

## **Napanee Business Improvement Area**

### **Business Improvement Procedures**

#### **Scope:**

The Municipal Act-Section 220, is the Act in which property owners and business people petition Greater Napanee Council to enact a by-law establishing an improvement area., its geographical boundaries and a Board of Management to which may be entrusted, subject to such limitations as the by-law provide, the administration of the organization hereafter known as the “B.I.A.”. The Napanee BIA is a body corporate established by the Corporation of the Town of Greater Napanee.

#### **Purposes and Objectives:**

The objective of the “B.I.A.” shall be to develop, promote, serve and enhance the commercial viability of the designated B.I.A.

#### **General:**

In all instances, the BIA shall operate in conformity with the provisions of the Municipal Act-Section 220, and the Town of Greater Napanee By-Laws. The Board of Management of the BIA, with the input of the general membership, may set general guidelines, rules and regulations above and beyond those provided under the Municipal Act, Section 220, but never in interference or contradiction with the Act. This constitution is intended to provide such further rules of procedure as are not specified in the Municipal Act, or Town by-laws in order that the functions of the BIA may be performed in as fair and democratic a manner as possible.

#### **General Members:**

1. Every person who owns commercial/industrial property and/or operates a business within an area designated as a business improvement area is a general member of the BIA. Only one person from each of the above categories will be allowed to vote and each individual is allowed only one vote no matter how many properties or businesses’ he or she may own.
2. The properties or business’s may appoint an alternate to represent them and to act on their behalf. This appointment must be made in writing to the secretary of the Board of Management. The CAO has final determination if someone is or is not a member.
3. A board member may resign in writing to Town Council C/O the Municipal Clerk and a copy shall be provided to the Secretary of the Board of Management. However, Council may ask a member who wishes to resign to reconsider their resignation from the Board.

#### **Appointment to the Board:**

In the event of a vacancy occurring on the Board of Management:

- A) The remaining members of the Board may nominate for Council’s consideration and appointment of an eligible B.I.A. Member to fill the vacancy for the remaining portion of the term of office.

- B) In the event that the remaining members of the Board no longer constitute a quorum (IE less than 50% plus 1), a general membership meeting shall be called by the remaining members of the Board for the purpose of electing qualified members to be nominated to the Board.
- C) The Board of Management shall notify the Town as soon as any vacancy occurs and shall further notify it if and when a nomination is made by the B.I.A. for appointment to the Board of Management by Council
- D) Subjection 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.

### **Terms of Office**

A member of the Board's term of office is four (4) years and is to coincide with the term of Office of the Greater Napanee Town Council that appointed the members of the Board.

### **Remuneration**

The Members of the Board of Management shall receive no remuneration, either directly or indirectly, for services rendered to and for the B.I.A., but may be reimbursed for out of pocket expenses incurred by them as a result of representing the B.I.A. at non B.I.A. Meetings, upon approval of the Board of Management. This requirement does not pertain to the contracting of services with a Board members business by the Board in order for the Board to have the preference of purchasing its services from B.I.A. members, provided business is shared fairly. In the event that both the Chair and the Vice-Chair are unable to attend a B.I.A. scheduled meeting, a presiding officer shall be selected for that meeting only by those Board Members present at the scheduled meeting providing that there is a quorum of the Board.

### **Board Officer and Duties**

The Members of the Board of Management and the B.I.A.'s Officers and their duties are as follows:

- A) Chair
  - I) Shall be the Chief Executive Officer of the B.I.A. and the only spokesperson authorized to speak publicly for the B.I.A.
  - II) Shall preside over all meetings of the Board of Management and those of the General Membership unless otherwise delegated.
  - III) Shall be Ex-Officio member of all committees
  - IV) Shall be one of no fewer than two signing officers for B.I.A. contracts
  - V) May be called upon to sign cheques

B) Vice-Chair

- I) Shall be exercise the duties of the Chair in the Chair's absence
- II) May be called upon to sign B.I.A. contracts
- III) May be called upon to sign cheques

C) Secretary

- I) May be called upon to record all facts and minutes of all proceedings, give all notice required to be given to members, be custodian of all books, records, correspondence, contracts and other documents belonging to the Board of Management of the B.I.A.
- II) May be called upon to sign B.I.A. contracts
- III) May be called upon to sign cheques

D) Treasurer

- I) Shall receive and bank all monies of the B.I.A; Keep full and accurate accounts of receipts and disbursements; disburse funds by cheque wherever possible/practical

**Function of Committees**

- A) All committees are responsible for investigating, preparing plans and recommending action to the Board of Management within their mandate
- B) Committees shall not act on their own, without Board of Management prior approval. They do not enter contracts. Contracts are the responsibility of the Board of Management
- C) Each committee shall report in writing its activities to the Board of Management at each regularly scheduled Board Meeting, either by the Chair of the Committee or by the Member of the Board representing the Committee. The report is to be attached to the minutes of the meeting it was presented.

**Meetings of General Members**

- A) There shall be at least one general meeting in each calendar year
- B) Notice of all general membership meetings shall be mailed or hand delivered no less than thirty (30) days prior to the meeting

- C) Notice of meeting shall include the formal agenda. New business may be received from the floor after the formal agenda has been completed
- D) All general membership meetings properly called shall be held on the date and the time for which they are called
- E) There shall be no proxy voting

### **Special General Meetings**

- A) The Board of Management has authority to call any special general meetings it deems necessary
- B) Upon written petition by the lesser of 20% or twenty-five (25) members of the B.I.A. stating a cause for concern which shall be considered as the agenda of the meeting, the Board of Management shall call a special general meeting, to deal with the petitioned agenda, within thirty (30) days of reception of the petition by the Secretary of the Board of Management.
- C) After adoption of the annual budget by the Board of Management the proposed budget shall be submitted to the Town of Greater Napanee Council for approval as prescribed in the Municipal Act, Section 220 Section 10. The budget shall be presented no later than November 30<sup>th</sup>.
- D) After a budget for the B.I.A. is approved by Town Council, the budget becomes the official document of the B.I.A. from which allocation of funds may be made by the Board of Management for the budget year.

### **General Expenditures**

All monies spent from the B.I.A. account, shall be within the budgeted provisions and spent only for the benefit of the B.I.A. members businesses. Nothing precludes an individual member from adding 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 approved by Council.

### **Rules of Order**

In the absence of rules in this constitution, the proceedings of the B.I.A. shall be in accordance with Section 220 of the Municipal Act and Town by-laws and shall be conducted as set out in Roberts Rules of Order.

### **Banking**

- (1) The designation of a financial institution for the deposit of funds on behalf of the B.I.A. is the responsibility of the Board of Management

- (2) The disbursements of funds shall be by cheque wherever possible/practical and in all cases where the disbursement is in excess of \$50.00
- (3) All cheques shall bear two signatures, one (1) of which shall be that of the Treasurer and one (1) of either the Chair, the Vice-Chair or the Secretary.

### **Contracts**

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

### **Elections**

The Board of Management shall distribute to all B.I.A. members at least thirty (30) days before the date set for the election

- I) The date of the General Meeting at which the elections will be held
- II) The list of candidates per nominating committee report
- III) The list of all supplementary nominations

If the number of candidates is such that voting is not required, all candidates are acclaimed. If a general membership vote is required because of the number of candidates nominated for office, the following procedure shall be used.

- (1) Voting shall take place at a place and time designated by the Board of Management
- (2) Each B.I.A. General Member casts one (1) vote
- (3) After the poll closes the sealed ballots are to be delivered to three (3) scrutineers appointed by the Board of Management.
- (4) A candidate has the right to appoint a representative to be present during the counting of all ballots
- (5) The scrutineers shall count all ballots on election day and post the results at a place designated by the Board of Management
- (6) All ballots shall be kept for safe keeping for 30 days following election day. In no challenges are registered with the Secretary of the Board of Management the ballots shall be destroyed with the approval of the Board of Management
- (7) The list of elected nominees for the Board of Management chosen at the Annual General Meeting shall be forwarded to Town Council for consideration in appointing the new members of a Board of Management