



Blyth Business Improvement Area

Constitution and Procedural Bylaws

Revised for Membership Approval on February 22, 2018

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CONSTITUTION

NAME

The name of the organization is "**Blyth Business Improvement Area (BBIA)**".

The membership of the organization elects "the Board of Management for **Blyth Business Improvement Area (BBIA)**" which is in turn is appointed by the Council of **Township of North Huron**.

PURPOSE

The Council of **Township of North Huron** appoints the Board of Management of **Blyth Business Improvement Area (BBIA)** to:

1. Plan and administer activities for the promotion of **BBIA** as an attractive business and shopping area and for the maintenance of the appearance of the Blyth Ward;
2. Engage in strategic planning necessary to address **BBIA** issues;
3. Advocate on behalf of the interests of **BBIA**;
4. Manage the money that is collected by **Township of North Huron** from the required special BIA levy for these activities.

MEMBERSHIP BOUNDARIES

The boundaries of **BBIA** as established by the Council of **Township of North Huron** includes the entire ward of Blyth in the Township of North Huron; geographically defined as the area within:

- . Blyth Road at the South
- . Threshers Lane at the West
- . Anne Street at the East
- . North Street at the North

Being the former
Corporation of the
Village of Blyth Boundaries

DEFINITIONS

In this by-law the following definitions shall apply:

- A. "Adjourn" means to end the meeting. This motion requires a second, is not debatable, is not amendable, requires a majority vote for adoption and cannot be reconsidered.
- B. "Clerk" means the Clerk or designate of the Township of North Huron, as appointed by By-law.
- C. "Closed Session" means a meeting, or portion thereof, closed to the public in accordance with Section # 239 of the Municipal Act, 2001 and Section #5.7 of this By-law.
- D. "Correspondence" includes, but is not limited to, the following: letter, memorandum, report, notice, electronic mail, facsimile, petition, etc., that may require an action or decision of the B.I.A.
- E. "Council" means the Council of the Township of North Huron.
- F. "Councillor" means a person elected or appointed as a Member of Council.
- G. "Meeting" means any regular, special or other meeting of a council, or a local board or of a committee of either of them, 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 the council, local board or committee.
- I. "Chair" means the B.I.A. Member of the Board of Management duly appointed as Chair, or the B.I.A. Board of Management Member who is the presiding officer of the session or meeting.
- J. "Member" means a person representing a ratepayer of the annual Business Improvement Area of the Corporation of the Township of North Huron, Blyth Ward, and who has been duly appointed to the "B.I.A." Board of Management by the Council of the Township of North Huron, or a Township of North Huron Municipal Councillor who has been appointed to the "B.I.A." Board of Management
- K. "Minutes" mean a record of the proceedings of Council or Committee that includes the place, date, time, name of Chair, list of members in attendance and evidence of quorum. Minutes will record the actions taken and decisions made by members at the meeting without note or comment in accordance with Section 239(7) of the Municipal Act.
- L. "Present" means physically in attendance at the meeting. Remote attendance, while permitted, does not contribute to quorum and members attending via remote do not have a vote.
- M. "Township" means the Township of North Huron.
- N. "Pecuniary Interest" includes a direct or indirect financial interest of a member and a financial interest deemed to be that of a member, in accordance with the Municipal Conflict of Interest Act 1990, Section #2 and #3..
- O. "Quorum", as it relates to the "B.I.A." Board of Management and "B.I.A." Committees shall consist of a simple majority of the applicable Members of the respective Board of Management or Committee.
- P. Throughout this By-law, the words "he" and "his" shall, where appropriate, be deemed to also be read as "she" and "her".

PART 2 – GENERAL RULES

In any case for which provision is not made in the Procedural By-laws, the procedure to be followed shall be that indicated in Township of North Huron By-law 116-2017, as amended.

PROCEDURAL BYLAWS and POLICIES

Procedural Bylaws and Policies including, but not limited to, Human Resource and Procurement Policies guide the operations of the Blyth Business Improvement Area.

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The Blyth Business Improvement Area (BBIA) Constitution came into force as approved by a majority of the membership of December 7, 2011. It was amended June 7, 2012. The Constitution was separated into two agreements: Constitution and Procedural Bylaws, February 2018.

PROCEDURAL BYLAWS

BOARD OF MANAGEMENT

The Board of Management of **BBIA** is a standing committee of the Council of **Township of North Huron**.

Each member of the **Blyth Business Improvement Area** has the right to nominate an owner or employee of a business or property (or their designate) to stand for election to the Board of Management of the **BBIA** according to requirements set out in the Municipal Act 2001 and **Township of North Huron** By-law # **NEW NUMBER TO BE ADDED HERE ONCE THIS DOCUMENT RECEIVED.**

Only members and associate members in good standing of BBIA have the right to vote for representatives to the Board of Management of BBIA and to vote on issues brought to a General Meeting of the BBIA.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.

TERMS OF OFFICE

The Board's Term of Office runs concurrently with that of the Municipal Council appointing it – four (4) years, renewed annually at the Annual General Meeting. There is a minimum of seven (7) and a maximum of eleven (11) members appointed to the Board of Management.

RESPONSIBILITIES OF THE BOARD OF MANAGEMENT

The Board of Management is responsible for:

1. Drafting and approving Policies and Procedures to ensure the effective operation of **BBIA** and amending these Policies and Procedures as necessary.
2. Ensuring Board Policies and Procedures are implemented effectively.
3. 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 Business Improvement Area.
4. Electing an Executive who will also act as Signing Officers for the Board.
5. Drafting an annual budget for presentation to **BBIA** membership for approval, submitting the approved budget to **Township of North Huron** and implementing the annual budget as approved by the Municipal Council.
6. 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 **Township of North Huron**.
7. Ensuring that minutes of all Board and Executive meetings are recorded and distributed to **Township of North Huron** and the BIA membership, a minimum of three days in advance of the following Board of Management meeting.
8. 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 Township of North Huron.
9. Hiring staff to carry out the Board's directives.

10. Maintaining communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
11. All other activities necessary to the effective operation of the Board and the **BBIA**.

APPOINTMENT TO THE BOARD OF MANAGEMENT

The Council of **Township of North Huron** appoints members to the Board as follows:

1. One (1) member appointed from the elected Councillors of the **Township of North Huron**; AND
2. A minimum of six (6) and a maximum of ten (10) members appointed by the members of the **Blyth Ward** from those elected by **BBIA** membership at a General Meeting.

The Board of Management may appoint delegates (with voting privileges) to the Board at its own discretion under the following structure:

1. A maximum of one (1) member appointed as delegate from the Blyth Centre for the Arts
2. A maximum of one (1) member appointed as delegate from the Blyth Service Organizations (e.g. Blyth Lions Club, Royal Canadian Legion Branch 420, Blyth or Legion Ladies Auxiliary to Br.420)
3. A maximum of one (1) member appointed as delegate from the Blyth Church Organizations.
4. A maximum of one (1) member appointed as delegate from the Associate Voting Members.

A majority of the voting members on the Board must be rate-paying members.

Board members may resign by notice in writing that shall be effective upon any time or date requested. Notice must be sent to the Clerk of the Township of North Huron as soon as possible.

VACANCIES

The seat of a member of the Board of Management may become vacant if the member is absent for three (3) consecutive meetings. Upon 30 days notice in writing to the absent member, the Board may pass a motion authorizing the removal of such member and only then will the member cease to be a member of the Board of Management.

Where a vacancy on the Board occurs for any reason, a person qualified to be a member may hold office for the remainder of the term for which his or her predecessor was appointed. Such interim members must be confirmed by a resolution of the Board of Management and appointed by the Council of the **Township of North Huron**.

ELECTIONS

It is the responsibility of **BBIA** members to register their voting delegate before the election process begins. The names of those Board members continuing their term must appear on the ballot. A voting delegate must make nominations from the floor with a seconder. If desired, the Chair for the purpose of counting ballots may appoint one or more scrutineers (who need not be members,). Only one delegate per business member can be nominated for election at any one time.

OFFICERS

The Board of Management will elect the Chair, Vice-Chair, Secretary and Treasurer from within the Board of Management on an annual basis. These officers shall form the Executive Committee. The Executive Committee shall have the authority to act for the Board of Management in the intervals between Board meetings on such matters as may be necessary to conduct the business of the **BBIA**.

There shall be four (4) officers on the Board of Management's, Executive Committee as follows:

Chair shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the **BBIA** and be responsible for setting Board of Management Meeting Agendas.

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

Secretary will be responsible for Minutes of all Board of Management and Executive Meetings.

Treasurer will be responsible for Financial Statements and related materials with an account of all transactions being presented to the Board on a monthly basis.

MEMBERSHIP

Each member has one vote regardless of the number of properties or businesses owned by any member.

BOUNDARIES

See the Blyth & Area Business Improvement Area Constitution for specific details of **BBIA** boundaries.

COMMERCIAL & INDUSTRIAL PROPERTY OWNERS

Membership of the organization shall consist of all business (commercial and industrial) property owners and businesses located and/or operating within the designated **Blyth Business Improvement Area** boundaries as well as associate members in good standing.

All businesses within the designated area are assessed for a special levy that is collected by the **BBIA** to support the activities of the **BBIA**. The Levy is not charged on vacant properties in Blyth. For the purposes of this By-Law, vacant is defined as free of all buildings and structures as defined in the Ontario Building Code.

ASSOCIATE MEMBERS

Associate members are representatives from businesses in the area surrounding but not included in existing **BBIA** boundaries. Associate membership is achieved by a paid annual membership fee that is set annually equal to the minimum levy rate.

NEW MEMBERS

All new member businesses are to be presented with a "New Members Kit" personally by a member of the Board of Management. At this time their preferred method of communication – e-mail, fax or phone should be ascertained

DELEGATIONS

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

MEETINGS

BOARD OF MANAGEMENT MEETINGS

Meetings will be at the call of the Chair, a minimum of 7 per fiscal year.

Meetings will be open to any member of the **BBIA** or the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

ORDER OF BUSINESS/AGENDA

1. Call to Order
2. Confirmation of the Agenda
3. Disclosure of Pecuniary Interest
4. Public Meetings/Delegations
5. Motion to receive minutes of prior meeting
6. Business arising
7. Correspondence
8. Financial Report
9. North Huron Council Report
10. Committee Reports
11. Other Business
12. Closed Session (if required)
13. Adjournment

The agenda will be circulated a minimum 48 hours in advance of the regular meetings (See Annual General Meeting for its specific guidelines). A copy will be shared with the Clerk of the Township of North Huron via email at the same time.

CHAIR VOTING / TIES

At all meetings of the Board every question shall be decided by a majority of the votes cast on the questions, done by a show of hands. The Chair is a voting member of the **BBIA**. A tie vote defeats the motion.

As a committee of the Council, the Board should base their decision-making process and rules of order for meetings on the procedures used by the Council of **Township of North Huron**. The Council uses Robert's Rules of Order as a basis for their proceedings.

In order to represent the entire interests of the **BBIA** 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.

QUORUM.

Quorum is a simple majority.

DECISION-MAKING

Decisions made at a prior time can only be revisited if a request by 2/3 of the Board of Management approve 1) the issue is warranted and 2) allotment of time to do so.

IN CAMERA (CLOSED) SESSIONS

All meetings of the **BBIA** shall be open to the public except as provided for in Section 239 of the Municipal Act, S.O. 2001, or the Ombudsman Act.

The Board may retire to an in camera session to consider matters of finance and personnel provided that prior to moving in camera a resolution is passed stating:

- a) the fact that the Board is convening into closed session; and,
- b) the general nature of the matter to be discussed.

According to Municipal Act, Section #239 the only matters to be considered in camera are as follows:

- a) security of the property of the **BBIA**;
- b) personal matters about an identifiable individual;
- c) proposed or pending acquisition or disposition of land or property by the **BBIA**;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation affecting the **BBIA**;
- f) advice that is subject to solicitor-client privilege.
- 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 **BBIA** by Canada, a province or territory or a Crown agency of any of them;
- i) 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 **BBIA**.

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.

The Clerk of the Township of North Huron shall be responsible for maintaining a confidential copy of all original documentation distributed, relating to closed sessions, and for keeping confidential minutes of all closed sessions.

EXECUTIVE MEETINGS

All decisions are subject to approval and ratification at the next Board of Management meeting. A minimum of three executive members must be present to constitute quorum. All meetings of the Executive Committee shall be at the call of the chair to conduct business as necessary. Minutes must be taken and presented at the next Board of Management meeting.

ANNUAL GENERAL MEETINGS AND/OR SPECIAL GENERAL MEETINGS

Before the last day of February in each calendar year the Board of Management will call and hold one Annual General Meeting. At this meeting the budget will be approved by the membership and forwarded to the Township of North Huron for final approval in their annual budget to be passed in March annually.

Membership should receive written notice of the Annual General Meeting not less than 10 days prior to the meeting date and public notice must appear in one (1) local newspaper prior to the meeting date. 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.

An agenda for the Annual General Meeting with copies of the financial statements (unaudited) of the most recently ended full fiscal year should be distributed to the general membership not less than 10 days prior to the meeting.

At each 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.

The Board may also call and hold at any time one or more Special General meeting(s) to deal with special issues or to update the organization membership.

All members are entitled to voting privileges at the Annual General Meeting or Special General Meetings, one vote per member. Written proxies only are permitted.

The members may, by resolution passed by at least two thirds (2/3) of the votes cast at a Special Meeting of Members called for that purpose, remove any Member of the Board before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her place for the remainder of the term.

A petition signed by 10 or more members of **BBIA** is sufficient to order a Special Meeting within 10 days of receipt of that petition by the Executive.

SUB-COMMITTEES

BBIA sub-committees help the Board to plan and administer approved initiatives, projects or to examine specific areas of concern. They operate with the same procedures as the BBIA Board of Management with respect to circulating agendas, minutes, notice of meetings and the like.

Sub-committees propose initiatives and suggest expenditures for approval by the Board. Sub-committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if sub-committees contract out work related to their activities the Board must approve the expense and those employed.

Ultimate responsibility for their activities rests with BBIA Board of Management which must therefore receive written reports on sub-committee activities five days prior to the monthly board meeting to be distributed with the Agenda of the upcoming meeting.

Sub-committee members are confirmed by a vote of the BBIA Board of Management. Membership of the BBIA is not required for all sub-committee members; a minimum of one BBIA member in good standing will sit on all sub-committees. As a committee, members are expected to work closely with the Board of Management.

CHAIR IS ABSENT

In the absence of the Chair, or if his/her office is vacant or if he/she 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.

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 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.

DECLARATION OF INTEREST

At the beginning of each meeting, as an agenda item, it shall be the duty of every Board member who is in any way, whether directly or indirectly, interested in a contract or arrangement that may be an item to be discussed by the Board and has some financial benefit to the Board member, either directly or indirectly, to declare this interest and not participate in the discussion and voting. This applies to a personal self-interest and the interests of any spouse, children, parents, parents-in-law or siblings.

MINUTES

Minutes of the B.B.I.A. whether it is closed to the public or not, shall record:

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

After the minutes have been adopted, they will be signed by the recording secretary.

FINANCES

Fiscal Year: The fiscal year of **BBIA** is from January 1st to December 31st. 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 where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of **Township of North Huron**.

Expenditures by the Board of Management

BBIA funds can only be used for improvements to publicly owned property, not individual businesses or private properties. The common funds must be used for the common good. Please refer to "Purpose" in the Constitution for an outline of mandated activities.

Any expenditure not approved in the budget over \$200.00 must be approved by a quorum at a Board meeting.

If the expenditure is required to conduct immediate business, then the Executive Committee may be called upon to approve.

Approval of Financial Transactions

Signing authority:

In order to ensure that the **BBIA** can function effectively, and that there is adequate financial control by the Board, there are two levels of approval established for financial transactions.

Level 1: Approval by two of the Officers of the Board of Management

Level 2: Approval by the Board of Management

Level 1 Approval:

An Officer of the **BBIA** can make a financial transaction to a maximum of \$750.00 at the discretion of one (1) additional Officer of the Board without prior consultation with, or approval by, the Board of Management provided that:

- a) the purchase is one that was included in the approved budget; and
- b) the purchase does not result in an overage in the budget item; and
- c) two officers of the Board approve the purchase in writing only;
- d) the purchase is reported to the Board at its next meeting.

Level 2 Approval

An Officer of **BBIA** can make a financial transaction of over \$750.00 only at the direction of the Board and provided that:

- a) the purchase is one that was included in the approved budget and
- b) the purchase has been approved by motion at a meeting of the Board of Management and the approval is documented in the Minutes of the Meeting or
- c) the expense is fixed and pre-approved as in the instance of monthly rent.

Note: If any purchase at Level 1 or Level 2 has not been previously approved in the annual budget, or if it will result in budget overrun, the Board must give its approval prior to such a purchase.

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Board of Management members may join a meeting remotely and may participate in discussions but do not count as quorum and do not have a vote on Motions.

Subsection 238 (3.2) of the Municipal Act restricts a member of the board or of a committee from participating electronically in a meeting which is closed to the public.

DECORUM

Every Member when speaking shall address the Chair unless otherwise directed from the Chair. No Member shall speak longer than five (5) minutes on any one question.

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.

OTHER PROCEDURES

In the absence of clauses in the Constitution or this By-Law, the Blyth & Area Business Improvement Area (BBIA) will adhere to the Municipal Act and the policies and procedures of the Township of North Huron.

ADOPTED BY BLYTH BUSINESS IMPROVEMENT AREA THIS ____ DAY OF FEBRUARY, 2018 IN THE VILLAGE OF BLYTH.

Chair - Karen Stewart

Secretary - Gil Garratt

ADOPTED BY THE TOWNSHIP OF NORTH HURON THIS ____ DAY OF _____, 2018.

Reeve - Neil Vincent

Clerk - Richard Al