

The Municipal Corporation of the Town of Bancroft
BY-LAW NO. ##-2015
**BEING A BY-LAW TO ADOPT OPERATING GUIDELINES FOR THE BANCROFT
BUSINESS IMPROVEMENT AREA**

WHEREAS Sections 204-215 of the *Municipal Act*, 2001, as amended, regulate business improvement areas, and

WHEREAS Section 216 of the *Municipal Act*, 2001 as amended, provides without limiting Sections 9, 10 and 11, that a municipality may dissolve or change a local board, and

WHEREAS the Corporation of the Town of Bancroft deems it expedient to establish the mandate, composition, duties and responsibilities, practices and procedures for the Bancroft Business Improvement Area Board of Management;

NOW THEREFORE the Council of the Corporation of the Town of Bancroft hereby enacts as follows:

1. **THAT** the mandate, composition, duties and responsibilities, practices and procedures for Bancroft Business Improvement Area Board of Management shall be in accordance with the following schedules to this by-law:
 - A. **BBIA Operating Guidelines**
 - B. **BBIA Procedural Policy**
 - C. **BBIA Procurement Policy**
 - D. **BBIA Personnel Policy**
 - E. **BBIA Sale of Land and Disposition of Property Policy**
 - F. **BBIA Board of Directors and Volunteers Code of Conduct**
 - G. **Town of Bancroft Employee Code of Conduct**
 - H. **BBIA Staff Description of Duties**
2. **THAT** this by-law shall be known as the "**BBIA Terms of Reference.**"
3. **THAT** any and all predecessor designations of BIA operating guidelines be and are hereby repealed.
4. **THAT** in the event any other by-law conflicts with the provisions herein, this by-law shall prevail.
5. **THAT** If any section, clause or provision of this by-law is for any reason declared by a Court of competent jurisdiction to be invalid, the same shall not affect the validity of the by-law as a whole or any part thereof, other than the section, clause or provision so declared to be invalid and it is hereby declared to be the intention of Council that the remaining sections, clauses or provisions of the by-law shall remain in full force and effect until repealed,

notwithstanding that one or more provisions of this by-law shall have been declared to be invalid.

Read a first, second and third time and finally passed, signed, sealed and numbered by-law #___-2015 this ___ day of _____, 2015.

Hazel Lambe, Clerk

Bernice Jenkins, Mayor

PASSED

SCHEDULE "A" to BY-LAW NO. ##-2015
The Corporation of the Town of Bancroft

BANCROFT BIA OPERATING GUIDELINES

It will be noted that those items written in italics represent the *Municipal Act, 2001* and those in regular block print are to be considered proposed operating guidelines for the Bancroft Business Improvement Area, hereinafter referred to in this document as the BIA. Further, use of the term BBIA will refer to the Bancroft Business Improvement Area and use of the term Board in this document will mean the Board of Management of the Bancroft Business Improvement Area.

1. Index

2. Definitions

- a) "Act" means the *Municipal Act, 2001*, as amended from time to time.
- b) "BIA" means the Business Improvement Area, designated by the Corporation of the Town of Bancroft by-law passed under the *Municipal Act, 2001*, as amended [by-law ##-2015].
- c) "BBIA" means the Bancroft Business Improvement Area
- d) "Board" means the Board of Management of the Bancroft Business Improvement Area.
- e) "Board Member" means a member of the Board of Management of the Bancroft Business Improvement Area.
- f) "Business Property Class" means the commercial property classes and the industrial property classes within the meaning of the *Municipal Act 2001*, as amended, Sections 367 and 368.
- g) "Calendar Year" means the period from January 1st of any one year to and including December 31st of the same year.
- h) "CAO" Means the Chief Administrative Office of the Town of Bancroft.
- i) "Chair" means the person presiding over a meeting and who is charged with deciding questions and points of order or practice, preserving order and maintaining decorum in the proceeding.

- j) "Clerk" means the Chief Administrative Officer of the Corporation of the Town of Bancroft and/or designate.
- k) "Closed Session" means a meeting, or portion thereof, closed to the public in accordance with Section 239 of the Municipal Act, 2001 and Section 14 of this By-Law.
- l) "Committee" means a committee of the BBIA, composed of BBIA Directors and volunteers with a mandate defined by the Board.
- m) "Correspondence" includes, but is not limited to, the following: letter, memorandum, report, notice, electronic mail, facsimile, petition, etc.
- n) "Council" means Council of the Corporation of the Town of Bancroft.
- o) "Defer" means to postpone all discussion on the matter until later in the same meaning or to a future date which is established as part of the motion.
- p) "Delegation" means a person or group of persons who address the Board on behalf of an individual or a group for the purpose of making a presentation to the Board.
- q) "Ex Officio Member" means a member of the board or committee that holds that position by virtue of his/her office and will have all of the same rights and privileges, including voting, as the other members.
- r) "Improper Conduct" means conduct that a reasonable and sensible person would not do. See Appendix A "Code of Conduct"
- s) "Improper Language" means the use of profane, indecent or obscene language.
- t) "Majority" means more than half of the votes cast by Members entitled to vote at a particular meeting.
- u) "Meeting" means any regular, special, committee or other meeting of a local board or of a committee of either of them.
- v) "Member" means both an owner and tenant situate in the Business Improvement Area.
- w) "Minutes" mean a record of the proceedings of the Board, that include the place, date, time, name of presiding officer, list of members in attendance, evidence of quorum. Minutes will record the actions taken and decisions made by members at the meeting.
- x) "Notice" means a written, published or printed notification.

- y) "Order of Business" means the sequence of activities and/or discussions and decisions to be introduced and considered.
- z) "Pecuniary Interest" means a direct or indirect Pecuniary Interest within the means of the Municipal Conflict of Interest Act, 1990, chapter M. 50, as amended.
- aa) "Point of Order" means a matter that a Member considers to be a departure from or contravention of the rules, procedures and/or generally accepted practices of the Board.
- bb) "Point of Personal Privilege" means a matter that a Member considers to question their integrity and/or the integrity of the Board.
- cc) "Quorum" means majority of the Board for a regular meeting and 1/2 (one half) plus 1 (one) of the voting BIA members present a General Meeting.
- dd) "Receive for Information" means to receive the information with no further action to be taken.
- ee) "Recorded Vote" means documenting in the minutes of the board meeting the name of each Member and their vote on a matter or question: in favour, opposed or absent.
- ff) "Refer" means to direct a matter under discussion by the Board to a Staff matter for further examination.
- gg) "Regular Meeting" means a scheduled meeting held in accordance with Section 14 of this By-Law.
- hh) "Reports" means written documents by BIA employees, consultants, solicitors or other individuals appointed at the pleasure of the Board for the purpose of providing advice, alternatives/recommendations on various matters.
- ii) "Resolution" means a formal state of opinion adopted by the Board in accordance with these rules.
- jj) "Rules of Procedure" means the rules and regulations contained in this By-Law.
- kk) "Special Meeting" means a meeting not scheduled in accordance with the approved schedule of meetings.
- ll) "Secretary" means the Secretary for the board of management.
- mm) "Speaker" means a member of the public who wishes to speak to an item which is on the Board agenda.
- nn) "To Recess" means to adjourn the Meeting for a specified length of time.

oo)“Town” means the Corporation of the Town of Bancroft.

3. Designation Of Improvement Area

204. (1) *A local municipality may designate an area as an improvement area and may establish a board of management,*

(a) *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*

(b) *to promote the area as a business or shopping area. 2001, c. 25, s. 204 (1).*

The entirety of the “Bancroft Ward” has been designated the Bancroft Business Improvement Area as shown on the map in Schedule “A”, a copy of which is attached hereto and forming an integral part of this By-law

4. Corporation

204. (2) *A board of management is a corporation consisting of the number of directors established by the municipality. 2001, c. 25, s. 204 (2).*

The Bancroft Town Council will appoint a board of management whose objective will 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 the area as a business and shopping area, and further, to promote co-operation and joint planning of comprehensive downtown improvement projects by the municipality, business groups and the community at large.

5. Local board status

204. (2.1) *A board of management is a local board of the municipality for all purposes. 2006, c. 32, Sched. A, s. 89.*

The rules and procedures contained in this by-law will be observed in all proceedings of the board of management. Where greater clarification is required, the board of management will have regard, firstly, to the Town of Bancroft Procedural By-law No. 145-06.

6. Composition

204. (3) *A board of management shall be composed of,*

(a) *one or more directors appointed directly by the municipality; and*

(b) *the remaining directors selected by a vote of the membership of the improvement area and appointed by the municipality. 2001, c. 25, s. 204 (3).*

The Bancroft Business Improvement Area’s volunteer board of management will consist of not more than 11 (eleven) members and no fewer than ~~7 (seven)~~ 5 (five) [revised AGM Nov. 1 2016] directors will be elected by a vote of the membership at the annual general meeting of the Business Improvement Area and 1 (one) director will be a member of Council, appointed directly by the municipality.

The vote of the membership will be conducted in accordance with the voting procedures outlined in the BBIA Procedural Policy- Appendix.

The board of management will have regular monthly meetings. Protocol for meetings will be found in the BBIA Procedural Policy- Appendix.

The board of management will, at its first meeting following its appointment or reappointment by the Council, appoint a Chairperson, a Vice-Chair, Secretary and Treasurer. The board of management may also appoint such other officers, as circumstances require- such as special committee members. Duties relating to the board of management may be found in the BBIA Procedural Policy- Appendix.

7. Membership

204.4) 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).

In addition to those persons assessed on the last returned assessment roll, membership will be granted to recent purchasers and tenants of property in the area that is in business property class, but not assessed on the last returned assessment roll, provided that they produce evidence of ownership or tenancy considered satisfactory in the opinion of the Town Clerk.

8. Non-Voting Associate Membership

The BBIA may offer non-voting Affiliate Membership to persons demonstrating an interest joining the BBIA but who do not fall within the BIA jurisdiction. Upon completion of a membership application form and subsequent acceptance by the Board and Town Clerk, Associate Members will be required to pay a standard annual membership fee. The cost of non-voting Associate Membership will be determined annually and noted in the annual budget. This membership fee will be pro-rated to coincide with the calendar year. These memberships will be invoiced by the board upon confirmation of acceptance. Associate members will be entitled to all membership advantages, save and except for voting privileges and streetscaping.

9. Determining Tenancy

204. (5) In determining whether a person is a tenant or not, the clerk of the municipality may accept a list provided under clause 210 (2) (b) or the declaration of a person that the person is a tenant and the determination of the clerk is final. 2001, c. 25, s. 204 (5).

The board of management will direct any inquiries regarding Membership criteria to the Clerk of the Town of Bancroft.

10. One vote

204. (6) 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).

At each Members' meeting a Member may cast one (1) vote on each motion. The Chair of the board of management or of a Committee has the right to vote at all meetings of the Board or Committee of which he or she is the Chair.

At a General Meeting, quorum will be calculated by 1/2 (one half) of the voting BIA members present at the meeting, plus 1 (one).

11. Nominee

204. (7) 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).

All candidates for position on the board of management must complete the relevant nomination form which will indicate the support of at least one (1) members (or more). This form must be submitted within the appropriate time period, to the secretary of the board of management.

12. Joint nominee

204. (8) Subject to subsection (6), one individual may be nominated for voting purposes by two or more corporations that are members of an improvement area. 2001, c. 25, s. 204 (8).

No proxy votes will be permitted.

13. Refusal to appoint

204. (9) The municipality may refuse to appoint a person selected by the members of an improvement area, in which case the municipality may leave the position vacant or direct that a meeting of the members of the improvement area be held to elect or select another candidate for the municipality's consideration. 2001, c. 25, s. 204 (9).

To be eligible to serve as a director of the board of management, an individual must be:

- a) At least 18 years of age; and
- b) A BIA Member; or
- c) An individual appointed as a nominee by a Member, provided that the nominee has the written approval of a BIA Member to exercise the corporate Member's rights.

Any decision to refuse to appoint will be fair and reasonable.

14. Term

204. (10) The term of the directors of a board of management is the same as the term of the council that appointed them but continues until their successors are appointed. 2001, c. 25, s. 204 (10).

The BBIA board will elect from its members, a new Chairperson, Vice-Chair, Treasurer and Secretary every two (2) years. Members stepping down from executive positions will remain on the board for the remainder of their term. No member of council will hold an executive position on the BBIA board.

15. Reappointment

204. (11) Directors are eligible for reappointment. 2001, c. 25, s. 204 (11).

Although eligible for re-appointment to the BIA board, any person appointed as Chairperson will be limited to serving for four (4) years; or (2) consecutive terms in that particular executive position.

16. Vacancies

204. (12) Subject to subsection (9), if a vacancy occurs for any cause, the municipality may appoint a person to fill the vacancy for the unexpired portion of the term and the appointed person is not required to be a member of the improvement area. 2001, c. 25, s. 204 (12).

The Town of Bancroft will ensure that there are a minimum of ~~7 (seven)~~ 5 (five) {revised AGM Nov 1 2016] persons appointed to the board of management at all times.

17. Budget

205. (1) A board of management shall prepare a proposed budget for each fiscal year by the date and in the form required by the municipality and shall hold one or more meetings of the members of the improvement area for discussion of the proposed budget. 2002, c. 17, Sched. A, s. 40 (1).

The board of management will, prior to November 15th of each calendar year, hold one or more general meetings of the members of the BIA for discussion and adoption of a proposed budget for the following year. The proposed BBIA budget will be submitted to Council for approval.

18. Council to approve

205. (2) A board of management shall submit the budget to council by the date and in the form required by the municipality and the municipality may approve it in whole or in part but may not add expenditures to it. 2001, c. 25, s. 205 (2); 2002, c. 17, Sched. A, s. 40 (2).

Once adopted by the BIA, the board of management will submit the budget to the Clerk, no later than December 1st of each calendar year, including the notice and minutes of the budget meeting(s).

19. Limitations

205. (3) A board of management shall not,

- (a) spend any money unless it is included in the budget approved by the municipality or in a reserve fund established under section 417;
- (b) incur any indebtedness extending beyond the current year without the prior approval of the municipality; or
- (c) borrow money. 2001, c. 25, s. 205 (3).

All monies spent from the BIA account will be within the budgeted provisions and in accordance with the BBIA procurement policy and spent only for the benefit of the BIA members' businesses. Nothing precludes an individual from donating their own funds to increase the value of improvements carried out in the vicinity of their business, provided the proposed donation is included in the budget or revised budget for the project approved by Council.

The BIA board of management will make every effort to obtain the best value when purchasing goods and services on behalf of the BIA general membership.

All purchases of the BIA board of management, on behalf of the BIA general membership, will be approved by resolution at a Board meeting (unless otherwise specified in the approved annual budget) and subsequently approved by council.

A petty cash disbursement of ~~\$250 (two hundred and fifty dollars)~~ \$350 (three hundred and fifty dollars) [revised AGM Nov 1 2016] is kept at the discretion of the chair for BIA related incidentals such as postage, copying or correspondence. Full disclosure of the activity of the petty cash will be included in BIA financial reports.

20. Limitations on power

205. (4) Section 65 of the Ontario Municipal Board Act and section 401 of this Act apply to the municipality's approval under clause (3) (b) in the same manner as if it were incurring a debt of the municipality. 2001, c. 25, s. 205 (4).

The board of management will use best practices in making recommendations to Town council. The board of management must obtain approval from Town council before committing to, or commencing, any action or expenditure.

The board of management will obtain formal procedures from relevant town emergency services in order to mitigate risk at and during all BIA projects and events.

21. Notice

206. A board of management shall give reasonable notice to the general membership of the improvement area of a meeting to hold a vote under clause 204 (3) (b) or for the purposes of a discussion under subsection 205 (1). 2001, c. 25, s. 206; 2002, c. 17, Sched. A, s. 41.

- a) Notice of a general meeting must include the meeting agenda (and proposed budget for the annual general meeting).

- b) The board's complete audited financial statements, with balance sheet and revenue and expenditure statements must be available at the annual general meeting.
- ~~c) The board will supply the Clerk with the notice of the general meeting and any accompanying materials, at least fifteen (15) days before the date of the general meeting.~~ The board shall advise the Clerk of the date and time of the scheduled Annual General Meeting, at least (15) days before the date of the general meeting. [Revised AGM: October 31, 2017]
- d) The board of management will send the notice of the general meeting electronically at least fifteen (15) days before the date of the meeting to business improvement area property owner members, tenant members and all members of Council and through notices posted on the BIA website as well as through posting a notice in the local newspapers for two (2) consecutive weeks prior to the date of the meeting.

22. Annual report

207. (1) A board of management shall submit its annual report for the preceding year to council by the date and in the form required by the municipality and the report shall include audited financial statements. 2001, c. 25, s. 207 (1).

The board will adopt and maintain banking arrangements and sound business practices that are acceptable to the Treasurer for the Town of Bancroft. The Treasurer for the Town of Bancroft will oversee all financial procedures.

23. Auditor

207. (2) The municipal auditor is the auditor of each board of management and may inspect all records of the board. 2001, c. 25, s. 207 (2).

The BIA will be responsible for the payment to the Town for the cost of the annual audit of the BIA financial statements.

24. Funds To Be Raised

208. (1) The municipality shall annually raise the amount required for the purposes of a board of management, including any interest payable by the municipality on money borrowed by it for the purposes of the board of management. 2001, c. 25, s. 208 (1).

The board of management will direct any inquiries with regard to the BIA levy to the Clerk of the Town of Bancroft. Any and all funding and support applications are to be approved by Council prior to submission and further, all funding applications and agreements must be signed by the Mayor and Clerk. Operating agreements within the approved BBIA budget may be signed by the board executive, as appropriate.

25. Special Charge

208. (2) The municipality may establish a special charge for the amount referred to in subsection (1),

- (a) *by levy upon rateable property in the improvement area that is in a prescribed business property class; or*
- (b) *by levy upon rateable property in the improvement area that is in a prescribed business property class and that, in council's opinion, derives special benefit from the improvement area, which levy may be calculated using different percentages of the assessment for one or more separately assessed properties or categories of separately assessed properties in the prescribed class if the resulting levy is equitable in accordance with the benefits that, in council's opinion, accrue to the properties from the activities related to the improvement area. 2001, c. 25, s. 208 (2).*

26. Minimum And Maximum Charges

208. (3) *The municipality may establish a minimum or maximum charge or both, expressed for one or more separately assessed properties or categories of separately assessed properties in a prescribed class, as,*

- (a) *percentages of the assessed value of rateable property in the improvement area that is in a prescribed business property class;*
- (b) *dollar amounts; or*
- (c) *percentages of the board of management's annual budget. 2001, c. 25, s. 208 (3).*

27. Effect Of By-Law

208. (4) *When a by-law under subsection (3) is in force,*

- (a) *the amount of a charge levied in a year under subsection (2) shall not, when calculated for the individual property in the prescribed class to which it applies, be less than or greater than the amount of the applicable minimum and maximum charge for the property established under the by-law; and*
- (b) *if necessary for a fiscal year to raise the amount referred to in subsection (1) because a minimum or maximum charge applies to one or more separately assessed properties or categories of separately assessed properties in the prescribed class, the municipality shall for the year adjust any charges applicable to the remaining individual properties or subclasses of properties in the prescribed class by adjusting the percentage or percentages of assessment established under subsection (2) for those properties. 2001, c. 25, s. 208 (4).*

28. Exclusion

208. (5) *Section 210 does not apply to an adjustment made under clause (4) (b). 2001, c. 25, s. 208 (5).*

29. Borrowings

208. (6) *If only a part of money borrowed by the municipality in any year for the purposes of a board of management is required to be repaid in that year or a subsequent year, only that part and any interest payable on the total amount shall be included in the levies under this section in that year or subsequent year, respectively. 2001, c. 25, s. 208 (6).*

30. Priority Lien Status

208. (7) Charges levied under this section shall have priority lien status and shall be added to the tax roll. 2002, c. 17, Sched. A, s. 42.

31. Changes To Boundary

209. The municipality may alter the boundaries of an improvement area and the board of management for that improvement area is continued as the board of management for the altered area. 2001, c. 25, s. 209.

32. Notice

210. (1) Before passing a by-law under subsection 204 (1), clause 208 (2) (b), subsection 208 (3) or section 209, notice of the proposed by-law shall be sent by prepaid mail to the board of management of the improvement area, if any, and to every person who, on the last returned assessment roll, is assessed for rateable property that is in a prescribed business property class which is located,

- (a) where the improvement area already exists, in the improvement area and in any geographic area the proposed by-law would add to the improvement area; and*
- (b) where a new improvement area would be created by the proposed by-law, in the proposed improvement area. 2001, c. 25, s. 210 (1).*

33. When Notice Received

210. (2) A person who receives a notice under subsection (1) shall, within 30 days after the notice is mailed,

- (a) give a copy of the notice to each tenant of the property to which the notice relates who is required to pay all or part of the taxes on the property; and*
- (b) give the clerk of the municipality a list of every tenant described in clause (a) and the share of the taxes that each tenant is required to pay and the share that the person is required to pay. 2001, c. 25, s. 210 (2).*

34. Objections

210. (3) A municipality shall not pass a by-law referred to in subsection (1) if,

- (a) written objections are received by the clerk of the municipality within 60 days after the last day of mailing of the notices;*
- (b) the objections have been signed by at least one-third of the total number of persons entitled to notice under subsection (1) and under clause (2) (a); and*
- (c) the objectors are responsible for,*
 - (i) in the case of a proposed addition to an existing improvement area,*
 - (A) at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area, or*
 - (B) at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed*

business property classes in the geographic area the proposed by-law would add to the existing improvement area, or

(ii) in all other cases, at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 210 (3).

35. Withdrawal of objections

210. (4) If sufficient objections are withdrawn in writing within the 60-day period referred to in clause (3) (a) so that the conditions set out in clause (3) (b) or (c) no longer apply, the municipality may pass the by-law. 2001, c. 25, s. 210 (4).

36. Determination by clerk

210. (5) The clerk shall determine whether the conditions set out in subsection (3) have been met and, if they are, shall issue a certificate affirming that fact. 2001, c. 25, s. 210 (5).

37. Determination final

210. (6) The determination by the clerk is final. 2001, c. 25, s. 210 (6).

38. Repeal of by-law

211. (1) Council shall give notice in accordance with subsection 210 (1) of a proposed by-law to repeal a by-law under subsection 204 (1) if the municipality has received,

(a) a resolution from the board of management requesting the repeal; or

(b) a request for the repeal signed by persons who are responsible for at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 211 (1).

39. Statement

211. (2) A person signing a request under clause (1) (b) shall state what amount of taxes on rateable property in the area that the person is required to pay. 2001, c. 25, s. 211 (2).

40. Time

211. (3) Council shall give the notice within 60 days after receiving the resolution or request. 2001, c. 25, s. 211 (3).

41. Repeal

211. (4) Council shall repeal the by-law under subsection 204 (1) if requests for the repeal are received by the clerk of the municipality within 60 days after the last day of mailing of the notices and,

(a) the requests have been signed by at least one-half of the total number of persons entitled to notice under subsection 210 (1) and under clause 210 (2) (a); and

(b) those who have signed the requests are responsible for at least 50 per cent of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 211 (4).

42. Timing

211. (5) The repealing by-law must come into force on or before December 31 of the year in which it is passed. 2001, c. 25, s. 211 (5).

43. Requests withdrawn

211. (6) If sufficient requests are withdrawn in writing within the 60-day period referred to in subsection (4) so that either condition set out in that subsection no longer applies, the municipality is not required to repeal the by-law. 2001, c. 25, s. 211 (6).

44. Determination by clerk

211. (7) The clerk shall determine whether the conditions set out in clause (1) (b) and subsection (4) have been met and, if so, shall issue a certificate affirming that fact. 2001, c. 25, s. 211 (7).

45. Determination Final

211. (8) The determination by the clerk is final. 2001, c. 25, s. 211 (8).

46. Restriction

211. (9) If the conditions of subsection (4) are not satisfied, council is not required to give notice under subsection (1) in response to a resolution or request for a period of two years after the last mailing of the notices. 2001, c. 25, s. 211 (9).

47. Non-application

211. (10) No requirement under this section or under section 210 applies to the repeal by a municipality on its own initiative of a by-law under subsection 204 (1). 2001, c. 25, s. 211 (10).

48. Effect Of By-Law

212. A by-law passed under subsection 204 (1), subsection 208 (2) or (3), section 209 or subsection 211 (4) is not invalid by reason only that,

(a) a person required to give a copy of a notice to a tenant or other information to the municipality under subsection 210 (2) has not done so;

(b) the objections referred to in clause 210 (3) (b) have not been signed by at least one-third of the total number of persons entitled to receive notice under

subsections 210 (1) and (2) because a person required to give a copy of the notice under subsection 210 (2) has not done so; or

(c) the requests referred to in clause 211 (4) (a) have not been signed by at least one-half of the total number of persons entitled to notice under subsections 210 (1) and (2) because a person required to give a copy of the notice under subsection 210 (2) has not done so. 2001, c. 25, s. 212.

49. Tenants

213. *For the purposes of clauses 210 (3) (c) and 211 (1) (b), subsection 211 (2) and clause 211 (4) (b), a tenant shall be deemed to be responsible for the part of the taxes that the tenant is required to pay under the tenant's lease or under sections 367 and 368. 2001, c. 25, s. 213.*

The board of management will direct any inquiries regarding Membership criteria to the Clerk of the Town of Bancroft.

50. Dissolution Of Board

214. *(1) Upon the repeal of a by-law under subsection 204 (1), the board of management is dissolved and the assets and liabilities of the board become the assets and liabilities of the municipality. 2001, c. 25, s. 214 (1).*

51. Liabilities Exceed Assets

214. *(2) If the liabilities assumed under subsection (1) exceed the assets assumed, the council may recover the difference by imposing a charge on all rateable property in the former improvement area that is in a prescribed business property class. 2001, c. 25, s. 214 (2).*

52. Regulations

215. *The Minister may make regulations prescribing one or more classes of real property prescribed under the Assessment Act as business property classes for the purposes of sections 204 to 214. 2001, c. 25, s. 215.*

SCHEDULE "A" to BY-LAW NO. #-2015
The Corporation of the Town of Bancroft

BANCROFT BIA PROCEDURAL POLICIES

These Operating Guidelines will apply to the Board of Management of the Business Improvement Areas established under Section 204 of the *Municipal Act*, as amended.

The board will be established for the business improvement area designated by a by-law, and the name of the Board will be the "BBIA Board of Management." The board is a Town board and is an agent of the Town only for the purposes set out herein.

The board must adhere to the Municipal Act, 2001 and to the policies set forth in this Procedural Appendix. If there are no specific policies in place, the board must adhere to the Town of Bancroft's Procedural By-Law No. 145-06.

Any rules of Procedure that are not specifically addressed by the Municipal Act, 2001, this procedural policy or the Town of Bancroft Procedural By-law will be dealt with in accordance, as far as reasonably practical, to Robert's Rules of Order and in such cases the decision of the Chair of the Board will be final. Further, any rules or procedures contained in this by-law may be suspended for minor matters or with the consent of a majority of the Board members present, unless prohibited by law or to do such would place the Board at legal risk.

The Board will contact the Clerk of the Town of Bancroft to seek procedural advice, as required.

- 1. Index**
- 2. Elections, Voting Procedures**

The Board will conduct elections for membership on the Board as part of the Annual General Meeting to be held during November of a Town Council "election year", for the purpose of providing Town Council with the recommendation of the BIA membership on Council's appointment of members to the Board of Management.

The Board will appoint a "nominating committee", consisting of both board and non-board members, sixty (60) days before the date set for the elections of the Board of Management to invite eligible candidates to come forward.

Any member may nominate a candidate or candidates in writing to the secretary of the Board of Management. Those nominations will be delivered to the Secretary at least twenty (20) days prior to the election to be included in the list of nominations.

Notwithstanding the foregoing, a declaration of candidacy can be made at the commencement of the meeting set for elections, from the floor, provided the member meets the aforementioned requirements.

In addition to the names and signatures of nominators, all nominations must bear:

- a) The name of the person nominated and the business/property they own or represent;
- b) The signature of the nominee.

EXAMPLE:

Name of Nominee
Business Name/Property Owned
Position with Business
Address of Business/Property
Email:
Telephone Number:
Signature of Nominee:
Date

I (name) _____ of (business/property) _____

hereby submit the nomination of the above named nominee:

Signature of Nominating Member: _____ Date: _____

The Board of Management will distribute to all BIA members at least fifteen (15) days prior to the date set for elections:

- a) The date of the General Meeting at which the elections will be held;
- b) The list of all nominations that were received by the Secretary from the Board during the allotted time period.

Voting will be conducted through the following procedure:

The Chair of the Board of Management will call the meeting to order, state the number of directors to be selected and will:

- a) Recite the nominees posted and ask each to confirm their intention to stand for selection to the Board and briefly state their interest in serving on the Board.

- b) Call for additional nominees and confirm their willingness to stand and post names.
- c) Prior to announcing the closing of nominations, the Chair will call for any further nominations two more times.
- d) At the close of nominations, the Chair will call for voting to take place using a secret ballot system. The ballots will indicate the number of vacant seats on the Board and each voting member is entitled to vote for nominees to fill the number of seats. No proxy votes will be permitted.
- e) After all votes are cast, they will be delivered to the Clerk (or designate).
- f) A candidate has the right to appoint a representative to be present during the counting of the ballots.
- g) The Clerk will announce the results of the vote.
- h) The list of nominees for the Board that are elected at the Annual General Meeting will be forwarded to the Town for consideration in appointing new members of the Board of Management.
- i) All ballots will be kept by the Clerk for safe keeping for 30 (thirty) days following the election. If no challenges are registered with the Secretary of the Board of Management, the secretary will so advise Council and the ballots may be destroyed.
- j) The newly appointed Board will assume their responsibilities in accordance with their appointment by Town Council. The previous Board continues in office until the new Board of Management takes office, following Town appointment.

In the event there are 10 (ten) or fewer nominees, there will be no need for a vote and a list of all candidates shall be forwarded to Town Council for approval and appointment. And further, in the event that the Chair is standing for re-election, the Town Clerk or designate will assume the Chair for the purposes of the election.

3. Board Officers/Executive

At the Commencement of each term, the Board will select a Chair, Vice-Chair, Secretary and Treasurer. The Chair will be limited to serving two (2) consecutive terms. The Board, if it so chooses, may agree to have the Treasurer of the Town of Bancroft to serve as the BBIA Treasurer, and may agree to have a Town of Bancroft staff member as Secretary. The positions of Chair and Vice-Chair must be appointed from the Board membership.

4. Duties of The Chair

- a) Together with the BBIA Staff, prepare the agenda and any supporting materials in preparation for a meeting.

- b) To notify staff and Vice-Chair in advance of any meeting that cannot be attended. If the Vice-Chair is also unavailable to chair, appoint another Board member to act as chair for that meeting.
- c) To ensure adequate follow up on action items in preparation for future meetings, including review of minutes.
- d) To liaise with Town staff and Council liaisons as required, including any communication and clarification on minutes or correspondence submitted.
- e) To serve as the official spokesperson of the Board of Management (with the power to delegate) in all matters relating to the activity of the BIA, in consultation with the Mayor and Clerk.
- f) To consult with BBIA Staff and the Treasurer in the preparation of the annual Draft Budget to be presented to the board for first review at the regular October meeting, and then for final review and approval at the regular meeting in November, before it goes to the Annual General Meeting for the entire membership to review and for a vote.
- g) Act as the day to day contact with BBIA Staff and the Town Clerk on all matters of operation of the BBIA.

5. Duties Of The Vice Chair

In the Chair's absence, the Vice-Chair will have all of the powers of the Chair and will assume all of the Chair's regular duties.

6. Duties of the Secretary

- a) To keep proper minutes and records of every meeting of the Board and forward draft and approved copies of the minutes to all members of the Board, BIA staff and the Clerk.
- b) To comply with direction received from the Clerk regarding what constitutes proper minute and record keeping practices.
- c) To maintain an up-to-date contact list of council members, BBIA board of management persons, BIA staff members, committee members, BBIA members (including property owners, tenants) and relevant stakeholders.
- d) To provide a copy of the up-to-date contact list to the Town Clerk.
- e) To undertake sundry duties as delegated by the board of management or the Clerk.

7. Duties of the Treasurer

To oversee the financial procedures and complete the necessary financial reports for the BBIA operations.

8. General Duties Of The Board Of Directors

- a) It will be the duty of all Directors;
- b) To attend all meetings, participate in discussions, and act in a collective manner with all members of the Board;

- c) To establish applicable policies that define the strategic priorities to be achieved in carrying out the purpose of the Board, and policies for Board processes;
- d) To ensure that applicable services and programs are provided in a cost-effective manner;
- e) To balance the diverse values, aspirations, priorities and competing interests of the entire membership;
- f) To make sound, effective, and timely decisions based upon objective data and open debate of pertinent issues;
- g) To carry out strategic priorities on behalf of the membership of the BBIA and to conduct activities in an orderly, professional and businesslike manner;
- h) To be honest and respectful of each other in their communications and to refer all press inquiries to the Chair;
- i) To have utmost regard to and refrain from disclosing all confidential and privileged information;
- j) To respect time and honour commitments of all Directors, BIA members, BBIA Staff, Town Council, Town Staff and relevant stakeholders;
- k) To embrace/encourage constructive disagreement and discussion while avoiding discouraging destructive conflict;
- l) To make reasonable attempts to build consensus on issues and, failing that, to respect and represent decisions of the majority vote of the Board;
- m) To participate actively in one Committee and one Special Event each year;
- n) To adhere to the policies and procedures stated herein and to refer to the Town Clerk for clarity and guidance on any matter, if required.

9. Additional Duties of the Council Appointed Director to the Board

- a) To assist the Chair by providing advice and information regarding Town and/or Council business, where appropriate.
- b) To liaise with Council, Town staff and/or other stakeholders to further the progress of the Board's work plan and activities, with the understanding that Council Liaisons are not compelled to act as Board advocates or diminish their legislative responsibilities to electors and to the Town.
- c) To participate in business of the Board, including voting on recommendations.

10. Committees

Committees may be established by the Board to consider a specific matter.

When a Committee is established by the Board, the Chair will nominate the members of that Committee from the membership and Board volunteers, and such nominations will be confirmed by resolution of Board.

All committees will comprise no fewer than three (3) members. At least one will be a Director of the Board of Management, other than the Board of Management Chair. The chair of a committee will be elected by the members of the committee from within their ranks.

At the first Committee meeting, the Committee will establish a Chair and Vice-Chair. The Chair will preside over the conduct of the meeting.

The Chair will be responsible for tracking any budgeted funds related to the committee and will seek Board approval for any funds that exceed this budget. Committees will not have the authority to enter into a contract on behalf of the BIA or commit the BIA to any financial obligation or liability. All expense requests and documentation will be presented on a timely basis to the treasurer.

The Committee Vice-Chair will ensure minutes are taken of the Committee meetings and are provided to the Board Chair and BBIA Staff. Reports of the Committee meetings will be circulated to the Board, BBIA Staff, and Clerk on an ongoing basis. The Committee Vice-Chair will provide the board of management's secretary of the names and contact information for committee members.

The Chair of the Board of Management will not chair any committees, but will be considered an Ex Officio Member of all committees.

11. Meetings

The Board will provide public notice of its meetings at least forty-eight (48) hours in advance of the meeting date by posting the same on its website and by electronic communication to the Clerk and BBIA Board members.

The Board of management will hold regular monthly meetings on the first Thursday of each month at 4:00 p.m. at the Town Municipal Office, unless otherwise stipulated. The Board may also meet at any time at the call of the Chair, subject to appropriate notice. The Board will hold an annual general meeting in November of each year, to which all members of the business improvement area will be invited.

The Board may call additional general meetings as required, adhering to the notice requirements contained herein.

12. Committee Meetings

A committee will meet as often as its members deem necessary to perform the committee's mandate.

A committee will establish a time and place suitable to the majority of its members for the holding of its regular meetings.

A committee will keep accurate records of its activities, including minutes, attendance list and agendas, or may report orally to the Board of Management on those matters to be recorded by the Secretary in the minutes. These documents will be attached to the minutes of the Board of Management meeting at which they are presented.

13. Attendance

No board member will be absent from any regular meeting of the Board without providing substantive notice of such absence to the Chair and the Office Manager. A

member will provide notice at least twenty-four (24) hours prior to a scheduled meeting that they are unable to attend.

Where a Board member is absent from meetings of the Board for more than three (3) successive months without being authorized to do so by a resolution of the Board, the member's seat will be declared vacant and the Clerk will be so notified.

14. Delegations

The Board may receive any person wishing to address the Board on any matter included on the agenda and such request to the Chair will clearly state the nature of the business to be discussed. Delegations will be limited to ten (10) minutes for their presentation.

15. Closed Sessions

Qualifications:

All meetings will be open to the public unless 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) a proposed or pending acquisition or disposition of land by the municipality or local board;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another *Act*; and
- h) a matter in which the subject relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the board is designated as the Head for purpose of that *Act*.

In addition, a meeting may be closed to the public if the following conditions are both satisfied:

- a) The meeting is held for the purpose of education or training the members; and
- b) At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee.

Before holding a meeting or part of a meeting that is to be closed to the public, a resolution will be passed stating:

- a) The fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- b) In the case of a meeting for educational or training sessions, the fact of the holding of the closed meeting, the general nature of its subject matter and that it is to be closed under that subsection.

A meeting will not be closed to the public during the taking of a vote unless:

- a) It meets the aforementioned qualifications and;
- b) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the BIA Board or committee or persons retained by or under a contract with the BIA Board.

The Secretary of the Board, or designate, will record without note or comments all resolutions, decisions and other proceedings at a meeting of the board, whether it is closed to the public or not.

Clause 6(l)(b) of the ***Municipal Freedom of Information and Protection of Privacy Act*** does not apply to a record of a meeting for educational or training sessions.

16. Disclosures of Pecuniary Interest

Further to ***Municipal Conflict of Interest Act***, R.S.O. 1990, c.M.50 as amended or replaced, pecuniary interest is something that causes either a negative or positive financial impact for the individual. The term interest is not limited to a property interest and may be an interest that financially impacts the person through a personal or business relationship, or through a contract.

It will be the responsibility of each member of the Board to identify and disclose any pecuniary interest in any item or matter before the Board. This does not apply to an interest that a council member has in common with general residents in the community, unless he or she is impacted significantly more than everyone else in the community.

17. Commencement of Board Meetings

- a) Quorum at the board meeting will be a majority of the members constituting the Board, including the Council representative(s).
- b) As soon after the hour fixed for the Board meeting as a quorum is present, the meeting will be called to order by the Chair.
- c) If a quorum is not present within twenty (20) minutes after the time appointed for the meeting, the Board will stand adjourned until the date and time of the next regular or

special meeting and the appropriate officer will record the names of those members of the Board present upon such adjournment.

d) The Chair, if present, will preside at all meetings. In the absence of the Chair, the Vice-Chair will preside during the meeting.

18. Agendas and Minutes of Board Meetings

a) An agenda will be prepared for each Board meeting as well as general meetings including the order of business which may consist of the following:

Call to Order
Roll Call
Review of Addendum/Announcements
Disclosures of Pecuniary Interest
Adoption of Minutes
Presentations and Delegations
Communications
Reports of Committees
Financial Report
Discussion and Adoption of Annual Proposed Budget
Enquiries
Motions
Notice of Motion
Consideration of By-laws
New Business
Scheduling of Meetings
Closed Session, where necessary
Adjournment

b) The business of each meeting will be taken up in the order in which it appears on the agenda unless otherwise decided by a majority vote of the members present and all questions relating to the priority of business will be decided without debate.

c) The agendas and supporting documents will be considered as notice of regular Board meetings. Sufficient notice of meetings will be deemed to include the posting of the agenda on the BBIA website and the notification, electronically, to all Board and Council members.

d) Agendas will be delivered electronically to all Board and Council members at least forty-eight (48) hours prior to a regular Board meeting.

e) The Secretary of the Board or designated employee will truly record, without note or comment, all proceedings of the Board. The minutes will not include any discussion undertaken in the course of a meeting, but will only record decisions of the Board expressed in resolution form and will record all such resolutions affirmatively voted upon by a majority of the Board members present and those which are lost.

f) Declarations, presentations, delegations and other items on the agenda will be referred to in a brief and summary manner.

- g) The minutes will be adopted, by resolution, for each and every regular and special meeting of the Board.
- h) The Chair and Secretary will sign approved minutes.
- i) The recording officer may affect any minor modifications or corrections of an administrative, numerical, grammatical, semantic or descriptive nature or kind to the minutes as may be deemed necessary after the approval thereof and same will be recorded in a register.
- j) The recording officer will distribute the minutes to the members of the Board, the Clerk of the Town of Bancroft and by posting same on the website, where applicable. The minutes will also be distributed with the agenda for the next regular meeting.

19. Rules of Conduct and Debate

- a) All Directors of the Board will serve the BBIA membership in a conscientious and diligent manner. No member will use the influence of office for any purpose other than the exercise of his or her official duties.
- b) All BBIA Board members and volunteers will adhere to the BBIA Board of Directors and Volunteers Code of Conduct.
- c) All BBIA staff will adhere to the Town of Bancroft Code of Conduct, By-Law ##-2013.
- d) The Chair will preside over the conduct of Board meetings, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meeting, subject to an appeal to the Board.
- e) The Chairperson may answer questions and comment in a general way without leaving the chair, but if he/she wishes to speak to a motion and take part in the debate, he/she will first leave the chair and turn it over to a member who has not spoken to the question and the Chairperson will resume the chair after the question has been decided.
- f) No member will:
 - i. Speak disrespectfully of any one;
 - ii. Use indecent, offensive or insulting language; speak on any subject other than the subject in debate;
 - iii. Where a matter has been discussed in a meeting or part of a meeting closed to the public and where the matter remains confidential, disclose the content of the matter or the substance of deliberations of the closed session meeting;
 - iv. Disobey the rules of the Board or a decision of the Chair on questions of order or practice or the interpretation of the Rules;
 - v. Interrupt a member who is speaking, except to raise a point of order or a question of privilege.
- g) All BBIA Board members and volunteers will adhere to the Appendix A Code of Conduct.

20. Motions

- a) Notice will be given of all motions for introducing new matters, other than a point of order or a matter of urgency, and no motion will be discussed unless such notice has

been given at the last regular meeting of the Board or filed with the appropriate officer before noon on the day upon which the agenda is printed unless the Board, without debate, dispenses with such a majority vote of all of the members present.

- b) Motions will be seconded before being debated or put to a vote.
- c) In general, a negative motion will not be permitted.

21. Notice of Amendments to the BBIA By-law

Before any amendments to this By-law for the Designated BIA Area are approved by Council, a public hearing will be held and notice of the proposed amendments and date of the public hearing will be sent electronically at least twenty (20) days before the date of the public hearing to business improvement area property owner members and tenant members and notice on the BIA website as well as notice will be given through notice in the local newspapers at least twenty (20) days prior to the date of the public hearing.

22. Employees

The Board will seek approval from Council prior to hiring any employees. The Board will adhere to the BIA Personnel Policy and in the event there is no established protocol, will follow to the human resources and hiring policies as set out by the Town of Bancroft.

23. Insurance and Legal Services

The Board will advise the Clerk of the names and contact information for every member of the Board of Management and any committees.

- a) The Town will provide comprehensive general liability and property insurance coverage for the BIA each year at its expense, subject to a deductible of \$10,000.00 per claim. The BIA will be responsible for the payment of costs and amounts paid in settlement of claims up to a maximum of \$5,000.00 and the Town will be responsible for payment of any additional amounts up to the deductible limit.
- b) The BBIA will forward to the Clerk notice of all claims, who will be responsible for claims management.
- c) The BBIA will ensure that vendors at BBIA events provide proof of insurance coverage, naming the Town of Bancroft as “an additional insured”, before the event occurs, unless the BBIA obtains special event coverage that will allow this requirement to be waived.
- d) Legal support to the BBIA will be provided by the Town Solicitor or external counsel retained by the Town.

24. Limitation of Liability

No director, staff member or officer of the BIA will be liable for acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the BIA through the insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf, of the BIA, or for any insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf, of the BIA, or for the insufficiency or

deficiency of any security in or upon which any of the monies of the BIA will be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the BIA will be deposited or for any other loss, damage or misfortune whatever which will happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own wilful neglect or default.

25. Indemnity

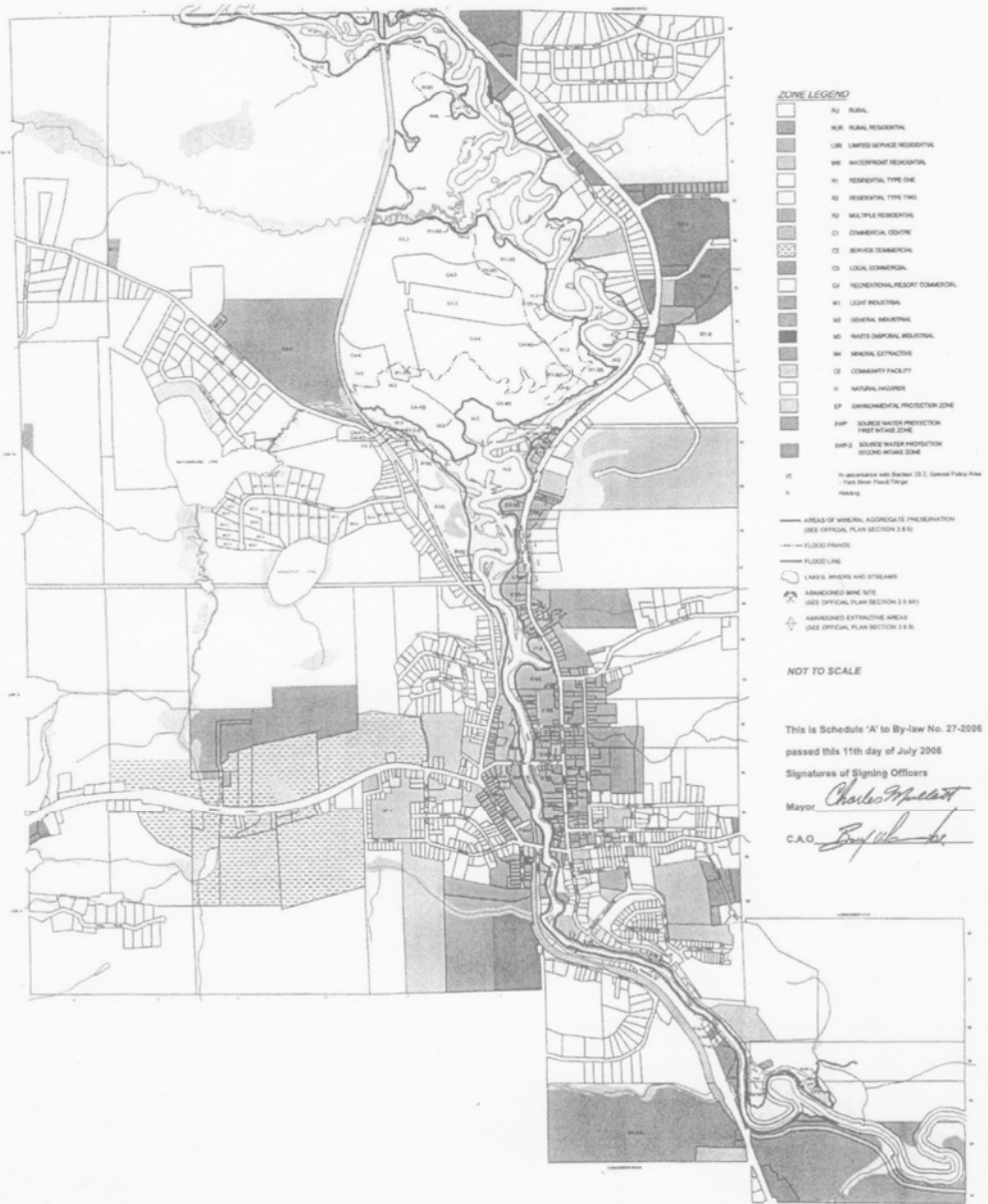
Every director, staff member and officer of the BIA and his or her heirs, successors, assigns, executors and administrators and estate and effects, respectively will be indemnified and saved harmless out of the funds of the BIA from and against:

All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him or her in the or about the execution of the duties of his or her office; and

All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the BIA including an amount paid to settle an action or satisfy a judgement incurred by him or her in respect to any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member of a committee provided he or she has acted honestly and in good faith with a view to the best interests of the BIA and excepting such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

SCHEDULE "A" TO BY-LAW ##-2015

TOWN OF BANCROFT
BANCROFT WARD
Zoning By-law No. 27-2006 Map One



NOT TO SCALE

This is Schedule 'A' to By-law No. 27-2006
passed this 11th day of July 2006

Signatures of Signing Officers
Mayor *Charles McLean*
C.A.O. *Greg [Signature]*

 35 Queen Street P.O. Box 120 Lindsay, Ontario Canada K1Z 2K6 Tel: 705-632-6242 Fax: 705-663-1987 www.ecovue.com	DRAWN BY:	MAM	PROJECT No.:	05-1011
	CHECKED BY:	HW	HORIZ. SCALE:	N.T.S.
	REVISION DATE:		PLST DATE:	Aug. 31 2006