



Staff Recommendation Report

To: Mayor and Council

From: Cayla Reimer, Committee Coordinator

Date: June 27, 2022

Subject: LS-017-2022 Creemore Business Improvement Area
Constitution Update

Recommendation

Be It Resolved that Council of the Township of Clearview hereby:

- 1) Receive the Report LS-017-2022 (Creemore BIA Constitution Update) dated June 27, 2022; and,
- 2) That Council support the proposed amendments to the Creemore Business Improvement Area Constitution as outlined in this report; and,
- 3) That By-law 22-52 be presented to Council for approval at the June 27, 2022, meeting establishing an updated Creemore Business Improvement Area Constitution.

Background

The Creemore Business Improvement Area was established officially under By-law 88-003. This By-law designated a specific area of downtown Creemore as the “improvement area”. Members within the “improvement area” contribute funds through property taxes to the improvement, beautification, maintenance, and promotion of the designated business and shopping district.

In 2011, By-law 88-003, was amended by By-law 11-22, a By-law that increased Board Membership from five (5) to six (6) and detailed that volunteer positions of the Board will serve without remuneration. In 2017, By-law 17-118 further amended By-law 88-003 to increase Board Membership from six (6) to nine (9) members and repealed By-law 11-22.

In 2020, the Creemore Business Improvement Area (BIA) Constitution was reviewed to update best practices and explore additional opportunities.

As a living document, it is recommended to review the Constitution every two to three years to ensure it complies with changes in governing legislation, incorporate and update best practices, and ensure that processes continue to be workable and

sufficiently flexible to meet the practical needs of the Board of Management in the governance and maintenance of the BIA.

Comments and Analysis

In 2020 the Clerks Department reviewed the current Constitution, as provided in Appendix “A”, By-law 17-118. The review found areas of improvement such as: increased context and clarity through the addition of a definitions pages, supporting legislation, defined roles and responsibilities, improved processes (removal of Nomination Committee requirement), and general housekeeping initiative such as improved language and accessibility which has been included in the attached marked up version for transparency.

In preparing the proposed Creemore BIA Constitution By-law, attached as Appendix B to this report; a review of the current Constitution, which was approved by by-law 17-118 in 2017 was used as a starting point. From there, updates were made based on Creemore BIA past experiences, best practices, and accessibility standards; including but not limited to formatting.

The Ontario Business Improvement Area Association (OBIAA) is a great resource for BIA information, tools, and best practices. They also provide in depth training which includes resource materials from other BIA's. The OBIAA has been very helpful and accommodating in answering questions, providing information, clarity, and best practices common to BIA's of Ontario. In preparing the proposed constitution, Clerks staff reviewed constitutions from other Business Improvement Area's across Ontario including, but not limited to; Barrie, Elmvale, Bolton, South Huron (Exeter), and Sutton. These documents provided additional information and opportunities to be considered in the Creemore BIA Constitution, including;

- Definitions
- Associate membership opportunities
- Additional context relating to the duties of elected board members and board meetings
- Mechanisms to alter the boundaries

Proposed New Creemore Business Improvement Area Constitution

A proposed new Creemore BIA Constitution was drafted by the Clerks Department in conjunction with the President and Treasurer of the Creemore Business Improvement Area Board to present to the Board of Management and the Membership for feedback and approval. The new Constitution, attached as Appendix B, is in a new template format consistent with those of Council. This template incorporates a definitions page and outlines Member responsibilities, defines the role of Council representative and Staff Liaison/Recording Clerk, conduct and communications, meetings, and

commencement of the term, just to name a few. The significant changes to the Constitution are highlighted below:

- Definitions Page – provides additional context and better understanding of the document,
- Associate Membership option – Presented to both the Board and Membership and was removed from the final proposed document attached as Appendix B, as it historically mis served both the BIA and the associate members.
- Delegated Authority – Allowing the Board of Management the authority to provide a short/temporary leave of absence of a Board member, by resolution of the Board
- Nomination Committee – Removal of the nomination Committee requirement to simplify process and ensure consistency across election years as well as streamlining the process. The Clerk's Department is well versed in elections and can maintain continuity across municipal and BIA election processes where feasible.
- House Keeping - of the 'Nominations' section to state the Clerk and/or designate will be responsible for Nomination period and election efforts. Addition of Council approval of BIA Board positions as all Boards and Committees of Council require official appointment of volunteers to respective Boards and Committees.
- Proxy Votes – an additional item added to declare proxy votes will not be permitted.
- Chairman changed to President – President of the BIA has been consistently used in past practice and has replaced 'chairman' throughout the document
- Updated Board of Management Duties to include all encompassing duties and updated individual roles and responsibilities for each; President, Vice President, Secretary, Past President, Council Representative, Recording Clerk/ Staff Liaison.
- Financial Policy – Updated the timeline for the annual budget to September to coincide with Township Departmental budget requirements/deadlines.
- Meetings of the Board – added additional context to clarify procedures and best practices
- Annual General Meeting – Updated required information for AGMs to remove approval of past AGM Minutes as they can be approved at the next regular meeting and are often used as a guiding document for the year and should be available for review throughout the current year. Removed appointment of an accountant as this is overseen by the Township. Removal of the election of the

Board as this is completed as soon after the appointment process as reasonable.
Removal of “other business” as is a redundant item

- Altering of Boundaries – Added to provide information on where to source requirements for altering boundaries
- Disclosure of Disqualifying Interest Form – Added to maintain consistency with Council protocol and Code of Conduct
- Reserve Fund – Added supporting legislation and best practices
- Addition of BIA Boundary Map – Added BIA Boundary Map as Schedule A for ease of amendment if consideration of altering current boundaries occurs

In presenting the new Creemore BIA Constitution, staff advised that the new document will be effective for nomination, election, and appointment for the 2022-2026 term of Council, but the by-law will be in effect on the final passing thereof.

Board of Management Review

It's important to reiterate that the Creemore BIA Constitution is a living document, meaning it can be updated as new information or best practices become available. A key aspect of identifying best practices is engaging the Creemore BIA Board of Management and Membership to seek feedback and comments that will greatly assist in the governance and management of the Creemore Business Improvement Area.

The Constitution was initially reviewed in conjunction with the Creemore BIA President and Treasurer in early 2020 to better understand items that required attention and updating.

On March 8, 2022 the proposed Creemore BIA Constitution was presented to and reviewed by the Creemore BIA Board of Management.

On June 14, 2022 the same proposed Creemore BIA Constitution was presented to the Business Improvement Area Membership at a General Meeting.

This process was completed early to ensure comments, suggestions, and changes can be incorporated into the Constitution and presented to Council for their consideration well in advance of the BIA Nomination Period commencing.

Feedback from the Board

At the Board of Management meeting held March 8, 2022, Members reviewed the new proposed Creemore BIA Constitution and provided the following feedback:

- Remove the Associate Membership Paragraph

The Board conveyed previous Associate Membership experiences and do not feel reimplementing such opportunities are a benefit for the organization at this time.

The Clerks Department reviewed the Committee's feedback and are comfortable removing the option of Associate Membership from the proposed Creemore Business Improvement Area Constitution.

At the March 8, 2022 Board of Management meeting, the Creemore BIA Board of Management passed the following resolution:

Resolution:

Moved by Sara Hershoff, Seconded by Jackie Durnford, Be It Resolved that the Creemore Business Improvement Area Board hereby:

- 1) Receive the Report (Creemore BIA Constitution) dated March 8, 2022; and,
- 2) Endorse the Creemore Business Improvement Area Constitution with the following comments and feedback:

- Remove Associate Membership

Motion Carried.

At the June 14, 2022 General Membership meeting, the Creemore BIA Members passed the following resolution:

Resolution:

Moved by Jennifer Yaeck, Seconded by Linda de Winter, Be It Resolved, that the Creemore Business Improvement Area Membership hereby;

- 1) Receive the proposed draft Creemore BIA Constitution; and
- 2) Endorse the Creemore Business Improvement Area Constitution with the following comments and feedback:

- Create a draft Policy regarding succession planning, and
- Remove the section entitled "Associate Membership"

Motion Carried.

Approval of Constitution

With the approval and endorsement of the new constitution from the Creemore Business Improvement Area Board of Management and Membership attached as Appendix B, staff is seeking Council's approval for the new updated Constitution and associated nomination and election process beginning with the 2022-2026 term of

Council. Nomination and Elections would be made based on the new constitution and overseen by the Clerk's Department.

Clearview's Strategic Plan

The above initiative supports the following strategic pillar(s):

- Governance

Financial Implications

There are no financial implications as a result of this report.

Report Appendices

Appendix A – Current Creemore Business Improvement Area Constitution with Explanatory Markup

Appendix B – Proposed Updated Creemore Business Improvement Area Constitution

Approvals

Submitted by:	Cayla Reimer, Dipl. M.A., AMP, Committee Coordinator
Reviewed by:	Sasha Helmkey, B.A., Dipl. M.A., AOMC, Clerk/Director of Legislative Services
Financial Implications Reviewed by:	Kelly McDonald, Treasurer
Approved by:	John Ferguson, CAO

By-law 17-118
Of
The Corporation of the Township of Clearview
Creemore Business Improvement Area Constitution

Being a by-law relating to the management and operation of the Creemore Business Improvement Area (hereafter called the "Creemore BIA")

WHEREAS the Creemore BIA was established in 1987 by the Corporation of the Village of Creemore by By-law 88-003, as amended;

AND WHEREAS the provisions of the Municipal Act, 2001 as amended, govern the operation of business improvement areas in Ontario;

AND WHEREAS the members of the Creemore BIA hereafter sometimes called the "Membership" are desirous of formalizing and updating their procedures and policies in accordance with these new provisions;

AND WHEREAS the Corporation of the Village of Creemore was amalgamated with other municipalities and is now known as the Corporation of the Township of Clearview (hereafter called the "Township").

NOW THEREFORE Council of the Corporation of the Township of Clearview HEREBY ENACTS AS FOLLOWS:

1. That Schedule A – Creemore Business Improvement Area Constitution forms part of this by-law.
2. That By-law 88-003, as amended, be changed to replace Section 4 "The Board shall consist of six (6) members" to "The Board shall consist of up to nine (9) members. In addition, the Mayor is a voting ex-officio member of this Board and retains all the powers granted to all other Directors on the Board of Management."
3. That By-law 11-22, a by-law to amend the Creemore Improvement Area By-law 88-003, is hereby repealed.
4. That the Mayor and Clerk be authorized to execute the constitution on behalf of Council of the Township of Clearview.
5. That this by-law shall come into force and effect on the date of final passing thereof.

That By-law 17-118 read a first, second and third time and finally passed this 11th day of December, 2017.

MAYOR

DIRECTOR OF LEGISLATIVE SERVICES/CLERK

Creemore Business Improvement Area

Constitution



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Legend

Word	Strike out means that section has been removed and not added to the new proposed constitution.
Word	Highlighted in yellow are additions that have been captured in the proposed new constitution.
Word	Words in red are explanation as to why the text has been added or removed.
Articles	will be updated based on the number of items addressed in the final document and reformatted for accessibility.

Article 1 - Definitions

For the purpose of this Constitution the following definitions shall apply:

"Act" means the Municipal Act, 2001, S.O. 2001, c. 25, as amended.

"Associate Member" means a person who owns a business outside of the formal business improvement area boundary but operates within the municipal boundaries of Clearview Township and has submitted an associate membership application that has been approved by the BIA Board of Management. Associate Members do not have voting privileges.

"Board" means the Board of Management for the Creemore Business Improvement Area.

"Clerk" means the Clerk for the Township of Clearview.

"Council" means the Council of the Corporation of the Township of Clearview.

"Director" means Director of the Creemore Business Improvement Area Board of Management.

"Member" means:

- a) 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.
- b) Tenant means the tenant of commercial or industrial property with a gross lease including a portion of taxes with respect to rateable property in the area.

"Township Treasurer" shall mean the Treasurer for the Corporation of the Township of Clearview.

Definitions page assists in misunderstandings with the reader, to provide context, and better understanding of the document.

ARTICLE 1 - THE ORGANIZATION

1.1 The purpose of the Creemore BIA under the Municipal Act, 2001, as amended is:

- To promote the commercial area of Creemore as a business and shopping area;
- To oversee the improvement, beautification and maintenance of municipally-owned land, buildings, and structures within the boundaries of the Creemore BIA, beyond that provided at the expense of the Municipality generally.

1.2 The boundaries of the Creemore BIA are as shown on Schedule "A" to this constitution.

- 1.3 The affairs of the Creemore BIA are governed by the Board of Management (hereafter called the "Board") which is a corporation consisting of its directors;
- 1.4 The Board is a local board of the Township of Clearview as defined by the Municipal Act, 2001, as amended or its successor legislation.
- 1.5 The Board shall be comprised of 5 to 8 directors, plus the past president. Directors shall include a Council Member appointed directly by the Township Council. The remainder of the directors are elected by the Membership and appointed by the Township Council. The Mayor is a voting ex-officio.
- 1.6 Any office of the Creemore BIA shall be located within the geographic boundaries of the Creemore BIA.
- 1.7 The fiscal year shall be January 1st to December 31st.

ARTICLE 2 - MEMBERSHIP AND VOTING

- 2.1 Members of the Creemore BIA as outlined in the Municipal Act, 2001, as amended, consist of:
 - a) 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.
 - b) Tenant means the tenant of commercial or industrial property with a gross lease including a portion of taxes with respect to rateable property in the area.
- 2.2 A list of all commercial and industrial members in the designated area will be kept by the Secretary of the Board. The Secretary at his or her discretion may request every property owner to provide tenant information for the purposes of maintaining an accurate list.
- 2.3 If necessary, 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 member of the Creemore BIA. The determination by the Clerk is final.
- 2.4 Each member has one vote, regardless of the number of properties that the member may own or lease within the Creemore BIA.
- 2.5 Every member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the member has.
- 2.6 Where a member is a corporation it may nominate in writing one individual to vote on behalf of the corporation.

- 2.7 Where a member is a partnership it may nominate in writing one of the partners to vote on behalf of the partnership.
- 2.8 The Membership list shall not be utilized by any member for any purpose whatsoever other than as may be specifically approved by the Board upon request or by use by a certified candidate during a board election. Any member who uses all or part of the Membership list for unauthorized purposes will receive a warning from the Board that includes, among other things, a provision stipulating that any subsequent unauthorized use will result in:
- a) That member's email privileges being revoked such that all communication will thereafter be in writing and,
 - b) The Membership being advised of such revocation.
- 2.9 In certain circumstances where the Township is passing a by-law affecting the Creemore BIA, the Clerk of the Township will be required to establish a Membership list pursuant to S. 210 of the Municipal Act, 2001, as amended.

Associate Membership

- 2.10 The Creemore BIA Board may offer Associate Membership to businesses demonstrating an interest in joining the BIA, but do not fall within the official business improvement area boundary or is not assessed as a commercial business within the boundary. Associate Membership shall only be offered to businesses that operate within the municipal boundaries of Clearview Township.
- 2.11 Associate Members are recognized as non-voting members, meaning they do not qualify to vote on issues at meetings (Annual & General Meetings and Board Meetings) and cannot sit as a Director on the Board of Management.
- 2.12 Associate Members shall not receive any property improvements, grants or street furniture or fixtures from their membership.
- 2.13 Associate members will be entitled to all membership benefits, save and except for voting privileges and property improvements/streetscaping. Benefits of Membership includes, but is not limited to:
- Receiving BIA newsletters and member communications including information relating to economic development;
 - Addition of their business listing on the BIA website and promotion on various BIA social media accounts;

- Opportunity to participate in BIA cooperative marketing and promotional activities/events under the BIA;
- Participation in BIA networking and social events; and,
- Participation on committees of the Board.

2.14 To become an Associate Member of the Creemore BIA, an application form shall be completed by the business and reviewed by the Board of Management to confirm eligibility.

2.15 Associate Members will be required to pay a standard annual membership fee. The annual cost of an Associate Membership will be determined by the Creemore BIA Board of Management and included in the Board's annual budget to be approved at the Annual General Meeting.

Associate Membership fees will be pro-rated to coincide with the calendar year, based on when an application for membership is approved. Memberships will be invoiced by the Township upon confirmation that the application has been accepted.

Associate membership provides an opportunity for the BIA to include other businesses on the outskirts of the official BIA area without the need to alter boundaries. This prospect has the ability to generate additional funds to further the BIA income, initiatives, and allow for greater cross promotion/partnerships.

A potential policy has been created to support this option to create a fair and consistent process should the BIA have an appetite for an associate membership.

ARTICLE 3 - BOARD OF MANAGEMENT COMPOSITION

3.1 The Board of Management shall consist of five (5) to eight (8) directors as follows:

- a) One (1) member of Council and the past president to be appointed by the Township; and
- b) The remaining directors selected by a vote of the membership of the improvement area and appointed by the Township.
- c) The Mayor is a voting ex-officio member of this board and retains all powers granted to all other Directors on the Board of Management.

3.2 Council may refuse to appoint a Member selected under section 3.1 in which case Council may:

- a) Leave the position vacant, appoint their alternate choice; or
 - b) Direct that a meeting of the Members be held to select another candidate for Council's consideration.
- 3.3 Directors shall serve for a term that is the same as the term of the Council that appoints them or until their successors are appointed.
- 3.4 The Creemore BIA Board of Management is elected by its members and is not required to submit applications as part of the Township selection process for boards and committees when a direct election is being held.
- 3.5 The seat of a director shall become vacant if a director is absent from the regular meeting(s) of the Board of Management for three (3) consecutive months without being authorized to do so by a resolution of Council **the Creemore BIA Board of Management**.

The Board has the ability to provide a short/temporary leave of absence.

- 3.6 If a seat of a director becomes vacant for any reason, Council may fill the vacancy for the remainder of the vacant director's term and may seek the Board of Management's recommendation if an election should be held.
- 3.7 A director may be reappointed to the Board of Management for up to (3) consecutive terms.
- 3.8 Directors shall serve without remuneration. Directors may be reimbursed for all reasonable expenses directly relating to their functions as Board members provided those expenses are approved in advance by resolution of the Board.

ARTICLE 4 - BOARD OF MANAGEMENT ELECTION PROCEDURES

Call of an Election

- 4.1 An election will be conducted within four (4) months of a new term of Council commencing or as directed by Council. Township staff will assist with the election process.
- 4.2 If a seat of a director becomes vacant for any reason during the term of office, Council may fill the vacancy for the remainder of the vacant director's term and may seek the Board of Management's recommendation if an election should be held.
- 4.3 The date and location of the election shall be advertised to the membership by any or all of the following: email, direct mail, public advertisement and/or social media accounts. Notice will be provided for a minimum of (3) weeks in advance of the election.

- 4.4 ~~A Nomination Committee shall be formed by resolution at a Board of Management meeting and shall not include any persons seeking election to the Board of Management. Nominations for the Nominating Committee will be taken in advance or at the meeting from the floor and voted on by the membership in attendance. Should no members put forward their name, Township staff will be the Nominating Committee.~~

Removed the need for a nomination committee, to simplify process and ensure consistency across election years as well as streamline the process. The Clerks Department is well versed in elections and can maintain continuity across municipal and BIA election processes where feasible.

Nominations

- 4.5 ~~At the call of the election as specified in section 4.1, the Nomination Committee shall advertise the call for nominations and election by any or all of the following: email, direct mail, public advertisement and/or social media accounts. Notice will be provided for a minimum of (3) weeks to the membership.~~ The Clerks office will oversee the nomination process. Paragraph 4.5 has been removed as it is redundant with the following;
- 4.6 Nomination forms shall be made available, for a three (3) week period on the Township's website and at any other location specified by the Nominating Committee Clerk and/or designate(s). These locations will be advertised in the call for nomination advertisements.
- 4.7 All nominations must be received and approved by the Nominating Committee Clerk and/or designate(s).
- 4.8 Nominations filed by a property owner or tenant assessed commercially or industrially in the business improvement area, shall be submitted on the specified nomination form, directly to the Nomination Committee Clerk and/or designate(s).
- 4.9 Nominations filed by individuals not assessed commercially or industrially in the business improvement area, must be nominated by two (2) Members assessed commercially or industrially within the business improvement area prior to submitting their nomination to the Nomination Committee Clerk and/or designate(s).
- 4.10 Nominations will be are due at least three (3) weeks prior to the election date as determined called by the Board of Management. The due date must be advertised in the call for nominations advertisement.
- 4.11 A person may withdraw his or her their nomination by filing a written withdrawal with the Nominating Committee Clerk and/or designate(s) before the close of nominations.

4.12 If at 4:00 p.m. on the Monday following nomination day, the number of certified candidates for an office is the same as or less than the number to be elected, the ~~Nominating Committee~~ Clerk and/or designate(s) shall immediately declare the candidate or candidates elected by acclamation, with Council Approval. All Boards and Committees of Council require official appointment of volunteers to the respective Board/Committee by Council Resolution.

4.13 Subject to section 4.12, the ~~Nominating Committee~~ Clerk shall extend the nomination period by two weeks from the date of acclamation for additional nominations for the remaining seats. If the number of certified candidates still does not exceed the remaining number of vacancies, the Nominating Committee shall immediately declare the additional candidate or candidates acclaimed.

4.14 Immediately following the close of nominations, the ~~Nominating Committee~~ Clerk shall prepare a report to Council with respect to all nominations received and certified for the election or acclamation.

Election

4.15 The ~~Nomination Committee~~ Clerk and/or designate(s) are the Returning Officers and are responsible for the election.

4.16 The Returning Officers may appoint, in writing, Assistant Returning Officers (ARO's) and such other officials required to assist in the Business Improvement Area Election.

4.17 The Business Improvement Area Election shall be conducted by secret ballot and held at the date, time, and location specified by the ~~Nominating Committee~~ Clerk.

4.18 Each member has one vote regardless of the number of properties that the member may own or lease in the Business Improvement Area.

4.19 Every member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the member has.

4.20 A Candidate may appoint a scrutineer to represent him or her during voting and the counting of votes, including a recount.

4.21 The ~~Nomination Committee~~ Clerk and/or designate(s) shall place the results of the election on the Township's website and indicate that all appointments are subject to Council approval.

4.22 Proxy votes are not permitted.

Board of Management Officers

4.23 The Board, as soon as is practicable after its members are appointed, shall select a Chairman **President**, Vice-Chairman **President**, Secretary, and Treasurer and such other officers as it may deem necessary and as are lawfully authorized to properly conduct the business of the Board.

President has been consistently used in past practice and has been changed throughout the proposed constitution document.

ARTICLE 5 - DUTIES OF ELECTED BOARD MEMBERS

5.1 The Board of Management as a whole, in addition to the purpose of the BIA as outlined in Article 1 of this Constitution, is responsible for:

- Making decisions on policy affecting itself and the BIA;
- Managing the affairs of itself and the BIA; and,
- Establishing and appointing members to Committees as may be required to accomplish the work of the BIA.

5.2 In exercising its duties pursuant to this Constitution, the Board of Management shall not:

- Offer to provide support to political candidates or political parties;
- Advertise or pay for advertisements in any political publication;
- Make or fund improvements to private property, with the exception of graffiti and pestering removal initiatives; or,
- Participate in a hearing of the Local Planning Appeals Tribunal (LPAT), Committee of Adjustment or other similar tribunal unless the Board has conducted a General Meeting of the Membership to obtain approval to participate and to receive approval of any related expenditures and has provided notice to Township Council.

5.3 All Board of Management positions are voting members. The duties of each of the elected Board members **positions** are as follows:

President Duties-~~1) The Chairman also referred to as the President shall:~~

- a) Chair all **Board of Management and General (AGM)** meetings of the Creemore BIA;
- b) Rule on all procedural matters and maintain decorum;

- c) Ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
- d) Have general supervision of the affairs of the Creemore BIA;
- e) Along with the Vice-President, Treasurer or Secretary of the Board, cosign all cheques and execute any documents, contracts or agreements;
- f) Sit as voting ex-officio, on all Creemore BIA Committees;
- g) Be the public representative of and spokesperson for the Board;
- h) Ensure all past records of the Board are transferred to the succeeding Treasurer when there is a change with the position; added to ensure someone is responsible for the transfer/collection of documents when required.
- i) Perform any other duties which the Board may assign from time to time.
- j) Work with staff of the Township to ensure legislative obligations are met, including but not limited to those regarding staff, volunteers, Committees and Board members of the BIA.

2) ~~The Vice Chairman also referred to as the Vice-President Duties shall:~~

- a) Perform all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties;
- b) Along with the President, Treasurer or Secretary, co-sign all cheques and by-laws and execute any documents, contracts or agreements;
- c) Perform any other duties that the Board may assign from time to time.

3) ~~The Secretary Duties shall:~~

- a) Maintain the BIA Membership list, including those that are identified as tenants and Building Owners and contact information;
- b) Communicate information as required from the Board of Management and Membership Meetings to all BIA Members;
- c) Provide onboarding information to all new BIA Members;
- d) Provide notice to the Township Clerk of any Board vacancies;
- e) ~~any two Board members~~ the president and Recording Clerk and then provided to the Vice-President for purposes of record keeping;
- f) Perform any other duties that the Board may assign from time to time.

Many of these duties could be removed due to the implementation of a Staff Liaison since this document was first created. Newer duties could include;

* Circulate BIA Board information and news to the membership as required,

- * Maintain communication between Board and membership,
- * etc.,

4) ~~The Treasurer Duties shall:~~

- a) Keep and maintain the financial records and books of the Creemore BIA which shall include but be not limited to keeping of all receipts and disbursements in proper books of account, depositing all moneys or valuable effects in the name of the Board and to its credit in the bank designated by the Board from time to time;
- b) Assist the Township Treasurer or their designate in the preparation of the financial statements of the Creemore BIA;
- c) Maintain an inventory of all tangible and intangible assets owned or leased by the Creemore BIA;
- d) Prepare and distribute the proposed annual budget in accordance with the requirements of the Township;
- e) Together with the President, Vice-President, or Secretary, co-sign all cheques and by-laws and execute any documents, contracts or agreements
- f) Prepare written financial updates for the membership's review and consideration at each regular general meeting;
- g) Provide the Executive and Township with all financial records for purposes of record keeping, once they are no longer current as determined by the Township's Treasurer; and
- h) Perform any other duties that the Board may assign from time to time.

5) ~~The Past President Duties shall:~~

- a) Advise on existing BIA policies, past strategic direction and priorities;
- b) Provide historical context for decision-making;
- c) Ensure that all past records of the Board are transferred to the succeeding Board of Management;
- d) Supporting the President in his/her **their** position through mentoring, coaching, and advising on Board development and procedures.
- e) Perform any other duties that the Board may assign from time to time.

6) ~~The Council Representative Duties shall:~~

- a) Represent the interests of the BIA Board of Management including providing timely reports on BIA activities to Township Council.

- b) Report on regular Council deliberations to the BIA Board of Management that may be of interest to the day-to-day operations of the BIA.
- c) Represent the broader interests and responsibilities of the Township of Clearview.
- d) Act as a resource to the Board of Management and the general BIA membership on matters pertaining to Township policies, by-laws and accountabilities to ensure BIA practices and procedures are aligned with those of the Township.
- e) Act as a liaison between the BIA Board of Management and Township staff where opportunities for additional support and collaboration are identified

Recording Clerk / Staff Liaison Duties

5.5 As a non-voting member, the Staff Liaison is a resource to the Board. The Staff Liaison shall:

- a) Provide guidance, advice, and remain impartial during discussions of the Board matters with all members;
- b) Give the required notice as per the Board's procedural rules contained within this document for every Board and general meeting of the Creemore BIA;
- c) Maintain and keep records of the BIA in accordance with the Township's records management by-laws and policies;
- d) Take minutes of each such meeting as per Township procedures and protocols. All minutes of every meeting shall be printed and signed by the President and Staff Liaison and maintained by the Township as per the retention policy
- e) Assist in preparing any necessary reports for Council's consideration;
- f) Act as a resource to the Board of Management and the general BIA membership on matters pertaining to Township policies, by-laws and accountabilities, to ensure BIA practices and procedures are aligned with those of the Township;
- g) Act as a liaison between the BIA Board of Management and Township staff where opportunities for additional support and collaboration are identified;
- h) Provide guidance on any recommendations proposed by the Board to not contradict the Board's budget, Township by-laws, policies and procedures; and,

- i) Provide updates to the Board regarding Township special events, economic development and possible opportunities for partnership on projects.

Added Staff Liaison position as a Committee Coordinator position has been created and implemented since the original constitution was created. Many of the "Secretary" duties could potentially be removed as they are covered in the Staff Liaison duties.

ARTICLE 6 – FINANCIAL POLICY

- 6.1 The annual budget for the following year shall be presented to the membership for information prior to September 1st.
- 6.2 Annual budget endorsed by the membership shall be provided to the Township by September 1st to be included in the budget deliberations for Councils approval. ~~before being taken to Council for approval prior to December 31st of the previous year. April 1st of the current year.~~
Historically, the draft budget is presented to the Membership at the AGM held in December to review the year and provide plans for the new year. September is required to be included in the annual budget review and deliberations and coincides with Township Department budget deadlines.
- 6.2 The Board of Management shall follow all Township procurement policies. Should a question arise, the Township's Treasurer shall be consulted.
- 6.3 The Board shall not:
 - a) Spend any money unless it is included in the overall budget approved by the municipality or in a reserve fund;
 - b) Incur any indebtedness extending beyond the current year without the prior approval of Council; or
 - c) Borrow money including bank account overdrafts, credit cards, lines of credit, private loans from members of the public or businesses or loans from board members or any other person, business, group or organization.
 - d) All new bank accounts, investment accounts (GICs, brokerage accounts, mutual funds and any other type of investment account) and any other accounts involving money (paypal, gofundme, or similar) must be approved by the Clearview Township Treasurer prior to being opened.
- 6.4 Board members shall observe the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. Should a question arise, the Municipal Clerk shall be consulted.

ARTICLE 7 - COMMITTEES OF THE BOARD

- 7.1 The Board may establish committees to carry out the objectives of the Creemore BIA or to advise the Board.

- 7.2 The Board shall prescribe the duties of all such committees by resolution or as defined in Board approved terms of reference.
- 7.3 Committee members selected by the Board need not be members, but shall be individuals committed to the advancement of the purposes of the Creemore BIA. The President is an ex-officio member of each committee.
- 7.4 The Board may allocate funding to one or more committees to undertake approved, specific tasks on behalf of the Board, provided an account of all planned expenditures is presented at each Board meeting throughout the tenure of the committee, for review and approval. Committee members are responsible for their budgeted funds and must seek Board approval for any funds that exceed this budget.
- 7.5 Significant decisions of a committee shall be subsequently ratified by the Board before they are implemented or take effect.
- 7.6 The Chair of a committee shall present progress reports and make recommendations to the Board on all projects undertaken.
- 7.7 Committee(s) of the Board are at the discretion of the Board of Management and can be restructured at any time.

ARTICLE 8 – MEETINGS OF THE BOARD OF MANAGEMENT

- 8.1 All Board of Management meetings also referred to as Executive meetings and sub-committee meetings must follow the rules and procedures defined in the Township's Procedural By-law, subject to any By-law adopted by the Board of Management. ~~for Boards and Committees.~~
- 8.2 The Board of Management (Board) shall hold a minimum of four (4) meetings per year including the Annual General Meeting.
- 8.3 Meetings of the Board of Management may be called by the President, Vice-President, or any two members of the Board.
- 8.4 The Board will make every effort to provide a regular meeting schedule annually to members. This schedule will be provided to the Township Clerk to include on the Township website meeting calendar.
- 8.5 Board meetings shall be held at a location within Clearview Township of that is accessible and open to the public to observe, in accordance with meeting provisions outlined in the Municipal Act, 2001. Allowing comments and questions from the public at a Board meeting shall be at the discretion of the Chair.

- 8.6 Board meetings that are closed to the public shall be done so in accordance with subsection 239(2) of the Municipal Act, 2001 and the Township's Procedure By-law. The Township Clerk shall be consulted prior to the meeting to ensure closed meeting procedures are followed.
- 8.7 The Secretary will provide meeting notice to members of the Board of Management at least five (5) business days before the date of the meeting. Notice will include the meeting agenda.
- 8.8 No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at the meeting.
- 8.9 As per the Township's Procedure By-law, a majority of members of the Board constitutes a quorum.

Voting on Motions

- 8.10 All motions shall be decided by a majority vote of Board members present unless otherwise stated in this by-law or as required by law. A tie vote shall be deemed to be lost.
- 8.11 No vote shall be taken by ballot or any other method of secret voting except the election as specified in Article 5.
- 8.12 At all meetings, every motion shall be decided by a show of hands from all qualified members in attendance. The president shall declare that a motion has been carried or not carried. All motions, resolutions or proceedings shall be recorded without note or comment. It is not necessary to record the number or the proportion of votes.

Added additional context to clarify procedures and best practices.

ARTICLE 9 – MEETINGS OF THE MEMBERSHIP

- 9.1 Meetings of the Membership may be called by the President or any two members of the Board, but at least one Annual General Meeting of the Membership shall be held prior to the month of December in each year. It is anticipated that there will be four meetings of the Membership each year. If a written request is made by at least ten (10) members of the Creemore BIA to call a meeting, it is the duty of the President, or in his or her absence, the Secretary, to summon a meeting of the Membership within 30 days of the request being delivered.
- 9.2 Membership meetings shall be held at such place in the Township as the Board determines in a meeting space open to the public and accessible.
- 9.3 The quorum for a Membership meeting shall be the majority of qualified

members present at the meeting. The Secretary **Recording Clerk** **will** has record all names of qualified members present in the minutes.

- 9.4 The notice and agenda for a Membership meeting should reach members at least five (5) days in advance of the meeting.
- 9.5 The notice and agenda for a Membership meetings shall be posted on the Township's website and e-mailed to each member.
- 9.6 The President shall establish the agenda for each Membership meeting, however the agenda for the Annual General Meeting shall include, but not be limited to:
- a) ~~minutes of the last Annual General Meeting;~~ **Approved at next scheduled meeting**
 - b) annual activity and financial report of the Board;
 - c) audited financial statement, **if available from the Township Treasurer;** **and,**
 - d) ~~appointment of an accountant for following year;~~ **over seen by Township**
 - e) proposed annual budget for the following year, for discussion purposes.
 - f) ~~election of Board (if an election year);~~ **Done independently**
 - g) ~~any other business that may properly be brought before the meeting.~~ **Redundant**
- 9.7 Members shall submit additional items to the President for consideration for inclusion on the agenda at least seven days prior to the applicable meeting.
- 9.8 All motions arising at any meeting of the Membership shall relate to an item on the agenda for that meeting and the President shall have the right to determine whether a motion is in order.
- 9.9 A member may request during any meeting of the Membership that an item be added to the agenda as "new business." The majority of qualified members present shall make a determination at that time whether to amend the agenda to include such item or whether to defer such item to the agenda of the next meeting of the Membership.
- 9.10 All questions shall be decided by a majority vote of the qualified members present unless otherwise stated in this by-law or as required by law. A tie vote shall be deemed to be lost.
- 9.11 No vote shall be taken by ballot or any other method of secret voting except the election of the officers of the Board may be designated by secret ballot if so determined by the Board **as specified in Article 4.**

- 9.12 At all meetings, every motion shall be decided by a show of hands from all qualified members in attendance. The President shall declare that a motion has been carried or not carried. All motions, resolutions or proceedings shall be recorded without note or comment. It is not necessary to record the number or the proportion of votes.
- 9.13 The Secretary shall have a current Membership list available for viewing at each Membership meeting.
- 9.14 Except as specified in Article 9, all other meeting procedures shall follow the Procedural By-law designated and approved by Council for all Boards and Committees.

Article 10 – Altering Boundaries

- 10.1 On occasion, property owners and businesses beyond the borders of a BIA request inclusion. In other instances, these property owners and businesses can be considered to be a natural extension or growth of a pre-existing BIA community and they may be invited to join the BIA through Associate Membership.
- 10.2 By the same measure, parts of a BIA may no longer feel an affinity towards their BIA. In these cases, the BIA may want to alter its boundaries.
- 10.3 There is a mechanism for changing the boundaries of a traditional BIA as laid out in section 209 of The Municipal Act, 2001.

Added to provide information on where to source the requirements for Altering Boundaries. Associate membership is an excellent tool to include additional businesses outside the official boundaries while maintaining current perimeters (streetscape décor).

ARTICLE 10 - STANDARD OF CARE AND CODE OF CONDUCT AND CONFLICT OF INTEREST

- 10.1 Every Board member of the Creemore BIA shall:
- a) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Creemore BIA; and
 - b) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.

- 10.2 The Board of Directors shall follow the Township of Clearview's code of conduct as approved by Council and specified for Township Boards **and Committees**. Upon receiving a complaint, the Integrity Commissioner may investigate any Directors alleged breach of the code of conduct and/or the Municipal Conflict of Interest Act, as amended, subject to provisions of the Municipal Act, 2001, as amended.
- 10.3 Every Board member who has any direct or indirect interest concerning any matter to be considered by the Board, or any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the Board shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, as amended and shall:
- a) Provide a written declaration of his or her interests as soon as he or she became aware of any such interest, and in any event, prior to or during the next meeting of the board;
 - b) request that his or her declaration be recorded in the minutes of the meeting; ~~and~~
 - c) **not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract; and**
 - d) **File a written statement of the interest and its general nature with the Township Clerk using the Declaration of Interest Form.**

Consistent with Council protocol and Procedure By-law

- 10.4 Effective March 1, 2019, Directors may request advice respecting their obligations under the Municipal Conflict of Interest Act, as amended.
- 10.5 All Integrity Commissioner duties and responsibilities relating to the Board is specified in the Municipal Act, 2001, as amended.

ARTICLE 11 - POLICIES

- 11.1 The by-law of the Township governing the procurement of goods and services (which also governs the sale of surplus goods) applies to the Board.
- 11.2 The Board will not recruit, select, or employ permanent full or part-time staff. The Board may contract out services as per the Township's Procurement of Goods and Services policy. Any proposed hiring of a contractor must be included in the annual budget.
- 11.3 All sales and disposition of land are the responsibility of Council of the Township of Clearview.
- 11.4 The Township of Clearview records retention policy applies to all Board documents. The Township has a Record Storage Centre. Each Board is

encouraged to provide their records to the Clerk's Office for archival storage. All Board Members are responsible for the retention of documents related to the business of the Creemore BIA.

- 11.5 Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act, as amended, records relating to the business of the Board are accessible to the public upon request.

ARTICLE 12 - RESERVE FUND

- 12.1 The Board may provide in its budget for the establishment and maintenance of a reserve fund- for any purpose for which it has authority to spend money in accordance with subsection 417(1) of the Municipal Act, 2001, as amended.
- 12.2 The establishment of a reserve fund shall be done so with the assistance and consultation of the Township Treasurer to ensure compliance with financial reporting requirements.

Added supporting legislation and best practices.

ARTICLE 13 – CLOSED MEETING INVESTIGATOR

- 13.1 Under Section 239.1 of the Municipal Act, 2001, as amended, any individual may request that an investigation be undertaken to determine whether a municipality or local board has complied with section 239 or a procedural by-law under subsection 238(2), in respect of a meeting or part of a meeting that was closed to the public.
- 13.2 Should an investigation take place, the Investigator may request information or records to examine and the Board shall comply with such requests.
- 13.3 Under Section 239.2(11) of the Municipal Act, as amended, the Board shall ensure reports commissioned by the Investigator are made public.

ARTICLE 14 - FORMS

- 14.1 The Board may create forms from time to time, for purposes of managing the affairs of the Creemore BIA. Forms will be circulated to Township staff for consultation prior to publication and distribution.
- 14.2 Such forms may be changed by the Board without the necessity of an amendment to this By-law.

ARTICLE 15 – CONSISTENCY WITH LEGISLATION

- 15.1 Where reference is made in this by-law to legislation (municipal, provincial and federal) it shall be meant to include all amendments made to that legislation from time to time or the introduction of new legislation.
- 15.2 If there is any conflict between any provisions contained in this By-law and any provision of the Municipal Act 2001 and other legislation the latter shall prevail, and the provisions herein affected shall be modified to the extent necessary to remove such conflict, and as so modified this By-law shall remain in full force and effect.

ENDORSED BY THE Board of Management for the Creemore Business

Improvement Area on:

President

Dated:

Secretary

Dated:

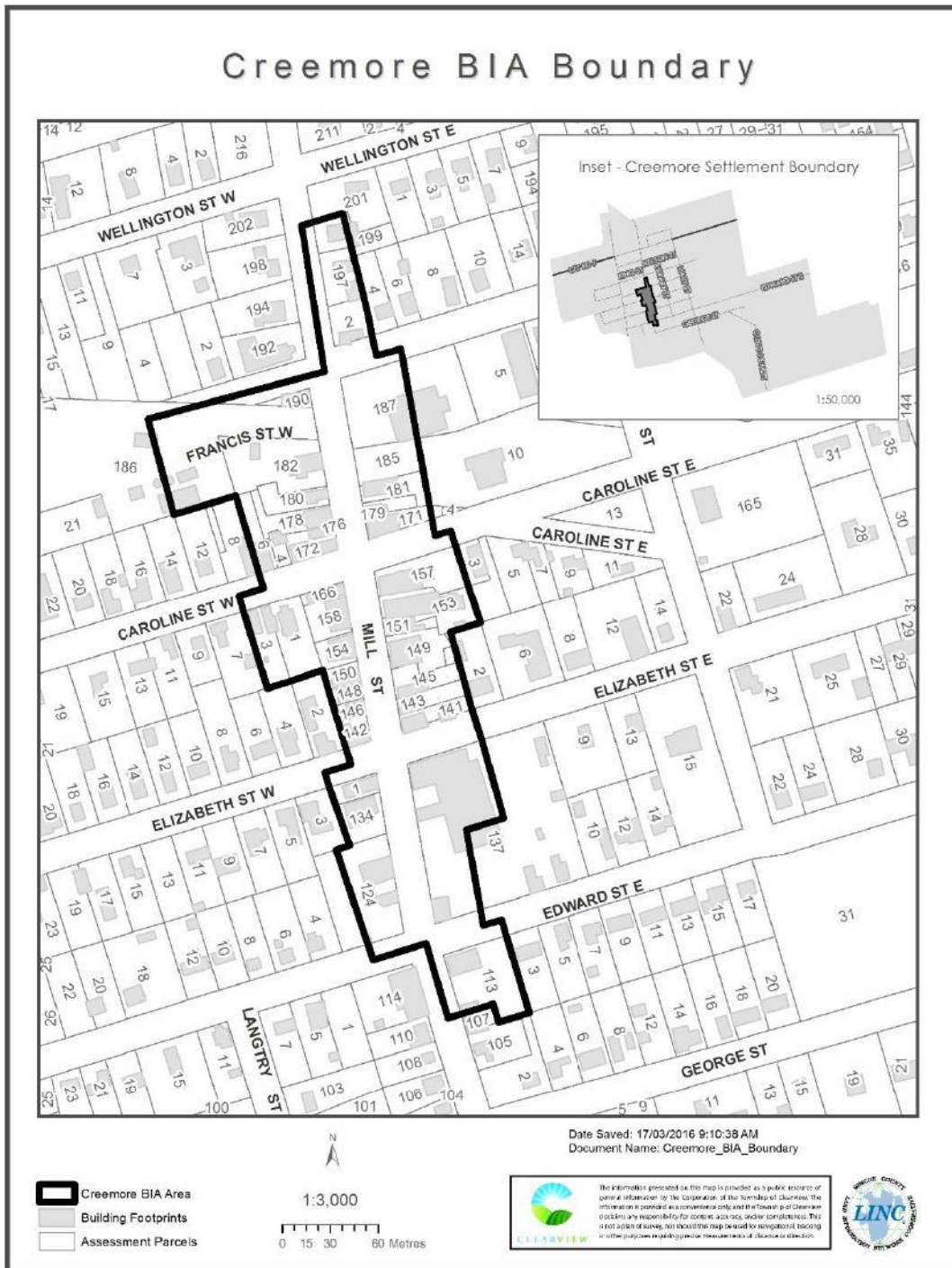
Subject to approval from Council of the Township of Clearview.

Schedule A

CREEMORE BUSINESS IMPROVEMENT AREA BOUNDARY MAP

Being the map of the boundaries established originally by By-law 88-003 of the Village of Creemore in 1987.

Being the map of the boundaries originally established in 1987 by By-law 88-003 (now repealed) of the Creemore Business Improvement Area.



Creemore Business Improvement Area Constitution By-law 22-52

Govern the management and operation of the Creemore Business Improvement Area



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By-law Number 22-52

The Corporation of the Township of Clearview

Being a By-law to govern the management and operation of the Creemore Business Improvement Area

(Creemore BIA Constitution)

Whereas subsection 204(1) of the Municipal Act, 2001, S.O. 2001 c. 25, as amended, states that 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.

And Whereas the provisions of the Municipal Act, 2001 as amended, govern the operation of business improvement areas in Ontario;

And Whereas the Creemore Business Improvement Area, being a local board of the Municipality of Clearview, are desirous of formalizing and updating their procedures and policies in accordance with these new provisions;

Now Therefore Council of the Corporation of the Township of Clearview hereby enacts as follows:

1. Definitions

For the purpose of this by-law the following definitions shall apply:

"Act" means the Municipal Act, 2001 S.O. 2001, c. 25, as amended.

"Associate Member" means a person who owns a business outside of the formal business improvement area boundary but operates within the municipal boundaries of Clearview Township and has submitted an associate membership application that has been approved by the BIA Board of Management. Associate Members do not have voting privileges.

"Board" means the Board of Management for the Creemore Business Improvement Area.

"Clerk" means the Clerk for the Township of Clearview.

"Council" means the Council of the Corporation of the Township of Clearview.

"Director" means Director of the Creemore Business Improvement Area Board of Management.

"Member" means:

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.

Tenant means the tenant of commercial or industrial property with a gross lease including a portion of taxes with respect to rateable property in the area.

"Township Treasurer" shall mean the Treasurer for the Corporation of the Township of Clearview.

1. The Organization

2.1 The purpose of the Creemore BIA under the Municipal Act, 2001, as amended is:

- To promote the commercial area of Creemore as a business and shopping area;
- To oversee the improvement, beautification and maintenance of municipally-owned land, buildings, and structures within the boundaries of the Creemore BIA, beyond that provided at the expense of the Municipality generally.

2.2 The boundaries of the Creemore BIA are as shown on Schedule "A" to this constitution.

2.3 The affairs of the Creemore BIA are governed by the Board of Management (hereafter called the "Board") which is a corporation consisting of its directors;

2.4 The Board is a local board of the Township of Clearview as defined by the Municipal Act, 2001, as amended or its successor legislation.

2.5 The Board shall be comprised of 5 to 8 directors, plus the past president. Directors shall include a Council Member appointed directly by the Township Council. The remainder of the directors are elected by the Membership and appointed by the Township Council. The Mayor is a voting ex-officio.

2.6 Any office of the Creemore BIA shall be located within the geographic boundaries of the Creemore BIA.

2.7 The fiscal year shall be January 1st to December 31st.

2. Membership and Voting

- 3.1 Members of the Creemore BIA as outlined in the Municipal Act, 2001, as amended, consist of:
- a) 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.
 - b) Tenant means the tenant of commercial or industrial property with a gross lease including a portion of taxes with respect to rateable property in the area.
- 3.2 A list of all commercial and industrial members in the designated area will be kept by the Secretary of the Board. The Secretary at their discretion may request every property owner to provide tenant information for the purposes of maintaining an accurate list.
- 3.3 If necessary, 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 member of the Creemore BIA. The determination by the Clerk is final.
- 3.4 Each member has one vote, regardless of the number of properties that the member may own or lease within the Creemore BIA.
- 3.5 Every member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the member has.
- 3.6 Where a member is a corporation, it may nominate in writing one individual to vote on behalf of the corporation.
- 3.7 Where a member is a partnership, it may nominate in writing one of the partners to vote on behalf of the partnership.
- 3.8 The Membership list shall not be utilized by any member for any purpose whatsoever other than as may be specifically approved by the Board upon request or by use by a certified candidate during a Board election. Any member who uses all or part of the Membership list for unauthorized purposes will receive a warning from the Board that includes, among other things, a provision stipulating that any subsequent unauthorized use will result in:
- a) That member's email privileges being revoked such that all communication will thereafter be in writing and,
 - b) The Membership being advised of such revocation.

- 3.9 In certain circumstances where the Township is passing a By-law affecting the Creemore BIA, the Clerk of the Township will be required to establish a Membership list pursuant to S. 210 of the Municipal Act, 2001, as amended.

3. Board of Management Composition

- 4.1 The Board of Management shall consist of five (5) to eight (8) directors as follows:
- a) One (1) member of Council and the past president to be appointed by the Township; and,
 - b) The remaining directors selected by a vote of the membership of the improvement area and appointed by the Township.
 - c) The Mayor is a voting ex-officio member of this Board and retains all powers granted to all other Directors on the Board of Management.
- 4.2 Council may refuse to appoint a Member selected under section 3.1 in which case Council may:
- a) Leave the position vacant, appoint their alternate choice; or
 - b) Direct that a meeting of the Members be held to select another candidate for Council's consideration.
- 4.3 Directors shall serve for a term that is the same as the term of the Council that appoints them or until their successors are appointed.
- 4.4 The Creemore BIA Board of Management is elected by its members and is not required to submit applications as part of the Township selection process for Boards and Committees when a direct election is being held.
- 4.5 The seat of a director shall become vacant if a director is absent from the regular meeting(s) of the Board of Management for three (3) consecutive months without being authorized to do so by a resolution of the Creemore BIA Board of Management.
- 4.6 If a seat of a director becomes vacant for any reason, Council may fill the vacancy for the remainder of the vacant director's term and may seek the Board of Management's recommendation if an election should be held.
- 4.7 A director may be reappointed to the Board of Management for up to (3) consecutive terms.

- 4.8 Directors shall serve without remuneration. Directors may be reimbursed for all reasonable expenses directly relating to their functions as Board members provided those expenses are approved in advance by resolution of the Board.

4. Board of Management Election Procedures

Call of an Election

- 5.1 An election will be conducted within four (4) months of a new term of Council commencing or as directed by Council. Township staff will assist with the election process.
- 5.2 If a seat of a director becomes vacant for any reason during the term of office, Council may fill the vacancy for the remainder of the vacant director's term and may seek the Board of Management's recommendation if an election should be held.
- 5.3 The date, location, and nomination information for the election shall be advertised to the membership by any or all of the following: email, direct mail, public advertisement, and/or social media accounts. Notice will be provided for a minimum of (3) weeks in advance of the election.

Nominations

- 5.4 Nomination forms shall be made available, for a three (3) week period on the Township's website and at any other location specified by the Clerk and/or designate(s). These locations will be advertised in the call for nomination advertisements.
- 5.5 All nominations must be received and approved by the Clerk and/or designate(s).
- 5.6 Nominations filed by a property owner or tenant assessed commercially or industrially in the business improvement area, shall be submitted on the specified nomination form, directly to the Clerk and/or designate(s).
- 5.7 Nominations filed by individuals not assessed commercially or industrially in the business improvement area, must be nominated by two (2) Members assessed commercially or industrially within the business improvement area prior to submitting their nomination to the Clerk and/or designate(s).
- 5.8 Nominations are due three (3) weeks prior to the election date as determined by the Board of Management. The due date must be advertised in the call for nominations advertisement.

- 5.9 A person may withdraw their nomination by filing a written withdrawal with the Clerk and/or designate(s) before the close of nominations.
- 5.10 If at 4:00 p.m. on the Monday following nomination day, the number of certified candidates for an office is the same as or less than the number to be elected, the Clerk shall immediately declare the candidate or candidates elected by acclamation, with Council approval.
- 5.11 Subject to section 5.10, the Clerk shall extend the nomination period from the date of acclamation for additional nominations for the remaining seats. If the number of certified candidates still does not exceed the remaining number of vacancies, the Clerk shall immediately declare the additional candidate or candidates acclaimed, with Council approval.
- 5.12 Immediately following the close of nominations, the Clerk shall prepare a report to Council with respect to all nominations received and certified for the election or acclamation.

Election

- 5.13 The Clerk and/or designate(s) are the Returning Officers and are responsible for the election.
- 5.14 The Returning Officers may appoint, in writing, Assistant Returning Officers (ARO's) and such other officials required to assist in the Business Improvement Area Election.
- 5.15 The Business Improvement Area Election shall be conducted by secret ballot and held at the date, time, and location specified by the Clerk.
- 5.16 Each member has one vote regardless of the number of properties that the member may own or lease in the Business Improvement Area.
- 5.17 Every member that is a corporation or partnership has one vote regardless of the number of shareholders or partners that the member has.
- 5.18 A Candidate may appoint a scrutineer to represent him or her during voting and the counting of votes, including a recount.
- 5.19 The Clerk and/or designate(s) shall place the results of the election on the Township's website and indicate that all appointments are subject to Council approval.
- 5.20 Proxy votes are not permitted.

Board of Management Officers

- 5.21 The Board, as soon as is practicable after its members are appointed, shall select a President, Vice-President, Secretary, and Treasurer and such other officers as it may deem necessary and as are lawfully authorized to properly conduct the business of the Board.

5. Duties of Elected Board Members

- 6.1 The Board of Management as a whole, in addition to the purpose of the BIA as outlined in Article 1 of this Constitution, is responsible for:
- Making decisions on policy affecting itself and the BIA;
 - Managing the affairs of itself and the BIA; and,
 - Establishing and appointing members to Committees as may be required to accomplish the work of the BIA.
- 6.2 In exercising its duties pursuant to this Constitution, the Board of Management shall not:
- Offer to provide support to political candidates or political parties;
 - Advertise of pay for advertisements in any political publication;
 - Make or fund improvements to private property, with the exception of graffiti and pestering removal initiatives; or,
 - Participate in a hearing of the Local Planning Appeals Tribunal (LPAT), Committee of Adjustment or other similar tribunal unless the Board has conducted a General Meeting of the Membership to obtain approval to participate and to receive approval of any related expenditures and has provided notice to Township Council.
- 6.3 All Board of Management positions are voting members. The duties of each of the elected Board positions are as follows:

President

The duties of the president shall include:

- a) Chair all Board of Management and General (AGM) meetings of the Creemore BIA;
- b) Rule on all procedural matters and maintain decorum;

- c) Ensure motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes;
- d) Have general supervision of the affairs of the Creemore BIA;
- e) Along with the Vice-President, Treasurer, or Secretary of the Board, co-sign all cheques and execute any documents, contracts, or agreements;
- f) Sit as voting ex-officio on all Creemore BIA Committees;
- g) Be the public representative of and spokesperson for the Board;
- h) Ensure all past records of the Board are transferred to the succeeding Treasurer when there is a change with the position;
- i) Perform any other duties which the Board may assign from time to time.
- j) Work with staff of the Township to ensure legislative obligations are met, including but not limited to those regarding staff, volunteers, Committee and Board members of the BIA.

Vice-President

The Vice-President shall:

- a) Perform all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties;
- b) Along with the President, Treasurer, or Secretary of the Board, co-sign all cheques and execute any documents, contracts, or agreements;
- c) Perform any other duties that the Board may assign from time to time.

Secretary

The Secretary shall:

- a) Maintain the BIA Membership list, including those that are identified as tenants and building owners and contact information;
- b) Communicate information as required from the Board of Management and Membership Meetings to all BIA Members;
- c) Provide onboarding information to all new BIA Members;
- d) Provide notice to the Township Clerk of any Board vacancies;

- e) Perform any other duties that the Board may assign from time to time.

Treasurer

The Treasurer shall:

- a) Keep and maintain the financial records and books of the Creemore BIA in cooperation with the Township's Finance Department, which shall include but be not limited to keeping of all receipts and disbursements in proper books of account, depositing all moneys or valuable effects in the name of the Board and to its credit in the bank designated by the Board from time to time;
- b) Assist the Township Treasurer or their designate in the preparation of the financial statements of the Creemore BIA;
- c) Maintain an inventory of all tangible and intangible assets owned or leased by the Creemore BIA;
- d) Prepare and distribute the proposed annual budget in accordance with the requirements of the Township;
- e) Together with the President, Vice-President, or Secretary of the Board, co-sign all cheques and execute any documents, contracts or agreements, as required;
- f) Prepare written financial updates for the membership's review and consideration at each regular general meeting;
- g) Provide the Executive and Township with all financial records for purposes of record keeping, once they are no longer current as determined by the Township's Treasurer; and
- h) Perform any other duties that the Board may assign from time to time.

Past President

The Past President shall:

- a) Advise on existing BIA policies, past strategic direction and priorities;
- b) Provide historical context for decision-making;
- c) Ensure that all past records of the Board are transferred to the succeeding Board of Management;

- d) Supporting the President in their position through mentoring, coaching, and advising on Board development and procedures.
- e) Perform any other duties that the Board may assign from time to time.

Council Representative

The Council Representative shall:

- a) Represent the interests of the BIA Board of Management including providing timely reports on BIA activities to Township Council.
- b) Report on regular Council deliberations to the BIA Board of Management that may be of interest to the day-to-day operations of the BIA.
- c) Represent the broader interests and responsibilities of the Township of Clearview.
- d) Act as a resource to the Board of Management and the general BIA membership on matters pertaining to Township policies, by-laws and accountabilities to ensure BIA practices and procedures are aligned with those of the Township.
- e) Act as a liaison between the BIA Board of Management and Township staff where opportunities for additional support and collaboration are identified.

Recording Clerk / Staff Liaison

As a non-voting member, the Staff Liaison is a resource to the Board. The Staff Liaison shall:

- a) Provide guidance, advice, and remain impartial during discussions of the Board matters with all members;
- b) Give the required notice as per the Board's procedural rules contained within this document for every Board and general meeting of the Creemore BIA;
- c) Maintain and keep records of the BIA in accordance with the Township's records management by-laws and policies;
- d) Take minutes of each such meeting as per Township procedures and protocols. All minutes of every meeting shall be printed and signed by the President and Staff Liaison and maintained by the Township as per the retention policy

- e) Assist in preparing any necessary reports for Council's consideration;
- f) Act as a resource to the Board of Management and the general BIA membership on matters pertaining to Township policies, by-laws and accountabilities, to ensure BIA practices and procedures are aligned with those of the Township;
- g) Act as a liaison between the BIA Board of Management and Township staff where opportunities for additional support and collaboration are identified;
- h) Provide guidance on any recommendations proposed by the Board to not contradict the Board's budget, Township by-laws, policies, and procedures; and,
- i) Provide updates to the Board regarding Township special events, economic development, and possible opportunities for partnership on projects.

6. Financial Policy

- 7.1 The annual budget for the following year shall be presented to the membership for information prior to September 1st.
- 7.2 Annual budget endorsed by the membership shall be provided to the Township by September 1st to be included in the budget deliberations for Councils approval.
- 7.3 The Board of Management shall follow all Township procurement policies. Should a question arise, the Township's Treasurer shall be consulted.
- 7.4 The Board shall not:
 - a) Spend any money unless it is included in the overall budget approved by the municipality or in a reserve fund;
 - b) Incur any indebtedness extending beyond the current year without the prior approval of Council; or
 - c) Borrow money including bank account overdrafts, credit cards, lines of credit, private loans from members of the public or businesses or loans from Board members or any other person, business, group or organization.

- d) All new bank accounts, investment accounts (GICs, brokerage accounts, mutual funds and any other type of investment account) and any other accounts involving money (PayPal, GoFundMe, or similar) must be approved by the Clearview Township Treasurer prior to being opened.
- 7.5 Board members shall observe the laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information. Should a question arise, the Municipal Clerk shall be consulted.

7. Committees of the Board

- 8.1 The Board may establish Committees to carry out the objectives of the Creemore BIA or to advise the Board.
- 8.2 The Board shall prescribe the duties of all such Committees by resolution or as defined in Board approved terms of reference.
- 8.3 Committee members selected by the Board need not be members but shall be individuals committed to the advancement of the purposes of the Creemore BIA. The President is an ex-officio member of each Committee.
- 8.4 The Board may allocate funding to one or more Committees to undertake approved, specific tasks on behalf of the Board, provided an account of all planned expenditures is presented at each Board meeting throughout the tenure of the Committee, for review and approval. Committee members are responsible for their budgeted funds and must seek Board approval for any funds that exceed this budget.
- 8.5 Significant decisions of a Committee shall be subsequently ratified by the Board before they are implemented or take effect.
- 8.6 The Chair of a Committee shall present progress reports and make recommendations to the Board on all projects undertaken.
- 8.7 Committee(s) of the Board are at the discretion of the Board of Management and can be restructured at any time.

8. Meetings of the Board of Management

- 9.1 All Board of Management meetings also referred to as Executive meetings and Sub-Committee meetings must follow the rules and procedures defined in the Township's Procedure By-law, subject to any by-law adopted by the Board of Management.

- 9.2 The Board of Management (Board) shall hold a minimum of four (4) meetings per year including the Annual General Meeting.
- 9.3 Meetings of the Board of Management may be called by the President, Vice-President, or any two members of the Board.
- 9.4 The Board will make every effort to provide a regular meeting schedule annually to members. This schedule will be provided to the Township Clerk to include on the Township website meeting calendar.
- 9.5 Board meetings shall be held at a location within Clearview Township of that is accessible and open to the public to observe, in accordance with meeting provisions outlined in the Municipal Act, 2001. Allowing comments and questions from the public at a Board meeting shall be at the discretion of the Chair.
- 9.6 Board meetings that are closed to the public shall be done so in accordance with subsection 239(2) of the Municipal Act, 2001 and the Township's Procedure By-law. The Township Clerk shall be consulted prior to the meeting to ensure closed meeting procedures are followed.
- 9.7 The Secretary will provide meeting notice to members of the Board of Management at least five (5) business days before the date of the meeting. Notice will include the meeting agenda.
- 9.8 No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at the meeting.
- 9.9 As per the Township's Procedure By-law, a majority of members of the Board constitutes a quorum.

Voting on Motions

- 9.10 All motions shall be decided by a majority vote of Board members present unless otherwise stated in this by-law or as required by law. A tie vote shall be deemed to be lost.
- 9.11 No vote shall be taken by ballot or any other method of secret voting except the election as specified in Article 5.
- 9.12 At all meetings, every motion shall be decided by a show of hands from all qualified members in attendance. The president shall declare that a motion has been carried or not carried. All motions, resolutions or proceedings shall be recorded without note or comment. It is not necessary to record the number or the proportion of votes.

9. Meetings of the Membership

- 10.1 Special or emergency Meetings as required of the Membership, may be called by the President as stipulated in the Township Procedure By-law. In addition, a meeting can be called if a written request is made by at least ten (10) members of the Creemore BIA to call a meeting, it is the duty of the President, or in their absence, the Secretary, to summon a meeting of the Membership within 30 days of the request being delivered.
- 10.2 Membership meetings shall be held at such place in the Township as the Board determines in a meeting space open to the public and accessible.
- 10.3 The quorum for a Membership meeting shall be the majority of qualified members present at the meeting. The Recording Clerk records all names of qualified members present in the minutes.
- 10.4 The notice and agenda for a Membership meeting should reach members at least five (5) days in advance of the meeting.
- 10.5 The notice and agenda for Membership meetings shall be posted on the Township's website and e-mailed to each member.
- 10.6 The President shall establish the agenda for each Membership meeting, however the agenda for the Annual General Meeting shall include, but not be limited to:
 - a) annual activity and financial report of the Board;
 - b) audited financial statement, if available from the Township Treasurer; and,
 - c) proposed annual budget for the following year, for discussion purposes.
- 10.7 Members shall submit additional items to the President for consideration for inclusion on the agenda at least seven days prior to the applicable meeting, inclusive of the AGM.
- 10.8 All motions arising at any meeting of the Membership shall relate to an item on the agenda for that meeting and the President shall have the right to determine whether a motion is in order.

- 10.9 A member may request during any meeting of the Membership that an item be added to the agenda as “new business.” The majority of qualified members present shall make a determination at that time whether to amend the agenda to include such item or whether to defer such item to the agenda of the next meeting of the Membership.
- 10.10 All questions shall be decided by a majority vote of the qualified members present unless otherwise stated in this by-law or as required by law. A tie vote shall be deemed to be lost.
- 10.11 No vote shall be taken by ballot or any other method of secret voting except the election as specified in Article 5.
- 10.12 At all meetings, every motion shall be decided by a show of hands from all qualified members in attendance. The President shall declare that a motion has been carried or not carried. All motions, resolutions or proceedings shall be recorded without note or comment. It is not necessary to record the number or the proportion of votes.
- 10.13 The Secretary shall have a current Membership list available for viewing at each Membership meeting.
- 10.14 Except as specified in Article 9, all other meeting procedures shall follow the Procedure By-law designated and approved by Council for all Boards and Committees.

10. Altering Boundaries

- 11.1 On occasion, property owners and businesses beyond the borders of a BIA request inclusion. In other instances, these property owners and businesses can be considered to be a natural extension or growth of a pre-existing BIA community and they may be invited to join the BIA through Associate Membership.
- 11.2 By the same measure, parts of a BIA may no longer feel an affinity towards their BIA. In these cases, the BIA may want to alter its boundaries.
- 11.3 There is a mechanism for changing the boundaries of a traditional BIA as laid out in section 209 of the Municipal Act, 2001.

11. Standard of Care, Code of Conduct, & Conflict of Interest

- 12.1 Every Board member of the Creemore BIA shall:

- a) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Creemore BIA; and
 - b) exercise the degree of care, diligence, and skill that a reasonable and prudent person would exercise in comparable circumstances.
- 12.2 The Board of Directors shall follow the Township of Clearview's code of conduct as approved by Council and specified for Township Boards and Committees. Upon receiving a complaint, the Integrity Commissioner may investigate any Directors alleged breach of the code of conduct and/or the Municipal Conflict of Interest Act, as amended, subject to provisions of the Municipal Act, 2001, as amended.
- 12.3 Every Board member who has any direct or indirect interest concerning any matter to be considered by the Board, or any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the Board shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, as amended and shall:
 - a) Prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof, and request that their disclosure be recorded in the meeting minutes;
 - b) Not take part in the discussion of, or vote on any question in respect of the matter;
 - c) Not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and
 - d) File a written statement of the interest and its general nature with the Township Clerk using the Declaration of Interest Form.
- 12.4 Effective March 1, 2019, Directors may request advice respecting their obligations under the Municipal Conflict of Interest Act, as amended.
- 12.5 All Integrity Commissioner duties and responsibilities relating to the Board is specified in the Municipal Act, 2001, as amended.

12. Policies

- 13.1 The by-law of the Township governing the procurement of goods and services (which also governs the sale of surplus goods) applies to the Board.

- 13.2 The Board will not recruit, select, or employ permanent full or part-time staff. The Board may contract out services as per the Township's Procurement of Goods and Services policy. Any proposed hiring of a contractor must be included in the annual budget.
- 13.3 All sales and disposition of land are the responsibility of Council of the Township of Clearview.
- 13.4 The Township of Clearview records retention policy applies to all Board documents. The Township has a Record Storage Centre. Each Board is encouraged to provide their records to the Clerk's Office for archival storage. All Board Members are responsible for the retention of documents related to the business of the Creemore BIA.
- 13.5 Under section 2(3) of the Municipal Freedom of Information and Protection of Privacy Act, as amended, records relating to the business of the Board are accessible to the public upon request.

13. Reserve Fund

- 14.1 The Board may provide in its budget for the establishment and maintenance of a reserve fund for any purpose for which it has authority to spend money in accordance with subsection 417(1) of the Municipal Act, 2001, as amended.
- 14.2 The establishment of a reserve fund shall be done so with the assistance and consultation of the Township Treasurer to ensure compliance with financial reporting requirements.

14. Closed Meeting Investigator

- 15.1 Under Section 239.1 of the Municipal Act, 2001, as amended, any individual may request that an investigation be undertaken to determine whether a municipality or local Board has complied with section 239 or a procedural by-law under subsection 238(2), in respect of a meeting or part of a meeting that was closed to the public.
- 15.2 Should an investigation take place, the Investigator may request information or records to examine, and the Board shall comply with such requests.
- 15.3 Under Section 239.2(11) of the Municipal Act, 2001, as amended, the Board shall ensure reports commissioned by the Investigator are made public.

15. Forms

- 16.1 The Board may create forms from time to time, for purposes of managing the affairs of the Creemore BIA. Forms will be circulated to Township staff for consultation prior to publication and distribution.
- 16.2 Such forms may be changed by the Board without the necessity of an amendment to this By-law.

16. Consistency with Legislation

- 17.1 Where reference is made in this by-law to legislation (municipal, provincial and federal) it shall be meant to include all amendments made to that legislation from time to time or the introduction of new legislation.
- 17.2 If there is any conflict between any provisions contained in this By-law and any provision of the Municipal Act, 2001 and other legislation the latter shall prevail, and the provisions herein affected shall be modified to the extent necessary to remove such conflict, and as so modified this By-law shall remain in full force and effect.

Endorsed by the Board of Management for the Creemore Business Improvement

Area on: March 8th, 2022

Laurie Severn

March 8th, 2022

President

Dated:

Cayla Reimer

March 8th, 2022

Recording Clerk/Staff Liaison

Dated:

Subject to approval from Council of the Township of Clearview.

17. Repeal

That By-law 88-003, By-law 17-118 and all amending by-laws are hereby repealed.

18. Force and Effect

This By-law shall take force and effect upon final passage hereof.

By-law Number 22-52 read a first, second and third time and finally passed this 27th day of June, 2022.

Doug Measures, Mayor

Sasha Helmkey, Clerk

Schedule A of By-law 22-52

Creemore Business Improvement Area Boundary Map

Being the map of the boundaries originally established in 1987 by By-law 88-003 (now repealed) of the Creemore Business Improvement Area.

