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Downtown Barrie BIA By-Laws

**BY-LAW OF THE DOWNTOWN BARRIE BUSINESS IMPROVEMENT AREA (BIA)
(THE "ASSOCIATION")**

FINANCIAL POLICY BY-LAW

By-Law No.: 2021-01

A. BUDGET AND PLANNING

1. Pursuant to section 204 of the *Municipal Act, 2001*, funds of the Association shall only be used for the promotion, improvement, beautification or maintenance of municipally-owned lands, buildings and structures located in the Business Improvement Area designated in the City of Barrie.
2. The Board of Management will prepare a budget, in a form acceptable to the City Treasurer, each year for presentation and approval by the membership at the Association's Annual General Meeting.
3. As part of the budget planning process, each committee of the Association will submit activity plans and cost estimates to be incorporated into the budget preparation. At a minimum, these plans should outline potential activities and related costs based on best estimates, quotes or past experiences.

B. SIGNING AUTHORITY

1. Three (3) Directors of the Board of Management shall have signing authority for the BIA. For clarity, the Board may specify by resolution particular circumstances where the Chair, Vice-Chair, Executive Director or Secretary-Treasurer may individually or in combination have signing authority for specified documents.
2. Two (2) signatures shall be required on all cheques issued by the BIA. If the Board is issuing its own cheques, these signatures shall be the Chair and Secretary-Treasurer.

C. COMMITTEE BUDGETS

1. Each committee is responsible for their budget allocation, to be administered by the chair of the committee.
2. Each committee shall work with the Executive Director of the Association throughout the purchasing process.
3. Projects may not be divided into several orders to obtain preferential terms or to avoid budget controls and default authorization.
4. Financial obligations should not be entered into that extend beyond the term of the authorizing Board, subject to the Constitution.

D. APPROVAL OF SPENDING

1. The Association operates within the municipal structure of The Corporation of the City of Barrie (the "City"), and is, therefore, subject to the intent of the policies, procedures and by-laws of the City, unless otherwise provided herein.
2. The Executive Director of the Association acts as a liaison between the Association and the financial administrative structure of the City.
3. All invoices and expenses must be authorized and approved by a member of the Board of Management and the Executive Director, unless provided herein.
4. All purchase orders must be issued by the Executive Director of the Association. The Executive Director shall authorize all standard or routine (including but not limited to telephone, utilities and board-authorized purchases) invoices and expenses for processing and payment on behalf of the Association.
5. Invoices and expenses relating to specific committees should be initialed by the committee chair where applicable unless otherwise approved by the Board.

E. PRE-AUTHORIZED SPENDING

1. Any expenditures approved by the Board of Management in the annual budget shall be considered approved for the purposes of this policy.
2. The Executive Director shall be authorized to retain a credit card with a limit of up to \$10,000.00 to facilitate the payment of miscellaneous expenses on behalf of the Association subject to the approval requirements and limitations set out in this By-law.

F. PROCUREMENT

1. All expenditures less than \$2,499.00 are at the discretion of the Executive Director and/or the Board.
2. All expenditures between \$2,500.00 and \$4,999.00, if not included in a Board approved budget or committee budget, must be ratified by the Board.
3. All projects in excess of \$5,000.00 and/or lasting more than six (6) months shall require a request for proposals (RFP). A minimum of two quotes shall be required unless a rationale or justification is provided for sole sourcing and such proposal must be ratified by the Board.
4. Any engagement over \$1,000.00 and/or lasting more than six (6) months requires the supplier to provide an invoice and HST number to be issued and authorized by the Executive Director.
5. This Procurement provision shall be adhered to for services or projects requiring a budget of \$10,000.00 or more.
 - a. The Association shall:
 - i. Establish a project committee;

- ii. Issue a Request for Proposals (RFP).
 - b. The Association favours, when possible/practical:
 - i. rotation amongst suppliers, service providers and contractors within the scope of its tendering process;
 - ii. calling upon new suppliers, service providers and contractors within the sector of activities intended for the acquisition process;
 - iii. that preference be given, when possible, to suppliers and service providers located within the boundaries of the Association and the value is equivalent with that of other suppliers.
- 6. Subdividing, splitting or otherwise structuring procurement requirements or contracts in order to reduce the procurement value or in any way circumvent the requirements or intent of this By-law is not permissible.

G. DISPOSAL OF ASSETS

- 1. Assets, equipment, supplies determined as surplus to the needs of the Association shall be offered to the membership through expressions of interest on a bid basis. If such assets, equipment, supplies are not acquired by a member, the Board of Management shall determine the appropriate method of disposition.

H. EXPENSE POLICY

- 1. It is the policy of the Association to reimburse personnel for reasonable expenses incurred while on Association business, including but not limited to:
 - a. training and education seminars;
 - b. business travel;
 - c. Association-related phone bills;
 - d. business meals and meals required during travel, with the exception of alcohol; and
 - e. accommodations used during travel.
- 2. Association employees that wish to receive training or education through third party sources must request approval prior to the authorization of reimbursement of funds.
- 3. This policy covers only standard fare travel-related expenses for the Board of Management, Committees, volunteers and employees of the Association who are traveling for business purposes. The Board of Management shall approve all business-related travel, with the firm understanding that travel costs will only be reimbursed so long as they are:

- a. Properly authorized at least two (2) weeks prior to the travel commitment by the Chair or Vice-Chair, or as deemed to be reasonable by the Chair or Vice-Chair;
 - b. Supported with original receipts and/or documentation;
 - c. Charged to a business unit and/or particular expense account; and
 - d. Reasonable in nature given budget availability.
4. Board and employee expense requests must be submitted, in writing, to the Board of Management by the employee or Board member who intends to travel. The request should include (to the best of the employee or Board member's knowledge) all travel destinations, length of stay, trip itinerary, and projected costs.
5. All expense reports must be submitted with original receipts and documentation, signed by the employee and approved by the Chair of the Board of Management. Where original receipts are not available, the employee must state the reason(s) why they are not available.
6. Expense reports that do not comply with this policy will not be honoured until the employee completes the form according to the policy.

I. DONATIONS AND SPONSORSHIPS

1. The Executive Director shall be able to accept donations and/or sponsorships in an amount up to and including \$1,000.00 without approval from the Finance Committee.
2. Any donation and/or sponsorship between the amounts of \$1,000.00 and up to and including \$5,000.00 shall be submitted to the Finance Committee for approval.
3. Any donation and/or sponsorship over \$5,000.00 shall be submitted to the Board of Management for approval.
4. Any donation and/or sponsorship shall comply with the City's donation policy if it is to qualify for a donation receipt.

**BY-LAW OF THE DOWNTOWN BARRIE BUSINESS IMPROVEMENT AREA (BIA)
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PROXY BY-LAW

By-Law No.: 2021-02

PROXIES FOR MEMBERS AT THE MEETINGS OF MEMBERS

1. All Members of the Association are entitled to voting privileges at the Annual General Meeting, general meetings, or any special meeting of the Members.
2. A BIA Member may nominate by proxy, in writing, one individual to vote on behalf of the Member or the Member corporation by providing at least 24 hours' advance notice to the Executive Director or Secretary-Treasurer.
3. A proxy may vote on behalf of one or more Members.
4. Corporations may not be appointed as a proxy.
5. A Proxy shall be appointed for the specific meeting of the Members for which it has been given unless noted on the prescribed form that the appointment is in perpetuity until revoked by the Member.
6. A Member's right to appoint a proxy shall include the Member's ability to assign to their proxy the right to vote on their behalf for the election of the Board of Management of the Association, or the election of any individual to the Board, whether such election is set to occur at an Annual General Meeting or at any other general or special meeting of the Members.

**BY-LAW OF THE DOWNTOWN BARRIE BUSINESS IMPROVEMENT AREA (BIA)
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RULES OF PROCEDURE AND ORDER OF PROCEEDINGS BY-LAW

By-Law No.: 2021-03

A. RULES OF PROCEDURE

1. The Rules of Procedure contained in this By-law are to be observed during all meetings of the Board and committees of the Board and the conduct of the members and the calling of the meetings shall be governed by the provisions of the *Municipal Act, 2001, as amended*, the City's Procedural By-Law (as amended or replaced from time to time), the Downtown Barrie Business Improvement Area Constitution and the By-laws adopted in accordance therewith, unless otherwise specified in the Rules of Procedure and Order of Proceedings By-law.
2. The Rules of Procedure are to be interpreted in a manner that promotes the following fundamental principles:
 - a. the protection of basic rights for the proper conduct of meetings by recognizing the right of the majority to decide, the minority to be heard, and individuals to have the opportunity to participate;
 - b. the maintenance of decorum, with all participants being treated with courtesy and respect;
 - c. that all members have the right to information to help make decisions;
 - d. that members have a right to an efficient meeting;
 - e. that all members have equal rights, privileges and obligations; and
 - f. that in the event of conflict, members have the right to the facilitation of a reasonable compromise.

B. VIRTUAL MEETINGS

Board of Management meetings may, subject to provincial enabling legislation, take place virtually using an electronic platform which allows for simultaneous visual and vocal communication. Notice that any such meetings that are to take place virtually shall be declared in the notice to be given for the meeting. All other notice and procedural requirements under the Constitution, the By-Laws of the Association or relevant legislation shall be adhered to at the virtual meeting.

C. ORDER OF PROCEEDINGS

The routine order of business for Board of Management meetings shall include, but not be limited to:

- i. Adoption of Agenda
- ii. Adoption of prior Minutes
- iii. Disclosure of Pecuniary Interest
- iv. Reports
- v. Unfinished Business
- vi. New Business
- vii. Closed Session
- viii. Adjournment

D. AGENDA

1. The Chair, in consultation with the Secretary-Treasurer and other members of the Board, as required, shall establish the agenda for each meeting based on matters submitted prior to the agenda deadline.
2. Board members are entitled to submit agenda items for consideration by forwarding them to the Secretary prior to the agenda distribution deadline.
3. The Secretary-Treasurer shall distribute or cause to distribute the agenda and previous meeting minutes to all Board members a minimum of four (4) business days prior to the subject Board meeting.
4. The Secretary-Treasurer shall make or cause to make the agenda available to the public on the BIA website and at the BIA office during regular business hours a minimum of four (4) business days prior to the subject Board meeting
5. Any communication or agenda item received before the meeting, but not in sufficient time to be included with the agenda, will be reviewed by the Chair and:
 - a. if the communication is considered by the Chair to pertain to a matter listed on the agenda, it may be submitted as a supplementary item for that meeting; or
 - b. if the communication is considered by the Chair to not pertain to a matter listed on the agenda, shall require a majority vote of the members present to add the item to the agenda.

E. MINUTES

1. The Secretary-Treasurer shall take or cause the minutes to be taken of each meeting of the BIA Board of Management, whether closed to the public or not. These minutes shall record:

- a. the place, date and time of meetings;
 - b. the name of the presiding officer and notation of the attendance or otherwise of the Members;
 - c. all declarations of pecuniary interest;
 - d. the reading, if requested, correcting and adoption of the minutes of prior meetings; and
 - e. all the other proceedings of the meeting without note or comment.
2. The Secretary-Treasurer shall make or cause to make the previous meeting minutes publicly available on the BIA website once approved by the Board.

F. VOTES

1. With the exception of the Chair, who shall vote only to break a tie, every member has a vote on all motions, unless prohibited by law (for example, a declared conflict of interest) in which case the Secretary shall record the name of the member who does not vote and reason for not voting.
2. Any voting Board Member, immediately before or after a vote is taken, may require that a recorded vote be taken on the motion concerned.
 - a. At a Meeting of the Board of Management, the Secretary-Treasurer shall ask those present to indicate their vote on the motion by spoken word in the affirmation or in the negative. The Secretary-Treasurer shall record or cause to be recorded the name and vote of every Member present and shall report the vote to the Chair and record or cause to be recorded the vote in the minutes.
 - b. At a Meeting of the Members, the Chair shall call for a show of hands and may request that a manual counting of hands take place by the Secretary-Treasurer who will record or cause to be recorded the count in the minutes.
3. The members of the Board shall vote on any motion arising at any meeting of the Board. All motions must be seconded prior to proceeding to a vote.
4. Motions may include:
 - a. motion to approve or adopt an item;
 - b. motion to receive an item;
 - c. motion to postpone or refer an item; and
 - d. motion to adjourn the meeting, provided the motion to adjourn is not made when another member is speaking, a vote has been called, the members are voting, or a member has indicated to the Chair his or her desire to speak on the matter under consideration.

5. A majority of votes shall decide each motion.
6. A tie vote means a motion does not carry.
7. A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any motion.

G. CLOSED MEETINGS

1. All regular meetings of the Board of Management shall be open to the public, but a meeting or any part thereof may be closed to the public, in accordance with Section 239 of the *Municipal Act*, if the subject matter being considered is:
 - a) The security of the property of the Association;
 - b) Personal matters about an identifiable individual, including employees of the Association;
 - c) A proposed or pending acquisition or disposition of land for the Association;
 - d) Labour relations or employee negotiations;
 - e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Association;
 - f) The receiving of advice that is subject to solicitor – client privilege, including communications necessary for that purpose;
 - g) a matter in respect of which the Board is authorized by statute to hold a closed meeting;
 - h) Related to consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act if the Board of Management or any member of the Board of Management is the head of an institution for the purposes of the Act;
 - i) The educating or training of the Board of Management or any member thereof at the meeting;
 - j) information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;

- k) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- l) a trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value; or
- m) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.