

BY-LAW 1-2008

To Govern the Proceedings of the St. Marys Museum Board

I. Definitions

- a. In this by-law:
 - i. "Museum" means St. Marys Museum;
 - ii. "Board" means the Board of the St. Marys Museum as appointed by Town Council;
 - iii. "Chair" means the Board member elected to this position by the Board;
 - iv. "Vice-Chair" means the Board member elected by the Board to conduct meetings in the Chair's absence;
 - v. "Secretary" means the director or other member of the Museum staff who acts as secretary of the Board.

II. Meetings

- a. Regular meetings of the Board shall be held at the St. Marys Museum on the second Wednesday of each month unless otherwise specified by a resolution of the Board.
The exact time of the meeting shall be determined by agreement of each new Board.
- b. At the first meeting in each calendar year, the Board shall elect or appoint two of their members to act as Chair and Vice-Chair.
- c. The Chair may at any time summon a special meeting of the Board with 48 hours notice to members. Or, on receipt of a petition from the majority of the Board members, the Secretary shall summon a special meeting of the Board for the purpose and at the time mentioned in the petition.
- d. Except as provided in (e), all meetings shall be open to the public.
- e. A meeting, or part of a meeting, may be closed to the public if the subject matter being considered relates to personnel, litigation, acquisition of property or any other subject matter listed in the Municipal Act as requiring a closed meeting.
- f. Before holding a meeting or part of a meeting that is to be closed to the public, the Board shall state by resolution:
 - i. the fact of the holding of the closed meeting;
 - ii. the general nature of the matter to be considered at the closed meeting.

III. Call to Order and Quorum

- a. A quorum shall be a simple majority of Board members including the Chair.
- b. As soon after the time fixed for the holding of the meeting as a quorum is present, the Chair shall call the meeting to order.

- c. If no quorum is present within 20 minutes after the time appointed for the meeting, the secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next regular or special meeting.

IV. Conduct of Meeting: Responsibilities of Chair (or alternate)

- a. To open the meeting by calling the members to order;
- b. To announce the business before the board following the order of the agenda;
- c. To receive and submit in the proper manner all motions presented by the board;
- d. To put to a vote all questions which are regularly moved and seconded, or necessarily arise in the course of proceedings, and to announce the results;
- e. To enforce on all occasions the rules of debate and the observance of order and decorum among board members;
- f. To receive all messages and other communications and announce them to the board;
- g. To represent and support the board and its decisions;
- h. To ensure that all board decisions are in conformity with the laws and by-laws governing the activities of boards/advisory committees appointed by the town;
- i. To adjourn the meeting when business is concluded.

V. Agenda

- a. The secretary shall prepare for each regular Board meeting an agenda with the following headings:
 - i. Call to order
 - ii. Disclosure of pecuniary interest and general nature thereof
 - iii. Adoption of minutes
 - iv. Deputations (if any)
 - v. Correspondence
 - vi. Reports
 - vii. New business
 - viii. Points from the floor
 - ix. Adjournment
- b. The agenda shall be circulated to Board members 48 hours prior to the meeting.

VI. Disclosure

- a. When a Board member has any pecuniary interest, direct or indirect, in any matter before the Board, the member shall:
 - i. prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof and this will be recorded in the minutes;
 - ii. not take part in the discussion;
 - iii. not vote on any question in respect of the matter;
 - iv. not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

VII. Minutes

- a. Minutes of each meeting shall be kept by the secretary or another person designated by the Board. Minutes shall record:
 - i. the place and time of meeting;
 - ii. the members in attendance;
 - iii. the reading, if requested, correction and adoption of the minutes of the prior meeting;
 - iv. all other proceedings of the meeting without note or comment except as required for clarification or confirmation of a point raised during the course of the meeting;
- b. Minutes shall be circulated to Board members at least 48 hours before the next regular meeting.
- c. Minutes of a meeting shall be approved by a simple majority (including the Chair) of members present and constituting a quorum.

VIII. Delegations

- a. Persons desiring to present information to or make a request of the Board shall give written notice to the secretary stating the nature of the delegation
- b. Providing the matter is related to the business of the Board, the secretary is authorized to list the request on the agenda for the next regular meeting.
- c. The delegation will not be heard unless a majority of Board members vote to allow the presentation.
- d. Presentations will be limited to 15 minutes, followed by time for questions if needed.

IX. Motions – Presentation and Debate

- a. A motion must be formally moved and seconded before the Chair can put the question or a motion can be recorded in the minutes.
- b. A motion may be presented in writing or orally to the Board. It shall be read or clearly stated by the Chair before debate.
- c. Board members shall observe the standard rules of debate. Debate shall be courteous and orderly.

X. Voting on Motions

- a. After debate and immediately before the vote, the Chair shall state the motion again in the form introduced.

- b. After the question is finally put by the Chair, no member shall speak to the motion nor shall any other motion be made until the vote is taken and the result declared.
- c. The manner of determining the decision of the Board on a motion shall be at the discretion of the Chair and may be by voice, show of hands, standing or otherwise.
- d. A member present may request a recorded vote immediately prior to the taking of the vote. The names of those who voted for the motion and those who voted against shall be recorded in the minutes.

XI. Resolution of procedural matters

- a. The rules and regulations contained in this by-law shall be observed in all proceedings of the Board. In any matter for which provision is not made by these rules and regulations or for clarification or resolution of procedure, the Board shall refer to the Town of St. Marys Procedure By-Law 53-2003, Schedule "A" or to any superseding Town procedure by-law, passed as required by the Municipal Act.

XII. Effective Date

- a. This by-law shall become effective upon the date of enactment.

Date: March 12, 2008

Signed: Patricia Heale
Board Chair

Nelda Mossip-Oliver
Vice-Chair