



Central Huron BIA Rules of Procedure 2018

General

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

Board Of Management Directors

- 1) The Board of Management shall consist of a minimum of 4 members and a maximum of 10, as established by the Municipality.
- 2) The Board of Management shall have the following officers: Chair & or Co-chair, Vice chair, Secretary, Treasurer
- 3) A quorum for conducting any meeting of the Board of Management shall consist of a majority of Directors.

Vacancies

- 1) Vacancies must be referred to Municipal Council.

Remuneration

- 1) 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.
- 2) 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.
- 3) 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:

- 1) Notify the municipality of those nominated for as Directors, as proposed by the membership, for formal appointment to their positions
- 2) Manage and supervise the affairs of the BIA.
- 3) Maintain liaison with the Municipality through the appropriate Council member(s).
- 4) Submit its annual report for the preceding year to the Municipal Council, in accordance with the requirements of the *Municipal Act*.
- 5) Authorize all expenditures in accordance with the budget established for the current year after consultation with the membership.
- 6) Report to the BIA's membership on its actions affecting administration, activities and policies of the

- BIA at all membership meetings.
- 7) Determine the time & place of all BIA meetings (except for committee meetings) and authority to call any special meetings deemed necessary.
 - 8) Notify the Municipal Council members 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.
 - 9) The fiscal year of the Board, shall be the calendar year.
 - 10) 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.
 - 11) Absence from 3 consecutive meetings without regrets will result in removal from the board of management. A written email will be sent to the member after the 2nd missed meeting as a warning.

Directors and Officers Duties

The Duties of the Directors and Officers are as follows:

Chair and/or Co-Chair

- 1) 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.
- 2) Shall preside over all meetings of the Board of Management and those of the membership unless otherwise delegated.
- 3) Shall be ex-officio member of all committees.
- 4) Shall be one of no fewer than two signing officers for the BIA contracts.
- 5) May be a signing authority on cheques.

Vice Chair

Shall exercise the duties of the Chair in the Chair's absence.

Secretary

- 1) 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.
- 2) 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.

Treasurer

- 1) 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 and accurate accounts of receipts and disbursements; and disburse all funds by cheque unless otherwise directed by the Board of Management.
- 2) 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.
- 3) Shall provide to the Board of Management an annual financial report as required under the *Municipal Act*.
- 4) Shall be one of two signing authorities for BIA financial documents.
- 5) 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.
- 6) Work closely with the Accounting Officer of the Municipality assigned by the Municipality

Media Correspondent/Newsletter Editor

- 1) Will be the authorized spokesperson to speak publicly and on social media for the BIA, at the direction of the Board of Management. Also 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

- 1) A member of council will be appointed by the Mayor to sit on the Board of Management and act as a liaison between council and the BIA.

Other Members

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

Committees of the BIA

- 1) All committees are established at a regular meeting by the members, and report to the Board of Management and the general membership
- 2) The committee Chair must sit on the Board of Management
- 3) A committee shall be comprised of no fewer than 3 members.
- 4) All committees are responsible for investigating, preparing plans, putting forth yearly budgets and recommending actions to the BIA within their mandate.
- 5) 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.
- 6) 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.

Associate Members

- 1) Associate Members are businesses located outside the catchment area that pay an annual fee of \$150, HST included, to be members of the BIA.
- 2) In accordance with the *Ontario BIA Association*, Associate Members will not have voting rights.
- 3) An Associate Membership includes; advertising on the BIA website, as well as the opportunity to join BIA promotions, events and advertising.

Elections

- 1) Elections for officers on the Board of Management will be held at an Annual General Meeting.
- 2) The newly appointed officers shall assume their responsibilities in accordance with their appointment. The previous officers continue until the new BIA takes office.
- 3) A term is considered 2 consecutive years from the date of the AGM.

Annual General Meeting

- 1) There shall be at least one general annual meeting in each calendar year, within the timeframe prescribed by the *Municipal Act*.
- 2) Unless otherwise provide by the *Municipal Act*, notice of all general membership meetings shall be by e-mail, faxed or mailed 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.
- 3) Notice of the meeting will include a formal agenda. The floor may receive new business after the

formal agenda has been completed.

- 4) There shall be no proxy voting unless otherwise provided under Section 204(7) and (8) of the *Municipal Act* as follows: Sub-section (7) “A corporate member of an improvement area may nominate in writing one individual to vote on behalf of the corporation. “Sub-section (8)” one individual may be nominated for voting purposes by two or more corporations that are members of an improvement area.”
- 5) Quorum of a General Meeting consists of the majority of those members present at the meeting duly called.

Meetings of the BIA

- 1) The BIA shall regularly meet to conduct the business of the BIA, no less than 10 (ten) times per year, as established by BIA. All Board of Management Directors and committee chairs will be notified at least seven (7) days in advance. Notwithstanding the foregoing, in the event of a special meeting of the Board, notice will be provided as is reasonable in the circumstances.
- 2) At Board of Management meetings, any member of the membership may attend, ask to be recognized by the BIA’s Chair and speak on any items on the agenda or request new business to be placed on future agenda. However, they shall not vote on any items on the agenda.
- 3) 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.
- 4) The Board of Management may limit the time for deputations prior to the commencement of any meeting.
- 5) 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.
- 6) 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.
- 7) 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.

Sub- Committee Meetings

- 1) A sub-committee shall meet as often as its members deem necessary to perform the committee’s mandate.
- 2) A sub-committee shall establish a time & place suitable to the majority of its members for the holding of its regular meetings with a minimum of 3 members.
- 3) 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.

Special Meetings of the Membership

- 1) The Board of Management has authority to call any special membership meeting it deems necessary.
- 2) Upon written petition by 33% of the members of the BIA stating a cause or concern, which shall be considered as the agenda of the meeting, the Chair of the Board of Management shall call a special meeting to deal with the cause or concern in question within (30) days of reception of the petition by the Secretary of the BIA.

Voting at Meetings

- 1) At the AGM a member may cast one (1) vote on each motion.
- 2) At monthly Board of Management meetings only the Board of Management may cast one (1) vote on

each motion.

- 3) 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.
- 4) 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.

Proxy Voting

- 1) 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*.

Rules of Order

- 1) 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.

Banking

- 1) 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.
- 2) The disbursement of funds shall be by cheque, unless otherwise provided by the Board of Management.
- 3) All cheques shall bear two (2) signatures. The Board of Management will determine the list of signing officers.

Contracts

- 1) All BIA contracts are the responsibility of the Board of Management.
- 2) 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.
- 3) Once approved, a contract shall bear two (2) BIA official signatures, one being the Chair.

Purchasing

- 1) Purchases up to \$500 that have been approved in the current year budget can be made by committee chairs
- 2) Purchases between \$501 and \$4,999 shall be approved by the Board of Management.
- 3) Purchases \$5000 or greater shall have 3 quotes presented to the Board of Management to award purchasing.

Agreements

- 1) There are ongoing agreements with the Municipality for reoccurring projects/jobs found in Appendix A are the current agreements as of 2018.
- 2) Agreements should be reviewed at the beginning of each term of Board of Management.
- 3) Agreements may be void immediately after written notification by either party.

Appendix A



Accounting Officer

The Central Huron BIA and the Municipality of Central Huron agree that a bookkeeper from the accounting staff at the Municipality. This person works closely with the Treasurer and the Chair of the BIA.

Bills are submitted at the monthly BIA Meetings to be approved and submitted to the bookkeeper for payment. Cheques are put through in the municipal cheque run from the Municipality and the BIA reimburses the Municipality in a lump sum.

This agreement will remain in place until written notification is provided by either party.

CHBIA Chair

CAO of Central Huron



Christmas Lights

The Central Huron BIA and the Municipality of Central Huron agree to partner together to make downtown festive for the Holiday Season. Erie Thames Power hangs the lights each year. Prior to going up the lights on the decorative holly and the large tree of lights at the main intersection are checked for working order. If replacement bulbs are needed costs will be divided equally between the CHBIA and the Municipality of Central Huron. Please provide the CHBIA Treasurer a copy of the total bill for their records.

This agreement will remain in place until written notification is provided by either party.

CHBIA Chair

CAO of Central Huron



Central Huron Employee

The Municipality of Central Huron agrees to make available an employee to the Central Huron BIA. Jobs that said employee does for the BIA include: placement and removal of summer planters and hanging baskets, watering of flowers and plants throughout the months of June until October, hanging of the Christmas swags, checking Christmas lights, and other miscellaneous jobs. Timing, frequency and other miscellaneous jobs will be discussed from time to time between the Manager of the employee and the Chair of the CHBIA Beautification Committee.

In return the CHBIA will pay the wages of the employee under accounting job # 9500, plus the use of equipment and benefits for said employee. When 90% of the yearly budgeted amount is reached the Municipality will notify the CHBIA Treasurer to pass onto the Board of Management.

This agreement will remain in place until written notification is provided by either party.

CHBIA Chair

CAO of Central Huron



Beautification

The Central Huron BIA and the Municipality of Central Huron agree to help decorate downtown.

Initiatives include:

The use of parks/gardens in the catchment area for the placement of colourful doors as part of the “Doors Open” campaign. Doors are placed both late Spring and at Christmas, (after November 11th).

The use of the hydro poles along the catchment area for corn stalks in the fall, to be taken down before Remembrance Day.

The use of hydro poles for the BIA’s hardware and banners from late spring until late October. The BIA is responsible for hanging their banners late spring and the Municipality removes those banners when they install their Remembrance Day banners. The Municipality then organizes the removal of those banners when the holly is put up for the holidays. The BIA assumes responsible for the maintenance of the hardware.

The CHBIA hangs 48 hanging baskets on poles and arches late spring in the catchment area, along with 30 pots of flowers on the streets. This is the cost of the BIA. The Municipality includes 10 of their planters on the flower order yearly to promote uniformity downtown, that is a cost to them. Colours will be chosen at a meeting between the CHBIA Beautification Committee, the Municipality and Communities in Bloom.

This agreement will remain in place until written notification is provided by either party.

CHBIA Chair

CAO of Central Huron