

**THE GODERICH BUSINESS IMPROVEMENT AREA
PROCEDURAL BY-LAW NO. 2 OF 2010**

A by-law to establish rules of order, regulations and procedures for the Goderich Business Improvement Area Board of Management and for Committees of the Goderich Business Improvement Area Board of Management of the Town of Goderich

WHEREAS it is desirable to regulate the proceedings of the Goderich Business Improvement Area of the Town of Goderich, and of the Committees thereof as provided under Section 238 of the Municipal Act, 2001, S.O. 2001, c.25, as amended.

NOW THEREFORE THE Board of Management of the Goderich Business Improvement Area of the CORPORATION OF THE TOWN OF GODERICH HEREBY ENACTS AS FOLLOWS:

PART 1 – DEFINITIONS

1) In this by-law the following definitions shall apply:

- a) The Goderich “B.I.A.” means the Business Improvement Area of the Town of Goderich.
- b) “Chair” means the B.I.A. Member of the Board of Management duly appointed as Chair, or B.I.A. Board of Management Member who is the presiding officer of the session or meeting.
- (c) “Member” means a person representing a ratepayer of the annual Business Improvement Area budget of the Corporation of the Town of Goderich and who has been duly appointed to the “B.I.A.” Board of Management by the Council of the Town of Goderich, or a Town of Goderich municipal Councillor who has been appointed to the “B.I.A.” Board of Management
- d) “Present” means physically in attendance at the meeting.
- e) “A Quorum”, as it relates to the “B.I.A.” Board of Management and “B.I.A.” Committees, shall consist 50% or more of the applicable Members of the respective Board of Management or Committee.
- f) “Committee of the Whole” means the “B.I.A.” Board of Management sitting as a Committee.
- g) “Closed Committee of the Whole” means closed meetings to the public.
- h) Throughout this By-law, the words “he” and “his” shall, where appropriate, be deemed to also be read as “she” and “her”.

PART 2 – MEETINGS

1. INAUGURAL MEETINGS

The Inaugural Session shall be held on the first suitable day in the month of January each year, and the exact place, date and time shall be determined by the Members of the Board of Management in the immediately preceding month, unless newly appointed Members to the Goderich Business Improvement Area Board of Management have been established by the Council of the Town of Goderich, in which case the newly appointed Members shall establish the inaugural meeting Date, time and place in the month of January.

2. REGULAR SESSIONS

From and after the Inaugural meeting, the Board of Management of the Goderich Business Improvement Area shall meet at such times as the Board of Management may by resolution indicate or at such other time as B.I.A. Board of Management may by resolution indicate. Or, upon the call of the Chair, or in the absence of the Chair, by a call from the Vice-Chair, or by written demand of fifty percent of the members of the Board of Management, a Regular Meeting of the Board of Management can be held with a minimum of 7 days advance Notice to all Members of the Board of Management. A Special Meeting for a special purpose or special purposes, which items shall be clearly identified in the Notice of a Special Meeting sent to all members of the B.I.A. Board of Management, may be held with forty-eight hours written advance Notice to all Members of the B.I.A. Board of Management.

The B.I.A. Board of Management shall convene at least 7 Regular Board meetings each calendar year.

3. MEETING - GENERAL

The meetings of the B.I.A. Board of Management shall be held in the premises utilized by the Goderich B.I.A. for such meetings, or at such other location(s) within the Goderich B.I.A. area as may be determined by the Chair with the agreement of the Vice-Chair. Goderich B.I.A. Board of Management Committee meetings may, with the approval of the Chair of the B.I.A. Board of Management, be held elsewhere, at premises agreed to by the Chair of the respective B.I.A. Committee with the agreement of the majority of the Members of the B.I.A. Committee.

4. SPECIAL MEETINGS

Whenever a meeting may be required for special business, it shall be called by the Chair at such time as he may deem requisite; or at the request in writing of a majority of the Members of the B.I.A. Board of Management, the Chair, or in the Chair's absence the Vice-Chair, shall summon the Meeting and it shall not be competent to consider or decide upon any matter at the Special Meeting unless such matter is clearly contained in the Notice of the Special Meeting, or unless the Members of the Board of Management present at such meeting unanimously consent thereto.

5. EMERGENCY MEETINGS

Notwithstanding the Notice requirement set out above, in the event of a bona fide emergency, the Special Board of Management Meeting may be held as soon as practicable following receipt of the summons or petition.

6. SPECIAL MEETINGS IN ABSENCE OF CHAIR

In the absence of the Chair, or if his office is vacant, a Special Meeting may be summoned upon a requisition signed by a majority of the Members of the B.I.A. Board of Management.

7. NOTICE OF SPECIAL MEETINGS

Subject to the provisions of the Municipal Act of the Province of Ontario, the B.I.A. Board of Management may be summoned to a Special Meeting referred to in Part 2, Sections 5, 6 and 7 on 48 hours clear written Notice.

8) ELECTRONIC MEETINGS via e-mail

Subject to the Board of Management approving a Policy for Electronic Voting on a specific matter, Electronic Voting on one or more specific identified matter(s) may be conducted by the B.I.A. Board of Management, or subject Committee, when carried out in accordance with the applicable Policy for Electronic Voting as approved, and amended from time to time, by the B.I.A. Board of Management.

9. QUORUM

Quorum shall consist of 50% or more of the applicable members of the respective Board of Management or Committee.

10. IF CHAIR IS ABSENT

Upon a quorum of Members being present, the Chair shall take the chair and call the Meeting to order; but in the absence of the Chair, or if his office is vacant or if he refuses to act, the B.I.A. Vice-Chair shall assume the chair, or if the B.I.A. Vice-Chair is not available or is unwilling or unable to act, then the B.I.A. Board of Management may from among its members appoint a Chair who, during such absence or vacancy or refusal to act, shall have the powers of the Chair.

11. IF NO QUORUM PRESENT

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, subject to the provisions of Part 2, Sections 5, 6 and 7 of this by-law.

12. CLOSED COMMITTEE OF THE WHOLE

Attendance at Closed Committee of the Whole session shall be limited to the Members of the B.I.A. Board of Management, Recording Secretary and any other person(s) as the Board of Management deems advisable or necessary.

13. ADJOURN MEETINGS

Unless otherwise determined by a resolution of the B.I.A. Board of Management passed by a majority of all the members present, the Meeting of the Board of Management shall adjourn by eleven o'clock in the evening, if it is then in session, and shall reconvene at the hour, date and place determined in such resolution when the unfinished business of the preceding meeting shall be transacted including any business that might have been transacted at such preceding meeting but not for want of time or opportunity to do so.

PART 3 – MEETINGS (CLOSED OR OPEN TO THE PUBLIC)

1. Regular Meetings of the B.I.A. Board of Management and Committees of the Board of Management shall be open to the public and may not be closed except when the B.I.A. Board of Management or a Committee of the Board of Management goes into Closed Committee of the Whole to deal with a specific matter as provided by the Procedural By-law.
2. Special Meetings may be open or closed as the public interest requires, but shall normally be open unless the Board dictates otherwise.
3. Closed Committee of the Whole Meetings shall be closed meetings and attendance by non-members of the B.I.A. Board of Management is a privilege not a right.
4. All Regular and Special Meetings of the B.I.A. Board of Management shall be open to the public unless the subject matters to be considered relate to:
 - the security of the property of the municipality or local board;
 - personal matters about an identifiable individual, including B.I.A., municipal or local board employees;
 - a proposed or pending acquisition or disposition of land by the B.I.A. or municipality or local board;
 - labour relations or employee negotiations;
 - litigation or potential litigation, including matters before administrative tribunals, affecting the B.I.A., municipality or local board;
 - advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act.

Before holding a meeting or part of a meeting that is to be closed to the public, the B.I.A. Board of Management or a Committee of the B.I.A. Board of Management shall state by resolution:

- a) the fact of the holding of the closed meeting or portion of a meeting in closed session; and
- b) the general nature of the matter to be considered at the closed meeting.

There shall be a closed session provided as the last item on each agenda of each Committee or Board meeting at which time the foregoing as well as any other items which the Committee or Board deem necessary to be referred to the closed session shall be discussed.

PART 4 – ORDER OF PROCEEDINGS

1. As soon after the hour of meeting as there is a quorum present, the Chair shall call the Members to order.
2. If the Chair is not in attendance or is unable or unwilling to chair the Meeting, the Vice-Chair shall call the Meeting to order. If the Vice-Chair is not available or is unable or unwilling to take the chair, then the B.I.A. Board of Management shall appoint one of its Members as presiding officer until the Chair, or Vice-Chair, respectively can or will assume the chair.
3. If there is a quorum present within twenty (20) minutes after the time of day appointed for a Regular Meeting of the Members of the Board of Management, or within twenty (20) minutes of the hour appointed in the Notice calling any Special Meeting, the Recording Secretary shall call roll and take down the names of the Members then present, and as soon after the hour of the Meeting as there is a quorum present, the Chair or specified alternate as stated herein shall take the chair and call the Members to order.

PART 5 - CONDUCT OF PROCEEDINGS

It shall be the duty of the presiding officer to:

1. Open the meeting of Board of Management or B.I.A. Committee by taking the Chair and calling the Members to order;
2. Announce the business or present an Agenda before the Board of Management or Committee of the Board of Management in order of which it is to be acted upon;
3. Receive and submit in the proper manner, all motions presented by the Members of the Board of Management or Committee of the Board of Management;
4. Put to vote all questions, which are regularly moved and seconded, or necessarily arise in the course of the proceedings and to announce the result;
5. Decline to put to vote motions which infringe the rules of procedure;
6. Restrain the members, when engaged in debate;
7. Preserve order and decorum and decide matters of order subject to appeals to the entire Board of Management,
8. Call by name any Member persisting in breach of this by-law, thereby ordering the Member to vacate the Meeting Chamber;
9. When the Chair is called upon to decide a point of order or practice, the Chair shall state the rule of authority applicable to the case, without argument or comment;
10. The Chair has only one vote, the same as other Members, and any question on which there is an equality of votes shall be declared to be negative;

11. If the Chair takes part in a debate, he/she shall vacate the chair and call one of the other Members of the respective B.I.A. Board of Management or B.I.A. Committee to fill the chair for that portion of the meeting.

PART 6 - DECORUM

1. Every Member when speaking shall rise and address the Chair unless otherwise directed from the Chair. No Member shall speak longer than five (5) minutes on any one question.
2. When two or more Members attempt to speak at once, the Chair shall name the member who is to speak first.
3. When a division of the Board or Committee is called for by any Member thereof, each Member shall announce their vote openly and individually and the Recording Secretary shall record the same.
4. No vote shall be taken by ballot or by any other method of secret voting and every vote so taken has no effect.
5. No Member shall use unmannerly or indecent language against the proceedings of the B.I.A. Board or Committee or against any Member of the Board or Committee, nor shall the Member in any manner interrupt the proceedings of the B.I.A. Board or Committee, or any Member while speaking.
6. No Member shall speak more than once on the same question without leave of the Chair, subject to appeal to the Members of the Board of Management or Members of the B.I.A. Committee, except for explanation of a material part of the Member's speech which may have been misconstrued, but then the Member is not to introduce a new matter. The mover and seconder may speak a second time.
7. All motions shall, where possible, be in writing except to dispose of reports or communications, or to refer to a member or a committee, and shall be seconded before being debated or put to a vote.
8. After a motion has been read by the Chair or Recording Secretary, it shall be deemed in possession of the Board of Management or Committee of the Board of Management, but may be withdrawn by the consent of both the Mover and Secunder of the motion.
9. When a motion to table is presented, the question so delayed may be called up at the subsequent meeting, by a motion, as Unfinished Business. Any motion to table shall take priority over the motion and shall be voted on forthwith without discussion or debate.
10. All amendments shall be put to a vote in the reverse order in which they are moved, except in filling in blanks, when the longest time and the largest sum, shall be put first. Where practicable, each amendment submitted shall be reduced to writing and be decided upon or withdrawn before the main question is put to a vote.
11. After any question is finally put by the Chair, no Member shall speak to the question, nor shall any other motion be made until after the result is declared. The decision of the Chair as to whether a question has been finally put and whether it has been carried or lost shall be conclusive, subject to appeal of the Members of the Board of Management or the B.I.A. Committee.
12. Where authority or precedent for procedure and points of order is required, resort shall be made to the most recent available edition of Roberts Rules of Order.
13. Where a vote is taken for any purpose and a Member requests before or after the vote, that the vote be recorded, each Member present, except a Member disqualified from voting by any Act, shall, announce their vote openly, and any failure to vote by a qualified Member shall be deemed to be a negative vote and the Recording Secretary shall record each vote.

PART 7 - POINTS OF ORDER AND PRIVILEGE

1. The Chair or presiding officer shall preserve order and decide questions of order.
2. The Members of the Board of Management or the members of the Committee of the Board of Management, if appealed to, shall decide the question without debate and its decision shall be final.
3. Where authority or precedent for procedure and points of order is required, resort shall be made to the most recent available edition of Roberts Rules of Order, and such shall be relied upon to resolve the matter or point of order or procedure.

PART 8 – COMMITTEES and BOARD REPRESENTATIVES

1. The B.I.A. Board of Management shall make the appointments to all B.I.A. Committees as required.
2. Not all members of a Committee of the B.I.A. Board of Management must be members of the B.I.A. or of the B.I.A. Board of Management; however, the Chair of a B.I.A. Committee must be a Member of the B.I.A. Board of Management, and the majority of members of a Committee of the B.I.A. Board of Management must be representing ratepaying members within the B.I.A. area.

PART 9 - CONDUCT OF BUSINESS

1. All business referred to the B.I.A. Board of Management and to Committees of the B.I.A. Board of Management shall be discussed openly in the Board or Committee Meeting or such other Meeting as deemed appropriate by the Board or Committee.
2. Notwithstanding Part 9 Section 1 above, a meeting of the B.I.A. Board of Management or a B.I.A. Committee may be closed to the public if the subject matter is being considered relates to business defined in Part 3, Section 4 above.
3. All recommendations from B.I.A. Members and the Manager of the B.I.A. Board of Management and B.I.A. Committees shall be dealt with at a Regular or Special Board of Management Meeting for which the authority to carry out the B.I.A.'s decisions shall be given, and carrying out such decisions shall be handled by the B.I.A. Manager, Town administration, Board Member volunteer(s) or other(s) to whom it is otherwise delegated by the Board of Management, but shall be carried out in compliance with B.I.A. By-laws, Policies and Procedures.
4. No B.I.A. Board of Management Member can be excluded from Closed Committee of the Whole proceedings of the B.I.A. Board of Management, or B.I.A. Committee.

PART 10 - GENERAL

1. Subject to any over-riding provisions of the *Municipal Act* to the contrary, provisions of Part 6 of this by-law will be suspended for the subject Meeting of the Board of Management by a unanimous vote of Members present at a duly constituted Board Meeting .
2. All individuals or delegations requiring a hearing before the B.I.A. Board of Management, or a B.I.A. Committee shall endeavour to make previous arrangements with the respective Board or Committee Chair and with the B.I.A. Manager, in order that the regular procedure may not be unnecessarily interrupted.
3. Insofar as is practicable, B.I.A. Board of Management agendas, along with supporting material, shall be prepared and made available to Members on the Thursday prior to a Regular Meeting.

4. Individuals or groups wishing to appear before the B.I.A. Board of Management at a Regular Meeting shall advise the Chair not later than 12:00 noon on the Friday prior to the Meeting. The Chair may make a decision as to deferral for applications received after 12 noon on Thursday.
5. Written reports of the B.I.A. Manager, other staff, and Board Members and B.I.A. Committee Chairs shall, insofar as is practicable, be made available to the B.I.A. Office by 12:00 Noon on the Friday immediately preceding Regular Meetings.
6. Unless otherwise authorized by the Chair, all Members, staff and guests shall address the B.I.A. Board of Management through the Chair and only when recognized to do so.
7. When two or more members seek to address the Board of Management at the same time, the Chair shall designate the Member who may speak first.
8. Any Member may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a Member while speaking.
9. Every By-law shall be introduced upon motion of a Member.
10. Every By-law when introduced shall be in typewritten form and shall contain no blanks except as may be required to conform to accepted procedure or to comply with provisions of any Act.
11. Every By-law shall be given three captioned readings prior to passage.
12. The third reading of a By-law may be presented and debated on the same day except when requested otherwise by motion of the majority of the members present or as otherwise provided in law.
13. Upon passage, By-laws shall be signed by the presiding Chair and Recording Secretary.
14. Any proposed by-law may be referred to a Committee, Town of Goderich municipal personnel, or others for review and comment, including a solicitor for the B.I.A..
15. Any other by-laws, motions or resolutions inconsistent with the provisions hereof are hereby repealed.

PART 11 - TO ADJOURN

A motion for adjournment shall always be in order except:

1. When a member is in possession of the floor;
2. When the yeas and nays are being called;
3. When the members are voting;
4. When the adjournment was the last preceding motion.

PART 12 – SALE OF LAND

Every municipality and local board with authority to sell land shall pass a by-law establishing procedures, including the giving of notice to the public, governing the sale of land. (*Municipal Act*, 2001, S.O. 2001, c.25, as amended, Section 268).

Before selling any land, every municipality and local board shall:

- a) by by-law or resolution, declare the land to be surplus;
- b) obtain at least one appraisal of the fair market value of the land; and
- c) give notice to the public of the proposed sale.

READ A FIRST TIME Thursday, June 17th, 2010.
READ A SECOND TIME Thursday, June 17th, 2010.
READ A THIRD TIME Thursday, June 17th, 2010.

B.I.A. CHAIR

RECORDING SECRETARY
