

Mill Bay Waterworks District
Bylaw No. 283
MBWD Meeting Procedures

A bylaw to establish the procedures for the calling of meetings of the board and for the conduct of its business.

The Trustees of the Mill Bay Waterworks 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.

"administrator" means the person appointed by the board whose position is established by bylaw and is assigned corporate administration responsibility under Section 738 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.

Inaugural Meeting

2. The inaugural meeting in each year of the board must be held after, but not later than 30 days after, the date in the year on which the annual general meeting has been held.
3. The time and place of the inaugural meeting in each year must be set by the administrator, or by a majority of the trustees.
4. The inaugural meeting shall be chaired by the administrator or a trustee until such time as the chair has been elected. The administrator or trustee shall act as the chair only for the purpose of conducting the election.
5. The administrator shall call for nominations for chair position at the board's inaugural meeting. The trustee with the highest number of votes shall be declared elected as chair.

Notice of board meetings

6. Public notice that Board meetings will be held monthly at the MBWD Office, and notification will be given by posting on the improvement district's website.
7. Notice of board meetings must be given in writing (including email) to each member of the board by the chair or the administrator at least five (5) days in advance of the meeting. The period for giving notice of a meeting can be waived by unanimous consent of all trustees.

Notice of annual general meeting

8. Public notice of the date, time, and place of the annual general meeting must be given at least fourteen (14) days in advance by advertising in a newspaper circulating within the improvement district and by a notice posted on the improvement district website.

Attendance of the public at meetings

9. All board meetings are open to the public except where the board passes a resolution to close the meeting or a portion of it to the public. The resolution must state in general terms the reason(s) for closing the meeting.
10. The annual general meeting must be open to all members of the public.

Meeting minutes

11. Accurate minutes of all regular board meetings, special board meetings, and the annual general meeting 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 administrator and signed by the chair of the meeting, or signed by the chair presiding at the following board meeting.
12. The minutes of all board meetings are available to the public on the improvement district's website except for those meetings or parts of meetings that are closed to the public.
13. The administrator must maintain the minutes of board meetings and keep them safe.

Opening procedures

14. As soon after the time appointed for the meeting, the chair will call the meeting to order. If the chair does not attend within fifteen (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.
15. If there is no quorum within five (5) minutes after the time appointed for the meeting, the administrator must record the names of the trustees present in the minute book and that the meeting did not convene. A quorum is a majority of all board members.

Agenda

16. Before each board meeting, the administrator or the chairman must prepare the agenda and deliver to trustees via email and provided in hard copy at the Board Office at least five (5) days before the meeting. The delivery requirement may be waived by unanimous consent of the trustees.

17. The deadline for submissions to be included in the agenda is six (6) days prior to the meeting.
18. The board must not consider any matters not listed on the agenda unless a new topic for consideration is properly introduced as a late item pursuant to section 21 of this bylaw.

Order of proceedings and business

19. Immediately after the chair has called the meeting to order, the minutes of the previous board meeting will be read by the officer assigned responsibility for corporate administration to correct any errors or omissions. The reading may be dispensed with if each board member received a copy of the minutes at least three (3) days before the meeting.
20. The agenda for regular board meetings is as follows unless otherwise directed by two-thirds of the board members present at the meeting:
 - a) Adoption of the minutes of the previous meeting
 - b) Introduction of late items
 - c) Business arising from the minutes and unfinished business
 - d) Petitions and delegations – requests to address the board
 - e) Reports
 - f) Bylaws
 - g) Resolutions
 - h) New business
 - i) Correspondence
 - j) Adjournment
21. An item of business not included on the agenda must not be considered unless the board approves the late item's introduction at the time allocated on the agenda for late items. Information pertaining to late items must be distributed to the board members.

Voting on questions

22. 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.
23. If a board member refrains from voting when a question is put, for any reason other than that referred to in section 22, they must be deemed to have voted in the affirmative, and their vote will be counted accordingly.

24. 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.
25. 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, [*as provided by Section 738(3) of the Local Government Act*], and it is the duty of the chair to so declare. The names of those who vote for and against the question must be entered upon the minutes whenever requested by a board member.
26. When the question under consideration contains distinct propositions, the vote upon each proposition can be taken separately upon request of any trustee.
27. The following procedures apply to voting at board meetings:
 - a) When debate on a matter is closed the chair must put the matter to a vote of the board members;
 - b) When the board is ready to vote, the chair must put the matter to a vote by stating: "Those in favour raise your hands." and then "Those opposed raise your hands."
 - a) When the chair is putting the matter to a vote under subsection (a) and (b) a trustee must not: cross or leave the room; make a noise or other disturbance, or interrupt the voting procedure under subsection (b) unless they are raising a point of order;
 - d) After the chair finally puts the question to a vote under subsection (b), a trustee must not speak to the question or make a motion concerning it;
 - e) The chair's decision about whether a question has been finally put is conclusive;
 - f) Whenever a vote on a matter is taken, each board member must signify their vote by raising their hand; and
 - g) The chair must declare the voting result by stating that the question is decided in either the affirmative or the negative.

Delegations

28. The board may allow an individual or a delegation to address the board at the meeting on an agenda item provided the administrator has received written application before the meeting. The individual or delegation will be placed on the meeting agenda at the next available meeting. Each address must be limited to ten (10) minutes unless a more extended period is agreed to by the unanimous vote of the board members present.
29. Where written application has not been received by the administrator as prescribed in section 28, an individual or delegation may address the meeting if approved by the unanimous vote of the board members present.
30. The administrator may schedule delegations to another board meeting or advisory body as deemed appropriate according to the delegation's subject matter.

31. The administrator may refuse to place a delegation on the agenda if the issue is not considered to fall within the board's jurisdiction. If the delegation wishes to appeal the administrator's decision, the information must be distributed under separate cover to the board for its consideration.

Rules of conduct and debate

32. Every trustee must address the chair before speaking to any question or motion. Trustees must address the chair as "Mister or Madam Chair" and refer to each other as "Trustee". No trustee may speak more than once to the same question without leave of the trustees, except in explaining a material part of their speech, which may have been misconceived, and in doing so, they may not introduce any new matter.
33. No board member may interrupt a member who is speaking except to raise a point of order.
34. Board members must use respectful language; must not use offensive gestures or signs; must speak only in connection with the matter being debated; may speak about a vote of the board only for the purpose of making a motion that the vote be rescinded, and must adhere to the rules of procedure established under this bylaw and to the decisions of the chair and board in connection with the rules and points of order.
35. After the chair finally puts a question, no trustee may speak to the question, nor may any other motion be made until after the result of the vote has been declared. The decision of the chair as to whether the question has been finally put is conclusive.
36. A board member may speak to a question or speak in reply, for no longer than a total time of ten (10) minutes only with the board's permission.

Motions

37. Motions other than routine motions (including motions to adopt a report, to receive and file, refer to a committee or an official, introduce or pass a bylaw, or adjourn) must be seconded before being debated or put from the chair.
38. A motion that has been seconded must be read by the chair or administrator before debate if requested.
39. When a question is under consideration, no motion will be received except for the following to:
 - a) refer to committee
 - b) amend
 - c) lay on the table
 - d) postpone indefinitely
 - e) postpone to a specific time
 - f) move the previous question
 - g) adjourn

40. The seven motions listed in Section 39, above, have precedence in the order in which they are named, and the last five are neither amendable nor debatable.
41. A board member may, without notice, move to amend a motion that is being considered at a meeting.
42. An amendment may propose removing, substituting for, or adding to original motion words.
43. Amendments to a motion must be decided before the main question is put to the vote. Only one change is allowed to an amendment.
44. An amendment that has been negated by a vote of the board cannot be proposed again.
45. A motion to commit the subject matter to a committee, until it is decided, precludes all the main question amendments.
46. A motion to adjourn the meeting or the debate is always in order. Still, if the vote on such motion is negative, no second motion to the same effect may be made until some intermediate business or matter has been disposed of.

Points of Order

47. The chair will preserve order and decide all points of order which may arise but subject to an appeal of the other trustees present.
48. If a trustee appeals to the chair's decision, the question must be immediately put by the trustee and decided without debate. "Shall the chair be sustained?" and the vote of the majority governs the chair then present (exclusive of himself or herself), and the names of the trustees voting for or against the question "Shall the chair be sustained?" will be recorded on the minutes.
49. If the chair refuses to put the question "Shall the chair be sustained?" the trustees must immediately appoint one of its numbers to preside temporarily in lieu of the chair, and the member so temporarily appointed will proceed in accordance with the prior section.
50. Any resolution or motion carried under the circumstances mentioned above is as effectual and binding as if carried under the chair's precedence.

Bylaws

51. Every bylaw must be read a first time upon motion "that the (bylaw citation) now be introduced and read the first time". The bylaw's title and the intended object will be given, and the question will be decided without amendment or debate.
52. The provisions of a bylaw may be debated upon second reading with such changes 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.

53. Bylaws must be sealed with the improvement district's seal and signed by the administrator and by the chair at the meeting at which the bylaw is passed.
54. The administrator must maintain all bylaws and keep them safe. Bylaws must be available to the public.

Alternative participation by trustees

55. If for an extraordinary situation, whereas the board or trustee is unable to meet in person, meetings may be held via video conferencing or use of telephone communications. All sections in this bylaw will be upheld in the same manner. Alternative participation will also include:
 - a) All meeting participants can hear and speak with each other.
 - b) Trustees must audibly inform of arrival and departure from meeting.
 - c) Trustees are limited to four (4) meetings per calendar year, per trustee.
 - d) Only two (2) trustees may attend electronically at one time.
 - e) In extraordinary circumstances (natural disaster, pandemic etc.) meeting attendees may participate electronically regardless of ruling (c) and (d).
 - f) Trustees voting on matters must audibly state "aye" or "nay".
 - g) Suppose there is an interruption in the communications' link to a participant. In that case, the meeting will recess until it is determined whether the link can be re-established or continue the meeting and treat the interruption in the same manner as if the participant was physically present and leaves the meeting room.
 - h) All written documents, including the agenda, reports, financial statements, bylaws, will be available electronically four (4) days before the meeting.
 - i) Additional documents that have not been distributed before the meeting and are unanimously agreed to become late admissions to the meeting must be read audibly into record.
 - j) Closed or in-camera or in-confidence meetings held electronically require that no other person, other than attendees, can observe or hear the meeting.
 - k) Meetings held by alternative participation will not be open to the public, but recorded minutes of the meeting will be available to the public for their information.
 - l) Annual General Meetings may be held electronically during extraordinary circumstances.
 - i. All written documents, including the agenda, reports, financial statements, bylaws, will be available electronically fourteen (14) days before the Annual General Meeting.
 - ii. Attendees may submit questions no later than three (3) days before the Annual General meeting, via electronic mail, mail or telephone.
 - iii. Attendees must confirm electronic attendance with administration no later than fourteen (14) days before the Annual General Meeting, via electronic mail, mail or telephone.
 - iv. Trustee Election will be held separately from AGM if held electronically.
 - v. Trustees shall adhere to alternative participation guidelines when attending the Annual General Meeting.

Standing and Select Committees

56. The board may establish standing and select committees. A majority of the committee members will determine the chair at the first meeting of the committee. The board must establish the purpose of a committee by resolution at the time of the creation of a committee.
57. The quorum for a committee is a majority of all of its members.
58. A motion made at a meeting of a committee is not required to be seconded.
59. Standing committees must consider, inquire into, report, and make recommendations to the board about matters related to the general subject indicated by the name of the committee and matters assigned by the board.
60. Standing committees must report and make recommendations to the board when required by the board, or at the next board meeting if time is not specified.
61. Select committees must consider, inquire into, report, and make recommendations to the board about the matter(s) referred to the board's committee.
62. Select committees must report and make recommendations to the board at the next board meeting unless the board specifies a different date and time. Upon completion of its assignment, a select committee is dissolved, unless decided otherwise by the board.
63. Notice of select and standing committee meetings must be given by the committee's chair to the committee members by providing notice in writing or by other means seven (7) days in advance of the meeting, unless otherwise unanimously agreed by the committee.
64. Accurate minutes of all committee meetings must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of committee members at the following meeting before being certified as correct by the administrator and signed by the chair of the committee meeting or the chair presiding at the next meeting.
65. The minutes of all meetings must be open to public inspection except for those meetings or parts of meetings that are closed to the public.
66. The administrator must maintain the minutes of meetings and keep them safe.
67. In conducting its business, all standing and select committees must adhere as far as possible to the rules established in this bylaw governing board meetings.

Unprovided cases

68. In all situations not provided for in this bylaw regarding the proceedings of a meeting, the Robert's Rules of Order apply to the proceedings to the extent that those Rules are applicable in the circumstances and are not inconsistent with the provisions of this bylaw or the *Local Government Act*.

Repeal

69. Bylaw No. 195, "Meeting Procedures Bylaw 2008" is repealed.

Citation


70. This bylaw may be cited as the "MBWD Meeting Procedures Bylaw 283-2020".

INTRODUCED and given first reading by the Trustees on the 15th day of October 2020.

RECONSIDERED and finally passed by the Trustees on the 15th day of October 2020.



Paul Laraman (Chairman)



Kim Vanderkooy (Administrator)

I hereby certify under seal of the Mill Bay Waterworks District that this is a true copy of Bylaw No. 283 of the Mill Bay Waterworks District passed by the Trustees on the 15th day of October 2020.



Kim Vanderkooy (District Administrator)

A true copy of Bylaw No. _____
registered in the office of the
Inspector of Municipalities this
_____ day of _____ 2020

Deputy Inspector of Municipalities