



BY-LAW NO. 2014-001

A By-Law Relating to the Transaction of the Business Affairs of the Board of Management for the UpTown Waterloo Business Improvement Area (the Board).

The Board of Management for the UpTown Waterloo Business Improvement Area enacts as follows:

HEAD OFFICE

1. The head office of the Board shall be in the City of Waterloo, in the Province of Ontario, at such place as the Board from time to time determines.

COMPOSITION OF THE UPTOWN WATERLOO BUSINESS IMPROVEMENT AREA BOARD OF MANAGEMENT

2. The Board shall consist of up to fifteen (15) members and no less than eight (8) members nominated by the General Membership and appointed by Council, of whom, two may be members of Council. The remaining members shall 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 of such property and or persons nominated by persons who pay rateable tax in said area.
 - (a) "Office" means the position held by an Officer;
 - (b) "Officer" means a person holding the position of Chair, Vice-Chair, Secretary and Treasurer., or such other office as the Board may determine by resolution from time to time;
 - (c) "Council" means elected member of Waterloo City Council

TERM OF BOARD OF MANAGEMENT

3. Each member of the Board shall hold office from the time of appointment until the expiration of the term of the Council that approved the appointment provided the member continues to be qualified to be a member of the Board.

A member of the Board may resign by providing notice of such resignation to the Chair of the Board. Such notice ought to be in writing whenever possible but a failure to provide such notice does not render the notice void.

Subject to the above, a member of the Board shall hold office until it's successors are appointed by Council and are eligible for reappointment on the expiration of their term of office.

Where a vacancy occurs on the Board from any cause, Council shall, by resolution, appoint a person qualified to be a member of the Board who shall hold office for the remainder of the term for which the predecessor was appointed. That person may be recommended to Council by the Board.

A member of the Board can be removed by a resolution passed by at least two-thirds of the votes of members present at a special meeting of the members of which notice specifying the intention to pass such a resolution has been given. Council shall pass the same resolution thereafter.

Where a member of the Board misses three (3) consecutive meetings or any five (5) meetings in one year the Board shall provide them with 30 days notice of a meeting where the Board may vote on whether the member of the Board should be removed. The results of this vote will be provided to Council for final determination of the member's status on the Board.

QUORUM AND MEETINGS

4. A majority of the whole number of Board members is necessary to form a quorum for the transaction of business at all Board meetings.

The Board may hold its meetings at such place or places as it may from time to time determine.

Written notice of regular monthly Board meetings shall be given by the Executive Director to all Board members three business days prior to a meeting.

Board meetings may be formally called by the Chair, the Executive Director on direction of the Chair, or any two Board members.

Notice of any meeting other than a regular monthly Board meeting shall be delivered to each Board member not less than two full business days before the meeting is to take place.

The Board shall observe the rules of the Waterloo City Council Code of Conduct in all matters including those pertaining to Conflict of Interest. At the start of each meeting of the Board, members of the Board shall declare any conflict of interest and not participate in the discussion or vote with respect to such.

OFFICERS OF THE BOARD

5. The Officers of the Board shall include a Chair, Vice-chair, Secretary and Treasurer who shall be elected by the Board at its first meeting following the election of Board members.

Officers shall hold their positions for a term of up to four years or until the expiration of the term of the Council that approved the appointment of the Board. The Board may re-appoint an Officer for one additional term, serving no more than eight years or two terms consecutively.

Officer vacancies can be filled by the Board as necessary.

The responsibilities of Officers shall be outlined in Board policies.

EXECUTION OF DOCUMENTS

6. Contracts in the ordinary course of the operation of the Board may be entered into by the Chair, the Executive Director, or by any person authorized by the Board.

Documents other than contracts in the ordinary course of the Board's business, shall be signed by two of the following: the Chair, Treasurer or the Executive Director

BOOKS AND RECORDS

7. The Board Members shall ensure that all necessary books and records of the Board are regularly and properly kept as required by this By-law, City of Waterloo by-laws, and any applicable statute or law.

MEMBERS' MEETINGS

8. Each year, the Board shall hold an Annual General Meeting in the City of Waterloo at a place, date and time determined by the Board and Executive Director.

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial report, and the proposed budget shall be presented.

A list of candidates of the Board of Directors shall be presented and elected at the first Annual General Meeting subsequent to each municipal election. Subsequent to the Annual General Meeting, the candidates to the Board of Directors must be approved by Council prior to fiscal year end.

The Members may consider and transact any business at the Annual General Meeting.

Each Member shall receive notice of the time and place of the Annual General Meeting. Such notice:

- a) may be given by delivering a notice to each place of business in the Improvement Area;
- b) may be a notice contained in the Board newsletter; and
- c) shall be given at least 30 days prior to the date of such meeting.
- d) Food Trucks and Street Vendors will be recognized as voting members of UpTown Waterloo Business Improvement Area and will have the limited benefit of reduced vendor fees for sanctioned events.

At any time, either the Chair or a majority of the Board may call a General Meeting.

Each Member shall receive notice of the time and place of General Meetings. Such notice:

- a) may be given by delivering a notice to each place of business in the Business Improvement Area;
- b) may be a notice contained in UpTown Waterloo's newsletter; and
- c) shall be given at least two full business days prior to the date of such meeting.

The Members present shall constitute a quorum at Annual General Meetings and General Meetings. If there are less than twenty (20) members present then the presiding officer may adjourn the meeting.

The Annual General Meeting and any General Meeting may be adjourned by a resolution of a majority of those present. No notice shall be required of any such adjournment. Such adjournments may be made notwithstanding that no quorum is present. Upon resuming the meeting, any business may be transacted as might have been transacted at the original meeting from which such adjournment took place.

The order of business for the Annual General Meeting and General Meetings shall be determined by the Board.

All questions shall be decided by a majority of the Members present.

VOTING

9. A member of the BIA may nominate in writing one individual person to vote on behalf of the organization. An individual person may only vote for one organization and must appear in person in order to cast a vote.

Each member of the BIA has one vote regardless of the number of properties that the member may own or lease in the UpTown Waterloo BIA.

The Member voters list shall be provided by the Finance Department of the City of Waterloo to the Executive Director of the BIA and shall consist of:

- a) An extract of the current assessment roll showing the names and addresses of all persons assessed in the prescribed business property class within the UpTown Waterloo BIA; and
- b) a list of commercial tenants provided by the persons assessed in)a) above and verified by the Executive Director at least 5 business days prior to the general meeting.

The Chair shall decide all questions respecting a person's entitlement to vote.

ELECTION PROCEDURE FOR CANDIDATES FOR APPOINTMENT TO THE BOARD

- 10. The following rules govern the election of candidates for appointment to the Board:
 - a) majority of the persons elected to the Board must be members
 - b) candidates must be nominated in writing and the nomination forms signed by two Members;
 - c) each candidate must sign an acceptance of the nomination;
 - d) the Board shall receive nominations up to 5:00 p.m., five business days prior to the date of any Annual General Meeting
 - e) nominations shall be filed with the Executive Director at 100 Regina Street South, Suite 160, Waterloo ON
 - e) the Executive Director shall submit the list of nominated candidates to the annual meeting;
 - f) if more than thirteen (13) nominations are received and not withdrawn prior to the Annual General Meeting then:
 - 1) an election shall be held at the Annual General Meeting;
 - 2) the vote shall be by secret ballot;
 - 3) each person entitled to vote may vote for up to thirteen (13) candidates;
 - 4) the thirteen (13) candidates receiving the most votes shall be considered elected;
 - 5) in the case of a tie for the thirteenth position, a run-off vote between the tied candidates shall be held by secret ballot.
 - g) if not more than thirteen (13) nominations are received prior to the Annual General Meeting then said nominees shall be acclaimed.
 - h) a list of acclaimed or elected nominees shall be forwarded to the City Clerk for final appointment by City of Waterloo Council.

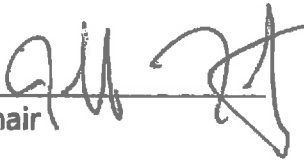
REPEAL OF FORMER BY-LAWS

11. By-law No. 1 of the Board of Management of the UpTown Waterloo Business Improvement Area, dated August 20, 1991 and any other By-law inconsistent with the provisions of this By-law No. 2011-001, are hereby repealed.

AMENDMENTS

12. Amendments approved by the Board to this or any By-Law of the UpTown Waterloo Business Improvement Area Board of Management must be passed by two-thirds of the members present at a General Meeting.

PASSED by the Board of Management for the UpTown Waterloo Business Improvement Area, this 03 day of MARCH, 2015.


Chair


Vice Chair


Treasurer