

BRAITHWAITE ESTATES IMPROVEMENT DISTRICT

BY-LAW NO. 139 - Consolidated for Convenience with Bylaw No. 128

A bylaw for the Regulation of Board and Committee Proceedings

WHEREAS Section 686 of the *Local Government Act* requires the trustees, by bylaw, to establish the general procedures to be followed by the Board of Trustees in conducting its business;

AND WHEREAS the trustees of the Braithwaite Estates Improvement District wishes to establish procedures for the proceedings and conduct of meetings of the Improvement District;

NOW THEREFORE the Board of trustees of the Braithwaite Estates Improvement District, in open meeting, ENACT AS FOLLOWS:

Definitions

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.

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

Regular Board Meetings

2. Regular board meetings will be held on the fourth Thursday of each month, and begin at 7:00 p.m.
3. Regular board meetings may be canceled by the board; and be postponed to a different day, time and place by the chair, provided the corporate officer is given at least two days written notice.
4. At the first meeting of the board in each year, the trustees will elect one of their number as chair. The trustee with the highest number of votes is to be declared elected as chair.
5. If the position of chair becomes vacant, an election for chair must take place at the first meeting after the vacancy occurs in the office.

Inaugural Meeting

6. The inaugural meeting of the board in each year will be held within 7 days of the annual general meeting.
7. The time and place of the inaugural meeting in each year must be set by the corporate officer, or a majority of the trustees.

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Special Board Meetings

8. A special board meeting can be called by the chair in his or her discretion.
9. The chair must call a meeting of the trustees for any purpose when requested in writing by a majority of the trustees, or the Inspector of Municipalities.

Notice of Board Meetings

10. Public notice of board meetings must be given subsequent to the Annual General Meeting by announcing the annual schedule in a newsletter.
11. Notice of board meetings must be given in writing to each member of the board by the chair or the corporate officer by email or delivering it to the trustees' address at least 14 days in advance of the meeting. The time period for giving notice of a special board meeting can be waived by unanimous consent of all trustees.

Attendance of the Public at Meetings

12. 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.

Meeting Minutes

13. Accurate minutes of all board meetings 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.
14. 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.
15. The corporate officer must maintain the minutes of board meetings and keep them safe.

Opening Procedures

16. As soon after the time appointed for the meeting, the chair will call the meeting to order. If the chair does not attend within 10 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.

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17. A quorum is a majority of all board members. If there is no quorum within 15 minutes after the time appointed for the meeting, the corporate officer must record in the minute book the names of the board members present and that the meeting did not convene.

Agenda

18. Prior to each board meeting, the agenda must be prepared by the chair and/or the corporate officer and emailed or delivered to the trustees' address at least 5 days before the meeting. The delivery requirement may be waived by unanimous consent of the trustees.
19. The deadline for submissions to be included in the agenda is 6 days prior to the meeting.
20. 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 by consent of the trustees.

Order of Proceedings and Business

21. Immediately after the chair has called the meeting to order, the minutes of the preceding board meeting are to be read by the corporate officer 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 5 days before the meeting.
22. The agenda for regular board meetings is as follows unless otherwise directed by two-thirds of the board members present at the meeting:
 - a) Approval of the Agenda
 - b) Adoption of the minutes of the previous meeting;
 - c) Introduction of late items;
 - d) Business arising from the minutes and unfinished business;
 - e) Petitions and delegations – requests to address the board;
 - f) Correspondence;
 - g) Reports;
 - h) Bylaws;
 - i) Resolutions;
 - j) New business;
 - k) Closed Session; and,
 - l) Adjournment.
23. 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.

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Voting on Questions

24. 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 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.
25. If a board member refrains from voting when a question is put, he/she is deemed to have voted in the affirmative and their vote will be counted accordingly.
26. 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.
27. 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.
28. When the question under consideration contains distinct propositions, upon request of any trustee, the vote upon each proposition can be taken separately.
29. 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.

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Delegations

30. 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 p.m. on the Thursday 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.
31. Where written application has not been received by the corporate officer as prescribed in section 30, an individual or delegation may address the meeting if approved by the unanimous vote of the board members present.
32. The corporate officer may schedule delegations to another board meeting or advisory body as deemed appropriate according to the subject matter of the delegation.
33. 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

34. 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.
35. No board member may interrupt a member who is speaking except to raise a point of order.
36. 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.
37. 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.
38. 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

39. 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.

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40. A motion that has been seconded must be read by the chair or corporate officer before debate if requested by a trustee.
41. When a question is under consideration, no motion will be received except for the following to:
 - a) Refer to committee;
 - b) Amend;
 - c) Lay on the table;
 - d) Postpone indefinitely;
 - e) Postpone to a certain time;
 - f) Move the previous question; or,
 - g) Adjourn.
42. The seven motions listed in Section 41 have precedence in the order in which they are named, and the last five are neither amendable nor debatable.
43. A board member may, without notice, move to amend a motion that is being considered at a meeting.
44. An amendment may propose removing, substituting for, or adding to the words of an original motion.
45. Amendments to a motion must be decided before the main question is put to a vote. Only one amendment is allowed to an amendment.
46. An amendment that has been defeated by a vote of the board cannot be proposed again.
47. A motion to commit the subject matter to a committee, until it is decided, precludes all amendments of the main question.
48. 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

49. The chair will preserve order and decide all points of order which may arise, but subject to an appeal of the other trustees present.
50. 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.
51. 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.
52. Any resolution or motion carried under the circumstances mentioned above is as effectual and binding as if carried under the precedence of the chair.

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Bylaws

53. 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.
54. The provisions of a bylaw may be debated upon second reading [and third reading if an improvement district prefers a three-reading system] 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.
55. 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.
56. The corporate officer must maintain all bylaws and keep them safe. Copies of bylaws must be made available to the public.

Standing and Select Committees

57. The board may establish standing and select committees. Persons who are not trustees may be appointed to select and standing committees but at least one member must be a trustee. The chair of a committee will be determined by the chair of the board, by a majority of the trustees, or by a majority of the committee members. The board must establish the purpose of a committee by resolution at the time of the creation of a committee. The procedures that are to be followed in calling and conducting meetings of select and standing committees of the board must be adopted by bylaw by the trustees.
58. The quorum for a committee is a majority of all of its members.
59. A motion made at a meeting of a committee is not required to be seconded.
60. 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.
61. 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.
62. Select committees must consider, inquire into, report and make recommendations to the board about the matter(s) referred to the committee by the board.
63. 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.
64. 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 6 days in advance of the meeting.

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65. 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 as correct by the corporate officer and signed by the chair of the committee.
66. The minutes of all committee meetings must be open to public inspection except for those meetings or parts of meetings that are closed to the public.
67. The corporate officer must maintain the minutes of committee meetings and keep them safe.
68. 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.

Notice of Annual General Meeting

69. Public notice of the date, time, and place of the annual general meeting must be given at least 14 days in advance by one or more of the following methods:- mailing a notice to all landowners; advertising in a newspaper; posting on a community bulletin board; publishing on the District's website. This timeframe and the method(s) chosen for giving notice in this section must be in the bylaw and supersede the method(s) for giving notice that are established in an improvement district's Letters Patent.

Order of Proceedings and Conduct of Business at the Annual General Meeting

70. The agenda for the annual general meeting is as follows unless otherwise directed by two-thirds of the board members present at the meeting:
 - a) Reports;
 - b) Presentation of the annual financial statement;
 - c) Current years' budget;
 - d) Trustees' honorarium;
 - e) Election of trustees.
71. The annual general meeting must be open to all members of the public.
72. Accurate minutes of the annual general meeting must be legibly recorded and 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.
73. The minutes of the annual general meeting are available to the public.
74. The corporate officer must maintain the minutes of the annual general meeting and keep them safe.

Rules of Order

75. In all situations not provided for in this bylaw regarding the proceedings of a meeting, the Democratic 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

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Local Government Act

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

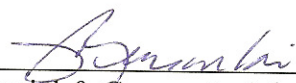
Braithwaite Estates Improvement District Bylaw No. 128, cited as "the Braithwaite Estates Meeting Procedures Bylaw No 128, 2013," is hereby repealed.

INTRODUCED and given first reading by the Trustees on the 27th day of October, 2016.

RECONSIDERED and finally passed by the Trustees on the 27th day of October, 2016.

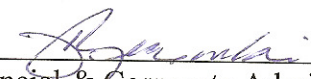


Chairperson of the Trustees



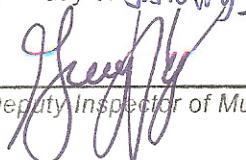
Financial & Corporate Administrator

I hereby certify under the seal of the Braithwaite Estates Improvement District that this is a true copy of By-law No.139 of the Braithwaite Estates Improvement District passed by the Trustees on the 27th day of October, 2016.



Financial & Corporate Administrator

A true copy of Bylaw No. 139
registered in the office of the
Inspector of Municipalities this
3 day of January 2017



Deputy Inspector of Municipalities