

FLETCHER CREEK IMPROVEMENT DISTRICT

**BYLAW NO. 58
MEETING PROCEDURES BYLAW**

A Bylaw to establish the procedures for the calling of meetings of the Board, its committees and the annual general meeting, and for the conduct of business at the meetings.

The Trustees of **Fletcher Creek Improvement District** ENACT AS FOLLOWS:

Definitions

1. In this Bylaw,

“Chair” means the person elected by the Trustees to the position of Chair, or the acting Chair presiding at a meeting, as the context requires.

“Corporate Officer” means the person appointed by the Board whose position is established by Bylaw and is assigned the responsibility of corporate administration under Section 738.2 of the *Local Government Act*.

“Board” means the Trustees holding office as provided under Section 736 of the *Local Government Act* including the Trustee elected as Chair.

First Meeting

2. The first meeting of the Board in each year will be held within **30** days of the annual general meeting.
3. The time and place of the first meeting in each year must be set by the Corporate Officer.
4. At the first meeting of the Board in each year, the Trustees will elect one of their number as Chair. The Trustee with the highest number of votes is to be declared elected as Chair.
5. If the position of Chair becomes vacant, an election for Chair must take place at the first meeting after the vacancy occurs in the office.

Special Board Meetings

6. A special Board meeting (**i.e. other than regularly scheduled meetings**) can be called by the Chair in his or her discretion.

7. The Chair must call a meeting of the Trustees for any purpose when requested in writing by a majority of the Trustees, or the Inspector of Municipalities.

Notice of Board Meetings

8. Public notice of Board meetings must be given by **posting on a community bulletin board** at least **7** days in advance of the meeting.
9. Notice of Board meetings must be given in writing to each member of the Board by the Chair or the Corporate Officer by **email** at least **7** days in advance of the meeting. The time period for giving notice of a special Board meeting can be waived by unanimous consent of all Trustees.

Attendance of the Public at Meetings

10. All meetings of the Board are open to the public except where the Board passes a resolution to close the meeting (***in camera* meeting**), or a portion of it, to the public. The resolution must state in general terms the reason(s) for closing the meeting. ***In camera* meetings must be held only when the Board considers a matter to be of a confidential and sensitive nature which requires discussion or resolution.**

Meeting Minutes

11. Accurate minutes of all Board meetings must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of Board members at the following meeting of the Board before being certified as correct by the Corporate Officer and signed by the Chair.
12. The minutes of all Board meetings are available to the public except for those meetings or parts of meetings that are closed to the public (***in camera* meetings**).
13. The Corporate Officer must maintain the minutes of Board meetings and keep them safe.
14. **The decisions made in an *in camera* meeting and the factors considered in determining to hold the meeting *in camera* should be recorded in separate minutes. Minutes of an *in camera* meeting should be distributed to the Trustees and after their approval should be kept confidential and filed separately until it is determined that the *in camera* factors no longer apply, in which case they should become part of the records in the ordinary course. The Corporate Officer must maintain the minutes of *in camera* meetings and keep them safe.**

Opening Procedures

15. As soon after the time appointed for the meeting, the Chair will call the meeting to order. If the Chair does not attend within **15** minutes after the time appointed for the meeting, an acting Chair must be appointed from the Trustees present who will preside until such time as the Chair arrives.
16. A quorum is a majority of all Board members. If there is no quorum within **15** minutes after the time appointed for the meeting, the Corporate Officer must record in the minute book the names of the Board members present and that the meeting did not convene.

Agenda

17. Prior to each Board meeting, the agenda must be prepared by **the Chair and/or the Corporate Officer** and **emailed to the Trustees** at least **24** hours before the meeting. The delivery requirement may be waived by unanimous consent of the Trustees.
18. The deadline for submissions to be included in the agenda is **48** hours prior to the meeting.
19. The Board must not consider any matters not listed on the agenda unless a new matter for consideration is properly introduced as a late item.

Voting on Questions

20. If a Board member believes that he or she has a direct or indirect pecuniary interest in a matter before the Board that is not held in common with electors of the Improvement District generally, the Board member must:
 - a) Declare his or her interest in the matter;
 - b) Not take part in the discussion or vote on any question related to the matter;
 - c) Immediately leave the meeting or that part of the meeting during which the matter is under consideration; and,
 - d) Not attempt in any way, whether before, during, or after the meeting, to influence the voting on the question.
21. If a Board member refrains from voting when a question is put, he/she is deemed to have voted in the affirmative and their vote will be counted accordingly.
22. All acts authorized or required by the *Local Government Act* to be done by the Board, and all other questions, including questions of adjournment, that may come before the Board must, except where otherwise stated, be done and decided by the majority of the Board members who are present at a meeting.

23. In all cases where the votes of the Trustees present, including the vote of the Chair, are equal for and against a question, the question is negative, and it is the duty of the Chair to so declare it. The names of those who vote for and against the question must be entered upon the minutes whenever requested by a Board member.

Bylaws

24. Every Bylaw must be read a first time upon motion "that the (Bylaw citation) now be introduced and read a first time". The title and intended object of the Bylaw will be given and the question will be decided without amendment or debate.
25. The provisions of a Bylaw may be debated upon second reading with such changes as appear necessary. The Bylaw may then be passed upon the motion "that the (Bylaw citation) be adopted". The Board may give readings and adopt a Bylaw at the same meeting.
26. Bylaws must be sealed with the seal of the Improvement District, and signed by the Corporate Officer and by the Chair at the meeting at which the Bylaw is passed.
27. The Corporate Officer must maintain all Bylaws and keep them safe. Copies of Bylaws must be made available to the public.

Notice of Annual General Meeting

28. Public notice of the date, time, and place of the annual general meeting must be given at least 14 days in advance by **mailing (or emailing where possible) a notice to all landowners, advertising in a local newspaper and posting on a community bulletin board.**

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

29. The agenda for the annual general meeting is as follows unless otherwise directed by two-thirds of the Board members present at the meeting:
- a) Report on the condition of the Improvement District's works;
 - b) Presentation of the annual financial statement;
 - c) Current years' budget;
 - d) Decision about Trustees' honorarium;
 - e) Election of Trustees.
30. The annual general meeting must be open to all members of the public.
31. Accurate minutes of the annual general meeting must be legibly recorded and adopted with such corrections as necessary by a majority of Board members at the following

meeting of the Board before being certified as correct by the Corporate Officer and signed by the Chair.

- 32. The minutes of the annual general meeting are available to the public **and must be mailed or emailed to the FCID members who attended the meeting. The minutes of the annual general meeting plus the financial statements must be mailed or emailed to all FCID members who did not attend the annual general meeting.**
- 33. The Corporate Officer must maintain the minutes of the annual general meeting and keep them safe.

Unprovided Cases

- 34. In all situations not provided for in this Bylaw regarding the proceedings of a meeting, **the New Robert’s Rules of Order, 2nd edition, 1998** apply to the proceedings to the extent that those Rules are applicable in the circumstances and are not inconsistent with the provisions of this Bylaw or the *Local Government Act*.

Citation

- 35. This Bylaw may be cited as the “Meeting Procedures Bylaw”.
- 36. **This Bylaw repeals Bylaw No. 49.**

INTRODUCED and given first reading by the Trustees on the 26th of June, 2013

RECONSIDERED and finally passed by the Trustees on the 26th of June, 2013

I hereby certify that this is a true copy of Bylaw No. **58**

Original signed by:

Elle Anderwert
Chair of the Trustees

Terri Jenkins
Corporate Officer

Registered in the office of the Inspector of Municipalities on July 10, 2013