

**WOODSTOCK BUSINESS IMPROVEMENT AREA
BOARD OF MANAGEMENT**

Procedural By-law

A by-law relating generally to the conduct of the business and affairs of the Board of Management for the Woodstock Business Improvement Area.

ARTICLE 1: Scope and Establishment

The Municipal Act, specifically Sections 204-216, is the Act under which property owners and business people petition Woodstock City Council (hereafter referred to as City) to enact a bylaw establishing an improvement area, its geographical boundaries and a Board of Management to which may be entrusted, subject to such limitations as the bylaw provides, and the administration of this organization hereafter known as the Business Improvement Area (B.I.A.). The B.I.A. is a Board of Council established by the City of Woodstock By-law No. 5211- 76 established in 1976 designating the Woodstock B.I.A.

ARTICLE 2: Purpose and Objectives

The objective of the B.I.A. shall be 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 and advocate for the area as a business or shopping area.

ARTICLE 3: General

Section 1: In all instances, the B.I.A. shall operate in conformity with the provisions of the Municipal Act, 2001 and the City by-laws (Municipal Code Chapter 0036).

Section 2: The Board of Management of the B.I.A., with the input of the membership, may set general guidelines, rules and regulations above and beyond those provided under the Municipal Act, 2001 but never in interference or contradiction with the Act or City by-laws. This By-law is intended to provide such further rules of procedure as are not specified in the Municipal Act or City by-laws in order that the functions of the B.I.A. may be performed in as fair and democratic a manner as possible. The document may be superseded by changes to the Municipal Act or City by-law.

ARTICLE 4: Eligibility for Membership

Section 1: Membership 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. 2001, c. 25, s. 204 (4).

Section 2: One vote Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area. 2001, c. 25, s. 204 (6).

Section 3: Nominee A corporate member of an improvement area may nominate in writing one individual to vote on behalf of the corporation. 2001, c. 25, s. 204 (7).

Section 4: Associate Memberships Associate memberships may be utilized to increase membership. These memberships will have the same benefits as other memberships, without the ability to vote at meetings nor retain a seat on the board. Associate member fees shall be determined annually by the Board of Management.

ARTICLE 5: Board of Management

Section 1: All directors of the Board of Management shall be selected by a vote of the membership and be appointed by City Council.

- a) The Board of Management shall consist of a maximum of 12 directors, including one member of the City Council as appointed by City Council.
- b) At the first meeting of the Board of Management, the Board shall amongst themselves elect the co-chairs for the term of office.
- c) Refer to Article 11 for election direction.

Section 2: Duties of Board of Management, Directors and Officers of the Board of Management

- Shall have full powers in respect of all affairs of the members of the Board of Management for the Woodstock Business Improvement Area.
- Shall authorize all expenditures in accordance with the budget established for the current year, following the City of Woodstock procurement by-law .
- Shall ensure that all necessary books and records of the Board of Management required by the By-laws, by the Council of The Corporation of the City of Woodstock and by any applicable statutes or laws are regularly and properly kept.
- Shall follow the City of Woodstock Code of Conduct for Council, Advisory Committees and Local Boards of the Municipality. (Council Policy #GA016)

Co-Chairs

- Shall preside over all meetings of the Board of Management and those of the membership, unless otherwise delegated.
- Shall be ex-officio members of all committees.
- Shall have general supervision of the affairs and business of the Board of Management.
- Shall ensure agendas and minutes are prepared and circulated to the Board of Management.
- Shall oversee any employees or contractors of the organization.
- Shall ensure an account of all transactions is circulated to the Board of Management on a quarterly basis.
- Shall ensure the annual budget is prepared and circulated to the Board of Management for approval.

- Shall ensure all procedural by-laws are enacted.
- May be called upon to perform other such duties as may be determined by the Board of Management.

Article 6: Employees and Contractors

Section 1: The Board of Management may hire employees or contractors to meet the needs of the organization. All employees will be required to have a contract, as directed by the Board of Management, through the City of Woodstock outlining roles and responsibilities with City of Woodstock managing all payroll requirements. It is expected that any employee will agree to always perform all the duties of the required job description faithfully, industriously, and to the best of skill, ability, experience and talents.

Article 7: Remuneration

- a) The members of the Board of Management shall receive no remuneration either directly or indirectly, for services rendered as a director of the Board of Management of the B.I.A.
- b) The B.I.A may purchase goods or services from businesses owned by the Board of Management directors provided the business is shared fairly and follows normal procurement policies.
- c) If a vote is required to purchase a product or service from a Board of Management director’s business, the director must declare a conflict of interest and recuse themselves from the vote.

Article 8: Vacancies

Section 1: The seat of a director of the Board becomes vacant if such member:

- a) Ceases to be qualified as a B.I.A. Member or the appointed Member of Council of The Corporation of the City of Woodstock.
- b) If a director is absent from two (2) consecutive regular meetings without reasonable cause, an email shall be sent to the director to notify them that two meetings have been missed. Failure to attend the third (3rd) meeting may result in the Board of Management recommending to City Council that such director be removed from the Board of Management. Reasonable cause shall be determined by the co-chairs.

Section 2: Appointment to the Board in the event of a mid-term vacancy occurring on the Board of Management

- a) The remaining directors of the Board may nominate for City Council’s consideration the appointment of a director to fill the vacancy for the remaining portion of the term of office.
- b) When a vacancy occurs, the Board of Management must notify the membership to encourage applications to the board.

Article 9: COMMITTEES & TASK FORCES

Section 1: Formation

The Board of Management may establish committees on an as needed basis to meet the needs of the organization. There shall be three standing committees which align with the Vision and Directive of the Board of Management (Beautification, Promotions- Events, and Promotions – Marketing, Finance). Task Forces shall be created to address ad hoc needs.

- a) All committees and task forces are established by the Board of Management and report only to the Board of Management.
- b) All committees and task forces shall be comprised of no fewer than three (3) members. At least one shall be a Director of the Board of Management, other than the Chair, and at least two (2) may be Members of the B.I.A. The chair of a committee shall be elected by the members of the committee from within their ranks.
- c) The chair of a committee may be a director. The Co-chair of the Board of Management shall not chair any committees.
- d) Committees and task forces shall have specific goals and objectives.

Section 2: Function

- a) All committees and task forces are responsible for investigating, preparing plans, and recommending actions to the Board of Management within their mandate.
- b) Committees and task forces shall not have the authority to enter into a contract on behalf of the B.I.A. or commit the B.I.A. to any financial obligation or liability.
- c) Each committee and task force shall report its activities to the Board of Management at each regularly scheduled Board of Management meeting, through a written report circulated at least one week before the scheduled board meeting. Any written report will also be attached to the minutes of the Board of Management meeting at which it was presented.
- d) Notification of committee meeting dates and times shall be listed on the B.I.A. website.

ARTICLE 10: Meetings of Members and Quorum

Section 1: General

- a) In the event that a co-chair is unable to attend a Board of Management scheduled meeting, providing that there is a quorum of the Board, only those directors present at the scheduled meeting, shall select a presiding officer from that meeting.
- b) A representative of the City's staff shall be entitled to attend meetings of the Board of Management, committee meetings and all membership meetings, called for the purpose of carrying on the business of the B.I.A.
- c) All meetings of the Board of Management and established Committees and Task Forces shall be open to the public unless the subject matter under consideration allows a meeting or part of a meeting to be closed to the public pursuant to section 239 of the Municipal Act, 2001.
- d) Before holding a meeting or part of a meeting that is to be closed to the public, a resolution shall be adopted which states:
 - a. the fact of the holding of the closed meeting; and
 - b. the general nature of the matter to be considered at the closed meeting.
- e) A meeting shall not be closed to the public during the taking of a vote unless:
 - a. sections 239 (2) or (3) of the Municipal Act, 2001 permits or requires the meeting to be closed to the public; and
 - b. The vote is for a procedural matter or for giving directions or instructions to officers, employees, agents or persons under contract of the Board.

Section 2: Regular Meetings

- a) A quorum for conducting any regular meetings of the Board of Management shall be comprised of a minimum of 50% plus 1 directors.
- b) A formal agenda shall be included for all meetings. New business may be submitted up to two business days prior to the meeting. Minutes of the prior meeting will be included with the agenda.
- c) Public notice of all meetings shall be given by posting the meeting agenda on the B.I.A. website a minimum of 15 days in advance of the meeting.
- d) The Board shall regularly meet to conduct the business of the Board, no less than 9 times per year, as established by the Board. The meetings shall be held at variable locations as posted on the agenda. All directors shall be notified of the date and time of each meeting at least 7 days in advance.

- e) At regularly scheduled Board of Management meetings, any member of the membership may attend, ask to be recognized by the Board of Management’s Chair and speak on any items on the agenda or request new business to be placed on a future agenda. However, they shall not vote on any items on the agenda.
- f) The Board may limit the time for delegations or presentations prior to the commencement of any meeting.
- g) No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
- h) In cases of extenuating circumstances, directors may participate electronically in a meeting which is open or closed to the public. A director who is participating electronically in such a meeting may be counted in determining whether a quorum of members is present at any point in time.

Section 3: Special Meetings

- a) The Board of Management may hold special meetings from time to time as determined necessary by the Co-chairs and notice of all special meetings shall be given to all directors of the Board of Management and if necessary, the B.I.A. members. No formal notice of any special meeting of the Board of Management shall be required if all the directors of the Board of Management are present at the meeting or have signified in writing to the Chairperson of the Board of Management their consent to any special meeting being held in their absence.
- b) Public notice of all special meetings shall be given by posting the meeting agenda on the B.I.A. website a minimum of 24 hours in advance of the meeting.

Section 4: Annual General Membership Meeting(s)

- a) There shall be at least one (1) Annual General Membership (AGM) meeting in each calendar year.
- b) Unless otherwise provided by the Municipal Act, 2001, members will be notified of all AGM meetings via standard mail no less than thirty (30) days prior to the meeting.
- c) Notice of the meeting shall include the formal agenda.
- d) All AGM meetings properly called shall be held on the date and time for which they are called.

- e) There shall be no proxy voting unless otherwise provided under Section 204(7) and (8) of the Municipal Act, 2001 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”.

- f) Quorum of an AGM meeting consists of the majority of those members present at the meeting duly called.
- g) No error or accidental omission in giving notice of any meeting of members shall invalidate such meeting or make void any proceedings taken at such meeting.

ARTICLE 11: Elections

Section 1: A special meeting of the membership may be called for an election to the Board of Management if needed. This election will run concurrently with the municipal Council’s term of office (every 4 years).

Section 2: The term of the directors of a Board of Management is the same term of the council that appointed them but continues until their successors are appointed. Directors are eligible for reappointment.

Section 3:

The list of elected nominees for the Board of Management chosen shall be forwarded to the City for consideration in appointing the new members of the Board of Management. A person who qualifies as a member of the B.I.A. may stand for election. Only one person may stand per member.

Section 4:

The Board of Management shall elect the Co-chairs from among the directors, for the same term at the first regular meeting following the commencement of the term of council.

ARTICLE 12: Voting

Section 1: Proxy Voting

There shall be no proxy voting of any kind at meetings of the Board of Management or at meetings of the Board with the Membership unless otherwise provided by Section 204 (7) of the Municipal Act, 2001.

Section 2: Voting at Board Meetings

- a) At each board meeting a director may cast one (1) vote on each motion.
- b) Voting may be conducted by a show of hands or by a recorded vote, if so requested by a director in attendance. In the event of a tie, the Chairperson of the meeting shall be entitled to a casting vote.

ARTICLE 13: Annual Budget

Section 1: An annual budget prepared by the Board of Management shall be presented at the AGM. It shall be adopted by the Membership at large and the adopted/approved budget must be presented to and approved by City Council no later than March 31st each year. (see art. 4 of the City’s Municipal Code Chapter 0036)

ARTICLE 14: Rules of Order

Section 1: In the absence of rules in this B.I.A. By-law, the proceedings of the B.I.A. shall be in accordance with the Municipal Act, 2001 and shall be conducted as set out in Robert’s Rules of Order.

ARTICLE 15: Contracts

Section 1: All B.I.A. contracts are the responsibility of the Board of Management.

Section 2: To enter into a contract a resolution approved by the Board of Management shall be required to be entered in the minutes of a Board of Management meeting and a copy of the contract is to be made available for directors upon request attached to the minutes of that meeting.

Article 16: Indemnification of Members of the Board of Management

All Members of the Board of Management and their heirs, executors, administrators, trustees, successors and assigns of their estates and effects, respectively, shall be indemnified and saved harmless out of the funds of the Board of Management, from and against: All costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such persons for or in respect of any act, deed, manner or thing whatsoever made, done or committed by such person in or about the execution of the duties of the office or position except for such costs, charges or expenses as are occasioned by such person’s own willful neglect or default.

Article 17: Borrowing Money

The Board of Management shall not borrow money or incur any indebtedness extending beyond the current year (excluding day to day expenditures such as office and/or equipment lease agreements) without the prior approval of the Council of The Corporation of the City of Woodstock.

Article 18: Auditor

The financial auditor for the Board of Management shall be the auditor for The Corporation of the City of Woodstock and all books, documents, transactions, minutes and accounts of the Board shall, at all times, be open to inspection by the Treasury department of the City of Woodstock.

Article 19: Fiscal Year

The fiscal year of the Board of Management shall be the calendar year.

ARTICLE 20: Amendments

This by-law may be amended by majority vote at a meeting of the general membership.

Article 21: Effective Date

This By-law shall come into force upon confirmation by the directors on September 5, 2024.