

FINAL - Procedural Bylaw
Of

The Belleville Downtown Improvement Area

Being a by-law to regulate the proceedings of the Belleville Downtown Improvement Area (BDIA) Board of Directors.

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of the Belleville Downtown Improvement Area Board of Directors thereof as follows:

Interpretation

1. In this by-law:
 - (1) "BDIA" means Belleville Downtown Improvement Area;
 - (2) "Board/Local Board" means the Board of Directors of the Belleville Downtown Improvement Area;
 - (3) "Board Meeting" means a meeting of the Board of Directors of the BDIA;
 - (4) "Special General Meeting" means a meeting of the members of the BDIA;
 - (5) "Working group" means a team comprised of at least one member of the Board created to carry out specific projects included in the annual work plan of the Board;
 - (6) "Council" means the Council of the Corporation of the City of Belleville;
 - (7) "Meeting" means any regular or special meeting of the Board, BDIA membership or of a working group;
 - (8) "Presiding Officer" means the person presiding at a meeting of the Board, BDIA membership or of a working group.

General

2. (1) In all the proceedings at or taken by the Board the following rules and regulations shall be observed and shall be the rules and regulations for the order and dispatch of business by the Board of Directors and working groups thereof.
 - (2) (a) No standing rule or order of the Board shall be repealed, suspended, amended or enacted except by a vote of two-thirds of the members present and by not less than a majority of the whole Board voting in favour thereof.
 - (b) No standing rule or order of the Board shall be suspended where such action would put the Board in conflict with any Provincial legislation, as amended from time to time, which may govern the proceedings of the Board.
3. Except as herein provided or as provided by any Provincial legislation, as amended from time to time, the latest Roberts Rules of Order shall be followed for governing the proceedings of the board and the conduct of its members.
4. Subject to the *Municipal Act*, the *Statutory Powers Procedures Act*, and any other applicable Provincial legislation, a person not a member of the Board shall not be allowed to address the Board except upon invitation of the Board.
5. The BDIA shall indemnify and save harmless Directors of the Board, their heirs, executors and administrators, respectively from time to time and at all times from and against:

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- (1) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her. For or on respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
- (2) All other costs, charges, and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

Convening Meetings

6. The Annual General Meeting of the members of the BDIA shall be held at a location in Belleville not later than the month of November in each year as determined by the Board of Directors.
7. The Board may, from time to time, call a Special General Meeting of the members of the BDIA for any date and time to be held at a location in Belleville.
8. The Board may appoint a day or days in any month or months for regular Board of Director meetings at an hour to be named. There shall be a minimum of ten meetings per year.
9. In the case of the absence or death of the Chair, a special meeting may be summoned at any time by the Executive Director upon a special requisition to the Executive Director signed by a majority of the Board.
10. Upon receipt of a petition of the majority of members of the Board, the Executive Director shall summon a special meeting for the purpose and at the time mentioned in the petition, subject to notice and other requirements of the standing rules and orders of the Board.

Notice of Meetings

11. The Notice and agenda of all Annual General Meetings and Special General Meetings shall be provided in writing and shall be sent in a timely manner to ensure they are received by the BDIA members not less than 10 calendar days prior to the meeting. Notice shall be sent by prepaid mail, hand delivered or electronic communication. The agenda for the Annual General Meeting and Special General Meetings shall be posted on the BDIA website as soon as practicable after delivery of the agenda to the BDIA members to provide notice to the public of such meetings.

The Notice and agenda of all regular and special Board meetings shall be provided in writing and shall be sent in a timely manner to ensure they are received by the Board members not less than 5 calendar days prior to the meeting. Notice shall be sent by prepaid mail, hand delivered or electronic communication. The agendas for Board meetings shall be posted on the BDIA website as soon as practicable after delivery of the agenda to members, provided that where the meeting, or a session of it, is proposed to be held in the absence of the public, the agenda posted thereof shall be the public version of the closed session agenda.

There shall not be consideration or decision upon any matter at a meeting unless specific notice that such a matter will be considered and decided upon at such meeting is contained in the notice / agenda of the meeting, except with the consent of two-thirds of the members present and voting.

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The accidental omission to give notice to any member, board member officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

Quorum

12. A quorum for the Annual General Meeting or for a Special General Meeting of the BDIA shall be 20 members.
13. A quorum for a Board Meeting shall consist of a majority of the whole number of members which make up the composition of the Board.

Open and Closed Meetings

14. (1) All meetings shall be open to the public, except that a meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - 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) Labour relations or employee negotiations;
 - d) Litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
 - e) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - f) A matter in respect of which council, board, committee or other body may hold a closed meeting under another Act.
 - g) 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;
 - h) 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;
 - i) 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
 - j) 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.
- (2) Before holding a meeting or part of a meeting that is closed to the public, a resolution shall be passed stating the fact that a closed meeting is to be held and giving the general nature of the matter to be considered at the closed meeting.
- (3) A meeting shall not be closed to the public during the taking of a vote unless Subsection 12 (1) permits or requires the meeting to be closed to the public and the vote is for a procedural matter or for giving direction or instructions to officers, employees or agents of the Board, or persons retained by or under contract with the Board.

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Preparation of Agendas

15. The agenda for the Annual General Meeting shall include:
- Declarations of Pecuniary Interest
 - Financial Statements and Report
 - Auditor's Report
 - Annual Budget
 - Annual Report of the Board of Directors
 - Minutes of the last Annual General Meeting
 - Nomination of Board of Director members for approval by City Council, if a municipal election year
 - Any other business permitted to be before the General Membership
 - Adjournment

The agenda for Special General Meetings shall be prepared when and as the Chair may direct or, in default of such direction, as provided in the last preceding paragraph so far as applicable.

The agenda for regular Board of Director meetings shall include:

- Declarations of Pecuniary Interest
- Delegations
- Minutes of the last Board Meeting
- Executive Director Report
- Treasurer's Report
- Working Group Updates/Reports
- City Report
- Correspondence
- New Business
- Comments from the floor (5-10 minutes)
- Adjournment

16. The business of each meeting shall be taken up in the order in which it stands upon the agenda.

17. All motions called in pursuance of the agenda and not disposed of, shall be placed on the agenda for the next regular meeting.

Commencement of Meetings

18. As soon as there is a quorum after the hour fixed for the meeting, the Chair, or person appointed to act in the Chair place and stead, shall take the Chair and call the members to order.

19. In the event of a General Meeting (Annual or otherwise) if there is no quorum within half an hour after the time appointed for the meeting, the Executive Director shall call the roll and take down names of the members then present, and the meeting shall then adjourn until such time as a subsequent meeting is established.

If there is no quorum at the time appointed for a Board Meeting, the Board may conduct informational discussions until a quorum is achieved. During the time when quorum is not

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available, no direction may be given, no authorities may be granted and no motions may be considered.

Election

20. It is the responsibility of the BDIA member to register their voting delegate before the election process begins
21. The names of those Board members continuing their term must appear on the ballot.
22. Nominations may be made from the floor by a registered voting delegate with a seconder.
23. If desired, one or more scrutineers (who need not be members of the BDIA) may be appointed by the Chair for the purpose of counting ballots. Notwithstanding any other provision within these bylaws, all elections at the Board, Annual General Meeting or Special General Meeting shall be by ballot.

Rules of Debate and Conduct of Members in Council

24. The Chair or other presiding officer shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meetings, subject to an appeal by any member to the Board from any ruling of the Chair or other presiding officer.
25. If the Chair or other presiding officer desires to leave the Chair for the purpose of moving a motion or an amendment to a motion, he/she shall call on the Vice Chair to fill his/her place until he/she resumes the Chair.
26. Every member, previous to speaking to any question or motion, shall be recognized by the Chair or other presiding officer and shall respectfully address the Chair or other presiding officer.
27. When two or more members wish to speak, the Chair or other presiding officer shall name the member who, in his/her opinion, first raised his/her hand.
28. (1) A member shall not speak more than once on a question without leave of the Board, except that a member may speak:
 - a) to move an amendment;
 - b) in explanation of a material part of his/her speech which may have been misunderstood; or,
 - c) in reply, after everyone else wishing to speak has spoken, if he/she has presented the motion but not if he/she has moved an amendment to the motion being discussed.

(2) No member, without leave of the Board, shall speak to the same question, or in reply, for longer than five minutes except that the Board upon motion thereof may grant extensions of time for speaking of up to five minutes for each time extended.
29. (1) A member may ask a question, stated concisely, of the previous speaker for explanation of any part of the previous speaker's remarks.

- (2) A member may ask questions of the Committee member presenting the report to obtain information relating to a report before the Board or to any clause contained therein at the time that the report or the clause is being considered.

30. 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.

Motions and Order of Putting Questions

31. Every substantive motion shall be in writing and shall be moved and seconded before being debated or put to a vote, except those dealing with Board procedure.
32. Every motion shall be deemed to be in possession of the Board for debate after it is presented by the Chair or other presiding officer, but may, with permission of the Board, be withdrawn at any time before amendment or decision.
33. When a resolution is under consideration, no motion shall be received other than a motion:
 - (1) To adjourn, which motion is neither amendable or debatable;
 - (2) To lay on the table, which motion is not debatable;
 - (3) To move the previous question, which motion is not debatable (See Section 29)
 - (4) To defer action;
 - (5) To refer, which motion is debatable as to its merits only, or;
 - (6) To amend
34. A motion to refer shall take precedence over any other amendment.
35. When a motion that the vote be now taken is presented, it shall be put to a vote without debate, and, if carried, the motion and any amendments thereto under discussion shall be submitted to a vote without further debate.
36. (1) Only one amendment at a time can be presented to the main motion and only one amendment to the amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced.
 - (2) The amendment to the amendment, if any shall be voted on first, then if no other amendment is presented, the amendment is voted on next, then if no other amendment is introduced, the main motion, or if any amendment is carried, the main motion as amended, shall be put to the vote.
 - (3) Every substantive amendment shall be in writing.
 - (4) Nothing in this section shall prevent other proposed amendments being read for the information of the members.

Voting

37. Questions arising at any meeting shall be decided by a majority vote of the members present unless otherwise stated in this By-law or as required by law.
38. No vote shall be taken by ballot or by any other method of secret voting and every vote so taken is of no effect.
39. Proxy voting is not permitted at the Board, Working Group or General Meeting.
40. When the question under consideration contains distinct propositions, upon the request of any member, the vote upon each proposition shall be taken separately.
41. After the Chair or other presiding officer commences to take the vote, no member shall speak to or present another motion until the vote has been taken on such motion, amendment or sub amendment.
42. Every member present at a meeting of the Board when a vote is taken on a matter shall vote thereon except the Chair; and, if any member present persists in refusing to vote, he/she shall be deemed as voting in the negative, and any question on which there is an equality of votes shall be deemed to be negative.

The Chair shall only vote in the event of a tie vote.

If following all votes being cast, any question on which there is a tie vote shall be deemed to be lost.

43. When a vote is taken for any purpose and a member requests immediately prior or immediately subsequent to the taking of the vote that the vote be recorded, commencing with the member who made the request for a recorded vote, the Executive Director shall alphabetically record upon the minutes, the names of each member present who votes in the affirmative, and in the negative, except for a member who is disqualified from voting by any Act, until all members have voted.
44. If a member disagrees with the announcement by the Chair or other presiding officer of the result of any vote, except a recorded vote, he/she may object immediately to the Chair or other presiding officer declaration and require that the vote be retaken.

After any matter has been decided, any member may move for a reconsideration at the same meeting or may give notice of motion for reconsideration of the matter at a subsequent meeting, but no discussion of the question that has been decided shall be allowed until the motion for reconsideration has carried, and such motion for reconsideration shall require a two-thirds vote of the members present, and no matter shall be reconsidered more than once in the same calendar year.

Adjournment

45. A motion to adjourn the meeting or adjourn the debate shall be in order, except:
 - (1) When a member is in possession of the floor; or
 - (2) When it has been decided that the vote be now taken; or

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(3) During the taking of a vote;
But no second motion to the same effect shall be made until after some intermediate proceedings shall have taken place.

46. The members shall not leave their places on adjournment until the Chair or other presiding officer leaves the Chair.

Delegations

47. All delegations shall give written notice to the Executive Director of their request to appear before the Board by 12:00 noon at least one week prior to the scheduled meeting.

Any delegation shall be limited to speak not more than ten (10) minutes.

Petitions and Communications

48. Every petition or communication intended to be presented to the Board must be clearly written or printed and must not contain any pertinent or improper matter and shall be authorized by at least one member of the Board.

49. Every such petition or communication shall be delivered to the Executive Director before 12:00 noon at least one week prior to the scheduled meeting.

50. All petitions or communications shall first appear on the agenda of the Board meeting at which time the Board will determine if the matter shall be referred to a working group for recommendation back to the Board.

Appointment and Organization for Working Groups

51. There shall be working groups, as the Board of Directors shall from time to time determine.

52. The Board may appoint ad hoc committees as may be deemed necessary to carry out the objectives of the BDIA or to advise the Board. The Board shall prescribe the duties of all such committees.

53. (1) Working groups of the Board may include, but not necessarily be limited to:

- a) Downtown Economic Development (in consultation with Business Retention and Expansion)
- b) Downtown Visioning and Strategic Planning
- c) Events & Programming (supporting all events within the BDIA boundaries, including third party events)
- d) Knowledge/Information Management
- e) Governance

(2) At least one board member shall be appointed to each Working Group.

(3) Any member of the Board may be placed on a working group notwithstanding the absence of such member at the time of his/her being named upon such Working Group.

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54. The Chair shall be ex-officio a member of all Working Groups.
55. Each Working Group may appoint members of the public through a vote of the existing group, who may or may not be a member of the BDIA, to the Working Group and all members shall have a vote.
56. Of the number of members appointed to compose a Working Group, the majority shall be quorum, and the Chair (if present) shall be counted in making up such a quorum.
57. Unless otherwise stated in the Bylaws, the terms of reference for each committee will be determined by the Board of Directors, from time to time.
58. Each Working Group shall meet as mandated by their terms of reference.
59. Each Working Group shall keep minutes of its proceedings in a book to be furnished for that purpose by the Executive Director, and such book shall be kept in the BDIA office and custody of the Executive Director.
60. Meetings of Working Groups shall be open to other members of the Board who may, with permission of the Chair, take part in any discussion or debate and vote on matters.

Conduct of Business in Working Groups

61. The rules governing the procedure of the Board shall be observed in Working Groups insofar as applicable, except that:
 - (1) No motion shall require to be seconded;
 - (2) The number of times of speaking on a question shall not be limited;
 - (3) A member shall not be restricted to asking questions only of the previous speaker but the question must relate to the matter under discussion.
62. The date, time and location of Working Group meetings shall be established by resolution of the Working Group.
63. It shall be the duty of the Working Groups:
 - (1) To report to the Board on all matters connected with their duties or referred to them by the Chair or by the Board or to recommend such action as they deem necessary; and,
 - (2) To forward to the incoming Working Group for the following year any matter undisposed of.
64. This by-law is adopted as the procedural by-law for the Board of Directors of the Belleville Downtown Improvement Area and all previous Constitutions, BDIA By-laws, or sections thereof, or other policies regulating the proceedings of the Board shall be and the same are hereby repealed.
65. This by-law shall come into effect on the date of its passing.

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66. Bylaw No. 1 and By-Law No. 2 (draft documents which were not previously approved by the Corporation of the City of Belleville) are hereby repealed.

By-law passed this 22 day of January, 2019 (BDIA Board of Directors)

By-law passed this _____ day of _____, 201____ (Special Meeting of Members)

By-law passed this _____ day of _____, 201____ (Corporation of the City of Belleville)

Chair

Secretary

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