



## The Corporation of The Municipality of Central Huron

### BY-LAW 63-2023

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**Being a By-Law to Govern the Calling, Place and Proceedings of the Central Huron Business Improvement Area.**

**WHEREAS** Section 238 of the *Municipal Act, 2001*, requires that every Municipality and local board shall pass a procedural by-law for governing the calling, place and proceedings of meetings; AND

**WHEREAS** Section 204 of the *Municipal Act, 2001* provides that a local municipality may designate an area as an improvement area and may establish a board of management to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally, and to promote the area as a business or shopping area; AND

**WHEREAS** the Central Huron Business Improvement Area is deemed to be a local board in accordance with the *Municipal Act, 2001*; AND

**NOW THEREFORE** the Council of the Corporation of the Municipality of Central Huron enacts as follows:

- Central Huron **Business Improvement Area Rules of Procedures**

#### 1. Definitions

- a) **“Agenda”** means the written order of business;
- b) **“By-law”** means a law or regulation in a form approved by the council for the purposes of giving general effect to a decision or proceeding of council;
- c) **“Associate Member”** means a non-voting member who is a business over in the area surrounding but not included in the existing BIA boundary
- d) **“Board of Management”** means a corporate body who is responsible for the administration and strategic management of the BIA. The Board of Management for the Central Huron BIA shall be consisting of 4 members and a maximum of 10. The Board of Management shall have one (1) Chair & or Co-Chair, one (1) Vice-Chair, one (1) Secretary and one (1) Treasurer & one (1) member of Council appointed to the BIA.
- e) **“CHBIA”** means Central Huron Business Improvement Area



- f) **“Meeting”** means a regular, special or other meeting of Council or a committee of Council where:
  - (i) a quorum of Members is present, and
  - (ii) Members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of Council;
- g) **“Motion”** means a question to be considered by Council duly moved and seconded. When a motion is adopted, it becomes a resolution
- h) **“Municipal Corporation”** means The Corporation of the Municipality of Central Huron;
- i) **“Non-Pecuniary Interest”** means a private or personal interest that a Member may have that is non-financial in nature and that would be considered by a reasonable person, apprised of all the circumstances, as being likely to influence the Member’s decision in any matter in which the non-pecuniary interest arises, and may include, but is not limited to, an interest that arises from a relationship with a person or entity;
- j) **“Pecuniary interest”** means relating to or consisting of money or having financial, economic or monetary value (*Conflict of Interest Act*, R.S.O. 1990, Chapter M. 50, as amended);
- k) **“Quorum”** means the majority of the whole number of the members of Council who are present in person and are entitled to vote;
- l) **“Recorded Vote”** the recording of the name and vote of every Member present on any matter or question
- m) **Rules of Procedure** means the rules and regulars provided by this By-law or in the absence of a rule of regulation, Bourinot’s Rules of Order shall prevail.

## 2. Authority:

In all instances the BIA shall operate in conformity with the provisions of the *Municipal Act* and bylaws of The Municipality of Central Huron. The Board of Management of the BIA, with the input of the membership may set general guidelines, rules and regulations above and beyond those provided under the *Municipal Act* but never in contravention or contradiction with the *Act*.



### **3. Purpose:**

This constitution is intended to provide such further rules of procedure as are not specified in the *Municipal Act* or Municipal bylaws in order that the functions of the BIA may be performed in as fair and democratic a manner as possible.

The Central Huron Business Improvement Area (CHBIA) is appointed to:

- Oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and
- Promote the area as a business or shopping area; and
- Manage the money that is collected by the Municipality of Central Huron from the required special BIA level for these activities.

### **4. Board:**

#### **Term of Office**

- The BIA Board shall hold office for a term of four (4) years which is the same as the term of the appointing Council or until a successor is appointed.

#### **Board of Management Directors**

- The Board of Management shall consist of a minimum of 4 members and a maximum of 10, as established by the Municipality of Central Huron's Council and as outlined below:
  - One (1) member of Council is appointed to the BIA by the Council of the Municipality of Central Huron
  - Four (4) to Ten (10) members are nominated by the current board and formally selected by the BIA membership at an Annual General Meeting.
- The Board of Management shall have the following Director positions: Chair & or Co-chair, Vice- Chair, Secretary, Treasurer.
- A quorum for conducting any meeting of the Board of Management shall consist of a majority of Board Members
- All Board Members must be reported to and approved by the Council of the Municipality of Central Huron

#### **Vacancies**

- The seat of a Director of the Board becomes vacant when:
  - 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 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.

- Board members may resign by resignation in writing via email to the Board of Management and the Municipality of Central Huron that shall be effective upon any time or date requested.
- In the event of a vacancy occurring on the Board of Management:
  - The remaining Directors may nominate for the Municipality's consideration and appointment of an individual for Directorship to fill the vacancy of the remaining portion for the term of office.
  - The Board of Management shall notify the Municipality of Central Huron as soon as any vacancy occurs and when the remaining Directors or Members have a nomination for appointment for the Board.

### **Remuneration**

- The Directors of the Board of Management shall receive no remuneration either directly or indirectly for services rendered but may be reimbursed for out of pocket expenses incurred by them as a result of representing the Board of Management.
- The above requirement does not pertain to the contracting of services with a Director's business. Preference may be given to purchasing services from BIA members whenever fiscally possible, and Director's businesses are not excluded, provided business is conducted in accordance with the Purchasing Policies of the Municipality.
- A Director who is in any way directly or indirectly interested in a contract, or proposed contract, with the BIA shall disclose his or her interest to the Board of Management. Unless otherwise provided by law, no such member shall vote on any resolution to approve such contract.

### **Responsibilities of the Board of Management**

The Board of Management shall:

- Notify the municipality of those nominated for as Directors, as proposed by the membership, for formal appointment to their positions.
- Manage and supervise the affairs of the BIA.
- Maintain liaison with the Municipality through the appropriate Council member(s).
- Submit its annual report for the preceding year to the Municipal Council, in accordance with the requirements of the *Municipal Act, 2001*.
- Prepare and submit a budget to Central Huron Council by the date and in the



form as required by the Municipality.

- Authorize all expenditures in accordance with the budget established for the current year after consultation with the membership.
- Report to the BIA's membership on its actions affecting administration, activities and policies of the BIA at all membership meetings.
- Designate a financial institution for the deposit of funds on behalf of the BIA.
- Determine the time & place of all BIA meetings (except for committee meetings) and authority to call any special meetings deemed necessary.
- Notify the Municipal Council member of all BIA meetings. The Council representative(s) shall be entitled to attend all meetings of the Board of Management and all membership meetings called for the purpose of carrying on the business of the BIA.
- The fiscal year of the Board, shall be the calendar year.
- In the event that the Chair & the Vice Chair are unable to attend a BIA scheduled meeting, those Directors present at the scheduled meeting shall select a presiding officer from that meeting, providing there is a quorum of the Board of Management.

#### **Members:**

- Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property (*Municipal Act, 2001, Section 204 (4)*)
- Businesses located in downtown Central Huron fall within the catchment area and are automatically part of the BIA.
- Each member of an improvement area has one vote at the Annual General Meeting regardless of the number of properties that the member may own or lease in the improvement area (*Municipal Act, 2001, Section 204 (6)*)

#### **Associate Members:**

- Associate Members are for businesses that are not located within the BIA boundaries.
- BIA levies are not charged on an Associate Member outside of the BIA boundary and their fees are voluntary.
- Associate members must register to take advantage of the benefits of the Central Huron BIA.
- Associate members do not have the ability to vote for items at the Annual General Meeting.

#### **Directors and Officers Duties**

The duties of the Directors and Officers are as follows:



### Chair and or Co chair

- Shall be the Chief Executive officer of the BIA & the only spokesperson authorized to speak publicly for the BIA unless another member acting as a media correspondent is designated with this responsibility, with member's approval.
- Shall preside over all meetings of the Board of Management and those of the membership unless otherwise delegated.
- Shall be ex-officio member of all committees.
- Shall be one of no fewer than two signing officers for the BIA contracts.
- May be a signing authority on cheques.

### Vice-Chair

- Shall exercise the duties of the Chair in the Chair's absence.
- May be a signing authority on cheques

### Secretary

- Shall record the minutes of all proceedings, give all notices to members, be custodian of all books, records, correspondence, contracts & other documents belonging to the BIA unless otherwise delegated by the Board of Management.
- Upon completion of his or her term of office, deliver to the Board of Management all books, papers, records, correspondence, contracts and other documents belonging to the BIA.
- Ensure that all minutes of the Board are forwarded to the Municipality of Central Huron and the BIA membership.
- Upload all Board Agendas and Minutes to the CHBIA website.
- May be a signing authority on cheques

### Treasurer

- Shall receive & account for all monies of the BIA, deposit all monies, or other valuable effects received, in the name and to the credit of the BIA in the bank selected by the BIA; keep full & accurate accounts of receipts and disbursements; and disburse all funds by cheque unless otherwise directed by the Board of Management.
- Shall submit an up-to-date statement of receipts and disbursement at each regularly scheduled membership meeting. Upon approval by the Board of Management, the statement will be attached to the minutes at which they were approved.
- Shall provide to the Board of Management an annual financial report as required under the *Municipal Act*.
- Shall be one of no fewer than three signing authorities for BIA financial



documents.

- Upon completion of his/her term of office, deliver to the Board of Management all books, papers, records, correspondence, contracts and other documents belonging to the BIA.

#### Media Correspondent:

Will be the authorized spokesperson to speak publicly for the BIA, at the direction of the Board of Management.

#### Newsletter Editor

- Is responsible for writing & sending out a newsletter regularly to all members of the BIA and will be compensated for any delivery costs incurred, upon receipt of documentation.

#### Municipal Council Representative

- A member of Central Huron Council will be appointed by the Mayor to sit on the Board of Management and act as a liaison between Council and the CHBIA.

#### Other Members

- May be asked to serve on a committee.
- Shall ensure that any committee, on which he/she is a member, acts within its mandate.

#### Committee Chairs

- Shall report to the Board of Management on the activities of the committees that he/she chairs, unless another member of the committee is delegated to do so.

#### Committees of the BIA

- All committees are established at a regular meeting by the members, and report to the Board of Management and the general membership.
- A committee shall be comprised of no fewer than 3 members. One member will act as committee chair and will be elected by the other members of the committee.
- The Committee Chair must sit on the Board of Management
- All committees are responsible for investigating, preparing plans, and recommending actions to the BIA within their mandate.
- Committees shall not have the authority to enter into a contract on behalf of the BIA or commit to any financial liability beyond its approved budget.
- Each committee shall report (preferably in writing) its activities at each regularly scheduled BIA meeting either by the chair of the committee or another member. Written reports should be attached to the minutes of the meeting at which they were presented.



- All Committees of the BIA are required to have an Agenda and Minutes for each meeting conducted. These minutes shall be included in the next BIA Board's meeting agenda for information.

## **5. Meetings:**

- All local board meetings must be open to the public, with limited exceptions. These exceptions must be in accordance with Section 239 (2) & (3) of the Municipal Act, 2001 if the subject matter being considered is:

### **Section 239 (2):**

- (a) the security of the property of the municipality or 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 by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice 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 may hold a closed meeting under another Act;
- (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.





### **Section 239 (3)**

(a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or

(b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

- Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,
  - a. the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
  - b. in the case of a meeting under subsection (3.1), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection. 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2).

The CHBIA shall consult the Clerk of the Municipality of Central Huron prior to proceeding with any in-camera meeting. When a Closed Session is necessary, it will be a requirement that the minutes shall be prepared and approved at the next scheduled Closed Session.

### **Meetings of the BIA**

- The CHBIA shall at the call of the Chair, regularly meet to conduct the business of the BIA no less than two (2) times per year. The secretary shall notify all Board of Management Directors and committee chairs at least seven (7) days in advance of the meeting. Notwithstanding the foregoing, in the event of a special meeting of the Board, the Secretary shall provide such notice as is reasonable in the circumstances.
- At Board of Management meetings, any member, associate member or member of the public may attend the meeting to observe. However, they shall not vote on any items on the agenda.
- Upon written petition of any four (4) members of the Board of Management, stating a cause or concern, which shall be considered as the agenda of the meeting, the Chair shall call a Board of Management meeting, to deal with the cause or concern in question within 15 (fifteen) days of receipt of the petition by the secretary of the BIA.
- No error or accidental omission in giving notice of any meeting of the Board of Management shall invalidate such meeting or make void any proceedings taken at such meeting.
- No omission to give any notice to any member, nor error in any notice not



affecting the substance thereof, shall invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- If all Directors of the Board of Management of the BIA consent, a meeting of the Board of Management may be held by means of telephone, electronic or other communication facilities, as permit all persons participating in the meeting to communicate with each other simultaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

## **Delegations**

Any member of the CHBIA may ask that issues or items of interest be placed on the agenda of the CHBIA for discussion and/ or resolution This includes a request to make a deputation or presentation. They may contact any CHBIA Board member or the Municipality of Central Huron's Council Representative by noon on the Friday immediately before the regular meeting date for inclusion of an item on an upcoming agenda.

## **Notice of Meetings**

- The secretary shall prepare an agenda for each meeting
- The agenda shall be posted on the CHBIA's website by 4PM on the Friday before the meeting.
- A notice shall be posted on the CHBIA's social media pages with a link that goes directly to the agendas and previous minutes by 4PM on the Friday before the meeting.
- All amendments to the agenda shall be posted no later than twenty four (24) hours prior to the meeting. The amendments shall be posted on the BIA's website. A link shall be posted on the BIA's social media pages that goes directly to the amendment.

## **Minutes**

Minutes of the CHBIA whether it is closed to the public or not, shall record:

- The date, time and place of the meeting,
- The record of attendance of the members,
- The correction and adoption of the minutes of prior meeting(s),
- All resolutions and decisions,
- All the other proceedings of the meeting without note or comment, whether it is closed to the public or not;
- A list of other business items discussed.

After the minutes have been adopted, they will be signed by the Chair and the Recording Secretary.



### **Sub-Committee Meetings**

- A sub-committee shall meet as often as its members deem necessary to perform the committee's mandate.
- A sub-committee shall establish a time & place suitable to the majority of its members for the holding of its regular meetings.
- A sub-committee shall keep accurate records of its activities, & report it orally at a membership meeting & these matters are to be recorded by the Secretary in the minutes of that meeting.

### **Annual General Meeting**

- There shall be at least one general annual meeting in each calendar year, within the timeframe prescribed by the *Municipal Act, 2001*.
- Unless otherwise provide by the *Municipal Act, 2001* notice of all general membership meetings shall be by e-mail or mail fifteen (15) days prior to the meeting. The notice will be mailed to the address last provided by the member to the secretary to the property address of the owner indicated on the last municipal assessment roll.
- Notice of the meeting will include a formal agenda. The floor may receive new business after the formal agenda has been completed.
- The AGM Meeting notice and agenda shall be posted on the BIA's website and Facebook page fifteen (15) days prior to the meeting as well.
- Quorum of a General Meeting consists of the majority of those members present at the meeting duly called.

### **Rules of Order**

- In absence of a certain rule in the Rules of Procedure, the proceedings of the BIA shall be in accordance with the *Municipal Act* and shall be conducted as set out in the Rules of Order established by the Municipality.

### **Proxy Voting**

- There shall be no proxy voting of any kind at meetings of the Board of Management or at a meeting with the membership unless otherwise provided by Section 204 (7) of the *Municipal Act*.



## **Elections**

- Elections for officers on the Board of Management will be held at an Annual General Meeting.
- A voting delegate must make nominations from the floor with a seconder. Nominations will be called three (3) times before they are deemed closed.
- Only one delegate per business member can be nominated for election at any one time.
- The newly appointed officers shall assume their responsibilities in accordance with their appointment. The previous officers continue until the new takes place.

## **Quorum**

- Quorum is a simple majority. Fifty per cent plus one of the total number of Board Members must be present to constitute a quorum.
- Where a quorum is not present within 20 minutes after the hour fixed for a meeting, the Recording Secretary shall record the names of the Members of the Board of Management present and the meeting shall stand adjourned until the next meeting unless all in attendance agree to continue with the meeting for information and discussion purposes only as no actions can be taken. Notes will be recorded and shared at the next meeting.

## **Voting at Meetings**

- At each meeting with the membership a member may cast one (1) vote on each motion.
- Voting at Board of Management or general meetings shall normally be by a show of hands or, if requested by the Chair, by a standing vote.
- The chair of the Board of Management or of a committee has the right to vote at a meeting or committee of which he/she is the Chair.
- A tie vote defeats the motion.
- In order to represent the entire interests of the CHBIA membership, decisions regarding the business and operation of the BIA are not made in isolation or by individuals (except where explicitly stated elsewhere in the Constitution or By-Laws) but as a result of shared information, discussion and majority agreement by the Board of Management as a whole and when appropriate, in consultation with its members. Executive Committee meetings, when held, should adhere to a similar intent.



## **Finances**

### **Purchasing**

- Purchases up to \$1,000 that have been approved in the current year budget can be made by committee chairs.
- Purchases between \$1,000 and \$4,999 shall be approved by at least 2 members of the Board of Management.
- Purchases \$5000 or greater shall have 3 quotes presented to the Board of Management to award purchasing.

### **Banking**

- The designation of the financial institution for the deposit of funds on behalf of the BIA is the responsibility of the Board of Management, as approved by the Municipality.
- The disbursement of funds shall be by cheque, unless otherwise provided by the Board of Management.
- All cheques shall bear two (2) signatures. The Board of Management will determine the list of signing officers.

### **Contracts**

- All BIA contracts are the responsibility of the Board of Management.
- To enter into a contract, a resolution thereof approved by the Board of Management shall be entered in the minutes of the Board of Management meeting or membership meeting and a copy of the contract is to be attached to the minutes of that meeting.
- Once approved, a contract shall bear two (2) BIA official signatures, one being the Chair.

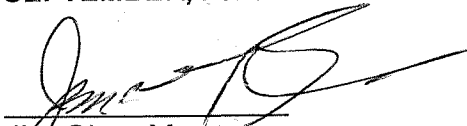
That this By-Law shall come into force and take effect upon being passed by the Council.

Read a first and second time this 25<sup>th</sup> day of September, 2023

Read a third time and finally passed this 25<sup>th</sup> day of September, 2023



THAT THIS BY LAW BE ENACTED, SIGNED AND SEALED THIS 25<sup>TH</sup> DAY OF  
SEPTEMBER, 2023

  
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Jim Ginn, Mayor

  
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Rachel Anstett, Clerk