

Subject: **SCHEDULE A - PROCEDURE BY-LAW OF THE
TRENTON BUSINESS IMPROVEMENT AREA (BIA)**

Document No: **DBIA-BYLAW-001**

Book: **Policy/ Procedure Manual**



ARTICLE 1 – INTERPRETATION

1.1 In this By-law:

- **“Act”** means the Municipal Act, 2001, S.O. 2001, c.25, as amended.
- **“Agenda”** means the order of proceedings for a meeting, which sets out the business to be considered at a meeting and includes any supplementary agenda(s)
- **“BIA”** means the Trenton Downtown Business Improvement Area.
- **“Board”** means the Board of Management of the Trenton BIA.
- **“City”** means the Corporation of the City of Quinte West.
- **“Closed Meeting”** means a meeting, or part of a meeting, that is not open to the public pursuant to the *Municipal Act*. “In Camera” and “Confidential” meeting shall have the same meaning.
- **“Chair”** means the elected or appointed Chair of the BIA or such person appointed to act in their absence.
- **“Council”** means the Council of the City of Quinte West.
- **“Director”** means a duly appointed member of the Board.
- **“Meeting”** means any regular, special, workshop or other meetings of the BIA, where a quorum of members is present and members discuss or otherwise deal with any matter in a way that materially advances the business or decision making of the BIA.
- **“Member”** means a person or corporation assessed for business property within the BIA boundaries or a tenant thereof
- **“Motion”** means a proposal by a member for the consideration of the BIA.
- **“In Good Standing Order”** means a Member who:
 - a) is current on all levies, fees, and financial obligations owing to the BIA;
 - b) is in compliance with all applicable DBIA by-laws, policies, and procedures;
 - c) is not under suspension, sanction, or disciplinary action;
 - d) has not been found, following due process, to have breached the Code of Conduct under the *Municipal Act, 2001*; and
 - e) otherwise meets all eligibility requirements set out in the *Municipal Act, 2001* and the DBIA’s governing documents.



- **“Officer”** means the Chair, Vice-Chair, Secretary, or Treasurer of the Board.
- **“Pecuniary Interest”** would apply to a member who believes they may have a conflict of interest relating to a financial benefit pursuant to applicable conflict of interest legislation.
- **“Resolution”** means a motion or substantive proposal placed before the BIA for discussion and decision.
- **“Rules of Procedure”** means the rules and regulations contained in this Procedural By-law that govern the meetings.
- **“Secretary”** means the Executive Director of the BIA or any person (excluding a member or Director) whose responsibility it is to record the decisions of the BIA during meetings.
- **“Supplementary Agenda”** means an agenda that is prepared with additional order(s) of business for a meeting.
- **“Treasurer”** oversees the financial reporting and audit process in coordination with the City Director of Finance.
- **“Vice Chair”** means the member appointed or elected to act from time to time in place of the Chair.

ARTICLE 2 – GENERAL COMPLIANCE

2.1 The BIA shall operate in accordance with the Act, this Procedure By-law, and all applicable municipal by-laws and policies.

2.2 The BIA is a local board of the City of Quinte West and is subject to relevant legislation, including the Municipal Conflict of Interest Act, the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA), and open meeting requirements under Section 239 of the Act.

2.3 Where this By-law is silent, the Board shall rely on Robert’s Rules of Order to guide procedure.

ARTICLE 3 – PURPOSE AND OBJECTIVES

3.1 The objective of the BIA 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.

3.2 The BIA also aims to:

- (a) Act as a unified voice for BIA Members in dealings with the city and other stakeholders;
- (b) Encourage economic development through initiatives that benefit Members collectively.



ARTICLE 4 – MEMBERSHIP

4.1 Each owner or tenant of commercial property in the designated BIA area, is considered a Member under the Municipal Act, 2001. A “tenant” means a person who leases commercial property and is responsible for the payment of all or part of the business property taxes. "Each person who is assessed for business property in the improvement area and each tenant of such property is a member of the improvement area and is entitled to one vote." That means If there are multiple tenants, *each tenant* may be entitled to vote if they are named on a lease, sub-lease or pay taxes directly.

4.2 Each Member is entitled to one vote regardless of the number of properties owned or leased.

4.3 A corporation or commercial tenant that is a member may appoint one (1) voting representative, in writing, in advance of any vote. This representative must be a current owner, director, officer, or employee of the Member business. The written authorization must be submitted to the Board prior to the meeting at which a vote is to occur.

4.4 A designated representative who is no longer employed by the Member business is no longer eligible to represent that business for voting purposes, serve on the Board, or be considered a member in good standing.

4.5 Final determination of voting eligibility rests with the City Clerk's Office or as otherwise interpreted by municipal policy.

ARTICLE 5 – BOARD OF MANAGEMENT

5.1 The Board shall consist of five (5) to nine (9) Directors, including one (1) member of Council appointed by Council and the remainder selected by the Membership and appointed by Council in accordance with Article 9 of this by-law.

5.2 The term of the Board shall be concurrent with the term of Council. Directors shall serve until successors are appointed.

5.3 The Board shall:

- (a) Manage the affairs of the BIA;
- (b) Approve and monitor annual budgets;
- (c) Ensure compliance with legislation and this By-law;
- (d) Approve all major contracts and projects.

5.4 A quorum shall be a majority of the appointed Directors.

5.5 A Director may be removed by a resolution of the Board, subject to Council approval:

- (a) For failing to attend three (3) consecutive board meetings.
- (b) For conflict of interest violations; or failing to follow the municipal code of conduct.
- (c) By written resignation.
- (d) For no longer meeting the eligibility requirements.



5.6 If a vacancy occurs on a board of management, the council of the municipality may appoint a person to fill the vacancy for the remainder of the term. The Board may recommend a candidate to fill a vacancy. That recommendation is then forwarded to Council for formal appointment.

ARTICLE 6 – OFFICERS AND EXECUTIVE COMMITTEE

6.1 The Board shall elect, at its first meeting after appointment, the following Officers from among its Directors:

- Chair
- Vice-Chair
- Treasurer

6.2 The Officers shall serve for a term not exceeding two (2) consecutive terms in the same position.

6.3 Duties of Officers:

(a) Chair:

- Chief spokesperson of the BIA may designate another Director, staff member, or delegate to speak on behalf of the BIA.
- Presides at Board and General Meetings, ensure the observance of order and decorum among members and directors, expel any person for improper conduct and/or use of offensive words
- Shall not chair any sub-committee or working group of the Board
- Ex-officio member of all committees
- Co-signs cheque requests over \$1000 or reimbursement money to the Executive Director.
- May sign contracts/leases as approved by the board.
- Supervises the work of the Executive Director.

(b) Vice-Chair:

- Acts in the absence of the Chair

(c) Treasurer:

- Oversees financial reporting and audit process in coordination with the City Director of Finance.
- Provides monthly financial updates and reporting at board meetings
- Presents all financial reporting at the AGM



6.4 A term of reference for an Executive Committee shall be established & approved by the board of directors.

ARTICLE 7 – BOARD MEETINGS

7.1 The Board shall meet at least eight (8) times per year.

7.2 Meetings shall be held at a time and place determined by the Board and published in advance.

7.3 Agendas shall be circulated to Directors and Members who request them at least five (5) business days in advance.

7.4 The Secretary or designate shall record the proceedings of the BIA meetings in the form of minutes that shall contain the following:

- a) The beginning and end time of meetings
- b) The names of the Directors present
- c) Any declaration of pecuniary interest
- d) A record of the decision of each item for consideration
- e) Recommendations on each item
- f) The name of delegates appearing before the Board.

7.5 Minutes of a previous meeting shall be approved at the next regular meeting. After the minutes have been adopted by the Board, they shall be signed by the Chair and Secretary.

7.6 After the minutes have been adopted by the Board, they shall be sent to the Clerk of the City of Quinte West for inclusion on a Council agenda for Council's awareness.

7.7 The minutes of an open meeting are public and shall be made available on the BIA's website and any person who requests a copy of the minutes shall have them provided by the secretary.

7.8 Meetings shall be open to the public except as permitted under Section 239 of the [Municipal Act](#) if the subject matter being considered is:

- a) The security of the property of the board;
- b) Personal matters about an identifiable individual including Board employees
- c) A proposed or pending acquisition or disposition of land by the Board
- d) Labour relations or employee negotiations
- e) Litigation or potential litigation, including matters before administrative tribunals affecting the board
- f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- g) A matter in respect of which the Board authorized a meeting to be closed under an Act other than the Municipal Act.
- h) For the purpose of educating or training the Directors of the Board. During such meetings, no Director may discuss or materially advance the business or decision-making of the BIA.



7.9 A motion to close a meeting or part of a meeting to the public shall state the intention to close the meeting to the public and the general nature of the matters being considered at the closed meeting, as well as the grounds for closing the meeting as set out in the Municipal Act.

Closed Session Confidentiality:

(a) No member of the Board shall distribute any reports or items, or disclose the nature or content of discussions regarding any matters that are part of a Closed Session Agenda without the prior approval of the Board.

(b) The Secretary shall be responsible to maintain a confidential copy of all Agendas and Minutes of Closed Session unless personal matters about the Secretary have been discussed, then the Chair shall be responsible.

7.10 Delegations, Public Input and Petitions

(a) Any person desiring to be heard by the Board shall register as a Delegate by completing and submitting the prescribed form to the Secretary no later than Six (6) business days prior to the Meeting. The prescribed form must be completed by the individual requesting to be a Delegate. Delegates who register prior to the publication of the agenda will be listed under the "Delegation" section of the agenda.

(b) Anyone wishing to present a petition to the board shall register as a delegation and shall complete the Petition Summary Form. Petitions presented to the Board shall be legibly written or printed and signed by at least one person and filed with the Secretary during or prior to the Meeting. The person or persons presenting the Petition may speak on the matter before the Board, in which case it shall be limited to a maximum of ten (10) minutes.

(c) Delegates who cannot appear before the Board may submit their written comments, by the prescribed deadline, for inclusion on the agenda. A Delegation on behalf of an organization, corporation, association, or group shall be limited to two people.

(d) Delegates shall be permitted to speak for a maximum of ten (10) minutes, regardless of whether they are representing themselves personally, or an organization, corporation, association or group.

(e) Delegates shall not promote products or services for the purpose of soliciting business.

(f) Delegates shall not make statements or comments that are, in the opinion of the Chair, frivolous or vexatious in nature.

(g) Delegates shall respond to questions from Directors only through the Chair. After a Delegate has completed their submission, Directors shall each have the opportunity to ask questions of the Delegate for clarification purposes only. When all Directors who have indicated a desire to ask questions have been given the opportunity to do so, the Delegate shall take their seat in the public seating area and shall not engage in debate with Directors.



(h) The Chair may curtail any delegation, any questions of a Delegate or debate during a delegation, for disorder, lack of decorum or for any other breach of this By-law and, should the Chair rule the delegation is concluded, the Delegate shall take their seat in the public seating area immediately.

(i) The number of delegations or petitions to be heard at Meetings shall not exceed three (3) unless otherwise determined by the Secretary in consultation with the Chair. Conduct of Members & Directors Members shall act in a respectful and courteous manner that allows the board to effectively address all matters before it. Members are expected to show respect to Delegates, fellow Members and staff by being courteous and not distracting from the business of the board during presentations, Delegations, and when other Members have the floor.

(j) In the “Public Input” section of the agenda, persons are permitted to speak on any issue with which they are concerned and that presentations be limited to three (3) minutes. Public Input is for the receipt of information by the Board only. Questions may not be directed to the Board for debate, nor shall any of the items raised be debated by Board Directors during this portion of the agenda.

7.11 Conduct of Members & Directors

Members shall act in a respectful and courteous manner that allows the board to effectively address all matters before it. Members are expected to show respect to Delegates, fellow Members and staff by being courteous and not distracting from the business of the board during presentations, Delegations, and when other Members have the floor.

No Director or Member shall:

- (a) Use indecent, offensive or insulting language or speak disrespectfully of any individual.
- (b) Speak on any subject other than the subject being debated.
- (c) Criticize any decision of the board except for the purpose of moving that a Motion be reconsidered.
- (d) Fail to comply with the Rules of Procedure or disobey the decision of the Chair on questions of order or on the interpretation of the Rules of Procedure, unless the Member appeals an interpretation of the rules.

Public Decorum at Meetings

The public is welcome to attend all Board Meetings held in open session. Members of the public attending Meetings shall conduct themselves in a courteous and respectful manner and in accordance with this By-law. The public who attends a Meeting will maintain order and shall not:

- (a) Address the Board without the permission of the Chair.
- (b) Interrupt any speech or action of the Members or any person addressing the Board.



(c) Display signs or placards, heckle, clap or jeer at the comments of a Director, Delegate or staff, or engage in conversation or other behaviour which may disrupt the proceedings of the Meeting.

(d) Use indecent, offensive or insulting language or speak disrespectfully to or about any individual.

(e) All cell phones and electronic devices shall be turned off and/or set to silent mode during a Meeting.

(f) The Chair may request security personnel or staff to expel or exclude from any Meeting, any person who fails to comply with these Rules of Procedure.

7.12 Special Meetings

A Special Meeting may be called by the Chair at any time. A Special Meeting shall be called by the Secretary upon receipt of a written request signed by at least three (3) Directors, which request shall specify the business to be dealt with. Notice of the Special Meeting and the agenda shall be delivered to all Directors and posted for public notice in accordance with this By-law.

7.13 Meetings of the Executive Committee shall be documented through recorded minutes. These shall be reviewed by the Board at its next meeting and retained as part of the BIA's records.

7.14 Meetings of the Board shall be held in person. Virtual attendance may be permitted in exceptional circumstances, such as illness, emergencies, or weather-related disruptions, at the discretion of the Chair. Full Board meetings may be held virtually only if approved in advance by resolution of the Board.

7.15 Disclosure of Pecuniary Interest Rules

(a) Where a Director has a pecuniary interest as defined in the Municipal Conflict of Interest Act, the Director shall prior to any consideration of the matter at the Meeting, disclose the interest and general nature thereof. The Director shall not take part in the discussion of, or vote on any question in respect of the matter and shall not attempt in any way, whether before, during or after the Meeting to influence the voting on such a question. Directors shall not request the Secretary or other Staff members to provide advice or comment on whether a Member has a pecuniary interest.

(b) Where the Meeting is not open to the public, in addition to declaring the conflict, the Director shall leave the Meeting or the part of the Meeting during which the matter is under consideration.

(c) Where a Director is absent from a Meeting which includes a matter on which they have a pecuniary interest, the Director shall disclose the interest at the next Meeting attended by the Director.

(d) The Secretary shall record any declarations of interest made by a Director in the Meeting minutes, noting the matter and the general nature of the declaration. All declarations made under this By-law shall also be submitted in writing to the Secretary using the prescribed form and shall be made available in the office of the Clerk through a Disclosure of Interest Registry.



ARTICLE 8 – GENERAL MEMBERSHIP MEETINGS

8.1 The BIA shall hold at least two General Membership Meetings annually; one of which will be the Annual General Meeting.

8.1.1 AGM Timing

The Annual General Meeting (AGM) shall be held no later than June 30th of each year; this allows for the timely presentation of audited financials and any other business. The Board may, by resolution, adjust this timeline under exceptional circumstances in consultation with the city.

8.2 Written notice of the AGM, including the meeting agenda and any by-law amendments, shall be provided to all Members at least ten (10) days in advance.

8.3 At the Annual General Meeting the board of directors shall:

- (a) Present the audited financial statements;
- (b) Present the annual report.
- (c) Present any proposed by-law amendments, if applicable;

8.4 A General Membership Meeting will be held by November 30th of each year to:

- (a) Present and seek input on the proposed annual budget to the membership. Thus, enabling the Board to submit its final budget to the city in advance of the upcoming fiscal year and ensuring uninterrupted operations in January.
- b) Facilitate the election of Directors in an election year, in accordance with Article 9 of this By-law.

8.5 Special Membership Meetings may be called by resolution of the Board. The Board shall provide at least ten (10) business days' notice for any such meeting, including a summary of the reason for the meeting and proposed resolutions, if any.

8.6 Quorum shall consist of the Members present for all General Membership Meetings.

ARTICLE 9 – ELECTIONS

9.1 Elections to the Board of Management shall be conducted in the months of October and November, in accordance with applicable municipal policies.

9.2 All nominations must be submitted in advance in the format prescribed by the Board or the City.

9.3 Elections shall be administered and overseen by the Executive director and a designated election official, such as a representative of the City Clerk's Office or an independent facilitator appointed by the Board. Candidates may not participate in conducting the election or vote counting. If a tie vote occurs, a recount shall



be conducted immediately or as soon as possible. If the tie remains after the recount, the Executive Director will conduct a random draw in the presence of the designated election official.

9.4 Proxy voting is permitted with proper registration .

9.5 Each member shall be entitled to one vote per commercial property interest, as defined in the Act. In the case of multiple businesses within a single property, voting rights shall follow the rules and interpretations established In Article 4.

ARTICLE 10 – SUB-COMMITTEES

10.1 The Board may establish sub-committees or working groups or ad hoc committees to address specific areas of work.

10.2 All sub-committees shall have a defined mandate or terms of reference approved by the Board.

10.3 The Chair of the Board shall not chair any sub-committee.

10.4 Sub-committees may include non-Directors, provided at least one (1) Director is a member and reports regularly to the Board.

ARTICLE 11 – FINANCIAL ADMINISTRATION

11.1 The fiscal year of the BIA shall be the calendar year.

11.2 The Board shall prepare and submit an annual budget to Council in accordance with the Act.

11.3 The signing officer(s) shall be the Chair of the BIA, or the treasurer or Vice-chair if not available; with the ED having authority under the Board directive for up to \$1000.00.

ARTICLE 12 – STAFFING

12.1 The Board may hire or contract an Executive Director to fulfill operational duties of the BIA.

12.2 The Executive Director shall report to the Chair and operate under the strategic direction and oversight of the Board. The scope of work, responsibilities, compensation, and performance expectations shall be outlined in a written employment agreement approved by the Board and reviewed annually. All other staff is hired by the Executive Director and reports directly to them at the direction of the board.

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ARTICLE 13 – REMUNERATION

13.1 Directors shall receive no remuneration, either directly or indirectly, for services rendered as a Director, but may be reimbursed for out-of-pocket expenses incurred by them as a result of representing the BIA at non-BIA meetings, upon approval of the Board.

13.2 The above requirement does not pertain to the contracting of services with a director’s business by the Board, provided the business is shared fairly and the Director declares a conflict of interest and abstains from any related vote.

ARTICLE 14– INSURANCE AND LIABILITY PROTECTION

14.1 The BIA shall maintain appropriate insurance coverage, including but not limited to commercial general liability as requested by the City and Directors and Officers (D&O) liability insurance, in accordance with industry best practices.

14.2 The BIA shall ensure that all Board members and staff are covered under a current D&O liability insurance policy for actions undertaken in good faith in the course of their duties. The Board shall review insurance coverage annually.

ARTICLE 15 – AMENDMENTS

15.1 Amendments to this By-law may be made by a two-thirds (2/3) vote of the Board and shall be submitted to Council for approval.

Passed by the Trenton BIA Board of Management on March 10, 2026