

Bylaw 123

MEETING PROCEDURES BY-LAW- A bylaw to establish the procedures for the calling of the meetings of the board and for the conduct of its business.

Adopted: January 16, 2009

1. In this bylaw,

“chair” means the person elected by the trustees to the position of chair, or the acting chair presiding at a meeting, as the context requires.

“corporate officer” means the person appointed by the board whose position is established by bylaw and is assigned the responsibility of corporate administration under Section 738.2 of the *Local Government Act*.

“board” means the trustees holding office as provided under Section 736 of the *Local Government Act* including the trustee elected as chair.

Inaugural Meeting

2. The inaugural meeting of the board in each year must be held after, but not later than 30 days after, the date in the year on which the annual general meeting has been held.

3. The time and place of the inaugural meeting in each year must be set by the corporate officer, or by a majority of the trustees.

4. The inaugural meeting shall be chaired by the corporate officer or a trustee until such time as the chair has been elected. The corporate officer or trustee shall act as the chair only for the purpose of conducting the election.

5. The corporate officer shall call for nominations for the position of chair at the inaugural meeting of the board. The trustee with the highest number of votes shall be declared elected as chair.

Notice of board meetings

6. Public notice of board meetings must be given by posting on a community bulletin board, posting on an Internet site, publication in a local newspaper or mailing to the landowners at least 14 days in advance of the meetings.

7. Notice of board meetings must be given in writing to each member of the board by the chair or the corporate officer by mail at least 14 days in advance of the meeting. The time period for giving notice of a meeting can be waived by unanimous consent of all trustees.

Notice of annual general meeting

8. Public notice of the date, time, and place of the annual general meeting must be given at least 14 days in advance by mailing a notice to all landowners, advertising in a newspaper or posting on a community bulletin board.

Attendance of public at meetings

9. All meetings of the board are open to the public except where the board passes a resolution to close the meeting, or a portion of it, to the public. The resolution must state in general terms the reason(s) for closing the meeting.
10. The annual general meeting must be open to all members of the public.

Meeting minutes

11. Accurate minutes of all regular board meetings, special board meetings and the annual general meeting must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of board members at the following meeting of the board before being certified as correct by the corporate officer and signed by the chair of the meeting, or signed by the chair presiding at the following board meeting.
12. The minutes of all board meetings are available to the public except for those meetings or parts of meetings that are closed to the public.

Opening Procedures

13. The corporate officer must maintain the minutes of board meetings and keep them safe.
14. As soon after the time appointed for the meeting, the chair will call the meeting to order. If the chair does not attend within 15 minutes after the time appointed for the meeting, an acting chair must be appointed from the trustees present who will preside until such time as the chair arrives.
15. If there is no quorum within 30 minutes after the time appointed for the meeting, the corporate officer must record in the minute book the names of the trustees present and that the meeting did not convene. A quorum is a majority of all board members.

Agenda

16. Prior to each board meeting, the agenda must be prepared by the chair and/or the corporate officer and mailed to the trustees' address at least 1 day before the meeting. The delivery requirement may be waived by unanimous consent of the trustees.
17. The deadline for submissions to be included in the agenda is 1 day before the meeting.
18. The board must not consider any matters not listed on the agenda unless a new matter for consideration is properly introduced as a late item pursuant to section 21 of this bylaw.

Order of proceedings and business

19. Immediately after the chair has called the meeting to order, the minutes of the preceding board meeting are to be read by the officer assigned responsibility for corporate administration so that any errors or omissions may be corrected. The reading may be dispensed with if each board member received a copy of the minutes at least 1 hour before the meeting.

20. The agenda for regular board meetings is as follows unless otherwise directed by two-thirds of the board members present at the meeting:

- a) Adoption of the minutes of the previous meeting
- b) Introduction of late items
- c) Business arising from the minutes and unfinished business
- d) Petitions and delegations – requests to address the board
- e) Correspondence
- f) Reports
- g) Bylaws
- h) Resolutions
- i) New business
- j) Adjournment

21. An item of business not included on the agenda must not be considered unless introduction of the late item is approved by the board at the time allocated on the agenda for late items. Information pertaining to late items must be distributed to the board members.

Voting on questions

22. If a board member believes that he or she has a direct or indirect pecuniary interest in a matter before the board that is not held in common with the electors of the improvement district generally, the board member must:

- a) declare his or her interest in the matter;
 - b) not take part in the discussion or vote on any question related to the matter;
 - c) immediately leave the meeting or that part of the meeting during which the matter is under consideration;
- and,
- d) not attempt in any way, whether before, during, or after the meeting, to influence the voting on the question.

23. If a board member refrains from voting when a question is put, for any reason other than that referred to in section 22, he or she must be deemed to have voted in the affirmative and their vote will be counted accordingly.

24. All acts authorized or required by the *Local Government Act* to be done by the board, and all other questions, including questions of adjournment, that may come before the board must, except where otherwise stated, be done and decided by the majority of the board members who are present at a meeting.

25. In all cases where the votes of the trustees present, including the vote of the chair, are equal for and against a question, the question is negative, and it is the duty of the chair to so declare. The names of those who vote for and against the question must be entered upon the minutes whenever requested by a board member.

26. When the question under consideration contains distinct propositions, upon request of any trustee, the vote upon each proposition can be taken separately.

27. The following procedures apply to voting at board meetings:

- a) when debate on a matter is closed the chair must put the matter to a vote of the board members;
- b) when the board is ready to vote, the chair must put the matter to a vote by stating: "Those in favour raise your hands." and then "Those opposed raise your hands."
- c) when the chair is putting the matter to a vote under paragraphs (a) and (b) a trustee must not: cross or leave the room; make a noise or other disturbance; or interrupt the voting procedure under paragraph (b) unless they are raising a point of order;
- d) after the chair finally puts the question to a vote under paragraph (b), a trustee must not speak to the question or make a motion concerning it;
- e) the chair's decision about whether a question has been finally put is conclusive;
- f) whenever a vote on a matter is taken, each board member must signify their vote by raising their hand; and
- g) the chair must declare the result of the voting by stating that the question is decided in either the affirmative or the negative.

Delegations

28. The board may allow an individual or a delegation to address the board at the meeting on the subject of an agenda item provided written application has been received by the corporate officer by 4:00 pm on the Friday prior to the meeting. Each address must be limited to 15 minutes unless a longer period is agreed to by the unanimous vote of the board members present.

29. Where written application has not been received by the corporate officer as prescribed in section 28, an individual or delegation may address the meeting if approved by the unanimous vote of the of the board members present.

30. The corporate officer may schedule delegations to another board meeting or advisory body as deemed appropriate according the subject matter of the delegation.

31. The corporate officer may refuse to place a delegation on the agenda if the issue is not considered to fall within the jurisdiction of the board. If the delegation wishes to appeal the corporate officer's decision, the information must be distributed under separate cover to the board for its consideration.

Rules of conduct and debate

32. Every trustee must address the chair before speaking to any question or motion. Trustees must address the chair as "Mr. or Madam Chair" and refer to each other as "Trustee". No trustee may speak more than once to the same question without leave of the trustees, except in explanation of a material part of their speech which may have been misconceived, and in doing so they may not introduce any new matter.

33. No board member may interrupt a member who is speaking except to raise a point of order.

34. Board members must use respectful language; must not use offensive gestures or signs; must speak only in connection with the matter being debated; may speak about a vote of the board only for the purpose of

making a motion that the vote be rescinded; and must adhere to the rules of procedure established under this bylaw and to the decisions of the chair and board in connection with the rules and points of order.

35. After a question is finally put by the chair, no trustee may speak to the question, nor may any other motion be made until after the result of the vote has been declared. The decision of the chair as to whether the question has been finally put is conclusive.

36. A board member may speak to a question, or may speak in reply, for longer than a total time of 5 minutes only with the permission of the board.

Motions

37. Motions other than routine motions (including motions to adopt a report, to receive and file, to refer to a committee or an official, to introduce or pass a bylaw, or adjourn) must be seconded before being debated or put from the chair.

38. A motion that has been seconded must be read by the chair or corporate officer before debated if requested.

39. When a question is under consideration, no motion will be received except for the following to:

- a) refer to a committee
- b) amend
- c) lay on the table
- d) postpone indefinitely
- e) postpone to a certain time
- f) move the previous question
- g) adjourn

40. The seven motions listed in Section 39, above, have precedence in the order in which they are named, and the last five are neither amendable nor debatable.

41. A board member may, without notice, move to amend a motion that is being considered a meeting.

42. An amendment may propose removing, substituting for, or adding to the words of an original motion.

43. Amendments to a motion must be decided before the main question is put to a vote. Only one amendment is allowed to an amendment.

44. An amendment that has been defeated by a vote of the board cannot be proposed again.

45. A motion to commit the subject matter to a committee, until it is decided, precludes all amendments of the main question.

46. A motion to adjourn the meeting or the debate is always in order, but if such motion is negative, no second motion to the same effect may be made until some intermediate business or matter has been disposed of.

Points of Order

47. The chair will preserve order and decide all points of order, which may arise, but subject to an appeal of the other trustees present.

48. If a trustee appeals the decision of the chair, the question must be immediately put by the trustee, and decided without debate. "Shall the chair be sustained?" and the chair is governed by the vote of the majority then present (exclusive of himself or herself), and the names of the trustees voting for or against the question "Shall the chair be sustained?" will be recorded on the minutes.

49. If the chair refuses to put the question "Shall the chair be sustained?" the trustees must immediately appoint one of its number to preside temporarily in lieu of the chair and the member so temporarily appointed will proceed in accordance with the prior section.

50. Any resolution or motion carried under the circumstances mentioned above is as effectual and binding as if carried under the precedence of the chair.

Bylaws

51. Every bylaw must be read a first time upon motion "that the (bylaw citation) now be introduced and read a first time". The title and intended object of the bylaw will be given and the question will be decided without amendment or debate.

52. The provisions of a bylaw may be debated upon second reading with such changes as appear necessary. The bylaw may then be passed upon the motion "that the (bylaw citation) be adopted". The board may give readings and adopt a bylaw at the same meeting.

53. Bylaws must be sealed with the seal of the improvement district, and signed by the corporate officer and by the chair at the meeting at which the bylaw is passed.

54. The corporate officer must maintain all bylaws and keep them safe. Bylaws must be available to the public.

Standing and Select Committees

55. The board may establish standing and select committees. The chair of a committee will be determined by a majority of the trustees. The board must establish the purpose of a committee by resolution at the time of the creation of a committee.

56. The quorum for a committee is a majority of all its members.

57. A motion made at a meeting of a committee is not required to be seconded.

58. Standing committees must consider, inquire into, report, and make recommendations to the board about matters that are related to the general subject indicated by the name of the committee and matters that are assigned by the board.

59. Standing committees must report and make recommendations to the board when required by the board, or at the next board meeting, if a time is not specified.

60. Select committees must consider, inquire into, report and make recommendations to the board about the matter(s) referred to the committee by the board.

61. Select committees must report and make recommendations to the board at the next board meeting unless the board specifies a different date and time. Upon completion of its assignment, a select committee is dissolved, unless decided otherwise by the board.

62. Notice of select and standing committee meetings must be given by the chair of the committee to the committee members by giving notice in writing or by other means 2 days in advance of the meeting.

63. Accurate minutes of all committee meetings must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of committee members at the following meeting before being certified correct by the corporate officer and signed by the chair of the committee meeting or the chair presiding at the following meeting.

64. The minutes of all meetings must be open to public inspection except for those meetings or parts of meetings that are closed to the public.

65. The corporation officer must maintain the minutes of meetings and keep them safe.

66. In conducting its business, all standing and select committees must adhere as far as possible to the rules established in this bylaw governing board meetings.

Unprovided cases

67. In all situations not provided for in this bylaw regarding the proceedings of a meeting the *New Robert's Rules of Order* apply to the proceedings to the extent that those Rules are applicable in the circumstances and are not inconsistent with the provisions of this bylaw or the *Local Government Act*.

Citation

68. This bylaw may be cited as the "Meeting Procedures Bylaw".

INTRODUCED and given first reading by the Trustees on the 20th day of November, 2008

RECONSIDERED and finally passed by the Trustees on the 17th day of December, 2008