



**Organizational By-laws
of the
St. Catharines Downtown Association**

DRAFT

**Revised
January 2020**

Table of Contents

1.0 Purpose

- | | | |
|-----|--------------------------------------|--------|
| 1.1 | Board of Management Responsibilities | Page 3 |
| 1.2 | Business Improvement Area | Page 3 |

2.0 Membership

- | | | |
|-----|------------|--------|
| 2.1 | Membership | Page 3 |
|-----|------------|--------|

3.0 Board of Management

- | | | |
|------|----------------------------|--------|
| 3.1 | Board Composition | Page 4 |
| 3.2 | Past Chairperson | Page 4 |
| 3.3 | Association Location | Page 4 |
| 3.4 | Board of Management Terms | Page 4 |
| 3.5 | Board Absences | Page 4 |
| 3.6 | Vacancy Appointments | Page 4 |
| 3.7 | Board Responsibilities | Page 4 |
| 3.8 | Board Meetings – frequency | Page 5 |
| 3.9 | Quorum | Page 5 |
| 3.10 | Board Chairperson | Page 5 |
| 3.11 | In-Coming Board | Page 5 |
| 3.12 | Executive Committee | Page 5 |

4.0 Elections

- | | | |
|-----|-----------------------------|--------|
| 4.1 | Nominating Committee | Page 6 |
| 4.2 | Nominating Committee Report | Page 6 |
| 4.3 | Criteria for Nominations | Page 6 |
| 4.4 | Elections | Page 6 |
| 4.5 | Refusal to Appoint | Page 6 |
| 4.6 | Voting Eligibility | Page 6 |

5.0	Committees	
5.1	Standing Committees	Page 7
5.2	Committee Composition	Page 7
5.3	Board-Committee Influence	Page 7
5.4	Ad Hoc Committees	Page 7
5.5	Committee Absence	Page 7
5.6	Chairperson’s Report	Page 7
6.0	Annual General Meeting	
6.1	Declaration Date	Page 8
6.2	Annual Report	Page 8
6.3	Location of the A.G.M.	Page 8
7.0	Financial Operations	
7.1	Fiscal Year	Page 9
7.2	Signing Authority	Page 9
7.3	Non-Budgeted Financial Requests	Page 9
7.4	Budget Process	Page 9
8.0	Amendments	
8.1	Amending Process - Board	Page 10
8.2	Amending Process – BIA Membership	Page 10

1.1

Board of Management Responsibilities

That the Board is entrusted, subject to the limitations set out in By-law No. 73-38 as amended of the Corporation of the City of St. Catharines, 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 to promote the area as a business or shopping area.

1.0 PURPOSE

1.1 Board of Management Responsibilities

The Board of Management is entrusted, subject to the limitations set out in City of St. Catharines By-law No. 2016-212; a By-law to re-establish a Board of Management for the St. Catharines Downtown Business Improvement Area and to repeal By-law No. 73-38 as amended in accordance with sections 204 to 215 of the Municipal Act, 2001. The Board of Management is responsible 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 to promote the area as a business and/or shopping area.

1.2 Business Improvement Area

The membership of the St. Catharines Downtown Business Improvement Area (BIA) shall be known as the St. Catharines Downtown Association, herein referred to as the Association.

2.0 MEMBERSHIP

2.1 Membership

(taken directly from section 204 (4) Ontario Municipal Act 2001)

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.

(in accordance with City of St. Catharines By-Law No. 2001-83)

3.1 Board Composition

The Board of Management shall consist of twelve (12) Directors. Eleven (11) elected members and at least one (1) appointed City Councillor from the City of St. Catharines. (in accordance with City of St. Catharines By-Law No. 2016-212.3)

3.2 Past Chairperson

Following the election of a new Board of Management, the immediate past chairperson shall remain as one (1) of the voting elected Directors of the Board of Management for four (4) years beyond his/her term of office if desired.

3.3 Association Location

The offices of the St. Catharines Downtown Association shall be within the boundaries of the Downtown Business Improvement Area.

3.4 Board of Management Terms

All elected Directors shall hold office for four (4) years, concurrent with the City of St. Catharines Council's term of office or until their successors are duly elected.

3.5 Board Absences

Except in the case of sickness or extenuating circumstances approved by the Board, the seat of any Director of the Board of Management becomes vacant at the discretion of the Board if the Director is absent from three (3) consecutive Board meetings.

3.6 Vacancy Appointments

(taken directly from section 204 (12) Ontario Municipal Act 2001)

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.

3.7 Board Responsibilities

The Board of Management shall have control and management of the Association's activities; determine all policies; supervise the affairs of the Association; and maintain a liaison with the City of St. Catharines representatives. The Board of Management must adhere to Schedule "A" of By-law no. 2016-210 – Procedures for Boards of Management for Business Improvement Areas (BIA).

Addition to this section

3.8 Board Meetings – frequency

The Board shall meet a minimum of ten (10) times per year on a regular day to be fixed by the Board at the beginning of each fiscal year, or at the call of the Board Chairperson(s).

3.9 Quorum

A minimum of six (6) members of the Board shall constitute the quorum for Board meetings. A majority vote is required to pass any item.

3.10 Board Chairperson

The Board of Management Chairperson(s) shall be elected by the Board of Management Directors and shall serve as the Chief Executive Officer; preside at all Board meetings; be ex-officio member of all committees; preside at general membership meetings; and exercise general supervision over the affairs of the Association.

The Board Chairperson(s) and/or the Executive Director shall serve as official spokesperson for the Association and will be responsible to express only the opinion and/or official position as designated by the Board of Management. In instances of public or media requests for the Association's position or opinions on matters not formally dealt with at the Board of Management level, the Board Chairperson(s) and/or Association Executive Director should take great care to emphasize that a formal response is not available at such time and any personal opinion must not be construed as an official position of the Association or its Board of Management.

3.11 In-Coming Board

The elected Board of Management shall hold its first regular Board meeting to elect an Executive Committee and the Board Chairperson(s) shall appoint the Chairpersons of the standing committees.

3.12 Executive Committee

The Executive Committee shall be elected by the Board of Management and constitute a Chairperson(s), Vice-Chairperson and Treasurer. The past Board Chairperson shall sit on the Executive Committee for four (4) years beyond his/her term of office if desired.

4.0 ELECTIONS

4.1 Nominating Committee

No later than September 1st of the Council's election year, the Board of Management Chairperson(s) shall appoint a Nominating Committee of not fewer than three (3) Directors. The Nominating Committee shall recommend at least one nominee for each expiring Board of Director position to be submitted to the City Council for consideration.

4.2 Nominating Committee Report

The Nominating Committee shall complete a Committee Report with all nominations. This report shall be presented to the Board of Management at a date no later than the January meeting.

4.3 Criteria for Nominations

Nominations are open to Association members or their designated representative.

4.4 Elections

The slate of Board of Management candidates, along with completed nomination packages will be presented to City Council. The designated slate of Directors will be considered by Council for approval in addition to the recommendation for nomination. Council will appoint at least one (1) City Councillor. The slate of Board of Management candidates will be presented to the membership at the Annual General Meeting.

4.5 Refusal to Appoint

(taken directly from section 204 (9) Ontario Municipal Act 2001)

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.

4.6 Voting Eligibility

Each Association member shall be entitled to one (1) vote regardless of the number of properties owned or leased.

5.0 COMMITTEES

5.1 Standing Committees

The Board of Management shall determine the number and purpose of all standing committees. The Board Chairperson(s) shall, immediately following his/her election, appoint all the committee Chairpersons of the standing committees and shall announce such appointments at the first Board meeting.

5.2 Committee Composition

The composition of each standing committee shall not exceed eight (8) BIA members.

5.3 Board-Committee Influence

Members of the Board may also sit on standing committees, but may not constitute a majority of that body, with the exception of the Executive Committee.

5.4 Ad Hoc Committees

The Board of Management may establish ad hoc committees composed of Board directors, BIA members and non-members as stipulated by the Board in its motion.

5.5 Committee Absence

Except in the case of sickness or extenuating circumstances approved by the committee Chairperson, the seat of any committee member becomes vacant at the discretion of the committee Chairperson if the member is absent from three (3) consecutive meetings.

5.6 Chairperson's Report

The Committee Chairperson, or the Association Executive Director, shall at each Board of Management meeting submit the standing committee's report.

6.0 ANNUAL GENERAL MEETING

6.1 Declaration of Date

The Board of Management shall, in each year, designate a day before March 1st (in accordance with City of St. Catharines By-Law No. 2002-358 that every Board and Commission or other body of the Corporation of the City of St. Catharines is hereby required to submit to the City their current year's budgets on or before March 1 in each year) as a General Meeting, and shall notify all members of the Association of the date, time and place of the meeting. Such notice shall be at least ten (10) days prior thereto.

6.2 Annual Report

The Board of Management shall submit for approval by a majority of the BIA membership present in person or by proxy at this meeting:

- i) Its annual report for the preceding year; including an audited financial statement of its affairs
- ii) Its proposed budget and business plan for the current year

6.3 Location of the Annual General Meeting

The Annual General Meeting shall be held within the City of St. Catharines or at a location designated by the Board of Management.

7.0 FINANCIAL OPERATIONS

7.1 Fiscal Year

The fiscal year for the Association shall be the calendar year ending December 31st.

7.2 Signing Authority

Any one of the Chairperson(s), Vice-Chairperson or Treasurer shall act as a signing officer for the Association along with the Association Executive Director.

7.3 Non-Budgeted Financial Requests (taken directly from section 205 (3) Ontario Municipal Act 2001)

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.

7.4 Budget Process

The annual budget of the Association is to be presented for approval to the Board of Management no later than at its regular scheduled December Meeting. The budget approved by the Board of Management is then to be approved by the BIA members present at the Annual General Meeting. Members may review the Board approved budget prior to the Annual General Meeting. The budget will be included with the information package made available to members attending the Annual Meeting held in February of each year.

- i) The budget process shall commence in October annually with staff requests to Committee Chairpersons for their proposed spending plans for the subsequent year.
- ii) Staff shall prepare a preliminary budget for review by the Board of Management by the end of the first week of January annually and set a date at least one week prior to the regularly scheduled January Board Meeting for an in-camera review only by the Board of Management and designated Association staff. The distribution of the preliminary Budget shall include information on the prior year's budget, preliminary actual results for the preceding year together with key line item details of expenditures.
- iii) Any member of the Association wishing to receive a copy of the proposed budget prior to the Annual General Meeting may request Association Staff to provide a copy in advance of the meeting and may attend the regularly scheduled January Board of Management meeting. Comments by the BIA membership will be accepted for consideration prior to the formal approval of the budget by the Board of Management.

8.0 AMENDMENTS

8.1 Amending Process – Adoption by Board of Management

Any amendments to Association By-laws may be adopted by a two-thirds (2/3) vote cast at a properly constituted Board meeting, provided that written notice of the proposed amendment and date of such meeting is given to Directors of the Board of Management at least two (2) weeks prior thereto.

Any amendments to Association By-laws may be adopted by a two-thirds (2/3) vote cast at a properly constituted General Meeting or Annual General Meeting of the BIA Membership called for the purpose or approval of such amendment.