

KEMP LAKE WATERWORKS DISTRICT

BYLAW NO. 204

MEETING PROCEDURES BYLAW

A bylaw to establish the procedures for the calling of meetings of the board, its committees, and the annual general meeting, and for the conduct of business at the meetings.

Definitions

1. In this bylaw,

“Chair” means the person elected by the trustees to the position of chair, or the acting chair presiding at a meeting, as the context requires or as the chair of a committee at a committee meeting.

“Administrator” means the person appointed by the board whose position is established by bylaw and is assigned the responsibility of corporate administration under Section 738.2 of the *Local Government Act*.

“Board” means the trustees holding office as provided under Section 736 of the *Local Government Act* including the trustee elected as chair.

"Electronic Means" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that

- a) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- b) in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

Annual General Meeting or Special General Meeting

2. Public notice of the date, time, and place of the annual general meeting, or a special general meeting, must be given at least 14 days in advance by advertising in a newspaper, posting on community bulletin boards and publishing on the District's website.
3. The agenda for the annual general meeting is as follows unless otherwise directed by two-thirds of the board members present at the meeting:
 - a) Reports,
 - b) Presentation of the annual financial statement,
 - c) Current years' budget,
 - d) Trustees' honorarium,
 - e) Election of trustees.

4. The annual general meeting, or a special general meeting, must be open to all members of the public.
5. Accurate minutes of the annual general meeting, or a special general meeting, must be legibly recorded and adopted with such corrections as necessary by a majority of board members at the following meeting of the board before being certified as correct by the Administrator and signed by the chair.
6. The minutes of the annual general meeting, or a special general meeting, are available to the public.
7. The Administrator must maintain the minutes of the annual general meeting, or a special general meeting, and keep them safe.

Regular Board Meetings

8. Regular board meetings will be held on the third Wednesday of each month, and begin at 1900 hrs.
9. Regular board meetings may be cancelled by the board or be postponed to a different day, time, and place by the chair, provided the Administrator is given at least two days written notice.
10. If the position of chair becomes vacant, an election for chair must take place at the first meeting after the vacancy occurs in the office.

Inaugural Board Meeting

11. The inaugural meeting of the board will be held within 30 days of the annual general meeting.
12. The time and place of the inaugural meeting in each year must be set by a majority of the trustees.
13. At the first meeting of the board after the Annual General Meeting and Election of Trustee(s) each year, the trustees will elect one of their number as chair. The trustee with the highest number of votes is to be declared elected as chair.

Special Board Meetings

14. A special board meeting can be called by the chair at his or her discretion.
15. The chair must call a meeting of the trustees for any purpose when requested in writing by a majority of the trustees, or the Inspector of Municipalities.

16. Notice of special board meetings must be given in writing to each member of the board by the chair or the Administrator by emailing it to the trustees' email address (or other place specified by the trustee) at least 5 days in advance of the meeting. The time-period for giving notice of a special board meeting can be waived by unanimous consent of all trustees.

Attendance of the Public at Board Meetings

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

Meeting Minutes

18. Accurate minutes of all board meetings must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of board members at the following meeting of the board before being certified as correct by the Administrator and signed by the chair.
19. The minutes of all board meetings are available to the public (subject to the districts Miscellaneous Charges Bylaw) except for those meetings or parts of meetings that are closed to the public.
20. The Administrator must maintain the minutes of board meetings and keep them safe.

Opening Procedures

21. If the chair does not attend within 15 minutes after the time appointed for the meeting, an acting chair must be appointed from the trustees present who will preside until such time as the chair arrives.
22. A quorum is a majority of board members. If there is no quorum within 30 minutes after the time appointed for the meeting, the Administrator must record in the minute book the names of the board members present and that the meeting did not convene.
23. Immediately after the chair has called the meeting to order, the minutes of the preceding board meeting are to be read at the meeting so that any errors or omissions may be corrected. The reading may be dispensed with if each board member received a copy of the minutes at least 48 hours before the meeting.

Agenda

24. Except for regular board meetings, the agenda must be prepared by the Administrator and emailed to the trustees' email address (or other place specified by the trustee) at least 24 hours before the meeting. The delivery requirement may be waived by unanimous consent of the trustees.

25. The agenda for regular board meetings is as follows unless otherwise directed by two-thirds of the board members present at the meeting:
- a) Petitions and delegations – requests to address the board,
 - b) Adoption of the minutes of the previous meeting,
 - c) Introduction of late items,
 - d) Unfinished business,
 - e) Administrator Update (e.g. Financial Statements, Service Issues, Correspondence),
 - f) New business,
 - g) Adjournment.

Rules of Conduct and Debate

26. No board member may interrupt a member who is speaking except to raise a point of order.
27. Board members must use respectful language; must not use offensive gestures or signs; must speak only in connection with the matter being debated; may speak about a vote of the board only for the purpose of making a motion that the vote be rescinded; and must adhere to the rules of procedure established under this bylaw and to the decisions of the chair and board in connection with the rules and points of order.
28. After a question is finally put by the chair, no trustee may speak to the question, nor may any other motion be made until after the result of the vote has been declared.
29. The decision of the chair as to whether the question has been finally put is conclusive.
30. A board member may speak to a question, or may speak in reply, for longer than a total time of 15 minutes only with the permission of the board.

Motions

31. Motions other than routine motions (including motions to adopt a report, to receive and file, to refer to a committee or an official, to introduce or pass a bylaw, or adjourn) must be seconded before being debated or put from the chair.
32. A motion that has been seconded must be read by the chair or Administrator before debate if requested by a trustee.
33. When a question is under consideration, no motion will be received except for the following to:
- a) Refer to committee,
 - b) Amend,
 - c) Postpone indefinitely,
 - d) Postpone to a certain time,
 - e) Move the previous question,
 - f) Adjourn.

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

Voting on Questions

41. If a board member believes that he or she has a direct or indirect pecuniary interest in a matter before the board that is not held in common with electors of the improvement district generally, the board member must:
 - a) Declare his or her interest in the matter,
 - b) Not take part in the discussion or vote on any question related to the matter,
 - c) Immediately leave the meeting or that part of the meeting during which the matter is under consideration; and,
 - d) Not attempt in any way, whether before, during, or after the meeting, to influence the voting on the question.
42. If a board member refrains from voting when a question is put, for any reason other than that referred to above, he/she is deemed to have voted in the affirmative and their vote will be counted accordingly.
43. All acts authorized or required by the *Local Government Act* to be done by the board, and all other questions, including questions of adjournment, that may come before the board must, except where otherwise stated, be done and decided by the majority of the board members who are present at a meeting.
44. In all cases where the votes of the trustees present, including the vote of the chair, are equal for and against a question, the question is negative, and it is the duty of the chair to so declare it. The names of those who vote for and against the question must be entered upon the minutes whenever requested by a board member.

45. When the question under consideration contains distinct propositions, upon request of any trustee, the vote upon each proposition can be taken separately.

Points of Order

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

Bylaws

50. Every bylaw must be read a first time upon motion "that the (bylaw citation) now be introduced and read a first time". The title and intended object of the bylaw will be given and the question will be decided without amendment or debate.
51. The provisions of a bylaw may be debated upon second reading with such changes as appear necessary. The bylaw may then be passed upon the motion "that the (bylaw citation) be adopted". The board may give readings and adopt a bylaw at the same meeting.
52. Bylaws must be sealed with the seal of the improvement district and signed by the Administrator and by the chair at the meeting at which the bylaw is passed.
53. The Administrator must maintain all bylaws and keep them safe. Copies of bylaws must be made available to the public.

Petitions and Delegations

54. The board may allow an individual or a delegation to address the board at the meeting on the subject of an agenda item provided written application has been received by the Administrator 72 hours prior to the meeting.
55. Every petition to the board must include the name of each petitioner with their address and a description of the property of which they are the owner. In the case of a corporation, the authority given by the corporation to sign the petition must be produced.

56. Where written application has not been received by the Administrator as prescribed in section 54, an individual or delegation may address the meeting if approved by the unanimous vote of the board members present.
57. Each address must be limited to 10 minutes unless a longer period is agreed to by two thirds vote of the board members present.
58. The Administrator may schedule delegations to another board meeting or advisory body as deemed appropriate according to the subject matter of the delegation.
59. After presentation by a delegation, the board may dispose of the delegation's submission at that meeting, refer the subject matter of the submission to a committee, or take such other action as the trustees consider appropriate.
60. The Administrator may refuse to place a delegation on the agenda if the issue is not considered to fall within the jurisdiction of the board. If the delegation wishes to appeal the Administrator's decision, the information must be distributed under separate cover to the board for its consideration.

Electronic Meetings

61. If the board or a trustee is unable to meet in person, board meetings may be held via video conferencing or use of telephone communications or combination thereof.
62. Annual General Meetings may be held electronically during extraordinary circumstances (for example, natural disaster or pandemic).
63. All written documents, including the agenda, reports, financial statements, bylaws, will be available electronically before the meeting.
64. All sections in this bylaw will be upheld in the same manner.

Standing and Select Committees

65. The board may establish standing and select committees. The chair of a committee will be determined by a majority of the trustees. The board must establish the purpose of a committee by resolution at the time of the creation of a committee.
66. In conducting its business, all standing and select committees must adhere as far as possible to the rules established in this policy governing board meetings.
67. A committee of the board may report at any regular meeting or must report as required by the board.

Unprovided Cases

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

Citation

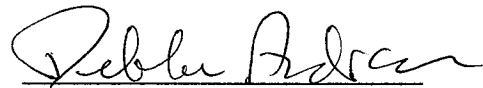
This bylaw repeals Bylaw No. 200, passed by the trustees on the 26th day of October 2020.

This bylaw may be cited as the "Meeting Procedures Bylaw".

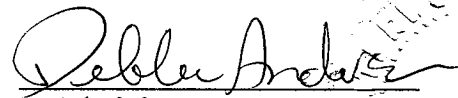
INTRODUCED and given first reading by the Trustees on the 18th day of January 2023.

RECONSIDERED and finally passed by the Trustees on the 18th day of January 2023.


Chair of the Trustees


Administrator

I hereby certify under the seal of the KEMP LAKE WATERWORKS District that this is a true copy of Bylaw No. 200 of the KEMP LAKE WATERWORKS District passed by the Trustees on the 18th day of January 2023.


Administrator

