be appointed. One Director may fill up to two (2) positions.
- 1.4. The Directors may also appoint Officers from the general membership, from the Directors, or from outside of the Foundation to fill the positions of Signing Officers. These Officers have limited duties as outlined within their Terms of Reference or Position Description.
- 1.5. The Directors may establish Standing or Ad Hoc Committees made up of Directors, members, or outside parties. These Committees have limited duties as outlined within their Terms of Reference.
- 1.6. The Directors shall appoint (paid or unpaid) an employee with the title of Executive Director to oversee the Administrative functions of the Foundation.

2. Board of Directors Composition

- 2.1. The Board is the governing body for the Foundation. The Board is registered with Ontario and Canada as required by the Letters of Patent, NFP Corporations Act, and Charitable Registry.
- 2.2. Available Seats
 - 2.2.1. A total complement of no less than four (4) and no more than six (6) members shall be filled at any given time. This range shall be available:
 - 2.2.1.1. So new members may attend in training capacities and,
 - 2.2.1.2. Resignations and leaves of absence may be accepted while new business occurs.
 - 2.2.2. One (1) seat will be made by appointment of the Library Board and all remaining shall be open seats.
 - 2.2.3. The appointed seat shall be held by a designated Trustee of the Library.

- 2.3. Any director on a Leave of Absence will not be counted in the minimum compliment should a Board meeting occur while they are on leave.
- 2.4. Library Trustees and/or staff may apply to become Trustees of the Foundation; however less than fifty percent (50%) of the Board may be Library Staff and/or Trustees. This differentiation of Board representation is necessary to ensure the sister relationship is not lost with one Board having the power to direct another.
- 2.5. Holding of Seat
 - 2.5.1. A director agrees to sit for a term of three (3) years
 - 2.5.2. Intent to seek renewal of a seat shall be given within three (3) months of anniversary date
 - 2.5.3. The remaining Directors may discuss the renewed appointment prior to accepting the renewal. This recommendation will be brought forward to the Annual Members Meeting. Invitations for new Directors may also be brought forward to the Annual Members Meeting with a special invitation to non-members who may be voted in by members at that meeting, should the members choose.
- 2.6. The renewal of Directors may be staggered so as to minimize a complete turnover of the Foundation Board at any year, but is not required.
- 2.7. The Library Trustee seat will be filled by appointment by the Library for a duration of not less than one (1) year and not more than three (3) years. The Library Board may choose to appoint the same Trustee for sequential appointments with no limits imposed by the Foundation.

2. Responsibilities of the Members

- 2.1. Members shall be complete an annual member renewal if they choose to continue as a member.
- 2.2. Members shall attend the Annual Members Meeting and participate in deliberations, discussions, and voting with a good mind, and for the purpose of furthering the initiatives and mandate of the foundation.
- 2.3. Members shall keep the Foundation updated on any change of contact information.

3. Responsibilities of Directors

The Directors shall:

- 3.1. attend regularly and inform Executive Director about expected absences before meetings;
- 3.2. openly discuss issues;
- 3.3. vote in a non-partisan manner, and one which they believe to be at the best interest of the Foundation Mandate;
- 3.4. respect the agenda and abide by the Board's decisions on rules of order;
- 3.5. deal promptly with lack of interest, poor attendance, disregard of policy on the part of any individual Director;
- 3.6. be prepared for all Board and committee meetings and use meeting time productively;
- 3.7. consider short and long term effects of decisions; and
- 3.8. adhere to the Code of Ethics and all individual by-laws and Statements.
- 3.9. Criminal Records Checks

- 3.9.1. All directors are required to have a Criminal Records Check (CRC) on file.
- 3.9.2. All returning directors must submit a CRC every three (3) years as part of their renewal process.
- 3.9.3. New applicants will submit a CRC as part of their application.
- 3.9.4. Disclosure of new charges or pending charges must be made by directors immediately. Failure to disclose within thirty (30) days could result in removal. Action on notification of charges is at the discretion of the Board and may include removal of seat, suspension pending removal of charges, or acknowledgement of charges with no immediate action taken.

4. Responsibility of the Chair

It shall be the duty of the Chair, or if appointed for the meeting, the Executive Director to:

- 4.1. Call to Order the meetings.
- 4.2. Announce the business before the Foundation in the order in which it is to be acted upon.
- 4.3. Receive and submit, in the proper manner, all motions presented.
- 4.4. Put to a vote all motions which are moved and seconded in the course of proceedings, and to announce the results.
- 4.5. Decline to put to a vote motions which contravene the rules of procedure.
- 4.6. Restrain the Board, when engaged in debate, within the rules of order.
- 4.7. Exclude any person from a meeting for improper conduct.
- 4.8. Enforce the observance of order and decorum among the Board.
- 4.9. Authenticate, by signing, policies, resolutions and minutes of the Board.
- 4.10. Call a point of order when necessary.
- 4.11. Represent and support the Foundation, declaring its will, and implicitly carry out its decisions in all things.
- 4.12. Receive all messages and communications and announce them to the Board.
- 4.13. Ensure that the decisions of the Board are in conformity with the laws and policies governing the activities of the Foundation.

5. Responsibilities of the Executive Director

The Board shall appoint an Executive Director. The Executive Director will act as both official Recorder and Finance Officer/Bookkeeper for the Foundation. The Executive Director is an Officer to the Board and is not a voting member, or counted in quorum. The Executive Director may be appointed to Chair meetings by the Directors. This will be determined at the onset of a meeting and so noted within the Minutes of the Meeting.

- 5.1. As Recorder and/or Acting Secretary, the Executive Director shall:
 - 5.1.1.be responsible to record all information presented at meetings;
 - 5.1.2.enter into record;
 - 5.1.3.protect and hold the official seal and any other official stamps of the Foundation; and
 - 5.1.4.maintain the official records for no less than seven (7) years.
- 5.2. As Bookkeeper and Finance Officer, the Executive Director shall:
 - 5.2.1.receive and account for all monies of the Foundation;
 - 5.2.2.open accounts in the name of the Foundation in a Chartered Bank approved by the Board;
 - 5.2.3.deposit all monies received by her/him for account of the Foundation and no other monies to the credit of such account or accounts and;
 - 5.2.4.disburse all monies as directed by the Foundation and according to any criteria of the individual donations; and
 - 5.2.5.be responsible to arrange for an annual audit of the finances, should one be deemed necessary by the Board.
- 5.3. As Manager, the Executive Director shall:
 - 5.3.1.act as an official representative of the Foundation and in a leadership role to the Board, ensures the proper functioning of the Board and the proper conduct of Board business, in accordance with appropriate legislation and prescribed rules of procedure;
 - 5.3.2.preside at regular and special meetings of the Board ;
 - 5.3.3.serve as an ex-officio member of all Foundation Standing Committees and Ad-Hoc Committees;
 - 5.3.4.cut cheques, but not act as a signer officer;
 - 5.3.5.represent the Foundation, alone or with other Directors, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Foundation;
 - 5.3.6.determine the responsibility of committees to deal with matters which arise where it is unclear which committee has responsibility, subject to eventual confirmation by the Board;
 - 5.3.7.ensure that Director vacancies on committees are filled as expeditiously as possible; and
 - 5.3.8.not commit the Foundation to any course of action in the absence of the specific authority of the Board.
- 5.4. When the Executive Director is requested to Chair meetings of the Board the responsibilities of the Executive Director as Chair will include:
 - 5.4.1.Give official notice of meetings in accordance with the by-laws;
 - 5.4.2.Complete agenda and distribute to Directors one week prior to meetings;
 - 5.4.3.Run the Board Meeting according to the By-Laws and Governance Statements;
 - 5.4.4.Allow all Directors to have an equal voice and call for action was the topic has been discussed;
 - 5.4.5.Even when the Executive Director is acting Chair of the Board for a meeting or other period, the elected President/Chair will act as the official signatory when President/Chair signatures are required.
- 5.5. The responsibilities of this position are not adjusted by the payment of wages or lack thereof. Should the position be a volunteer, paid hourly, paid salary, or wages held for later payment; the

Executive Director is bound by all responsibility and ethical standards listed within this policy, the Charities Act, the NFP Corporations Act, and GAAP.

II. Membership

1. Membership is by invitation of the Board only.
2. Members who agree to stand as members must be approved by the Directors by resolution.
3. Membership is annual and a member must complete a renewal form to continue as a member.
4. Any member who does not complete the renewal and whose membership lapse will cease to be a member.
5. Any member who does not attend two consecutive Annual Member Meetings will cease to be a member.
6. An organizational membership will be offered to Six Nations Public Library.
 - 6.1. The Library must approve its membership annually.
 - 6.2. Approval of a membership will offer one (1) appointed seat to the Directors and one (1) vote at members meetings by the Director or other identified Library representative if the Director will not be present.
 - 6.3. In the event that a Founding Board Member (2010-2013) is the appointed Library seat, an additional vote will be given to the membership at member meetings, as that Director is considered a member in their own right.
 - 6.4. A Library appointed Director, unless a Founding Board Member (2010-2013), shall cease to have a vote when they cease to be a Director and the Library will identify a new Director and member voice.
 - 6.5. Any Library Trustee may attend the member meetings, but only the appointed member will have a vote at member meetings.
7. Membership renewals and resignations will be held in the Minutes Book.

III. Director Recruitment

1. Recruitment of Directors shall be on an as needed basis only, and when no members are interested in seeking Directorship.
2. Any interested community member may submit a letter of interest and/or resume for consideration at any time. This includes:
 - 2.1. current Library Trustees;
 - 2.2. current Library staff;
 - 2.3. community members not affiliated with the Library;
 - 2.4. interested parties not affiliated with the Six Nations community.
3. At the time of active recruitment for positions, postings will be made in local newspapers, on the Library and Foundation websites, and in notices available at the Library. The Directors are also encouraged to recruit by word of mouth.

4. A file will be maintained by the Executive Director of submissions and will be made available to the Board at duly scheduled meetings with discussions In-Camera.
5. For an application to be finalized:
 - 5.1. The potential individual must be presented to the members;
 - 5.2. a discussion In-Camera must have occurred at an Annual or special meeting of the members where a short list is identified;
 - 5.3. If the candidate is not a member, they must agree to become a member and be invited to attend the meeting as a guest;
 - 5.4. the Executive Director will notify all short-listed applicants for CRC submission;
 - 5.5. a criminal record check must be submitted;
 - 5.5.1.CRC must be dated within 6 months of appointment;
 - 5.5.2.successful applicants will be reimbursed for CRC.
 - 5.6. The members must approve the Director and the Board must approve the membership.

VII. Directors Meetings

1. Attendance at Director Meetings

- 1.1. Regular attendance of all Directors at meetings is vital to the satisfactory conduct of Foundation business. In the event that a Director must be absent from any meeting, that person shall notify the Executive Director prior to the day of the meeting.
- 1.2. Should a director be absent for two (2) consecutive meetings, the remaining Directors will consider the circumstances of the absence and either:
 - 1.2.1.pass a resolution authorizing that person to continue as a director until the next meeting,
 - or
 - 1.2.2.dismiss that person as a director and give notice of the opening.

2. Board of Directors Meetings

- 2.1. A minimum of four (4) quarterly meetings of the Foundation shall be held on a regular and publicly provided schedule (via Foundation website).
- 2.2. Although the schedule should be a standing date and time, adjustments can be made for legal, public or civic holiday; director conflicts, or conflicts with major Library programming, providing such arrangements are agreed upon at the preceding meeting of the Board and published in the Foundation website.
- 2.3. Regular meetings will be held in the Library boardroom.
- 2.4. The Executive Director or any two (2) Directors may summons a special meeting by giving each member reasonable notice by phone, e-mail, or text message; specifying the purpose for which the meeting is called which shall be the sole business transacted at the meeting.
- 2.5. When the Board determines that matters should be dealt with in the absence of the public or an employee of the Foundation, a motion to move into In-Camera session must be moved, seconded and approved by a majority vote.

- 2.6. Motions to move In-Camera may only include:
 - 2.6.1. The security of the property of the board;
 - 2.6.2. personal matters about an identifiable individual;
 - 2.6.3. a proposed or pending acquisition or disposition of land by the board;
 - 2.6.4. labour relations or employee negotiations;
 - 2.6.5. litigation or potential litigation, including matters before administrative tribunals, affecting the board; and
 - 2.6.6. advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
 - 2.6.7. At the conclusion of the In-Camera session, a motion must be moved, seconded and approved by a majority vote to return to public session.
 - 2.6.8. A motion to confirm any motions approved during the In-Camera session shall be made and maintained with the official record.

3. Order of Proceedings

- 3.1. Each meeting follows the standing agenda. Certain meetings will also have a designated Agenda Focus.
- 3.2. Meetings shall be called to order as soon after the hour fixed for a meeting has arrived and a quorum is present.
- 3.3. The order of business for all regular meetings of the Board shall be as follows:
 - 3.3.1. Call to Order
 - 3.3.2. Call for New Business
 - 3.3.3. Approval of the Agenda
 - 3.3.4. Acknowledgement of Guests (if present)
 - 3.3.5. Consent Agenda (average 20 minutes)
 - 3.3.5.1. Minutes of the Preceding Meeting & Committees
 - 3.3.5.2. Business arising from the minutes
 - 3.3.5.3. Executive Director Quarterly Report with Activities
 - 3.3.5.4. Financial Report
 - 3.3.5.5. Quarterly Report to the Six Nations Public Library Board
 - 3.3.6. Other Business
 - 3.3.6.1. Correspondence Priorities & Outcomes (average 20 minutes)
 - 3.3.6.2. Education and Training (average 15 minutes)
 - 3.3.6.3. Topical Discussion (average 20 minutes)
 - 3.3.7. New Business
 - 3.3.8. Date of the next meeting
 - 3.3.9. Adjournment (or Adjourn to In-Camera)
- 3.4. All business shall be dealt with in the order of the agenda unless otherwise adopted when approving the agenda.

4. Quorum

- 4.1. The presence of a quorum is necessary for the transaction of business at a meeting.
- 4.2. As the Foundation Board is composed of at least three (3) members but not exceeding five (5) members—all of which are voting members, more than 50% shall constitute a quorum.
- 4.3. No business shall be transacted except at a meeting at which a quorum is present.
- 4.4. Where a quorum is not present within thirty (30) minutes after the hour fixed for a meeting, the Executive Director shall record the names of members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- 4.5. If notified by one-half (1/2) of the Board of their anticipated absence from a meeting, the Executive Director shall notify all directors that the meeting is cancelled. In the event that rescheduling is possible, notice must be given with no less than fourteen (14) days, unless all Directors waive notice.

5. Rules of Debate

- 5.1. In directing the course of debate, the Chair shall:
 - 5.1.1. preserve order and decide questions of order;
 - 5.1.2. designate the member who has the floor when two (2) or more members wish to speak;
 - 5.1.3. state all motions presented before permitting debate on the question;
 - 5.1.4. put the question to a vote when all members wishing to speak to it have spoken once or when further debate will not serve to advance the business before the Board.
- 5.2. In addressing the Board, no director shall:
 - 5.2.1. speak beside the question in debate;
 - 5.2.2. reflect upon any prior determination of the Board except to conclude such remarks with a motion to rescind such determination;
 - 5.2.3. interrupt the member who has the floor except to raise a point of order;
 - 5.2.4. speak more than once to the same question except upon the consideration of a report referred by a committee to the Board for a decision, in explanation of a statement that may have been interpreted incorrectly, or with permission of the Executive Director after all other members so desiring have spoken.
- 5.3. Any member may request the question or motion under discussion to be read at any time during the debate.
- 5.4. Every director present, when a question is put, shall vote thereon unless a director is void from voting and discussions due to a Conflict of Interest.
- 5.5. A director who refuses to vote shall be deemed to vote in the affirmative.

6. Conflict of Interest

- 6.1. A conflict of interest must be declared EACH time a Director:
 - 6.1.1. may be seen as being motivated by considerations other than what is in the best interest of the Foundation;

- 6.1.2. has a personal interest in a contract with the Foundation, either as an individual or as a member of another organization.
- 6.2. When a conflict of interest is declared, the Executive Director will ask the director to withdraw from the discussions on the issue for the duration of the discussion.
- 6.3. If the conflict is with the Executive Director:
 - 6.3.1. Another director will proceed with the meeting on behalf of the Executive Director for the portion of discussions in conflict;
 - 6.3.2. another director will submit minutes for the discussion for the official record unless the Board unanimously agree for the Executive Director to fulfill the role of Secretary .
- 6.4. If it is determined that a director has a conflict that is undeclared, the Board will remove the person from the meeting. Refusal to leave is subject to removal from the Foundation.
- 6.5. If a director is found to have not declared a conflict in a previous meeting, the honoraria of that meeting will be forfeit. He/she may also be subject to removal as a director.

7. Making and Voting on Motions

- 7.1. A motion must be seconded before it can be debated, put to a vote or recorded in the minutes.
- 7.2. After a motion has been properly moved and seconded, it can only be withdrawn by resolution approved by a majority vote.
- 7.3. A motion properly before the Board must receive disposition before any other motion to amend, adjourn, extend hour of proceedings, or a matter or privilege.
- 7.4. Only one (1) motion to amend the main motion shall be allowed.
- 7.5. A motion for reconsideration of a question which has been decided upon but not acted upon may be made at any time by a director who voted on the question with the majority and until the motion for reconsideration has received disposition no further discussion of the question shall be allowed.
- 7.6. The Board can waive Second Reading on any motion passed which is deemed as time sensitive.
- 7.7. Making a Motion In-Camera.
 - 7.7.1. When the meeting has gone into an In-Camera session a motion can be made according to the above listed protocols.
 - 7.7.2. Only motions pertaining to business for which the In-Camera session was called or
 - 7.7.3. a motion to remove from In-Camera session, thus returning to an open meeting can be made In-Camera.
 - 7.7.4. Minutes will be maintained in brief form for the motion carried and rejected In-Camera. These will be held in a separate location from the Open Minutes and will not be publicly circulated.
- 7.8. Voting on Motions
 - 7.8.1. The Chair, if a Director has a vote in all matters.
 - 7.8.2. The Executive Director is a non-voting Officer to the Board and may not vote on matters before the Board.
 - 7.8.3. All Directors and the Executive Director may participate in discussions, including those brought forward by committees.
 - 7.8.4. Voting shall normally be by a show of hands.

- 7.8.5. Every director present, when a question is put, shall vote thereon unless a director is void from voting and discussions due to a Conflict of Interest.
- 7.8.6. A director who refuses to vote shall be deemed to vote in the affirmative.
- 7.8.7. Any Director may ask for a record of the vote or a roll call vote to be listed within the minutes.
- 7.8.8. The president will make the tie breaking vote.
- 7.8.9. The Chair if a Director and if the president is not present, has the authority to provide a tie breaking vote.

8. Recording and Receiving of the Minutes

- 8.1. The Executive Director is the Recorder for the Foundation.
 - 8.1.1. In the event that the Executive Director is not present for all or a portion of a meeting, another designated director will assume the responsibility of recording minutes and assist the Executive Director in preparing the final record.
- 8.2. Minutes will be presented at the next duly scheduled Meeting for approval and are not official minutes until such time as are Received by the Board.
- 8.3. The minutes are considered true business of the Foundation when the Executive Director and at least two other member of the Board have signed the official minutes document approved in the duly scheduled meeting.
- 8.4. Second Reading is considered waived on all resolutions so that action may occur before the next quarterly meeting. If meetings take on a monthly meeting, this may be reconsidered.
 - 8.4.1. Although the minutes may not be official and Received, the item may have action taken.
 - 8.4.2. All actioned items should be reported upon as Business Arising at the next meeting.

VIII. Members Meetings

1. Member Meetings

- 1.1. An Annual Member Meeting will occur to conduct the business of the Members. This includes:
 - 1.1.1. Approve the Minutes of the previous Annual Members Meeting;
 - 1.1.2. Approving the Annual Financial Statements;
 - 1.1.3. Approving the Auditor for the following fiscal year;
 - 1.1.4. Electing the Directors; and
 - 1.1.5. Ratifying By-Law Changes (if present).
- 1.2. No more than sixty (60) days and no less than twenty-one (21) days notice will be given for a members meeting unless all members waive notice.
- 1.3. Quorum of fifty percent (50%) plus one is considered quorum.
- 1.4. All members and member organizations have one (1) vote).
- 1.5. Although the schedule should be a standing date and time, adjustments can be made for legal, public or civic holiday; director conflicts, or conflicts with major Library programming, providing such arrangements are agreed upon at the preceding meeting of the Board and published in the Foundation website.

- 1.6. The agenda and all supporting documents will be sent or made available to members no less than twenty-one (21) days prior to the meeting at no charge to the members.
- 1.7. A call for proposals from members will be made with the notice and close one (1) calendar month prior to the meeting.

2. Attendance at Members Meetings

- 2.1. It is the responsibility of members to attend regular and special members meetings.
- 2.2. Members who do not attend two consecutive Annual Members Meetings will be removed as members by Board resolution immediately following the second Member Meeting absence.

3. Rules of Debate

- 3.1. In directing the course of debate, the Chair shall:
 - 3.1.1. preserve order and decide questions or order;
 - 3.1.2. designate the member who has the floor when two (2) or more members wish to speak;
 - 3.1.3. state all motions presented before permitting debate on the question;
 - 3.1.4. put the question to a vote when all members wishing to speak to it have spoken once or when further debate will not serve to advance the business before the Board.
- 3.2. In addressing the Board, no director shall:
 - 3.2.1. speak beside the question in debate;
 - 3.2.2. reflect upon any prior determination of the Board except to conclude such remarks with a motion to rescind such determination;
 - 3.2.3. interrupt the member who has the floor except to raise a point of order;
 - 3.2.4. speak more than once to the same question except upon the consideration of a report referred by a committee to the Board for a decision, in explanation of a statement that may have been interpreted incorrectly, or with permission of the Executive Director after all other members so desiring have spoken.

4. Making and Voting on Motions

- 4.1. A motion must be seconded before it can be debated, put to a vote or recorded in the minutes.
- 4.2. After a motion has been properly moved and seconded, it can only be withdrawn by resolution approved by a majority vote.
- 4.3. A motion properly before the members must receive disposition before any other motion to amend, adjourn, extend hour of proceedings, or a matter or privilege.
- 4.4. Only one (1) motion to amend the main motion shall be allowed.
- 4.5. A motion for reconsideration of a question which has been decided upon but not acted upon may be made at any time by a director who voted on the question with the majority and until the motion for reconsideration has received disposition no further discussion of the question shall be allowed.
- 4.6. All motions at Members Meetings, due to the timeliness of activity, are deemed Second Reading Waived.
- 4.7. Voting on Motions
 - 4.7.1. All Directors and members have one (1) vote.

- 4.7.2.The Chair has a tie breaking vote.
- 4.7.3.Voting shall normally be by a show of hands.
- 4.7.4.A director who refuses to vote shall be deemed to vote in the affirmative.
- 4.7.5.Any Director may ask for a record of the vote or a roll call vote to be listed within the minutes.

5. Recording and Receiving of the Minutes

- 5.1. The Executive Director is the Recorder for the Foundation.
 - 5.1.1.In the event that the Executive Director is not present for all or a portion of a meeting, another designated director will assume the responsibility of recording minutes and assist the Executive Director in preparing the final record.
 - 5.1.2.Minutes should be submitted at the next Directors meeting for review and then be held for the next Members meeting.
- 5.2. Minutes will be presented at the next duly scheduled Meeting for approval and are not official minutes until such time as are Received by the Members.
- 5.3. As Second reading is Waived on all Annual Member Meetings, the business may occur as directed by the resolution without delay.
- 5.4. The minutes are considered true business of the Foundation when the Executive Director and at least two other member of the Board have signed the official minutes document approved in the duly scheduled meeting; and after they have been approved by resolution by the members.

IX. Creation, Review, and Amending By-law and Policies

- 1. By-laws may be reviewed by the Board for revisions with a draft change submitted to the members for review, but only the members may approve said changes by resolution.
- 2. The Board is responsible for all policy statement review, approval, and amendments that are not by-laws.
- 3. By-Laws which do not require member votes according the Act may be changed by the Board for immediate action, but the members must ratify said changes at the next Annual Member meeting or the by-law will revert to the original language.
- 4. The Board will review the by-laws and statements no less than every three (3) years.
- 5. New policy statements may be created at any time by resolution of the Board. The creation of a new Statement may occur at any time throughout the year.
 - 5.1. In the event that a new policy is created during the business of a Meeting, a motion and resolution will be passed according to the current policies.
 - 5.2. This new resolution becomes policy and is added to the Foundation Statements document.
- 6. In order to amend a Statement:
 - 6.1. notice must be given at a duly scheduled quarterly meeting;
 - 6.2. notice must be reflected in the minutes and/or agenda where the Notice was given;

- 6.3. Notice may be waived when eight-five percent (85%) of the Board agree to waive notice due to concerns pertaining to the Statement.

X. Financial

1. The Financial year runs April 1 through March 31.
2. The Executive Director is responsible to:
 - 2.1. keep accurate financial records;
 - 2.2. report accurate up-to-date statements to the Board at duly scheduled meetings;
 - 2.3. report to the Library quarterly the activities of the Foundation
3. Financial Records will be kept on site for a minimum of seven (7) years within the Foundation office.
 - 3.1. Backup of electronic accounting files must be kept for the duration of the storage;
 - 3.2. Paper copies of receipts, grants, and statements will be kept for the duration of storage;
 - 3.3. Audits will be kept for the duration of storage plus twenty (20) years;
 - 3.4. Although seven (7) years is a minimum, electronic records may be kept longer
4. All employment related records, digital or hardcopy, shall be kept for no less than twenty (20) years following termination/resignation. Files include those pertaining to:
 - 4.1. Wages;
 - 4.2. Taxation (including tax exempt status);
 - 4.3. Evaluation;
 - 4.4. Hire; and
 - 4.5. Termination.
5. All tax related statements such as donation receipts, assessments or other will be maintained for not less than seven (7) years.
6. If an assessment of assets is determined by the Board, all assessment records will be maintained within the Financial Records for no less than seven (7) years or until a new assessment of work is completed, whichever is more.
7. Bank accounts required for the business of the Foundation shall be in the Foundation's name at a designated bank. The Board may from time to time determine the bank by resolution.
8. Signing Officers of the Board:
 - 8.1. the Executive Director is responsible for finance and cutting of cheques;
 - 8.2. the same director responsible for maintaining the Financial Records, including cutting cheques, may not be a Signing Officer;
 - 8.3. three signors shall be selected from staff or Directors with at least one (1) Director sitting on the Finance committee;
 - 8.4. at least two (2) of the three (3) Signing Officers shall sign each cheque.
 - 8.5. All Signing Officers of the Foundations will pass a Criminal Records Check which will be maintained within the Financial Records of the Foundation.
9. Signing of cheques may be a physical signature or an online sign-off of payments
10. Remuneration of Expenses:

- 10.1. The Executive Director shall, upon submission of receipts, reimburse Directors for proper traveling and other expenses incurred in carrying out their assigned Foundation duties.
- 10.2. All possible expenses will be processed or reimbursed through cheque or credit card to avoid the need for petty cash to be on hand.
- 10.3. Any director making purchases on behalf of the Foundation:
 - 10.3.1. must have verbal permission of the Executive Director;
 - 10.3.2. be aware that reimbursement will be by cheque within two-weeks of purchase and receipt submission;
 - 10.3.3. will be given notice if reimbursement will take longer than two-weeks due to vacations, holidays, or lack of funds.

XI. Insurance

The Foundation will hold liability and Directors and Officers Insurance in an amount no less than one million.

XII. Audit

1. The Foundation will have an audit annually, providing the total amount of revenue (cash and in-kind) exceed \$100,000 annually.
2. The accounts of the Foundation shall be audited by auditors appointed by the Board in a motion at a duly scheduled meeting.
3. The auditor does not have to be the same auditor contracted by the Library but is recommended as payments to or on behalf of the Library may require access to both the Library and Foundation records for auditing purposes.
4. Audits can be requested by the Library by resolution. Should an audit not have been scheduled due to lack of financial activity by the Foundation, the Board has the right to move forward with the audit providing the Library is responsible for said fees.
5. Any director may request an audit upon the death, resignation, dismissal or other termination of the Executive Director.
6. The Library shall receive copies of the Foundation's audited financial statement when conducted. In years when an audit is no conducted, the Library will receive a final internal financial statement only.
7. Audit statements will remain with the Financial Records for no less than seven (7) years and should be maintained as an electronic file for at least 20 years.
8. The Board may at any time request an internal audit of the Executive Director's records. It is understood by the Board that all records maintained by employees (paid or not) on behalf of the Foundation are Foundation property and must be available for Board business.

XIII. Employment

1. The Foundation may hire employees from time to time.
2. The Executive Director may be contracted with a stated wage. Should the funds be available the Board may pass a resolution for release of prorated or back dated salary.
3. In 2015 the Foundation applied for an employment number and has, as such created Human Resources policies including Health and Safety and Employment policies in alignment with the Ontario Employment Standards Act. These can be found in a separate Human Resources Statement document which shall be distributed to all staff and volunteers. This document will be reviewed biennially by the board or as required by changes to relevant legislation.