

## EXETER BUSINESS IMPROVEMENT AREA

### PROCEDURAL BY-LAW NO. 2015

#### **“Being a by-law for governing the calling, place and proceedings of meeting of the Exeter Business Improvement Area”**

WHEREAS the *Municipal Act, 2001, S.O. 2011, c. 25*, section 238, requires that every municipality and local board shall pass a procedural by-law for governing the calling, place and proceedings of meetings;

AND WHEREAS the Exeter Business Improvement Area, being a local board of the Municipality of South Huron, deems it expedient to pass such a by-law;

NOW THEREFORE the Exeter Business Improvement Area (hereinafter referred to as the “BIA” enacts as follows:

#### **1. DEFINITIONS**

“BOARD OF MANAGEMENT” is a corporate body and shall consist of six (6) to twelve (12) members. The Board of Management of the Exeter BIA (hereinafter referred to as the “Board”) shall be composed of one (1) Director (member of Council) appointed directly by the Municipality; and the remaining Directors selected by a vote of the BIA Membership and appointed by the Municipality. Following the appointment of the Board of Management, the Board shall select a Chairperson, Vice-Chairperson, Secretary and Treasurer.

“ACT” means the Municipal Act, 2001, as amended.

“CLOSED SESSION” shall mean closed to the public as defined in Section 9.2 in this by-law.

“CONFLICT OF INTEREST” means a pecuniary interest as defined in the *Municipal Conflict of Interest Act*.

“MEETING” shall mean any regular, special, committee or other meeting of the BIA.

“BIA MEMBERSHIP” OR “MEMBERS” are members of an improvement area consisting of persons who are assessed, on the last assessment roll, with respect to ratable property in the area that is in a prescribed business property class and tenants of such property, as defined in the *Municipal Act*.

“CHAIR” mean the Chairperson of the Exeter BIA Board of Management.

“OFFICER” means Chairperson, Vice-Chairperson, Secretary or Treasurer appointed by the Board.

“QUORUM” shall mean the majority (more than half) of the total number of Board members except where a member has or members have declared a pecuniary interest pursuant of the *Municipal Conflict of Interest Act*, the quorum may be less than half plus one of the whole number of members but shall not be less than two.

**2. INTENT OF BY-LAW**

- 2.1 The rules and regulations hereinafter provided shall govern the proceedings of the BIA. Any part or parts of this by-law may be suspended if agreed upon by majority of the BIA Board present unless the part or parts is prescribed by the statute or law. In the event of conflict in procedure, the *Municipal Act* will prevail.

The BIA Board of Management shall operate in conformity with the provision with Municipality of South Huron by-laws, as amended. The Board of Management may set general guidelines, rules and regulations, but they should never interfere or contradict with the *Municipal Act*.

**3. PURPOSE**

- 3.1 Council of the Municipality of South Huron appoints the BIA Board of Management to:
- a. Oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the BIA area beyond that provided at the expense of the municipality generally;
  - b. Promote the area as a business, shopping and service area;
  - c. To promote co-operation and joint planning of comprehensive improvement projects by the municipality, business groups and the community at large;
  - d. Engage in strategic planning necessary to address BIA issues;
  - e. Advocate on the interests of the BIA; and
  - f. Manage the money that is collected by the Municipality of South Huron from the required special BIA levy for these activities.

**4. BIA MEMBERSHIP or BIA MEMBERS**

- 4.1 The boundaries of the BIA as established by the Council of the Municipality of South Huron are attached as Schedule "A" to this by-law. All businesses within the designated area are assessed for a special levy that is collected by the Municipality of South Huron to support the activities of the BIA.
- 4.2 Only BIA Members have the right to nominate and vote for representatives to the BIA Board of Management and to vote on issues brought to the Annual General Meeting of the BIA. Each Member has one vote regardless of the number of properties that the Member may own or lease in the improvement area, and may nominate just one individual for appointment to the Board.
- 4.3 All Members are entitled to voting privileges at the Annual General Meeting. A BIA Member may nominate by proxy, in writing, one individual to vote on behalf of them or their corporation. No more than one proxy vote may be held and cast by an individual.
- 4.4 With reasonable notice, any member of the BIA may request that issues or items of interest be placed on the agenda of any BIA meeting, including monthly Board Meetings and Annual General Meetings for discussion and/or resolution. They may contact any BIA

Board Member or the BIA Secretary for inclusion of an item on an upcoming agenda. Additionally, with reasonable notice, any Member may make a request to make a delegation to the BIA at the BIA meeting.

## **5. APPOINTMENT TO THE BOARD OF MANAGEMENT**

- 5.1 Council of the Municipality of South Huron appoints six (6) to twelve (12) members to the Board of Management as follows:
- a. One (1) member appointed from the elected Councillor's for the Municipality of South Huron that is in the Ward in which the BIA is located; and
  - b. Five (5) to eleven (11) as selected by the BIA membership at a Annual General Meeting;
  - c. Quorum is a simple majority of the Board Members.
- 5.2 The seat of a Director of the Board become vacant when:
- a. A Director is absent from Board meetings for three (3) consecutive regular scheduled meetings without reasonable cause. Upon the Director failing to attend two (2) consecutive meetings without reasonable cause, the Board of Management shall send a by pre-paid mail, a notice to the Director advising that upon the third (3<sup>rd</sup>) failure to attend, the Board shall recommend to the Municipality that such Director be removed from the Board of Management.
  - b. Any Director wishing a leave of absence from the Board of Management must give notice in writing stating the date he/she intends to resume board duties. During this leave of absence, the position shall remain vacant for purposes of quorum. Resumption of duties must be anticipated within one (1) year; otherwise a notice of resignation shall be given.
  - c. Board members may resign by resignation in writing to the Board of Management (copied to the Municipality of South Huron) that shall be effective upon any time or date requested.
- 5.3 In the event of a vacancy occurring on the Board of Management:
- a. The remaining Directors may nominate for the Municipality's consideration and appointment an individual for Directorship to fill the vacancy for the remaining portion of the term of office.
  - b. In the event that the remaining Directors no longer constitute a quorum, a meeting of the Members shall be called by the remaining Directors for the purpose of nominating an individual for Directorship for consideration and appointment by the Municipality.
  - c. The Board of Management shall notify the Municipality as soon as any vacancy occurs and when the remaining Directors or Members have a nomination for appointment to the Board of Management by the Municipality.

## **6. RESPONSIBILITIES OF THE BOARD OF MANAGEMENT**

- 6.1 Oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the BIA area beyond that provided at the expense of the municipality generally.
- 6.2 Promote the area as a business, shopping and service area.
- 6.3 Drafting and approving Policies and Procedures to ensure the effective operation of the BIA and for amending these Policies and Procedures as necessary.
- 6.4 Ensuring that Board Policies and Procedures are implemented effectively.
- 6.5 Acting as a legal entity to enter into contracts required by the activities of the Board, such as the maintenance, beautification, promotion and advertising of the designated area.
- 6.6 Electing a Board of Directors who will also act as Signing Officers for the Board.
- 6.7 Drafting an annual budget for presentation to BIA membership for approval, submitting the approved budget to the Municipality of South Huron (on or before the thirty-first day of March) and implementing the annual budget as approved by the Municipality of South Huron Council.
- 6.8 Ensuring that an annual report for the preceding fiscal year is submitted to the Municipality, including a complete financial statement of its affairs for auditing (on or before the twenty-eighth day of February each year).
- 6.9 Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the Municipality of South Huron.
- 6.10 Ensuring that minutes of all Board meetings are recorded and distributed to the Municipality of South Huron and the BIA membership.
- 6.11 Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Municipality of South Huron.
- 6.12 Hiring staff to carry out the Board's directives.
- 6.13 Maintain communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
- 6.14 Maintain liaison with the Municipality through the designated representative. Notify the Municipal Staff Representative of all BIA meetings as they are entitled to attend all meetings called for the purpose of carrying out on the business of the Exeter BIA.
- 6.15 Maintain liaison with selected community groups such as the *South Huron Chamber of Commerce*, the *South Huron Economic Development Advisory Committee*, the *South Huron Communities in Bloom Committee*, the *Exeter Rodeo Committee* and the *Exeter Farmers' Market Board of Directors* through a designated representative.
- 6.16 All other activities necessary to the effective operation of the Board and the BIA.

**7. BOARD OF DIRECTORS**

7.1 The Board of Directors may appoint:

- 1 Chair
- 1 Vice Chair
- 1 Secretary
- Treasurer

**Chair** shall lead the general management and direction, subject to the authority of the Board, of the business and affairs of the BIA. The Chair shall be the only spokesperson authorized to speak publically for the BIA, unless otherwise directed.

**Vice-Chair** will assume duties of the Chair if absence or disability occurs.

**Secretary** (or second the recording to a designate) shall keep proper minutes of all Board meeting and shall be responsible for keeping all records of the Board with the exception of the accounting records. The secretary may or may not be a member of the Board.

**Treasurer** (or second the recording to a designate) shall be responsible to keep the books and accounts of the Board and to assist the Board in the preparation of annual estimates and financial statements. Shall present up-to-date statements at each BIA Board meeting.

The positions noted in Section 7.1 make up the Executive Committee. The Executive has the authority to act for the Board of Management in the intervals between Board meetings to conduct BIA affairs. Any of these individuals may be called upon to sign cheques on behalf of the BIA Board.

7.2 Directors of the Board of Management may be asked to serve on a committee and shall report to the Board on the activities of the committee that he or she chairs.

7.3 Remuneration / Conflict of Interest

- a. Directors shall receive no remuneration, either directly or indirectly, for services rendered as a Director, but may be reimbursed for out-of-pocket expenses incurred as a result of representing the BIA at non-BIA meetings, upon approval of the Board of Management.
- b. The Board of Management may procure goods and services from BIA Directors and / or members in a fair and equitable manner, as per the Municipality of South Huron’s procedural by-law and in compliance with the *Municipal Conflict of Interest Act*.

**8. LOCATIONS, MEETING TIMES AND NOTICE**

8.1 Board Meetings shall be held on monthly at the Municipality of South Huron’s small boardroom, or at the call of the Chair. No less than 50 percent of the Board Members must be present to constitute a meeting.

8.2 Notice of BIA Meetings shall be given by publication of future meetings in previous agendas / minutes on the Municipal website prior to the meeting. In the case of special meetings called in accordance with Section 10.2 of this By-law, notice shall be given by posting of the agenda on the Municipal website as soon as practicable after notice of the

Special Meeting has been given and any other notification that is permitted under this By-law within the timeframe.

## **9. MEETINGS OF THE BIA**

- 9.1 At the hour appointed, when quorum is present, the Chair shall call the Board meeting to order and if a quorum is not present within fifteen (15) minutes after the hour appointed, the meeting shall be cancelled.
- 9.2 All regular BIA meetings shall be open to the public, but a meeting or any part thereof may be closed to the public, in accordance with section 239 of the *Municipal Act*, if the subject matter being considered is:
- a. The security of the property of the Municipality of local board;
  - b. Personal matters about an identifiable individual, including municipal or local board employees;
  - c. A proposed or pending acquisition or disposition of land for municipal or local board purposes;
  - d. Labour relations or employee negotiations;
  - e. Litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
  - f. The receiving of advise that is subject to solicitor – client privilege, including communications necessary for that purpose;
  - g. A matter in respect of which a Council, board, committee or other body has authorized a meeting to be closed under the Act;
  - h. Related to consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if Council or Committee or Board is the head of an institution for the purposes of the Act;
  - i. The educating or training of Council or Committee or a local Board and at the meeting, and no member discussed or otherwise deals with any matter in a way that materially advances the business or decision-making of the Council, Committee or local Board.
- 9.3 All votes of the BIA Board shall be open to the public except those votes taken during a meeting or part thereof that is closed to the public in accordance of Section 9.2 this By-law unless said votes is for a procedural matter or for giving direction or instruction to BIA Board to raise from a closed session.
- 9.4 Before holding a meeting or part of a meeting that is to be closed to the public, the BIA Board shall state by Resolution the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting.
- 9.5 The Chair of the BIA Board, prior to a regular scheduled meeting, may cancel the meeting due to inclement weather, a matter of respect or lack of corporate business requiring immediate attention.

- 9.6 Board meetings will be open to any member of the BIA or the public who may attend but not take part in the proceedings unless invited to do so by the Chair.

## **10. ANNUAL GENERAL MEETINGS and/or SPECIAL MEETINGS**

### 10.1 Annual General Meeting (AGM)

- a. At the Annual General Meeting financial statements for the previous year and proposed budgets for the next calendar year must be presented and approved by a majority of the membership present, after which time the figures will be put before Council and the levy requested.
- b. The BIA Membership should receive written notice of the Annual General Meeting not less than five (5) days prior to the meeting date and public notice must appear in one (1) local newspaper prior to the meeting date and be posted on the Municipal website. The accidental omission to give notice to any member, Board member officer or auditor shall not invalidate any action taken at any meeting pursuant to such notice. An agenda for the Annual General Meeting with copies of the most recently audited financial statement should be distributed to the general membership not less than five (5) days prior to the meeting.

### 10.2 Special Meetings

- a. The Chair, if requested in writing by three members of the BIA Board shall call a special meeting of the BIA Board other than as described in this section of the By-law.
- b. The Chair may call a special meeting to deal with a matter that is deemed to require immediate action. Notice of such a special meeting shall be given by contacting each member of the Board by phone, voice recording or email advising them of the time and place of the meeting.
- c. Special meetings require minimum notice of one clear day unless otherwise agreed to by majority of the BIA Board to the satisfaction of the Chair.
- d. At special meetings of the BIA, no financial decisions shall be made or incurred, unless referred to in the notice calling the meeting.

## **11. EXPENDITURES BY THE BOARD OF MANAGEMENT**

- 11.1 As per section 204 of the *Municipal Act*, 2001, BIA funds can only be used to promote the area as a business or shopping area or for the improvement, beautification and/or maintenance of municipally-owned land, buildings or structures in the BIA area, other than those provided at the expense of the municipality generally. Funds are not to be used for improvements to individual businesses or private properties.

- 11.2 The fiscal year of the BIA is from January 1 to December 31. The proposed budget approved by the membership at the Annual General Meeting must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except when approved at a regular scheduled AGM or Special General Meeting and with the concurrence of the Municipality of South Huron's Council, and in accordance with the provisions of the *Municipal Act*, 2001.

## **12. TERM OF OFFICE**

- 12.1 The BIA Board shall hold office for a term of four (4) years, concurrent with the appointing Council, or until a successor is appointed. Directors can serve for an unlimited number of terms if elected, but can only serve in the same executive position for two (2) consecutive terms.

## **13. CONDUCT OF BOARD MEMBERS**

- 13.1 Every member shall confine his/her remarks to the question and shall not use any indecorous or offensive language and shall avoid personalities.
- 13.2 Should more than one member at one time wish to address the Chair, the Chair shall name the member who is to speak first.
- 13.3 No person other than the one proposing a question (who shall have leave to reply) shall speak more than once without leave of Chair, unless it is to explain their remarks that have been misunderstood, and then the member shall not introduce any new matter.
- 13.4 The Chair may call a member to order while speaking, whereupon the member called to order shall be silent on the matter and shall not further speak until the point of order is determined, unless it is to appeal the decision of the Chair.
- 13.5 When a member is speaking no member should hold discourse or interrupt the speaker except to a question of order, nor pass between the speaker and the Chair.

## **14. BIA MINUTES**

- 14.1 The minutes of the BIA as taken by the Secretary or designate shall consist of a record of all proceedings taken in the BIA Board meeting. Pursuant to the *Municipal Act, 2001*, the minutes shall be a factual account without note or comment.
- 14.2 Minutes of BIA Board meetings shall be prepared by the BIA Secretary and be made available to the members prior to the next meetings for consideration and revision and adoption at the next meeting, following which they will be made available to the public save and except those minutes and reports recorded during a meeting or part thereof that was closed to the public.

## **15. MOTIONS / RESOLUTIONS**

- 15.1 After a Motion has been Moved and Seconded, and placed under the direction of the Chair, it shall be considered to be in the possession of the Board but may be withdrawn with the consent of the Mover and the support of the majority of the BIA Board.
- 15.2 Every Motion as herein provided when duly Moved and Seconded shall be read by the Chair in the precise form in which it was introduced and in which it will be recorded in the minutes and the question shall then be open for discussion and consideration.
- 15.3 Prior to a question being voted on, each member present shall take their seat in respect to vote unless they have declared a pecuniary interest pursuant to the *Municipal Conflict of Interest Act*.




- 15.4 After a question is deemed to finally put by the Chair, no member shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.
- 15.5 The decision of the Chair as to whether the question has been finally put shall be final, except on appeal by any member, upon which the decision of a majority of the BIA Board shall be conclusive.
- 15.6 Any member may require any question to be repeated from the Chair prior to the voting on such question.
- 15.7 If a member present at a meeting at the time of a vote requests immediately before or after taking of the vote that the vote be recorded, each member present, except the member who is disqualified from voting by any Act, shall announce his or her vote openly and the Secretary shall record each vote with the Chair voting last. A member expressing preliminary intent to call for a recorded vote does not act to minimize, terminate or quash debate on the matter.
- 15.8 A failure to vote under Section 15.7, by a member who is present at the meeting at the time of the vote and who is qualified to vote shall be deemed a negative vote.
- 15.9 A tie vote shall be declared to be a lost vote.
- 15.10 The Rules of Procedure for the BIA operation shall be those contained in this By-law unless otherwise prescribed by statute or law.

THAT by-law 1-2011 is hereby repealed.

THIS by-law shall come into force and take effect upon being passed by the Board of Management.

Enacted and passed this 31 day of March, 2015.

  
Fred Godbolt, Chair

  
Tejas Patel, Secretary / Treasurer