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SECTION 1 – LEGAL, PROFESSIONAL AND MARKETING NAMES AND LEGAL ADDRESS

1. The legal name of the organization is the “Downtown Barrie Business Improvement Area (BIA)”.
2. The organization may be known as or referred to as the “Downtown Barrie Business Association” for Professional purposes and “Downtown Barrie” for Marketing purposes.
3. The head office of the Downtown Barrie Business Improvement Area (BIA) shall be 4 Simcoe Street East, Barrie, Ontario L4M 1A1. **The Board of Management may, from time to time, determine the specific location of the head office.** In the event that the BIA designates any other permanent location for the head office, written notice shall be forwarded by the Administrator to all members within the Downtown Barrie Business Improvement Area.

SECTION 2 – STATUTORY AUTHORITY

1. The BIA is established in accordance with the Municipal Act, S.O. 2001, c. 25, S. 204, as amended.

SECTION 3 – MISSION

1. Establish Downtown Barrie as the economically leading mid size commercial, retail and entertainment community within the city, region, province and country while working within a framework of high quality, guiding values

SECTION 4 – VALUE PROPOSITION

1. The values of the BIA are to:
 - a. Provide a safe, clean, comfortable environment ; and
 - b. Contribute positively to our mutually supporting partners to achieve a sense of Downtown community ; and
 - c. Embrace culture, heritage and the waterfront as unique and differentiating business advantages; and
 - d. Develop a product offering that allows us to promote Downtown Barrie as a leading and recognized brand; and
 - e. Utilize marketing and technology to effectively communicate to our stakeholders, partners and customers; and
 - f. do all things necessary and appropriate to achieve the foregoing in accordance with applicable legislation or authorities.

SECTION 5 – FISCAL YEAR

1. The fiscal year of the BIA shall **end** on December 31 in each year.

SECTION 6 – MEMBERSHIP IN THE BIA

Membership Eligibility

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1. The following shall be eligible for membership in the BIA:
 - a. **Property Owners:** Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class; and
 - b. **Tenants:** Tenants of such rateable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease. In determining whether a person is a tenant or not, the decision of the clerk of the City of Barrie, based upon the criteria set out in section 204(5) of the *Municipal Act*, shall be final;
 - c. **Corporation of the City of Barrie:** Upon approval of the newly elected City council, up to two appointed councilors will be deemed members of the BIA.

Rights and Benefits of Membership

2. Every Member in good standing is entitled:
 - a. to attend any Annual or General Meeting of the BIA;
 - b. to one vote on each question arising at any Annual or General Meeting of the BIA; and
 - c. to hold any office of the BIA

Nominees

3. If a Member is a corporation or a partnership it shall designate in writing to the Board of Management a nominee to attend an Annual or General Meeting of the BIA on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

SECTION 7 – MEMBERSHIP MEETINGS

Annual General Meetings

1. The Annual General Meeting (AGM) of the BIA shall be held at a location in Barrie specified in the meeting notice no later than fifteen (15) months after the last annual general meeting and, in any event, no later than in the month of March in each year as determined by the Board of Management. The AGM agenda shall include:
 - a. Financial Statements and Reports;
 - b. Auditor's Report; appointment of the auditors for the ensuing year, and fixing or authorizing the Board to fix the remuneration of the auditor;
 - c. Annual Budget;
 - d. Annual Report of the Board of Management;
 - e. Minutes of the last Annual General Meeting;
 - f. Announcement of the Board of Management (subject to approval by City Council of the City of Barrie), if an election year; and

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- g. Election of the Board Executive every second (2nd) year of a term
- h. any other business that may properly be brought before the meeting.

General Meetings

- 2. The Board of Management may, from time to time, call a General Meeting of the Members of the BIA for any date and time to be held at a location in Downtown Barrie, as specified in the Notice.

Notice of Meetings

- 3. Notice of the Annual General Meeting or of a General Meeting of Members shall be sent by prepaid mail, fax or email at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) in advance to each Member and each member of the Board of Management as well as the City Clerk for the Corporation of the City of Barrie (the "City"), at the addresses as they appear on the books of BIA and if no address is given therein then to the last address of each known to the Secretary; provided always that a meeting of Members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all Members are present in person at the meeting or if all the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.
- 4. The accidental omission to give notice of any meeting or the non-receipt of any notice by any persons referred to in Section 7(3) above shall not invalidate any resolution passed or any proceedings taken at any meeting.

Quorum

- 5. A quorum for the Annual General Meeting or for a General Meeting of the BIA shall be a simple majority of 2% - 3% of the current Membership base. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.
- 6. Proxy votes – a member may sponsor a representative to act in absence and of the best interest of the member to cast one vote per applicable agenda item(s).

Determination of Questions

- 7. Questions arising at any meeting of Members shall be decided by a majority of the votes unless otherwise stated in these By-laws or as required by law.
- 8. At all meetings, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by a Board Member.
- 9. The Chair shall declare that a resolution has been carried or not carried. It will be entered into the minutes of the BIA. It is not necessary to record the number or the proportion of votes unless requested by a member.
- 10. The Chair shall not vote on any matter unless there is a tie, or to attain a quorum, in which case, the Chair shall have the casting vote,.

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Meeting Procedures

11. Subject to the By-laws of the BIA, the procedure to be used at all General and Annual General Meetings shall be governed by the Robert's Rules in Plain English, 2nd Edition, Doris P. Zimmerman.

Nominees

12. For the purposes hereof and Section 8, nominees of Members designated pursuant to section 6(3) shall be considered Members.

SECTION 8 – BOARD OF MANAGEMENT

Board Composition

1. The affairs of the BIA shall be governed by a Board of Management consisting of twelve (12) Members (sometimes called the "Board") which Members must be at least eighteen (18) years of age and officially appointed by City Council and shall be determined as follows:
 - a. Ten (10) of such members are to be nominated and selected by the Members during a nomination and election period (see Section 23 – Appendix 3) coinciding with the municipal election period and appointed by the City; and
 - b. Two (2) of such Members shall be Barrie City Councilors and shall be appointed directly by the Corporation of the City of Barrie to serve on the Board of Management.
- 1.1 The City may refuse to appoint a person selected by the members, in which case the City may leave the position vacant or direct that a meeting of the Members be held to elect another candidate for the City's consideration.

Term of Office

2. The term of office for the Board of Management is from the time of his or her appointment by City Council until the expiration of the term of the City Council that appointed him or her, or until his or her successor shall have been duly appointed, so long as the Member continues to be qualified as a Member and does not resign.
3. In an election year, the new Board cannot officially assume its duties until approved by City Council, therefore the outgoing Board must continue to hold office until their successors are appointed.

Powers

4. The Board may, on behalf of the BIA, exercise all the powers that the BIA may legally exercise in fulfillment of its objectives, unless the Board is restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:
 - a. to enter into contracts or agreements;
 - b. to make banking and financial arrangements;
 - c. to execute documents;

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- d. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the BIA;
- e. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board may consider advisable; and
- f. to purchase insurance to protect the property, rights and interests of the BIA and to indemnify the BIA, its Members, the Board, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the BIA

Role and Function

- 5. **Without limiting the generality of subsection 8(4),** the Board shall be responsible for:
 - a. making decisions on policy affecting the BIA,
 - b. managing the affairs of the BIA,
 - c. appointing such committees as may be required to accomplish the work of the BIA

Borrowing Powers

- 6. The BIA shall not borrow money and, without the prior approval of City Council, may not incur indebtedness extending beyond the current year.

Board Eligibility

- 7. Each Board member shall be a Member of the B.I.A. and shall remain a Member throughout his or her term of office. A Board member is eligible for re-election.

Vacancies

- 8. Where a vacancy on the Board occurs, the Board of Management may nominate replacements, subject to the Board recruitment process and City Council approval, who shall hold office for the remainder of the term for which his or her predecessor was appointed. If there is no quorum of the Board, the remaining Board members shall call a General Meeting of the BIA to fill any vacancy. The formal recruiting process is as follows:
 - a. Nominees must submit a biography with a minimum of three BIA membership references
 - b. Upon confirmation of the references a fifteen (15) interview will be conducted with the Executive Committee and the nominee
 - c. A summary of all the nominees from the interviews will be emailed to the Board
 - d. A formal vote will be conducted at the next scheduled Board Meeting as determined by the Executive Committee

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Quorum

9. A quorum for a meeting of the Board of Management shall be a simple majority of the members of the Board.

Meetings of the Board

10. Meetings of the Board may be called by the Chair, the Vice-Chair, the Secretary/Treasurer or any two members of the Board. The Board may hold its meetings at any place in the City of Barrie in the Province of Ontario as it may from time to time determine.
11. No formal notice of any meeting of the Board shall be necessary if all the elected Board Members are present or if those absent have indicated their consent to the meeting being held in their absence.
12. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Board may also take place without notice immediately after the board is appointed, provided a quorum is present.
13. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
14. The members of the Board shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a casting vote in addition to his or her original vote. It is not necessary to record the number or the proportion of votes unless requested by a member.
15. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against any resolution.

Confidentiality and Privacy of Information

16. The BIA, through its Board of Management, shall abide by and act in accordance with the applicable laws, policies, and practices governing all matters related to confidentiality, privacy, and access to information.
17. In this regard, every Board member shall:
 - a. respect the confidentiality of all matters discussed at Board meetings and any other information and documentation to which one may have access to in the capacity as Board member of the BIA; and
 - b. respect and act in accordance with the BIA policies governing privacy and access to information which one may acquire in the capacity of Board member of the BIA

Standard of Care

18. Every Board member and Officer of the BIA shall:

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

Conflict of Interest

19. Every Board member who has any direct or indirect interest in any contract or arrangement, or proposed contract or arrangement with the BIA shall disclose his or her interest in the manner required by the Municipal Conflict of Interest Act, R.S.O. 1190 c M-50 or as the same may be amended and shall:
- a. declare his or her interest at the first meeting of the Board after which he or she became interested or aware of any such interest;
 - 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.

Removal

20. A Board member may be removed from the Board for:
- a. ceasing to be a Member in good standing;
 - b. absence from three (3) meetings of the Board in a calendar year, unless there are extenuating circumstances, as determined by the Board; further more after two (2) missed meeting a friendly letter will be issued to the Director highlighting the concern and after three (3) missed meetings a meeting with the Executive Committee and Director will be arranged and a decision will be made;
 - c. failure to perform any duty or tasks as set out in the By-laws and any governing policies;
 - d. a breach of the provisions of the By-laws regarding conflict of interest;
 - e. a breach of the provisions of the By-laws regarding confidentiality and privacy of information;
 - f. a breach of the provisions of the By-laws regarding the Standard of Care referred to in subsection (18) above and/or behaviour deemed harmful to the welfare or best interests of the BIA
21. To remove a Board member from office for any of the reasons set out in this section, a resolution shall be made and approved by a two-thirds (2/3) vote of the Board members present at a duly called meeting of the Board to which notice specifying the intent to pass such resolution has been given. Alternatively, a reason does not have to be set out or provided for removal of a Board member, only an approval by a two-thirds (2/3) vote of the Board members.

SECTION 9 – OFFICERS

Election and Term of Office

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1. The Board of Management shall elect, at the first meeting following the Annual General Meeting, from among themselves a Chair, Vice-Chair, and a Secretary/Treasurer who shall serve until the next Annual General Meeting or until he or she is removed from office by resolution of the Board of Management.
2. The officers of the B.I.A. shall hold office for two (2) years from the date of election or until their successors are elected in their stead. Officers shall be subject to removal by resolution of the Board at any time.

Duties of the Officers

3. The Chair shall:
 - a. chair all meetings of the BIA and of the Board, when present in person and able;
 - b. have general supervision of the affairs of the BIA;
 - c. hire the Managing Director position;
 - d. sign all By-laws and execute any documents with the Secretary/Treasurer;
 - e. perform any other duties, which the Board may, from time to time, assign;
 - f. sit, ex officio, on all committees; and
 - g. ensure that all past records of the Board are transferred to the succeeding Secretary/Treasurer when there is a change of Secretary/Treasurer;
 - h. be the official spokesperson of the Board; and attend and represent as requested, any public forum or meeting on behalf of the Board of Management
4. The Vice-Chair shall:
 - a. exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties; with exception to the official spokesperson (Point h); and
 - b. perform any other duties, which the Board may, from time to time, assign.
5. The Secretary/Treasurer shall:
 - a. keep or cause to be kept the BIA's records and books of the BIA, including the registry of Officers and Board members, the registry of Members, the minutes of the Annual General Meeting, General Meetings and meetings of the Board or any committees thereof, any committee reports, the By-laws and resolutions;
 - b. certify copies of any record, registry, by-law, resolution or minute;
 - c. send or cause to be sent any notices required for the Annual General Meeting, General Meetings and meetings of the Board of Management; and
 - d. cause to be kept and maintained the financial records and books of the BIA;
 - e. assist the auditor in the preparation of the financial statements of the BIA;

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- f. maintain or cause to be maintained an inventory of all physical assets owned or leased by the BIA; and
- g. cause to be prepared and distributed the proposed annual budget on or before the first day of March in each year in a form satisfactory to the City Treasurer and in accordance with the requirements of the City of Barrie.
- h. perform any other duties, which the Board may, from time to time, assign.

SECTION 10 – MANAGING DIRECTOR

Appointment

- 1. The Chair shall hire or contract with a Managing Director and shall prescribe the duties of this position.

Duties

- 2. The Board shall delegate to the Managing Director the responsibility for the general management and the execution of the policies of the BIA
- 3. The Managing Director shall:
 - a. be the chief administrative officer for the BIA;
 - b. be the senior staff position, responsible for the hiring and termination of all other staff;
 - c. attend all meeting of the Board of Management and be entitled to speak on all matters, without the right to vote; (unless an *in camera* meeting is held);
 - d. manage the conduct of all BIA elections; and
 - e. serve as a resource to all committees of the BIA
 - f. be the second spokesperson of the Board of Management if and after the Chair formally declines the opportunity

Remuneration and Evaluation

- 4. The Board shall:
 - a. establish the remuneration for the Managing Director through a resolution of the Board; and shall:
 - b. annually, and jointly with the Managing Director, carry out a formal and written evaluation of the position of the Managing Director, within a mutually determined and agreed upon approach, process, and time frame. The Chair of the Board shall represent the Board in this matter.

SECTION 11 – COMMITTEES OF THE BOARD

- 1. There shall be such standing committees, as the Board of Management shall from time to time determine.

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2. The Board may appoint such ad hoc committees as may be deemed necessary to carry out the objectives of the BIA or to advise the Board. The Board shall prescribe the duties of all such committees.
3. All committees, standing and ad hoc (the "Committees"), are required to conduct business in accordance with these By-laws.
4. All Committee members, as required by these By-laws and determined by the Board from time to time, shall be governed by the same rights and responsibilities as those of the Board.
5. Each Committee is considered a committee of the Board of Management and as such, is responsible to the Board. Each Committee shall make recommendations to the Board for its approval, and shall report to the Board, through each committee Chair, as determined by the Board, from time to time.
6. Standing committees of the Board may include, but not be necessarily limited to:
 - a. **Marketing and Communication Committee**
 - b. **Traffic and Safety Committee**
 - c. **Beautification and Cleanliness Committee**
 - d. **Culture and Heritage Events Committee**
 - e. **Retail Committee**
 - f. **Hospitality Committee**
 - g. **Property Owners Committee**
7. Each Committee of the Board shall be chaired by a Board Member, as elected by the Board. Committee members shall be Board members. Members, non-Members from within the B.I.A. and representatives from B.I.A. partner organizations such as Tourism Barrie, the Greater Barrie Chamber of Commerce, the Barrie Police Service, Georgian College, MacLaren Art Centre and the City of Barrie may be appointed as *ex-officio* members of any Committee.
8. Unless otherwise stated in the By-laws, the terms of reference for each Committee will be determined by the Board of Management, from time to time.

SECTION 12 – TERMS OF REFERENCE – EXECUTIVE & FINANCE COMMITTEE

1. There shall be an Executive & Finance Committee composed of the Chair of the Board, the Officers and any other Committee chairs. Executive & Finance Committee members shall not receive remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.
2. The Executive & Finance Committee:
 - a. shall have all powers of the Board to deal with matter(s) requiring emergency action. The Executive & Finance Committee shall report to the next meeting of the Board on all acts and proceedings, subject to review at that time;

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- b. may have meetings called by the Chair, between Board meetings, to discuss month-to-month business requiring Board action and for emergency action between regular Board meetings;
- c. shall make recommendations to the Board on all financial matters affecting the B.I.A.
- d. shall have a quorum of three (3) members;
- e. may establish its own rules of procedure, unless those rules have been set out by Board resolution.

SECTION 13 – SIGNING AUTHORITY

- 1. Five (5) persons shall have signing authority for the BIA: the Chair, the Vice-Chair the Secretary/Treasurer, Managing Director and the Administrator.
- 2. Contracts, documents or any instruments in writing requiring the signature of the B.I.A. shall be signed by any two of the above-noted officers and all contracts, documents and instruments in writing so signed shall be binding upon the B.I.A. without any further authorization or formality.
- 3. Despite subsection 13(2) above, the B.I.A. may provide special authorization for the Chair, the Vice-Chair or the Secretary/Treasurer alone to enter into specific contracts and engagements required for the ordinary course of operations.
- 4. The Treasurer of the City of Barrie shall sign all cheques issued in the name of the BIA

SECTION 14 – REMUNERATION

- 1. No Board member nor Officer shall receive remuneration in payment for services carried out in that capacity.
- 2. Board members and Officers may be reimbursed for all reasonable, out-of-the-ordinary expenses directly relating to their functions as such. Reimbursement for any such expenses must be approved in advance by the Board of Management.

SECTION 15 – FINANCIAL MANAGEMENT AND AUDITOR

- 1. The Executive & Finance Committee shall prepare and submit estimates with respect to the yearly anticipated costs of the B.I.A. They shall prepare a proposed budget for each fiscal year by the date and in the form required by the City and shall hold one or meetings of the Members for discussion of the proposed budget.
- 2. The Board of Management shall submit the budget to City Council by the date and in the form required by the City. The City may approve the budget in whole or in part but may not add expenditures to it.
- 3. Within the limits of the estimates as approved by the Council of the City of Barrie, the accounts of the Board of Management shall be paid by the Treasurer of the City of Barrie from time to time upon requisitions signed by the Treasurer of the Board of Management.
- 4. The Treasurer of the City of Barrie, on behalf of the Board of Management, shall adopt and maintain banking arrangements in accordance with good accounting practices that

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are acceptable to the Auditor of the City of Barrie, and shall keep such books of account and submit such statements as from time to time may be required by said Auditor.

5. The external Auditor for the Corporation of the City of Barrie shall be the Auditor for the B.I.A. and all books, documents, transactions, minutes and accounts of the B.I.A. shall at all times be open to his/her inspection.
6. The Board of Management shall submit an annual report for the preceding year to City Council by the date and in the form required by the City and the report shall include the audited financial statements.

SECTION 16 – INDEMNIFICATION

1. The BIA shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:
 - a. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
 - b. all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

SECTION 17 – REVIEW MECHANISM & DISSOLUTION

1. Should a two thirds (2/3) vote be received to dissolve the BIA, a request shall be made to the City of Barrie to repeal the by-law establishing the BIA
2. Upon the repeal of the by-law under the Municipal Act the Board of Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the City of Barrie.
3. If the liabilities assumed under subsection (2) exceed the assets assumed, the City of Barrie may recover the difference by imposing a charge on all rateable property in the former improvement area that is in a prescribed business property class.

SECTION 18 – CONSISTENCY WITH LEGISLATION

1. Nothing contained in this by-law shall require the commission of any act which is contrary to an express provision of the Municipal Act or any by-laws of The Corporation of the City of Barrie relating to the Board of Management of the area or "Business Improvement Areas" as defined by the Municipal Act.
2. If there shall exist any conflict between any provision contained in these By-laws and any such provision of the Municipal Act or the By-laws, the latter shall prevail, and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified these By-laws shall remain in full force and effect.

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SECTION 19 – AMENDMENTS

1. By-laws of the B.I.A. may be enacted, repealed, amended, added to or re-enacted by the Board of Management, and sanctioned by an affirmative vote of at least two thirds of the members present at a General Meeting of Members duly called to consider confirmation of such by-law amendment or at an Annual General Meeting, whichever occurs first.

SECTION 20 – EFFECTIVE DATE

1. This By-law shall come into force and be effective immediately, subject to ratification and confirmation by the Members Pursuant to subsection 19(1).
2. **PASSED** by the Board of Management this _____ day _____, 2007.

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SECTION 21 – APPENDIX 1: Municipal Act, S.O. 2001, c. 25, S. 204

Business Improvement Areas

Designation of improvement area

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

(a) to oversee the improvement, beautification and maintenance of municipally-owned land, buildings and structures in the area beyond that provided at the expense of the municipality generally; and

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

Corporation

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

Composition

(3) A board of management shall be composed of,

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

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

Membership

(4) Members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class and tenants of such property. 2001, c. 25, s. 204 (4).

Determining tenancy

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

One vote

(6) Each member of an improvement area has one vote regardless of the number of properties that the member may own or lease in the improvement area. 2001, c. 25, s. 204 (6).

Nominee

(7) A corporate member of an improvement area may nominate in writing one individual to vote on behalf of the corporation. 2001, c. 25, s. 204 (7).

Joint nominee

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

Refusal to appoint

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

Term

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

Reappointment

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

Vacancies

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

Budget

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

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Council to approve

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

Limitations

(3) A board of management shall not,

(a) spend any money unless it is included in the budget approved by the municipality or in a reserve fund established under section 417;

(b) incur any indebtedness extending beyond the current year without the prior approval of the municipality; or

(c) borrow money. 2001, c. 25, s. 205 (3).

Limitations on power

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

Notice

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

Annual report

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

Auditor

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

Funds to be raised

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

Special charge

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

(a) by levy upon rateable property in the improvement area that is in a prescribed business property class; or

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

Minimum and maximum charges

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

(a) percentages of the assessed value of rateable property in the improvement area that is in a prescribed business property class;

(b) dollar amounts; or

(c) percentages of the board of management's annual budget. 2001, c. 25, s. 208 (3).

Effect of by-law

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

(a) the amount of a charge levied in a year under subsection (2) shall not, when calculated for the individual property in the prescribed class to which it applies, be less than or greater than the amount of the applicable minimum and maximum charge for the property established under the by-law; and

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(b) if necessary for a fiscal year to raise the amount referred to in subsection (1) because a minimum or maximum charge applies to one or more separately assessed properties or categories of separately assessed properties in the prescribed class, the municipality shall for the year adjust any charges applicable to the remaining individual properties or subclasses of properties in the prescribed class by adjusting the percentage or percentages of assessment established under subsection (2) for those properties. 2001, c. 25, s. 208 (4).

Exclusion

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

Borrowings

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

Priority lien status

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

Changes to boundary

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

Notice

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

(a) where the improvement area already exists, in the improvement area and in any geographic area the proposed by-law would add to the improvement area; and

(b) where a new improvement area would be created by the proposed by-law, in the proposed improvement area. 2001, c. 25, s. 210 (1).

When notice received

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

(a) give a copy of the notice to each tenant of the property to which the notice relates who is required to pay all or part of the taxes on the property; and

(b) give the clerk of the municipality a list of every tenant described in clause (a) and the share of the taxes that each tenant is required to pay and the share that the person is required to pay. 2001, c. 25, s. 210 (2).

Objections

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

(a) written objections are received by the clerk of the municipality within 60 days after the last day of mailing of the notices;

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

(c) the objectors are responsible for,

(i) in the case of a proposed addition to an existing improvement area,

(A) at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area, or

(B) at least one-third of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the geographic area the proposed by-law would add to the existing improvement area, or

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

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Withdrawal of objections

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

Determination by clerk

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

Determination final

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

Repeal of by-law

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

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

Statement

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

Time

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

Repeal

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

- (a) the requests have been signed by at least one-half of the total number of persons entitled to notice under subsection 210 (1) and under clause 210 (2) (a); and
- (b) those who have signed the requests are responsible for at least 50 per cent of the taxes levied for purposes of the general local municipality levy on rateable property in all prescribed business property classes in the improvement area. 2001, c. 25, s. 211 (4).

Timing

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

Requests withdrawn

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

Determination by clerk

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

Determination final

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

Restriction

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

Non-application

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

Effect of by-law

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

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

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(b) the objections referred to in clause 210 (3) (b) have not been signed by at least one-third of the total number of persons entitled to receive notice under subsections 210 (1) and (2) because a person required to give a copy of the notice under subsection 210 (2) has not done so; or

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

Tenants

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

Dissolution of board

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

Liabilities exceed assets

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

Regulations

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

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SECTION 22 – APPENDIX 2: Roberts Rules of Order

Please see Robert's Rules in Plain English, 2nd Edition – Doris P Zimmerman as the reference meeting guide.

SECTION 23 - APPENDIX 3 – Nomination & Election Process

Nomination Process

- 1) A Nominating/Election Committee will be developed to operate between August and November of the election year. This committee can be comprised of the following members: two (2) Board Partners (preferably the Police Service representative and one (1) other), one (1) Municipal Staff (as needed), and the BIA Staff. A minimum requirement of the committee is the BIA staff and one of the above.
- 2) The objective of this committee is to ensure that the Downtown Barrie Board of Management nomination and election period runs smoothly and in accordance with the Municipal Act and the Downtown Barrie Board of Management Constitution.
- 3) A Chief Election Official will be designated who will be solely responsible for any election outcomes, disputes and/or resolutions.
- 4) The duties of the Nominating Committee may include:
 - a) Creation and proofreading of all outgoing correspondence;
 - b) Counting of ballots;
 - c) Notifying all candidates of outcome;
 - d) Facilitating an orientation meeting with the new board.
- 5) This committee will have regularly scheduled meetings as determined necessary to ensure a coordinated and efficient nomination and election process.
- 6) A nomination package will be developed and consist of no less than:
 - a) Nomination consent form and Candidate profile page;
 - b) Nominating deadline;
 - c) Roles and responsibilities of the Board of Management;
 - d) A current organizational chart
 - e) Desired qualifications for nominees.

This package must be distributed to the membership no later than the end of September of the election year by prepaid mail (exclusive of the day of mailing and of the day for which notice is given)

- 7) The nomination deadline should be no later than four (4) weeks and no earlier than two (2) weeks after the nomination package has been distributed.
- 8) Nominees - If a Member is a corporation or a partnership it shall designate in writing to the Board of Management a nominee to attend an Annual or General Meeting of the BIA on its behalf and where a Member operates one or more corporations or partnerships or two or more tenanted locations it shall appoint a different nominee for each such entity or location.

Election Process

- 9) An election package will be distributed no later than one (1) week after the nomination deadline. The election package will consist of no less than the following:
 - a) Voting ballot;

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- b) Profiles of all the candidates;
 - c) Roles and responsibilities of the Board;
 - d) A current organizational chart.
- 10) The election will be run by the Chief Election Official.
- 11) The election will take place no later than four (4) weeks and no less than two (2) weeks from the distribution of the election package and last for a period of five (5) business days.
- 12) The election process will consist of the following:
- a) Registry: a voting registry needs to be updated and as members cast their vote a signature is taken to ensure a list of voting members is maintained. With respect to property owners mailed ballots will be accepted so long as they are dated before the election date and received prior to but no later than the end of the five (5) business day election period.
 - b) Ballots: there will be one ballot for every voting member. Each ballot should have the candidate names equally represented, be photocopied on coloured paper to eliminate the possibility of additional ballots circulating. One colour could be for property owners and one for business owners.
 - c) Counting of the Ballots: the Nomination/Election Committee shall designate ballot counters impartial of the election ideally a municipal staff member or the police service representative.
 - d) Results: will be posted on the website.
- 13) An orientation meeting will be set to allow the new board to understand their role and responsibilities. Topics to include in the session are as follows:
- a) Constitution
 - b) Operation of the Office
 - c) Strategic Plan
 - d) Committee Structure
 - e) Successes of past Board
 - f) Projects in progress.
- 14) The Board of Management shall consist of twelve (12) members, comprised of ten (10) individuals assessed for businesses within the Downtown Barrie BIA boundaries, or nominees of such persons, and two (2) whom shall be appointee from the City of Barrie Council.
- 15) Each member of the Board of Management shall hold office from the time of his/her appointment, until the expiration of a **four-year** term, which runs concurrent with the City of Barrie Council.
- 16) Members of the Board of Management shall hold internal elections for the positions of Chairperson, First Vice Chairperson, Secretary/Treasurer and on a bi-annual basis. These positions comprise the executive of the Board of Management.

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SECTION 24 - APPENDIX 4 – Downtown Barrie BIA Constitution Definitions

BIA – means ‘*Business Improvement Area*’

Annual Period – means a calendar year January 1 – December 31

Fiscal Year – means a calendar year January 1 – December 31

Mission – refers to the guiding mandate of the organization – a concise, internally focused statement of the reason for the organizations existence, the basic purpose toward which its activities are directed and the values that guide the board, committees and members activities

Value Proposition – refers to the organization’s strategy for the customer by describing the unique mix of product, price, service, relationship, and image (brand) that an organization offers its targeted group of customers

Values – specific, measurable aspects of product, price, service, relationship and image (brand) that comprise the Value Proposition

Members include the following:

- **Property Owners** – means members of an improvement area consist of persons who are assessed, on the last returned assessment roll, with respect to rateable property in the area that is in a prescribed business property class
- **Tenants** – means tenant of such rateable property, who, by the terms of their lease are responsible for the part of the taxes that the tenant is required to pay under the tenant's lease.
- **Corporation of the City of Barrie:** upon approval of the newly elected City council, up to two appointed councilors will be deemed members of the BIA.
- **Nominee** – means either a member within an improvement area or an appointed person of a member within an improvement area

AGM – refers to ‘*Annual General Meeting*’

Meeting – means the convening of any Committee or group whether in person, conference telephone call or web meeting.

Quorum refers to the following:

- **Annual General Meeting** – a simple majority of 2% - 3% of the current membership base
- **Meeting of the Board of Management** – a simple majority of the members of the Board

Board – refers to the Board of Management

Board of Management – refers to the Board of Management

Partner Organizations – as determined by the Board refer to organizations that have a non-voting representative on the Board

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Committee(s) – means Committee(s) of the Board, set forth in the by-laws which may be increased or decreased, from time to time, by action of the Board on recommendation from the Executive Committee

The ‘City’ – means the Corporation of The City of Barrie

Success Map – refers to the strategic plan of the BIA