



Bylaws

Downtown Georgetown Business Improvement Area

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SECTION I: LEGAL AUTHORITY AND PURPOSE

1. Statutory Authority

The Downtown Georgetown Business Improvement Area (DGBIA) is established in accordance with the Municipal Act, S.O. 2001, c. 25, S 204, as amended.

The Municipal Act, in sections 204-216, is the Act under which property owners and business people petition the Town of Halton Hills to enact a by-law establishing an improvement area, its geographical boundaries and a Board of Management to which may be entrusted, subject to such limitations as the by-law provides, the administration of the organization known as a Business Improvement Area (BIA). The BIA is a corporation established by the Town. This document is guided by the Municipal Act and the Town of Halton Hills By-Law 93-174 and amendments to By-Law 93-174 approved through By-Law 203-0103, designating the Downtown Georgetown Business Improvement Area.

2. Objectives

The purpose of the Downtown Business Improvement Area (DGBIA) shall be 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.

In all instances, the Downtown Georgetown Business Improvement Area shall operate in conformity with the provisions of the Municipal Act and the Corporation of the Town of Halton Hills (the Town of Halton Hills) by-laws.

The Board of Management of the DGBIA ("the Board"), with the input of the membership, may set general guidelines, rules and regulations above and beyond those provided under the Municipal Act but never in interference or contradiction with the Act. These policies and procedures are intended to provide such further rules of procedure as are not specified in the Municipal Act or Town by-laws in order that the functions of the DGBIA may be performed in as fair and democratic a manner as possible.

In general, the Board will:

1. Plan and administer activities for the promotion of the DGBIA as an attractive business and/or shopping area and for the maintenance and appearance of the downtown, within the established boundaries;
2. Engage in strategic planning necessary to consider and prioritize DGBIA issues;
3. Advocate on behalf of the interests of the DGBIA and its membership;
4. Manage the levy that is collected by the Town of Halton Hills from the special BIA levy for these activities.

3. Fiscal Year

The fiscal year of the DGBIA is from January 1st to December 31st in each year. The proposed budget approved by the membership at the Annual General Meeting must be set out for the new calendar year and be followed without major modifications. Spending and debt may not exceed the time limits of the calendar year, except where approved at a regularly scheduled AGM or Special General Meeting and with the concurrence of the Town of Halton Hills Council.

SECTION II: GOVERNANCE

1. Membership in the DGBIA

The boundaries of the DGBIA are established by the Town of Halton Hills. The boundaries are shown in Appendix A. All commercial property within the designated area are assessed for a special levy that is collected by the Town of Halton Hills to support the activities of the DGBIA.

2. Eligibility

The following shall be eligible for membership in the DGBIA:

1. 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
2. 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 Town of Halton Hills, based upon the criteria set out in section 204(5) of the Municipal Act, shall be final;
3. Corporation of the Town of Halton Hills: Upon approval of the Town Council, two (2) appointed councillor will be deemed members of the DGBIA.

3. Rights and Benefits of Membership

Every member in good standing is entitled to:

1. Attend any Annual or General Meeting of the DGBIA;
2. Vote on each question arising at any Annual or General Meeting of the DGBIA;
3. Hold any office of the DGBIA;
4. Cast one vote regardless of the number of properties or businesses owned by any member;
5. Designate a representative to represent their interests with the DGBIA; and
6. Request that issues or items of interest be placed on the agenda of the DGBIA for discussion and/or resolution. They may contact any DGBIA Board member or the DGBIA office for inclusion of an item on an upcoming agenda. Additionally, with reasonable notice, any member may make a request to make a deputation or presentation to the DGBIA.

7. New members are personally welcomed by either staff or a member of the Board of Management. At this time they will be presented with a New Members Kit, when available, and their preferred method of communication should be ascertained.

4. Membership Meetings

At the beginning of each meeting, it is the duty of each board member to declare a conflict of interest in accordance with the Town of Halton Hills Code of Conduct for Local Boards and Committees (Appendix B).

a. Annual General Meeting

The Annual General Meeting (AGM) of the DGBIA shall be held at a location in Downtown Georgetown specified in the meeting notice no later than fifteen (15) months after the last AGM, and in any event, no later than the end of October in each year as determined by the Executive.

The AGM agenda shall include:

1. Annual Report of the Board of Management;
2. Audited Financial Statements for the previous year;
3. Proposed Budget for the next calendar year;
4. Minutes of last AGM;
5. Any other business that may properly be brought before the meeting.

b. General Meetings

From time to time, the Board may call a General Meeting of the membership of the DGBIA for any date and time to be held at a location in Downtown Georgetown as specified in the Notice.

A petition signed by 10 or more members of the DGBIA is sufficient to order a General Meeting within 10 days of receipt of that petition by the Executive.

c. Board Meetings

Meetings will be at the call of the Chair, a minimum of 10 per fiscal year.

Meetings will be open to any member of the DGBIA or the public who may attend but may not take part in the proceedings unless invited to do so by the Chair.

At least 24 hours' notice of request to make any delegations or presentations at a meeting of the DGBIA should be given to ensure a place on the agenda and to allow time for staff to prepare any supporting or answering information that may be helpful.

d. Notice of Meetings

The AGM or General Meeting of members shall be received at least ten (10) days in advance to each Member and each member of the Board of Management as well as the Town Clerk for the Town of Halton Hills, and public notice must appear through appropriate DGBIA marketing and communication channels. The accidental omission to give notice of

any meeting, or the non-receipt of any notice by any persons eligible, shall not invalidate any resolution passed or any proceedings taken at any meeting.

The Board Meetings shall be monthly and set for the term at the first meeting.

e. Quorum

Quorum for the AGM or GM shall be equal to quorum of the current Board of Management. No business shall be transacted at any meeting unless the requisite quorum is present at the scheduled commencement of the meeting.

f. Determination of Questions

Questions arising at any meeting of Members shall be decided by a majority of votes unless otherwise stated in these policies or as required by law. 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. The Chair shall declare a resolution has been carried or not carried. It will be entered into the Minutes of the DGBIA. It is not necessary to record the number or proportion of votes, or the voter record, unless requested by a member.

g. Meeting Procedures

Subject to these policies and procedures, all meetings shall be governed by Robert's Rules of Order.

5. The Board of Management

The Board of Management of the DGBIA is a standing committee of the Council of the Town of Halton Hills.

Board of Management and sub-committee work is on a volunteer basis. Neither Board members nor sub-committee members or their relatives can receive payment for work related to the BIA or its sub-committees apart from budgeted and receipted expenses for materials.

a. Style of Governance

The Board of Management represents the membership of the DGBIA. It is the authority responsible directly to the members and the community for prudent oversight of the DGBIA operations. It is responsible for the articulation (and/or safeguarding) of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the staff to manage the DGBIA's operations. The Board will focus on strategic leadership rather than administrative detail, important policy rather than operational matters. It will establish and respect distinctions between Board and staff roles and manage any overlap between these respective roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

In this spirit the Board will:

1. Direct, control, and inspire the agency through careful deliberation and establishment of strategic direction and general policies.
2. Monitor and regularly discuss the Board's own processes, progress and performance. Provide its members with the knowledge necessary to fulfill their responsibilities for the good governance of the organization.
3. Be accountable to the membership for competent, conscientious, and effective accomplishment of its obligations as a body.
4. Ensure that all business of the organization is conducted in a transparent, legal and ethical manner.
5. Board members will at all times conduct their business in accordance with the principles of fair play and due legal process.

b. Powers

The Board may exercise all powers that the DGBIA may legally exercise towards the 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 to:

- Enter into contracts or agreements;
- Make banking and financial arrangements;
- Execute documents;
- Direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the DGBIA;
- Purchase, lease, or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities, or any rights, or interest for such consideration and upon such terms and conditions as the Board may consider advisable; and,
- Purchase insurance to protect the property, rights, and interests of the DGBIA and to indemnify the DGBIA, its Members, the Board, and Officers from any claims, damages, losses, or costs arising from or related to the affairs of the DGBIA.
- Adding or deleting membership classifications via policies and procedures.

c. Role and Function

Without limiting generality, the Board shall be responsible for:

1. Making decisions on policy affecting the DGBIA,
2. Managing the affairs of the DGBIA,
3. Appointing such committees as may be required to accomplish the work of the DGBIA.

d. Borrowing Powers

The DGBIA shall not borrow money and, without the prior approval of Town Council, may not incur indebtedness extending beyond the current fiscal year.

e. Eligibility

Each Board member shall ideally be a Member in good standing, or a representative of Member in good standing, of the DGBIA. Directors must be eighteen (18) years of age and officially appointed by Town Council.

f. Appointment & Election Process

The Board is elected by the membership every four years in conjunction with municipal elections. The Board is appointed by Town Council.

The process is as follows:

1. Town Council shall appoint two members of Council: the Mayor, and an alternate member of Council to the Board. These positions typically include the ward Councillors. The one member of Council has voting privileges. The Mayor is ex-officio and does not have voting privileges.
2. The remaining positions shall be selected by a vote of the membership at of the DGBIA and appointed by Council.
3. The Past Chair of the Board, if available, is Chair of the Nominating Committee responsible for developing a slate of candidates for election and vacancies between elections.
4. Notice of a Board election is provided to the membership at least 10 days in advance through normal communication channels and through the municipal notice process as administered by the Town Clerk's office.
5. Nominations will close 14 days before the date of the election.
6. If desired, the Chairman for the purpose of counting ballots may appoint one or more scrutinizers (who need not be members,).
7. Only one delegate per business member can be nominated for election at any one time. It is the responsibility of the DGBIA member to register their voting delegate before the election process begins.
8. The names of those Board members continuing their term must appear on the ballot.
9. Any member in good standing may be nominated by another member in good standing. A member in good standing is defined as not owing the DGBIA money (levy or otherwise).
10. The number of Board seats is 6 minimum, 10 maximum DGBIA members not including Town appointments.
11. In an election year, the new Board cannot assume its duties until approved by Council, therefore the outgoing Board must continue to hold office until their successors are appointed.
12. The Chair, Vice-Chair, Secretary and Treasurer shall be elected at the first possible meeting after a new Board is appointed.
13. The immediate Past Chair will act as an ex-officio member of the Executive Committee.
14. The Board of Management may appoint ex-officio members (without voting privileges) to the Board at its own discretion.

15. Board members may resign by resignation in writing to the Board Chair and that resignation shall be effective upon any time or date requested.
16. In the event of a vacancy occurring on the DGBIA Board of Management, the Board shall notify the Town as soon as any vacancy occurs.
 - a. Board will determine if a replacement is needed considering the number of remaining board members, the length of term, and expressed interested from members. If the board resolves to replace the Board member, the vacancy will be advertised through appropriate communication channel. Applications will be reviewed by the Executive Committee, confirmed by a resolution of the Board and appointment by Council, through the Clerk's Office. A person qualified to be a member may hold office for the remainder of the term for which his or her predecessor was appointed.
 - b. In the event that the remaining directors of the Board no longer constitute a quorum, a membership meeting shall be called by the remaining Directors of the Board for the purposes of nominating and appointing Directors for consideration and appointment by the Town through the above process.

g. Quorum

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

h. Financial Management & Auditor

The Executive Committee shall prepare and submit estimates with respect to the yearly anticipated costs of the DGBIA. They shall prepare a proposed budget for each fiscal year by the date required by the Town. It shall hold one or more meetings of the Members for discussion of the proposed budget.

The Board shall submit the budget to the Town Clerk by the date required, and in the form requested where applicable. The Town may approve the budget in whole or in part but may not add expenditures to it.

The external Auditor for the Corporation of the Town of Halton Hills shall be the Auditor for the DGBIA and all books, documents, transactions, Minutes, and accounts of the DGBIA shall at all times be open for inspection.

The Board shall submit an annual report for the preceding year to Town Council in the form as presented to the Membership at the Annual General Meeting. The report shall include the Audited Financial Statements.

i. Indemnification

The DGBIA shall indemnify and save harmless Board members, their heirs, executors and administrators, respectively from time to time and at all times from and against:

- 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

- All other cost, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except cost, charges, or expenses thereof as are occasioned by his or her own willful neglect or default.

j. Review and Dissolution

Should a two-thirds (2/3) vote of the DGBIA members be received to dissolve the DGBIA at a special meeting held for such purpose and every member advised in writing at least 10 days in advance of such meeting, a request shall be made to the Town of Halton Hills to repeal the by-law establishing the Downtown Georgetown Business Improvement Area.

Upon repeal of the by-law under the Municipal Act the Board or Management is dissolved and the assets and liabilities of the Board become the assets and liabilities of the Town of Halton Hills.

If the liabilities assumed under subsection (2) exceed the assets assumed, the Town of Halton Hills may recover the difference by imposing a charge on all rateable property in the former area that is in a prescribed business class.

k. Meeting Dates & Times

Board and Committee meetings are generally held at the DGBIA office or any other place otherwise decided by the Chair presiding over the meeting. In principle, these will be held in a location in Downtown Georgetown.

- There shall be no less than 10 meetings per year.
- At regularly scheduled Board meetings, any member of the membership may attend, ask to be recognized by the Chair, and speak to any items on the agenda or request new business to be placed on a future agenda. However, they shall not vote.
- Meetings of the Board may be called by the Chair, the Vice-Chair, or any two members of the Board.
- The Board may hold its meetings at any place in the Town of Halton Hills as it may from time to time determine.

l. Meeting Procedures

Subject to these policies and procedures, the procedure to be used at all meetings shall be governed by the Robert's Rules of Order, latest edition.

SECTION III: OPERATIONS PROTOCOL

1. Code of Conduct

In addition to the Town of Halton Hills Code of Conduct for Local Boards and Committees (Appendix B) , the board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards this end board members will:

- Keep member and community interests in mind when expressing a view point.
- Endeavor to speak from one's knowledge and experience.
- Express oneself at board meetings (even if one's view differs from that of other board members) and encourage and make it comfortable for others to do so.
- Refrain from politicking outside of board meetings.
- On important issues, encourage consensus decisions as well as ones that seek collaborative rather than compromise solutions.
- Support majority decisions even if one's view is a minority one.
- Not disclose or discuss differences of opinion on the board outside of Board meetings.
- Respect the confidentiality of information on sensitive issues especially in personnel matters.
- Refrain from speaking for the organization unless authorized to do so.
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest in accordance with Town of Halton Hills Code of Conduct for Local Boards and Committees.
- Refrain from giving direction, as an individual board member, to any member of staff.
- Board and Committee members are to be respectful of each other and staff during meetings including arriving on time and not interrupting briefings or speakers.
- Board and Committee members should also be mindful of guests attending meetings and conduct themselves professionally and efficiently at all times.
- The Town of Halton Hills respective policies on volunteer boards, inclusive of the Accessibility for Ontarians with Disabilities Act, Bill 158, Workplace Violence & Security Policy (Corporate – 030) and the Town of Halton Hills Code of Conduct for Local Boards and Committees applies to the Board and its committees.

2. Attendance

Directors are required to attend and actively participate in monthly Board and committee meetings.

- Directors are to inform the BIA office in advance of meetings if they are unable to attend, as well as when they are unable to perform their tasks due to travel out of town on business, vacation or illness.
- Regrets for the meetings must be received 24 hours BEFORE the scheduled meeting to avoid being marked as "Absent" from the meeting.
- The Chair will decide if meetings will be cancelled due to lack of quorum.
- The Chair is responsible for monitoring attendance records and disciplinary action regarding Board members.

3. Disciplinary Action

Disciplinary action may commence upon breach of the Conflict of Interest, confidentiality, privacy, and attendance policies.

Missing three (3) consecutive Board meetings or 50% of the meetings in a twelve-month period will commence disciplinary action. Should attendance and/or behaviour continue, further action up to and including a recommendation for dismissal from the Board may be implemented.

A recommendation for Dismissal requires a recommendation from the Chair or Integrity Commissioner or a resolution and approval of 2/3 majority of the Board at a Board meeting with the recommendation on the agenda.

Officers shall be subject to removal from the Executive at any time by resolution and simple majority of the Board.

4. Internal Communications

- The Chair is responsible for direct instruction, support and management of the BIA Manager.
- Directors are required to go through the Chair with instructions or requests requiring action from the BIA Manager, outside of approved Board decisions of action.
- Committee Chairs work directly with the BIA Manager to develop committee recommendations for presentation and approval by the Board and execute approved decision of the Board pertaining to committee projects.
- The Chair and Board Executive do not have the authority to override Board decisions, inclusive of those pertaining to Committees, project assignments and budget allocation.
- The BIA Manager is the DGBIA's primary resource of history and procedure.
- No Committee or individual may override the approved direction of the Board.
- The BIA Manager provides direction and support and acts as a resource to the Board and Committees.
- Only discussions recorded in DGBIA minutes reflect decisions of the Board and Committees. The Board does not accept private discussions and agreements between Directors until they are brought to the Board for formal discussion, decision and recording.

5. Board & Committees

- Board and Committee members contact their respective Chairs with comments and concerns pertaining to issues arising or items in progress. The Chairs consolidate these discussions, brief the BIA Manager and report (preferably in writing) at the next Board meeting.
- Individual Board and Committee members should not contact staff directly with specific requests or direction requiring action outside of what has been approved in Minutes at Board or committee meetings.
- Chairs are responsible for managing meetings, moving the agenda along, reporting at meetings and ensuring action is executed (by staff and others).
- The Board, Executive, and Committees shall generally operate using Robert's Rules.
- Board and Committee members are responsible for preparing for, attending and participating at meetings, keeping their comments concise and constructive and volunteering for action items.

- The Board will endeavor to conduct meetings in a time efficient manner.

6. Budget

- The budget is developed by the Executive Committee or adhoc Budget Committee in consultation with other the BIA Manager and other Committees. It includes a breakdown itemizing projects and costs.
- The Budget Committee drafts the budget annually in September.
- The Treasurer presents the draft to the Board at the October Board meeting for approval.
- The Budget is presented to the membership at the AGM after Board Approval.
- The Budget is submitted to the Town in November for council approval.
- Upon approval, the BIA Manager is authorized to expend funds in accordance with project costing detailed in the Budget Breakdown.
- Recommendations for spending outside the Budget or changes to the budget are presented to the Board for approval and include funding options or shifts in account allocation.

7. Changes to Policies or Procedures

- Board members and/or staff seeking changes to policies and procedures must first obtain a briefing from staff and/or appropriate Executive Member on background of subject to clearly understand existing established process.
- Changes should be developed in consultation with the BIA Manager and/or Executive Committee as the primary source of memory for the DGBIA.
- Members seeking changes must present their recommendations to the Executive Committee, for discussion and recommendation to the Board.
- Recommendations must include reason for requesting change and an explanation as to how the change will improve existing process.
- The Executive shall provide a recommendation to the Board regarding any proposed changes to the policies and procedures.

8. In-Camera

Meetings of the Board and committees are open to the public, except when it is necessary to go in-camera. In-camera meetings will follow the rules of the Municipal By-Law 2002-0155 and the Town of Halton Hills By-Law 2015-0600. In general, these include:

- changes to the policies and procedures;
- security of the property of DGBIA;
- personal matters about an identifiable individual;
- proposed or pending acquisition or disposition of land by DGBIA;
- labour relations or employee negotiations;
- litigation or potential litigation affecting the DGBIA; and
- advice that is subject to solicitor-client privilege.

Any motions from in-camera sessions will be recorded in the minutes.

10. Ex-Officio Members of Boards and Committees

Frequently Boards and committees contain some members who are members by virtue of their office, and therefore, are termed ex-officio members. The Board may appoint ex-officio members for the purpose of special skills. When such members cease to hold the office his/her membership on the Board terminates automatically. If the ex-officio member is not under the authority of the Board, he/she has all the privileges, but none of the obligations of membership. Ex-officio members may not vote at meetings of Boards or committees.

11. Communications

The Chair is the primary contact for media inquiries. Committee Chairs may be required to respond to media calls pertaining to the project(s) they are involved with.

13. Standard of Care

Every Board member and staff shall:

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

14. Consistency with Legislation

Nothing contained in this by-law shall require the commission of any act which is contrary to the expressed provisions of the Municipal Act or any by-laws of The Corporation of the Town of Halton Hills relating to the Board of Management of the area or “Business Improvement Area” as defined by the Municipal Act.

If there shall exist a 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 necessary to remove such conflict, and as so modified so that these by-laws shall remain in full force and effect.

15. Amendments

By-laws of the DGBIA 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.

16. Position Descriptions

Directors

The Board is subordinate to the body that elects/appoints them (the membership) and has the authority of the membership to be exercised between its Annual General Meetings.

- Board members are appointed by Town Council. The Board shall recommend to Council a proposed slate of Directors for approval.
- Board members are generally DGBIA members in good standing or an authorized representative of a DGBIA member in good standing.
- Support and further the mandate of the DGBIA, represent the DGBIA by bringing forward relevant issues, vote responsibly, review and understand the issues facing the DGBIA through discussion, study supporting documentation, show solidarity with the DGBIA, advocate on behalf of the DGBIA with the external community – especially with politicians as business leaders in the community.
- Assist DGBIA staff, as volunteers, to further the strategic direction of DGBIA.
- Special responsibilities include attending DGBIA events and the Annual General Meeting, participation on committees and supporting DGBIA events as a volunteer.
- The Board shall recruit new members to fill vacancies that arise during, and at the expiry of, the four-year municipal appointments process.

Directors are responsible for:

- Drafting and approving of Policies and Procedures to ensure the effective operation of the DGBIA and for amending these Policies and Procedures as necessary.
- Ensuring that Board Policies and Procedures are implemented effectively.
- Acting as a legal entity to enter into contracts required by the activities of the Board.
- Electing an Executive who will also act as Signing Officers for the Board.
- Approving an annual budget for presentation to the DGBIA membership for approval, submitting the approved budget to the Town of Halton Hills and implementing the annual budget as approved by the Town Council.
- Ensuring that financial transactions are appropriately carried out, that records of all financial transactions are maintained and that these records are audited annually by the auditing firm specified by the Town of Halton Hills.
- Ensuring that minutes of all Board and Executive meetings are recorded and distributed to the Town of Halton Hills and the BIA membership.
- Establishing sub-committees and appointing representatives to those sub-committees as required to deal with issues identified by the Board or as requested by the Town of Halton Hills.
- Ensuring hiring of staff to carry out the Board's directives.
- Ensuring timely communication with the members regarding its activities, including but not limited to, arranging General Meetings of the membership.
- All other activities necessary to the effective operation of the Board and the DGBIA.

DGBIA Executive

The Board appoints an Executive committee from the Board of Directors as their representatives between monthly Board meetings.

- The Executive committee may not override previous Board decisions or make changes to the Budget.
- Executive members may be expected to meet between Board meetings and in emergencies.
- Quorum for all meetings of the Executive Committee shall consist of a majority of the members of the committee.
- Generally, only one Executive position may be held by any one member unless the list of nominees for the fiscal year is exhausted.
- The composition of the Executive shall be approved by the Board by a simple majority upon each change in the membership of the Executive.
- The initial approval of the Executive shall be at the first meeting of the new Board after the municipal appointments process has been completed.
- All decisions are subject to approval and ratification at the next Board of Management meeting. Minutes must be taken and presented at the next Board of Management meeting.

Chair

The Chair ensures the effective and efficient action of the Board in governing and supporting the organization and oversees Board affairs.

- Is elected by the Board.
- May hold the position for a maximum of two consecutive terms excluding partial terms.
- Is ex-officio of every committee.
- Is one of four authorized signatories for the affairs of the Board.
- Has primary Human Resources responsibilities for the BIA Manager. In the Chair's absence, this responsibility falls to the Vice-Chair.
- Is accessible to DGBIA staff with limited travel outside of Ontario to ensure availability for signatures and to respond to direction required by the BIA Manager and media inquiries.
- Leads the Executive Committee and Board.
- Is responsible for dealing with the Directors on any issues of performance or conduct.
- Acts as the representative of the Board as a whole.
- Is the Board's media spokesperson.
- Represents the DGBIA in the community and the community to the Board.
- Develops agendas for meetings in concert with the BIA Manager and Executive.
- Presides at Board meetings including the Annual General Meeting.
- Calls and Chairs the Annual General Meeting.
- Calls and Chairs the Executive Committee meetings as needed.
- Serves as the BIA Manager's primary point of contact providing direction and accountability. In the Chair's absence, this responsibility falls upon the Vice-Chair.
- Leads the search and selection committee for hiring staff.
- Convenes Executive Committee discussions on evaluation of the BIA Manager, negotiating employee compensation and benefits package and ensures appraisal policy is followed.

- Provides a written report for distribution to the membership for inclusion in DGBIA communication materials.
- Assumes duties of Past Chair if the immediate Past Chair is unavailable.

Vice-Chair

The Vice-Chair acts in the absence of the Chair, and assists the Chair in his or her duties.

- Is elected by the Board.
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- Is one of four authorized signatories for the affairs of the Board.
- Is a member of the Executive Committee.
- May hold the seat for a maximum of two consecutive terms excluding partial years.
- Recommends to the Board which committees are to be established, seeks volunteers for committees and coordinates individual Board members assignments.
- Makes sure each committee has a chairperson and stays in touch with chairpersons to ensure their work is carried out.
- Supports the Chair in management of Human Resources of the Board.
- Identifies committee recommendations that should be presented to the full Board.
- Special responsibilities include recruiting and orientation of Board members and leading special projects of the Board.

Treasurer

The Treasurer is the primary financial monitor for the Board, including payment requests and auditing statements. The Treasurer manages the review of, and action related to, the Board's financial responsibilities.

- Is elected by the Board.
- Is a member of the Executive Committee.
- Is one of four authorized signatories for the affairs of the Board.
- Is responsible for reviewing all financial documents prepared by the Town and DGBIA staff.
- The Treasurer is responsible for reporting financial information to the Board including monthly financial reports, audited statements and annual budget.
- Chairs the Finance Committee that prepares the annual budget for presentation to the DGBIA membership for approval, submitting the approved budget to the Town of Halton Hills and implementing the annual budget as approved by the Town Council.
- Presents the audited statements and annual budget to the membership at the Annual General Meeting. In their absence, this role is completed by the Chair.
- Liaisons with Town financial staff if required.
- Primarily this work is completed by the BIA Manager.
- The Treasurer is required to inform the BIA Manager when he/she will not be available to sign documents (for example, when out of town on business, vacation, illness, etc.) in order that paperwork requiring the Treasurer's signature may be prepared to accommodate the Treasurer's schedule.

Secretary

The secretary has primary responsibility for ensuring accuracy of all proceedings and documents, in support of the BIA Manager and other staff.

- Is elected from the Board.
- Is a member of the Executive Committee.
- Is one of four authorized signatories for the affairs of the Board.
- Ensures accuracy of minutes and reports from proceedings and actions.
- Acts in place of staff absence in minute recording and document preparation.
- Is the official custodian of all records, correspondence, contracts, and other documents belonging to the DGBIA.
- Ensures that minutes of all Board and Executive meetings are recorded and distributed to the Town of Halton Hills and the BIA membership.

Past Chair

The Past Chair is the immediate Past Chair, should the resigning Chair remain a member of the Board.

- Must be a duly elected/appointed Director.
- Will support the Chair and Executive in transition efforts to ensure organizational success.
- Past Chair is Chair of the Nominating Committee responsible for developing a slate of candidates for election and vacancies between elections.
- All Past Chairs shall be invited to the AGM as a stakeholder as long as desired.
- Past Chair will act as an ex-officio member of the Executive Committee.
- In the absence of the Past Chair, all duties fall to the current Chair.

Committees

Committees are a body of one or more persons appointed or elected by the Board to consider, or investigate, or take action in regard to certain matters or subjects.

- Committees can be a Standing Committee such as a Marketing Committee or an ad-hoc committee formed for a limited time.
- The Board forms “working” committees consisting of a minimum of one Board member who is Chair of the committee and responsible for reporting committee progress to the Board at monthly Board meetings.
- Committees can also include ex-officio members and persons of expertise who assist the BIA Manager with tasks requiring action.
- Committees have a Chair and Secretary, whom they select if they are not appointed by the Board.
- They put forward recommendations to the Board for discussion and approval.
- Decisions of Committees may be executed once they are approved by the Board.
- The Chair of the Committee updates the membership in DGBIA communication materials.
- Committees shall meet as often as necessary to perform the committee’s mandate.
- Committees shall keep accurate records of its activities, including minutes, agendas, and attendance, OR submit a verbal or written report to the Board on these matters to be recorded in the minutes as directed by the Board.

- Committees propose initiatives and suggest expenditures for approval by the Board.
- Committees have no independent financial standing and must submit estimated project budgets and basic income and expense reports to the Board. Similarly, if Committees contract out work related to their activities, the Board must approve the expense and those employed.

19. External Committees

External Committee representation can include either BIA staff or Directors. Liaisons to the Board may represent the Board if a Director or staff is unable to fill a position.

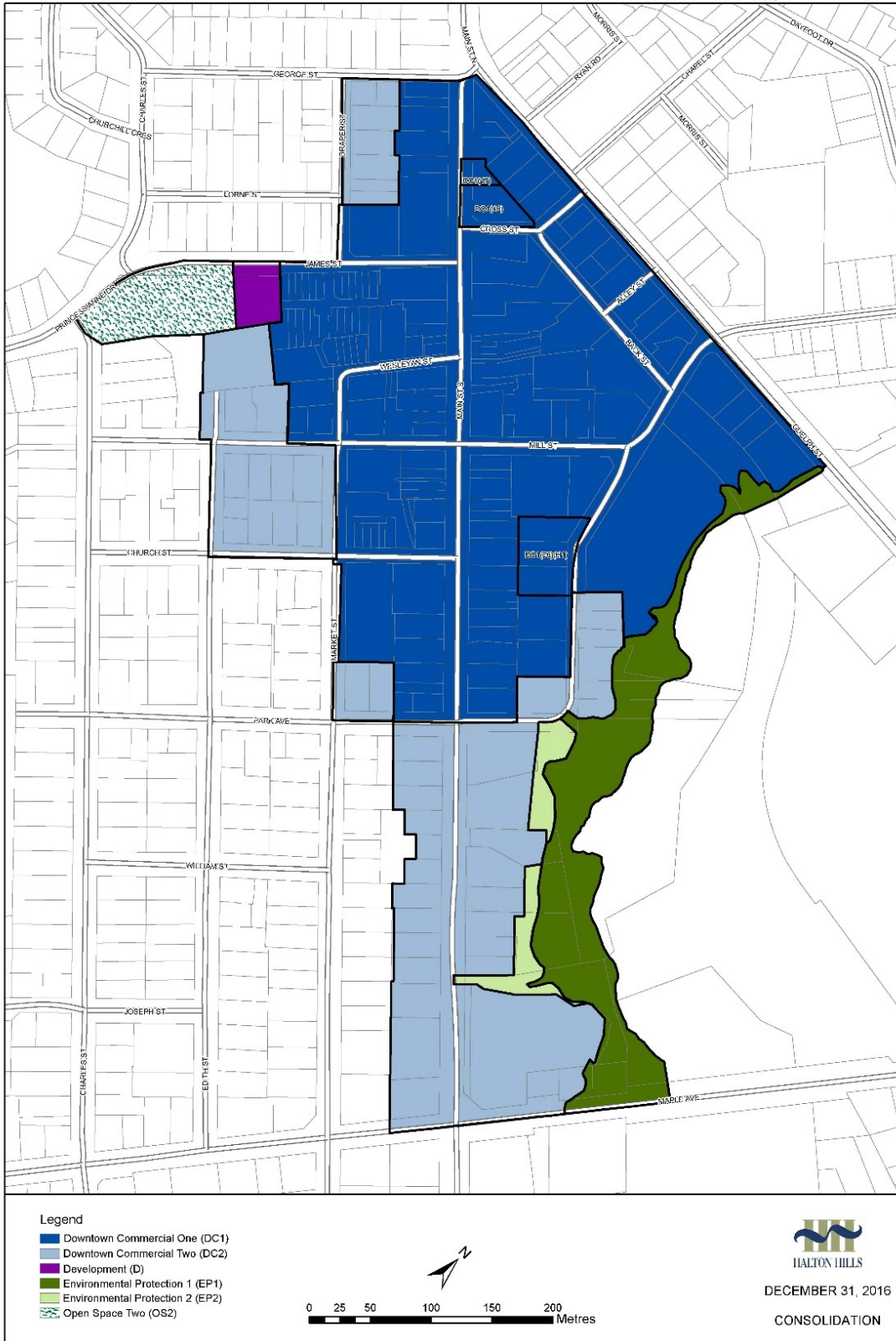
- External Committee representatives are required to report information to the Board for formation of the Board's position on external committee discussions and included in the DGBIA's records (minutes).
- Representatives are expected to focus their comments around Board approved positions.

APPENDIX A

Downtown Georgetown BIA Boundaries

Schedule 'A4' To Zoning By-law 2010-0050

Town of Halton Hills
Georgetown Downtown



APPENDIX B

Town of Halton Hills Code of Conduct

SCHEDULE A Code of Conduct

A. OVERVIEW

- The Code of Conduct serves as a guide to elected officials, citizen appointees and staff in the conduct of their duties.
- Elected officials, citizen appointees and staff are to work together for the common good of the Town of Halton Hills.
- When representing the Corporation of The Town of Halton Hills, you need to maintain high standards of personal and professional conduct. You must preserve the trust and confidence placed in you by the Corporation and the community by conducting yourself with integrity, competency and impartiality.
- This Code represents general standards. It clarifies the Town's expectations. It does not replace laws or personal ethics.
- The onus is on individual elected officials, citizen appointees and staff to ensure that they adhere to the Code of Conduct.

B. RESPECTFUL WORKPLACE

- Elected officials, citizen appointees and staff are to contribute to a positive, safe and healthy workplace that results in the preservation of equality and creates an environment that supports an individual's physical, emotional and social well-being.
- Interactions with others at the Town will be professional, courteous and respectful whether in person, via phone or on-line.
- Elected officials, citizen appointees and staff are to be reasonable and fair in their interactions with each other and to resolve any differences in a mature and constructive manner.

C. CUSTOMER RELATIONS

- All communications shall be handled in a courteous and respectful manner. An objective and impartial attitude shall be maintained in dealing with all citizens as they have a right to present their views.
- Elected officials, citizen appointees and staff should exercise care when communicating with the media on municipal matters.

D. CONFIDENTIAL INFORMATION

- Elected officials, citizen appointees and staff have access to confidential information by virtue of their position with the Town of Halton Hills.
- Confidential information must not be disclosed or released, by any means, either in verbal or written form, to any person other than to those who are properly entitled to this information.
- The Town's logo (an official trademark), confidential information or information that may be restricted under Freedom of Information laws must not be posted or referred to on any social networking site such as "Facebook" or Twitter or any other internet site without prior authorization.
- Where an elected official or citizen appointee is unsure of the status of information, before making any disclosure they shall discuss it with the Freedom of Information Head, or his/her designate.
- Where staff are unsure of the status of information, before making any disclosure, they shall discuss it with their Department Head. The Freedom of Information Head, or his/her designate, may also need to be consulted.
- Where a member of the public requests information regarded as confidential by the Town of Halton Hills, they must be referred to the Freedom of Information Head, or his/her designate, who will advise them of the formal procedures in accordance with The Municipal Freedom of Information and Protection of Privacy Act.

E. CONFLICT OF INTEREST

- A conflict of interest exists where an elected official, citizen appointee, or member of staff's private financial interests, conflict with his or her public responsibilities.
- Elected officials, citizen appointees and staff shall not:
 - i) engage in outside employment or enterprises that may negatively affect their duties and responsibilities with the Corporation

- ii) place themselves in a position where they are under obligation to any person who might benefit from special consideration or favour on their part
 - iii) deal with any application, agreement or contract with the Town of Halton Hills for any loan, grant, award, land matter or other benefit in which they, their relatives, or their employer have a pecuniary interest
 - iv) gain personal benefit, directly or indirectly, from any knowledge about Town-related matters
 - v) disclose or release, by any means, confidential information which they have acquired by virtue of their position with the Town for personal or private gain, or for the gain of their relatives, affiliated organizations or their employer
- When a conflict of interest exists, elected officials, citizen appointees and staff must withdraw from direct involvement and refrain from any comment on the issue which might influence the decision.
 - Elected officials and citizen appointees must publicly declare their direct or indirect pecuniary interest. They must refrain from influencing and discussing this matter with their colleagues. They are not eligible to vote on this matter. If this issue is a confidential matter, they should also retire from the meeting.
 - Staff should consult their respective Department Head if they have or sense a possible conflict.

F. GIFTS AND HOSPITALITY

- In order to preserve the image and integrity of the Town of Halton Hills, business gifts should be discouraged. The Town recognizes that moderate hospitality is an accepted courtesy of a business relationship. However, elected officials, citizen appointees and staff should not accept any gifts or hospitality which could create, or be seen to create, any obligation or special consideration to an individual or business.
- There shall be no solicitation of gifts or acts of hospitality in recognition of the fulfillment of municipal duties.
- When in doubt of what is acceptable in terms of gifts or hospitality, the offer should be declined.
- If the refusal of any gift or act of hospitality will strain the Town's business relationship, the Mayor or the Chief Administrative Officer may accept it on behalf of the municipality with the appropriate acknowledgement.

G. MUNICIPAL RESOURCES

- Unless otherwise approved by the respective Department Head, elected officials, citizen appointees and staff shall only use Town property, facilities, equipment, supplies and services, for activities associated with the discharge of their civic duties.
- Town technology, including computer software and intellectual property, shall be used solely for purposes that benefit the Town and that are directly applicable to the staff members' duties.

- Elected officials, citizen appointees and staff shall not utilize the Town's purchasing activities for the acquisition of personal goods or services.

H. POLITICAL INVOLVEMENT

- Civic resources shall not be used on any election campaign. No individual can hold any campaign-related activities for any election within municipal facilities.
- Staff are discouraged from direct involvement in the Town and Regional election campaigns.
- A member of staff who intends to be a candidate in the municipal election (also involves regional offices) must take a leave of absence and, if elected, must resign their position with the Town of Halton Hills.

I. ENFORCEMENT

- The provisions of The Municipal Act, The Municipal Conflict of Interest Act, and The Municipal Elections Act apply to instances of improper conduct of elected officials.
- The Chief Administrative Officer and Department Heads shall ensure that all employees are aware of this Code of Conduct, and to the best of their ability, that it is followed by all staff.
- Any member of staff who has direct knowledge of a breach of the Code of Conduct shall approach the Chief Administrative Officer in confidence.
- Where it is determined that a member of staff has committed a breach of the Code of Conduct, disciplinary action shall be taken in accordance with the relevant disciplinary procedures (referenced in Article 12, 3. a.).

- Where it is determined that a citizen appointee has committed a breach of the Code of Conduct, disciplinary action up to and including removal from a committee, may be taken by the appointing authority.

J. INTERPRETATION

If any clarification is required of the Code of Conduct of the Town of Halton Hills, elected officials and citizen appointees are requested to consult with the Chief Administrative Officer or Town Clerk.

Staff may wish to seek clarification about the Code of Conduct from their respective Department Head. The Chief Administrative Officer and Town Clerk are also available for consultation.

