



# **Severn Sound Environmental Association**

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**RULES OF PROCEDURE  
FOR THE BOARD OF THE  
SEVERN SOUND ENVIRONMENTAL ASSOCIATION**

**SSEA PROCEDURAL BY- LAW**

**AS ADOPTED BY MOTION NO. 2020-14**

**DATE: January 30, 2020**

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## **PART 1: DEFINITIONS AND INTERPRETATION**

### **1.1 Purpose**

The purpose of **procedure by-law** is to govern the calling, place and proceedings of SSEA Board meetings and meetings of certain committees.

### **1.2 Definitions**

For the purposes of this By-law; unless stated otherwise or the context requires a different meaning:

- 1.2.1 **“Acting Head of Board”** shall mean the Vice-chair when the Chair is absent or refuses to act or the office of the Chair is vacant. Or when the Chair and Vice-chair are absent or refuse to act or the offices of the Chair and Vice-chair are vacant, the member of the Board who is appointed by the Board to act from time to time in the place and stead of the Chair and who shall exercise all of the rights, powers and authority of the Chair of the SSEA Board while so acting.
- 1.2.2 **“Ad Hoc Committee”** shall mean a special purpose committee of limited duration, appointed by the Board to consider a specific matter and which is dissolved automatically upon submitting its final report to the Board, unless otherwise directed by the Board.
- 1.2.3 **“Advisory Committee”** shall mean a committee appointed by the Board to act in an advisory capacity to the Board on operational and strategic issues during the full term of the Board unless otherwise defined by the Board.
- 1.2.4 **“Board”** shall mean the Board of the Severn Sound Environmental Association.
- 1.2.5 **“Board Member”** shall mean a person appointed as a Member of the Board.
- 1.2.6 **“Chair”** in the case of the Board shall mean the Chair, Vice-chair or the Member appointed to act as Chair (Head of the Board) during the absence of the Chair and Vice-chair from a Meeting or a portion of a Meeting. While acting as Chair the Member shall exercise all the powers and responsibilities of the Chair under this Procedural By-law. In the case of an Ad Hoc Committee or Advisory Committee, Chair means the Member appointed as such by the Committee.
- 1.2.7 **“Delegation”** shall mean a person or group of persons desiring to verbally present information or to make a request to Board.
- 1.2.8 **“Executive Director”** shall mean the Executive Director of the Severn Sound Environmental Association.

- 1.2.9 **“Holiday”** shall mean a holiday as defined by the Legislation Act, 2006 S.O. 2006, c. 21, Schedule F as amended or replaced from time to time.
- 1.2.10 **“Meeting”** shall mean any regular, special or other meeting of the Board, or of a committee (ad hoc or advisory) where,
- a. A quorum of members is present
  - b. Members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the board or committee
- 1.2.11 **“Motion”** shall mean a question or proposal to be considered by the Board and which is moved and seconded and is subject to debate. When a Motion is adopted, it becomes a Resolution.
- 1.2.12 **“Municipal Act”** shall mean the *Municipal Act, 2001, (S.O.2001, c. 25)*, as amended or replaced from time to time.
- 1.2.13 **“Newspaper” (including Electronic Newspapers)** shall mean a printed publication in sheet form, intended for general circulation, published regularly at intervals of not longer than one week, consisting in great part of news of current local events of general interest and made available to the public.
- 1.2.14 **“Pecuniary Interest”** shall mean a direct or indirect Pecuniary Interest within the meaning of the *Municipal Conflict of Interest Act, R.S.O.1990, chapter M.50*, as may be amended.
- 1.2.15 **“Point of Order”** shall mean a statement made by a Member during a Meeting drawing to the attention of the Chair a breach of the Rules of Procedure.
- 1.2.16 **“Point of Privilege”** shall mean the raising of a question that concerns a Member, or all the Members of the Board, when a Member believes that his/her rights, immunities or integrity, or the rights, immunities or integrity of the Board or staff as a whole have been impugned.
- 1.2.17 **“Presiding Member”** shall mean the Chair of the Meeting.
- 1.2.18 **“Quorum”** shall be as defined in Section 4.9 herein.
- 1.2.19 **“Recorded Vote”** shall mean the written record of the name and vote of every Member present when the vote is called on any matter or question during a Meeting of the Board.
- 1.2.20 **“Resolution”** shall mean a formal expression of opinion or intention by the Board.
- 1.2.21 **“Rules of Procedure”** shall mean the rules and requirements contained within this Procedural By-law.

1.2.22 “**Vice Chair**” shall mean such Member of a Committee who has been appointed to act in the place and stead of the Committee Chair when such Chair is absent from a meeting of the Committee for any cause and who shall exercise all the rights, power and authorities of the Chair.

1.2.23 “**Website**” shall mean the Severn Sound Environmental Association website address identified as [www.severnsound.ca](http://www.severnsound.ca)

### 1.3 **Wording**

Unless the context otherwise requires, in this Rules of Procedure By-law the words used in the male gender shall include the female gender and the singular shall include the plural, and vice-versa, as the context requires.

## **PART 2: GENERAL PROVISIONS**

### 2.1 **Applicability**

2.1.1 Save as otherwise provided herein, the procedural rules and requirements of this By-law shall be observed in all Meetings and shall be the rules and requirements which govern the order of their business.

### 2.2 **Suspension of Rules and Procedures**

2.2.1 Notwithstanding Section 2.1.1 of this Rules of Procedural By-law, the rules referenced in this Section may be temporarily suspended by a vote of three-quarters (3/4) of the Members present and voting:

- a. rules about a change to the order of procedure in the Agenda content;
- b. rules about delegation status;
- c. rules about the increase or decrease of delegation speaking time and debate limitations.

### 2.3 **Issue not Addressed**

2.3.1 If an issue is raised that is not expressly addressed in this By-law, the issue shall be decided by the Chair, subject to an appeal to the Board.

2.3.2 All points of order or procedure not provided for in these Rules of Procedure shall be decided in accordance with the rules of procedure known as Robert’s Rules of Order.

### 2.4 **Video Equipment, Recording Devices and Cellular Telephones**

2.4.1 The use of cameras, electric lighting equipment, television cameras and any other device of mechanical, electronic or similar nature used for transcribing or recording proceedings by auditory or visual means by accredited and other representatives of any news media or members of the general public is permitted only with the approval of the Board.

- 2.4.2 Cameras, electric lighting equipment, television cameras and any other device of mechanical, electronic or similar nature shall be turned off immediately if requested by a member of the audience wishing to speak to the Board.
- 2.4.3 All communication devices shall be switched to 'silent' upon entering the location where any Board Meeting is being held.

## **PART 3: THE SSEA BOARD**

### **3.1 Composition of the Board**

- 3.1.1 The Board shall be comprised of one member from each member Municipality to be appointed by and at the pleasure of each of the member Municipalities by council resolution to hold office for the term of the appointment or until a successor has been appointed, provided that substitutions may be made at any time by an appointing Municipality if, in its discretion, it deems it advisable to do so. Member municipalities may appoint and alternate and both representatives may attend Board meetings but only one may vote.

### **3.2 Board Elections**

- 3.2.1 The Board shall, by resolution, elect a chairperson (the Chair) and a Vice-chair (the Vice- Chair) annually (January Board meeting), from among its members, to serve for a term of one year or until his/her appointment by his/her Municipality ends, whichever occurs first.

### **3.3 Duties of the Chair**

- 3.3.1 It shall be the duty of the Chair or acting Chair (Head of the Board), to carry out the responsibilities of a head of the Board, in addition to the following responsibilities:
- a. to open the Board Meeting by taking the Chair and calling the Members to order;
  - b. to announce the business before the Board in the order in which it is to be acted upon;
  - c. to receive and submit, in the manner prescribed by this Procedural By-law, all motions presented by Members;
  - d. to recognize any Member who wishes to speak and to determine the order of speakers;
  - e. to put to vote all questions which are regularly moved and seconded, or necessarily arise in the course of the proceedings and to announce the results;
  - f. to decline to put to vote motions which contravene the provisions of the Procedural By-law;
  - g. to enforce the provisions of the Procedural By-law;
  - h. to enforce on all occasions the observance of order and decorum among the Members;
  - i. to call by name, any Member refusing to comply with this Procedural By-law and to order the Member to vacate the Board Chamber, or the place of



- Meeting, as the case may be;
- j. to cause to be expelled and excluded any member of the public who creates a disturbance or acts improperly during a Meeting and, if necessary, to direct the Executive Director to seek appropriate assistance from the Ontario Provincial Police Service;
  - k. to authenticate, by signature, all By-laws and Meeting minutes;
  - l. to rule on any points of order raised by Board Members;
  - m. to represent and support the decisions of the Board, declaring its will and explicitly and implicitly obeying its decisions in all things;
  - n. to adjourn the Meeting when the business is concluded, or if considered necessary by the Chair because of grave disorder, to adjourn the sitting without putting to the vote any question or suspend the sitting for a time to be named.

By virtue of his/her office, the Chair is appointed as an ex-officio member of Advisory and Ad-hoc committees.

### **3.4 Duties of the Vice-chair**

- 3.4.1 Where the Chair gives notice to the Executive Director that he/she will be absent for whatever reason, then the Vice-chair shall act in his/her place and while so acting, has and may exercise all the rights, powers and authority of the Chair/Head of the Board.

### **3.5 Participation of Chair in Debate**

- 3.5.1 The Chair who presides over any part of a Meeting may state relevant facts and the Chair's position on any matter before the Board without leaving the chair, which may take place immediately prior to the vote, but it shall not be permissible for the Chair to move a motion or debate without first leaving the chair.
- 3.5.2 If, during a Board Meeting, the Chair desires to leave the chair to move a motion or take part in the debate pursuant to Section 3.5.1, or otherwise, the Chair shall call on the Vice-chair or, in his/her absence, the Board's current longest-serving member to preside until the Chair resumes the chair.

### **3.6 Duties of the Board Members**

#### **3.6.1 Role of the Board**

- The Board shall make regulations and rules governing the procedures of the SSEA.
- The Board shall oversee the implementation of the Strategic Plan and Business Plan as they may be amended or modified by the SSEA and approved by the Municipalities from time-to time
- The Board shall hire senior employees, including an executive director (the Executive Director) as the Board considers is reasonably required to meet its duties and responsibilities and generally, as projected by the Business Plan.
- The Board shall ensure that all Municipalities are properly informed of SSEA activities in a timely manner.

- 3.6.2 It shall be the duty of the Members:
- a. to deliberate on the business submitted to the Board;
  - b. to vote when a motion is put to a vote, except where otherwise disqualified from doing so by law;
  - c. to represent, respect and support the decisions of the Board;
  - d. to Chair the portion of a Meeting for which he/she is the appointed Chair and assume the duties of the Chair as detailed in Section 3.3.1; and
  - e. to apply and respect the Rules of Procedure.
- 3.6.3 Board Members shall serve without remuneration
- 3.6.4 Board Members shall adhere to the Board Code of Conduct attached hereto as Schedule "A" to this Procedural By-law, as adopted by the Board and as amended from time to time.
- 3.6.5 The seat of a member of the Board shall be considered vacant if the member,
- a. is absent from meetings of the Board for three successive regular meetings without being authorized to do so by resolution of the Board,
  - b. resigns from his or her office by notice in writing filed with the Executive Director,
  - c. dies
- 3.6.6 Where the seat of a member becomes vacant pursuant to subsection 3.6.5 the Municipality that appointed such member will be informed by the Chair and Executive Director and asked for a new member to be appointed within 30 days of the seat becoming vacant.

### **3.7 Board Executive**

- 3.7.1 The Board Executive will consist of the Chair, Vice Chair, Past Chair and up to one other member from the Board (minimum 3 members)
- 3.7.2 Board Executive Meetings will be held at the call of the Chair
- 3.7.3 The Board can by vote chose to send items for further research/information to the Executive Committee
- 3.7.4 Executive Committee meetings are closed meetings.
- 3.7.5 Board Executive will review items referred to them by the full Board and will make recommendations on said items back to the Board.

## **PART 4: MEETINGS**

### **4.1 Place of Meeting**

- 4.1.1 Unless otherwise directed by the Board, all Regular and Special Meetings will be held in locations in member Municipalities and the locations will be posted publicly (on the SSEA website) at least 10 business days prior to the meeting.

## 4.2 Inaugural Meeting

- 4.2.1 The Inaugural Meeting of the Board shall be held, in a year following the year in which a municipal election is held, at a time determined by the Executive Director.
- 4.2.2 The Executive Director shall be responsible for the location, content and format of the Agenda for the Inaugural Meeting and all arrangements related thereto.

## 4.3 Regular Meetings

- 4.3.1 Regular Board Meetings shall be held the 3<sup>rd</sup> Thursday of each quarter (starting January annually) between the hours of 8:30 am and 4:30 pm unless such a day is a Holiday, or on such other day and time as may be determined from time to time by resolution of the Board.
- 4.3.2 The Board shall meet not less than once every three months and at the call of the Chair in order to properly manage its responsibilities under this agreement.
- 4.3.3 Where a change is made to the day and time of a Board Meeting, the Executive Director shall notify the Chair, give notice of the change to all Members shall be given to all Members at least twenty-four (24) hours before the time appointed for such Meeting and shall be delivered electronically via e-mail to their respective Municipal e-mail address and provide notice to the Public by posting notice on the SSEA website and at the SSEA Office.

## 4.4 Special Meetings

- 4.4.1 In addition to Regular Meetings, the Chair may, at any time, summon a Special Meeting of the Board by giving direction to the Executive Director stating the date, time and purpose of the Special Meeting.
- 4.4.2 The Executive Director shall summon a Special Board Meeting when requested to do so in writing by a majority of Members, at the time mentioned in the request.
- 4.4.3 Written notice of a Special Board Meeting shall be given to all Members at least twenty-four (24) hours before the time appointed for such Meeting and shall be delivered electronically via e-mail to their respective Municipal e-mail address.
  - a. The written or verbal notice shall indicate the nature of the business to be considered at the Special Meeting as well as date, time and place of the Meeting.
- 4.4.4 No business other than that indicated in the written or verbal notice shall be considered at the Special Meeting except with the unanimous consent of all Members present and voting at such Meeting.
- 4.4.5 All Special Board Meetings shall be held at the location specified in the notice of Special Meeting.

4.4.6 Lack of sufficient notice, as provided for herein, shall not affect the validity of holding a Special Meeting or any action taken thereat where all Members are present at the Meeting or where any Member or Members who are absent consent to the holding of such Meeting and so inform the Executive Director.

#### **4.5 Emergency Meeting**

4.5.1 Notwithstanding any other provision of this procedural document, on urgent and extraordinary occasions, an emergency Special Board Meeting may be called by the Chair without advance notice being given by the Executive Director pursuant to this By-law, to consider and deal with such urgent and extraordinary matters.

- a. In this case, the consent of two-thirds (2/3) of the Members to hold such a Meeting without advance notice is necessary and such consent, if any, shall be recorded in the minutes by the Executive Director and/or SSEA staff designated as "secretary" for said meeting.

#### **4.6 Statutory Public Meetings, Public Meetings, or Information Sessions Held Under Other Applicable Legislation**

4.6.1 The Board from time to time may conduct a Statutory Public Meeting, Public Meeting, or other Information Session for any purpose giving such Notice as may be deemed necessary or required by law, as amended from time to time.

4.6.2 If the Board is required by law to hold a Statutory Public Meeting, Public Meeting, or other Information Session, the Rules of Procedure outlined herein shall govern.

#### **4.7 Meetings Open to Public**

4.7.1 Subject to Section 4.8 of this Procedural By-law, Meetings shall be open to the public and no person shall be excluded therefrom except for improper conduct.

4.7.2 The Chair may request that members of the public vacate the Meeting if their behaviour is deemed to be disruptive to the business at hand. The Chair may unilaterally suspend the Meeting until order is restored.

#### **4.8 Closed Meetings**

4.8.1 Except as otherwise provided herein, all Meetings shall be open to the public.

4.8.2 The Board may, by resolution, close a Meeting or part of a Meeting to members of the public if the subject matter being considered is:

- a. the security of the property of the Severn Sound Environmental Association;
- b. personal/personnel matters about an identifiable individual, including Local Board (SSEA) Employees;
- c. a proposed or pending acquisition or disposition of land by the SSEA;
- d. labour relations or employee negotiations;

- e. litigation or potential litigation, including matters before administrative tribunals, affecting the SSEA;
  - f. the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - g. a matter in respect of which the Board is authorized by another provincial statute to hold a closed meeting;
  - h. information explicitly supplied in confidence to the SSEA by Canada, a province or territory or a Crown agency of any of them;
  - i. a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the SSEA, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  - j. a trade secret or scientific, technical, commercial or financial information that belongs to the SSEA and has monetary value or potential monetary value; or
  - k. a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the SSEA.
- 4.8.3 A motion by the Board to close a Meeting or part of a Meeting to the public shall state:
- a. the fact of the holding of the closed Meeting; and
  - b. the general nature of the subject matter to be considered at the closed Meeting.
- 4.8.4 Where a Meeting or part of a Meeting is closed to the public, the Board shall request those persons not specifically invited to the closed Meeting to vacate the room in which the Meeting is being held.
- 4.8.5 A Meeting or part of a Meeting shall not be closed to the public during a vote except where permitted by law or where the Board deems that it is in the best interests of the SSEA to do so.
- 4.8.6 The Motion to rise from “Closed Meeting” shall include the time that the Board arose.
- 4.8.7 The Executive Director shall record without note or comment all resolutions, decisions and other proceedings at a Board Meeting when it is closed to the public.
- 4.8.8 Members shall ensure that confidential matters disclosed to them during Closed Meetings are kept confidential. Any breach of confidential matters disclosed during Closed Meetings shall be subject to the sanctions contained in the Board’s Code of Conduct.

#### **4.9 Quorum**

- 4.9.1 A quorum of the Board shall be as per the Letter of Agreement to Create a Joint Municipal Service Board signed by the participating municipal partners on March 26<sup>th</sup>, 2009.
- a. A quorum for meetings of the Board shall be a simple majority of the representatives of the Municipalities and each member shall have one vote on issues, provided that an issue on which there is a tie vote shall be deemed to be lost. The Chair shall not have an additional, casting vote in the event of a tie.
  - b. Where a quorum is present but the number of members who are disabled from participating in a meeting by reason of a declaration of conflict of interest is such that at that meeting the remaining members are not sufficient to constitute a quorum, then the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than two.
- 4.9.2 A quorum of an Advisory or Ad Hoc committee shall be a majority of the Members of said committee.
- 4.9.3 If a Quorum is not present within thirty (30) minutes after the time appointed for the Meeting, the Executive Director or designate shall record the names of the Members present and the Meeting shall stand adjourned until the date of the next Regular Meeting or other Meeting called in accordance with the provisions of this Procedural By-law.

#### **4.10 Education and/or Training Sessions**

- 4.10.1 An Education and/or Training Session of the Board shall not be deemed to be a Board Meeting and shall not be subject to the rules and regulations applicable to Meetings contained in this By-law.
- 4.10.2 The Board may decide at a Meeting open to the public to convene an informal gathering of its Members to receive and discuss information or advice of a general nature involving subject matters of interest to the Members, at a time and place designated at that time by the Board.
- 4.10.3 The Board, in deciding to convene an Education and/or Training Session, shall designate the general purpose or purposes for which the session is to be held.
- 4.10.4 An Education and/or Training Session may be held at any place designated by the Board at the time at which it makes its decision to convene the session.
- 4.10.5 All Board Members are entitled to attend the session, together with the designated staff or consultants retained by the SSEA, but the Board, in deciding to convene the session, may decide to exclude the public therefrom.

- 4.10.6 No motion, resolution, by-law, debate, agreement in principle, consensus, straw-vote, report, recommendation, or other action or decision may be proposed, discussed, decided upon, adopted, taken or made at an Education and/or Training Session.
- 4.10.7 The Executive Director (or SSEA staff designated as “Secretary” for the gathering) shall take notes describing, in general terms, each subject matter dealt with during the session and upon conclusion thereof, the notes shall be maintained as a public record under the control of the Executive Director which records shall not be subject to section 6(1)(b) of the Municipal Freedom of Information and Protection of Privacy Act, as amended.

#### **4.11 Public Notice of Meeting**

##### 4.11.1 Regular Meetings

- 4.11.1.1 Public notice of the Regular Meeting schedule for each month shall be posted on the SSEA Website no later than 10 business days prior to the commencement of the meeting.
- 4.11.1.2 Public notice of each regularly scheduled Meeting shall be deemed to be given by making the agenda available for viewing on the SSEA Website by 4:00 p.m. on the Friday preceding the regularly scheduled Meeting.

##### 4.11.2 Special Meetings

- 4.11.2.1 Notice of amendment to the Schedule of Regular Meetings shall be posted on the SSEA Website at least one week prior to the amended Meeting date where practicable to do so.
- 4.11.2.2 Notice of Special Meetings shall be posted at the SSEA Office, on the SSEA Website not less than twenty-four (24) hours before the time appointed for the Special Meeting.

##### 4.11.3 Emergency Special Meetings

- 4.11.3.1 Where an Emergency Special Meeting of the Board is held in accordance with Section 4.11.2 Notice of the Emergency Special Meeting shall be posted at the SSEA Office and on the SSEA Website, following the Meeting and shall indicate the nature of the business considered at the Emergency Special Meeting.

#### **4.12 Adjournment - Due Hour**

- 4.12.1 Regular or Special Meeting of the Board shall adjourn at the hour of 5:00 p.m., if in session at that time, and shall reconvene at such other day and time as the Board, by resolution, may direct. The meeting can continue past this time if the majority of the Members present agree and quorum still exists.

#### 4.13 Cancellation of Meeting

4.13.1 The Chair or the Vice-chair, in the Chair's absence, or the Executive Director, in the absence of both the Chair and Vice-chair, may cancel any Board Meeting if he/she is of the opinion that weather conditions or an emergency warrant. The Executive Director shall inform as many Members as he/she is able to reach, post on the SSEA website and social media sites and any persons that are scheduled to be in attendance.

4.13.2 Postponement of the Meeting shall not be for any longer than the next regularly scheduled Board Meeting.

### PART 5: AGENDAS AND MINUTES

#### 5.1 Board Meeting Agenda

5.1.1 The Executive Director shall cause to be prepared an electronic Agenda under the following headings for the use of the Members at the Regular Meetings:

- I. Welcome and Call to Order*
- II. Adopt Agenda*
- III. Declaration of Pecuniary Interest*
- IV. Approval of Past Minutes*
- V. Elections (January Meeting)*
- VI. Severn Sound Source Protection Authority Meeting*
- VII. Presentations*
- VIII. SSEA Business*
  - a. Quarterly Report*
  - b. Financial Report*
- IX. SSEA Corporate Administration Update*
- X. Announcements*
- XI. Correspondence*
- XII. Closed Session*
- XIII. Other Business*
- XIV. Adjourn*

5.1.2 The Agenda shall be placed on the SSEA Website no later than Friday by 4:00 p.m. preceding the commencement of the Regular Board Meeting in question.

5.1.3 The business of the Board shall be considered in the order as it appears on the Agenda, unless otherwise decided by a vote of the majority of the Members present and voting.



## **5.2 Meeting Minutes**

- 5.2.1 The Executive Director shall cause the Minutes to be taken of each Board Meeting whether it is closed to the public or not. These minutes shall include:
- a. the place, date and time of the Meeting
  - b. the name of the Presiding Officer or Officers and the record of attendance of the Members;
  - c. should a Member enter after the commencement of the Meeting or leave prior to adjournment, the time shall be noted
  - d. declarations of pecuniary interest;
  - e. the reading, if requested, correction and confirmation of the minutes prior to the Meeting;
  - f. all resolutions, decisions of the Meeting without note or comment.
  - g. The Minutes of each Meeting shall be presented to the Board for confirmation and approval at the next Regular Meeting of the subject Meeting type.
  - h. Where the Minutes have been delivered to the Members in advance of the Meeting, the Minutes shall not be read, and a resolution that the minutes be approved shall be in order.
  - i. Following approval of the Minutes, the Minutes shall be signed by the Chair and the Executive Director.
  - j. The Executive Director shall ensure that the Minutes of the last Regular and Special Meetings of the Board are posted on the SSEA website and prepared in accordance with Section 5.1.1 of this Procedural By-law.

## **PART 6: ORDER OF PROCEEDINGS - BOARD**

### **6.1 Call to Order**

- 6.1.1 As soon as a Quorum is present after the hour set for the holding of the Meeting, the Chair shall take their place and call the Members present to order.
- 6.1.2 If the Chair does not attend a Meeting within fifteen (15) minutes after the time set for the Meeting and a quorum is present, the Vice-chair shall preside over the Meeting and shall exercise all duties and responsibilities of the Chair as outlined in this Procedural By-law until the Chair is present at the Meeting and able to perform his/her responsibility as Chair.
- 6.1.3 If the Vice-chair is also not present within fifteen (15) minutes after the time set for the Meeting and a quorum is present, the Executive Director shall call the Meeting to order, and the Members present shall appoint a Presiding Member who shall act as Chair of the Meeting until the arrival of the Chair or Vice-chair, whoever is the first to arrive and is able to assume the chair.

## **6.2 Disclosures of Pecuniary Interest**

- 6.2.1 Where a Member, either on his/her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a Meeting at which the matter is the subject of consideration, the Member shall:
- a. prior to any consideration of the matter at the Meeting, disclose the interest and the general nature thereof;
  - b. not take part in any discussion of or vote on any question with respect to the matter; and
  - c. not attempt in any way before, during and after the meeting to influence the voting on any such question.
- 6.2.2 Where the Meeting is not open to the public, in addition to complying with the requirements of Section 6.2.1, the Member shall immediately leave the Meeting or part of the Meeting during which the matter is under consideration.
- 6.2.3 Where a Member is absent from a Meeting which includes a matter for which the Member has a pecuniary interest, the Member shall disclose this interest and otherwise comply at the first Meeting attended by him/her after the particular Meeting.

## **6.3 Presentations /Special Events**

- 6.3.1 At the request of a Board Member or the SSEA's staff, any person, organization, corporation, or appointed official may be permitted to address the Members to inform them of matters of significance to the SSEA provided that the request has been submitted to the Executive Director by 9:00 a.m. on the Tuesday in the week preceding the Meeting (9 working days prior to the meeting).
- 6.3.2 Presentations shall include only the following:
- a. civic recognition/awards;
  - b. presentations by SSEA staff or consultants retained by the SSEA;
  - c. presentations from senior levels of government.
- 6.3.3 Municipal audio/visual equipment may be used to assist in presentations, provided that permission has been obtained for the use of such equipment from the Executive Director at the time the presenter contacts the Executive Director to register for the meeting. The presentation material must be provided to the Executive Director at least by 9:00 a.m. on the Thursday preceding the Meeting.

## **6.4 Announcements**

- 6.4.1 During the announcement portion of the Meeting, Members may announce or comment on community events and activities when recognized by the Chair.

## **6.5 Delegations**

- 6.5.1 (see section 8)

## **6.6 Motions and Notices of Motion**

- 6.6.1 A Board Member may file a Motion to be placed on the Board Agenda with the Executive Director no later than 9:00 a.m. on the Tuesday of the week preceding the Board Meeting at which it is to be presented for consideration and dealt with.
- 6.6.2 A Board Member may file a Notice of Motion with the Executive Director no later than 9:00 a.m. on the Tuesday of the week preceding the Board Meeting at which it is to be presented, of which shall be deliberated at the next Regular Board Meeting.

## **6.7 Correspondence**

- 6.7.1 All Correspondence intended to be presented to the Board shall be legibly written or printed, shall not contain any impertinent or improper matter or language, shall identify the author(s) by name and municipal address and shall be filed with the Executive Director before it is presented to the Board.
- 6.7.2 Every item of Correspondence shall be delivered to the Executive Director no later than Tuesday at 9:00 a.m. of the week prior to the Meeting. The Executive Director at his/her own discretion, is delegated the authority to direct the item of Correspondence or a summary thereof to the appropriate Agenda. The Executive Director shall ensure that a summary of the content of the correspondence is prepared and included in the Agenda and a recommendation for disposal, being either "Receive for Information" or "Requiring Action" is assigned.
- 6.7.3 Notwithstanding Section 6.7.2, and at the discretion of the Executive Director, Correspondence received after 9:00 a.m. on the Tuesday preceding the Meeting, and being of an urgent nature or directly relevant to a matter on the Agenda for the Meeting, may be communicated to the Board by way of an Addendum to the Agenda including a summary of the content of the Correspondence item.
- 6.7.4 Upon presentation of a motion and prior to its approval, any item of Correspondence may be the subject of limited discussion. The Board may briefly discuss the matter and if consensus is reached, a revised recommendation may be presented.

## **6.8 Reports to the Board**

- 6.8.1 The Reports to the Board of the Board Agenda shall include any report that, due to timing, urgency, the important nature of the report and/or expediency, the Executive Director has determined should be considered by the Board via an Addendum.

## **6.9 By-laws**

- 6.9.1 No by-law, except a by-law to confirm the proceedings of the Board, or any by-law arising as the result of an order or decision of any quasi-judicial body, shall be presented to the Board unless the subject matter thereof has been considered by the Board and has been approved by the Board. The Executive Director shall prepare and include in the Board Agenda a summary of all By-laws, specifying the title of each By-law.
- 6.9.2 Every By-law, when introduced, shall be in typewritten form and shall contain no blanks, except such as may be required to conform to accepted procedure or to comply with the provisions of any Act, and shall be complete with the number and date to be affixed.
- 6.9.3 All by-laws shall be given first and second readings in a single motion, unless a Member wishes to discuss the contents of a specific by-law, at which time the subject by-law shall be removed from the motion and dealt with separately.
- 6.9.4 When the by-laws are reported with or without amendment, they shall be forthwith given third reading in a single motion at the same Meeting on the affirmative vote of the majority of the Members present and voting.
- 6.9.5 The Executive Director shall endorse on all By-laws enacted by the Board, the date of the several readings thereof.
- 6.9.6 Every By-law which has been enacted by the Board shall be numbered and dated, and shall be signed by the Chair, or his/her designate, and the Executive Director, and, thereafter, shall be retained under the control of the Executive Director.

## **6.10 Unfinished Business**

- 6.10.1 Any matters presented, considered, referred or tabled or any delegations not otherwise disposed of through the consideration of an Agenda matter or previous Agenda, shall be disposed of during this portion of the Meeting.

## **6.11 Other Business**

- 6.11.1 Items of business requiring the direction of the Board or a formal resolution will appear under this section in the Agenda. These matters should generally pertain to information items and can include Members' Reports on Advisory Committees. Any proposal to present a Motion must comply with Section 10 of this By-law.

## **6.12 Adjournment**

- 6.12.1 (see section See Section 10.16, Section 10.17 and Section 10.18)

## **PART 7: ORDER OF PROCEEDINGS**

### **7.1 Public Meetings**

7.1.1 Public Meetings shall be conducted in the following manner:

- a. the Chair shall state the purpose of the Public Meeting and shall explain to those present how the Public Meeting shall be conducted;
- b. a member of the SSEA staff and/or SSEA Consultant shall then address the Board to present the matter to the Board;
- c. if applicable, the applicant or agent who is present shall then make representation regarding the matter;
- d. Members of the Committee shall then be given the opportunity to ask questions or seek clarification regarding the matter; and
- e. members of the public shall then be permitted to make representation regarding the matter.

## **PART 8: DELEGATIONS AND PETITIONS**

### **8.1 Delegations**

8.1.1 There shall be no more than four (4) delegations, in total, scheduled for any Regular Board Meeting unless the Chair approves additional delegations no later than forty-eight (48) hours prior to the Regular Meeting.

8.1.2 Persons desiring to verbally present information on matters of fact or to make a request to the Board shall give notice, including specific details regarding the subject of their address to the satisfaction of the Executive Director no later than Tuesday at 9:00 a.m. of the week prior to the Meeting.

8.1.3 Notwithstanding Section 8.1.2, the Board may, at their sole discretion, entertain delegations with less notice as the circumstance may warrant with a two-thirds (2/3) majority.

8.1.4 Delegations shall be permitted to speak on a matter only once within a six (6) month period and shall be limited to speak for no more than ten (10) minutes and be so advised in advance of their delegations. An extension to speak may be decided, without debate, by a majority of Board Members present. Where a delegation consists of a group of three or more persons, the group may address the Board for no more than fifteen (15) minutes. Where a Delegation wishes to provide Members with written communication, including a petition, supporting the Delegation's comments, the communication shall be provided to the Executive Director and may be distributed to the Members at the discretion of the Executive Director.

- 8.1.5 SSEA audio/visual equipment may be used to assist in presentations, provided that permission has been obtained for the use of such equipment from the Executive Director at the time the presenter(s) contacts the Executive Director to register for the meeting. The presentation material must be provided to the Executive Director by 9:00 a.m. on the Thursday the week prior to the scheduled day of the Meeting.
- 8.1.6 No Delegation shall:
- a. speak disrespectfully of any person;
  - b. use improper language or unparliamentary language;
  - c. speak on any subject other than the subject for which they have received approval to address the Board; or
  - d. disobey the rules of procedure or a decision of the Board Chair.
- 8.1.7 Board Members shall be permitted to ask questions of delegates only to clarify their submissions or to elicit further information from them that is relevant to their submission.
- 8.1.8 The Board may refuse to hear delegations when, in the opinion of the Board, the subject of the presentation is beyond the jurisdiction of the SSEA.

## **8.2 Petitions**

- 8.2.1 Every petition intended to be presented to the Board, shall be legibly written or printed and shall not contain any impertinent or improper matter or language and shall be signed by at least one person and filed with the Executive Director.
- 8.2.2 Every petition shall be delivered to the Executive Director not later than Thursday at 9:00 a.m. of the week prior to the Meeting before the commencement of the Board Meeting and, if in the opinion of the Executive Director it contains any impertinent or improper matter or language, the Executive Director shall decide whether it should be included in the Agenda.

## **PART 9: RULES OF DEBATE AND CONDUCT**

### **9.1 Conduct of Board Members**

- 9.1.1 No Member shall:
- a. speak disrespectfully of the Reigning Sovereign, or of any Member of the Royal Family, or of the Governor-General, the Lieutenant-Governor of any Province, of any member of the Senate, the House of Commons of Canada or the Legislative Assembly of the Province of Ontario;
  - b. use offensive words or unparliamentary language or speak disrespectfully against the Board, against any Member or against any officer or employee of the Severn Sound Environmental Association;
  - c. speak on any subject other than the subject being debated;

- d. disobey the Rules of Procedure or a decision of the Chair, whoever is in the chair for the Meeting or a portion of the Meeting, on questions of Points of Order or procedure or upon the interpretation of the Rules of Procedure except where the ruling of the Chair is reversed by the Board pursuant to Section 10.13. If a Member persists in any such disobedience after having been called to order, the Chair shall forthwith order that Member to vacate the Chambers or room in which the Meeting is being held, but if the Member apologizes, he/she may, by majority vote of the Members, be permitted to retake his/her seat;
- e. speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, ethnic origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability; or
- f. where a matter has been discussed in a closed Meeting, and where the matter remains confidential, disclose the content of the matter or the substance of the deliberations of the closed Meeting to any person.

## **9.2 Address the Chair**

- 9.2.1 Any Member desiring to speak shall signify their desire to speak in such manner as the Chair may direct, and upon being recognized by the Chair, shall address the Chair, only.

## **9.3 Order of Speaking**

- 9.3.1 When two or more Members signify a desire to speak, the Chair shall recognize the Member who, in the opinion of the Chair, so signified first and next recognize in order the other Members.

## **9.4 Point of Privilege**

- 9.4.1 Where a Member considers that his/her integrity, the integrity of the Board as a whole, or the integrity of staff has been impugned, the Member may, on a Point of Privilege, rise with the consent of the Chair for the purpose of drawing the attention of the Board to the matter.
- 9.4.2 When a Member is permitted to raise such matter of privilege, it shall take precedence over other matters, but the Member shall not be permitted to enter into any argument or introduce any Motion related to the Point of Privilege.
- 9.4.3 When the Chair considers that the integrity of the Administrator or a Member of Staff has been impugned or questioned, the Chair may permit the Administrator or Staff to make a statement to the Board.
- 9.4.4 When a Point of Privilege is raised, it shall be considered and decided by the Chair immediately and the decision of the Chair under this section shall be final.

## **9.5 Point of Order**

- 9.5.1 When a Member desires to call attention to a violation of the Rules of Procedure, the Member shall ask leave of the Chair to raise a Point of Order and, after leave is granted, shall succinctly state the Point of Order to the Chair and the Chair shall then decide upon the Point of Order and advise the Member of the decision.

## **9.6 Appeal of Ruling of Chair**

- 9.6.1 With respect to a ruling on either a Point of Privilege or a Point of Order, if the Member does not appeal immediately thereafter to Council, the decision of the Chair shall be final.
- 9.6.2 If the Member wishes to appeal the decision of the Chair, he/she shall appeal immediately to the Board, otherwise the decision of the Chair is final.
- 9.6.3 If the decision is appealed, the Chair will give concise reasons for his/her ruling and will call a vote by the Board without debate on the following question: "Will the ruling be sustained?", and the decision of the Board is final. The Chair may vote on this question. In the event of a tie of votes, the ruling of the Chair shall be deemed to be sustained.

## **9.7 Members Speaking**

- 9.7.1 When a Member is speaking, no other Member shall pass between the Member and the Chair, or interrupt the Member except to raise a Point of Order.

## **9.8 Question Read**

- 9.8.1 Any Member may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a Member while speaking.

## **9.9 Speak Once – Reply**

- 9.9.1 No Member shall speak more than once to the same question without leave of the Board except that a reply shall be allowed to be made only by a Member who has presented the motion, but not by any Member who has moved an amendment or procedural motion in response to that motion.

## **9.10 Time Limited**

- 9.10.1 No Member, without leave of the Board, shall speak to the same question or in reply for longer than five (5) minutes.



## **9.11 Questions**

9.11.1 A Member may ask a question for the purposes of obtaining information relating only to the matter under discussion and such questions must be stated concisely and asked only through the Chair.

9.11.2 Notwithstanding Section 9.11.1 when a Member has been recognized as the next speaker, then immediately before speaking, such Member may ask a question through the Chair to any Member, the Executive Director or SSEA staff, concerning any matter connected with the business of the SSEA currently under discussion but only for the purpose of obtaining information, following which the Member may speak.

## **PART 10: MOTIONS**

### **10.1 Reading**

10.1.1 All motions must be introduced by a mover and a seconder before the Chair may put the question or motion on the floor for consideration. If no Member seconds the motion, the motion shall not be on the floor for consideration and therefore it shall not be recorded in the minutes.

10.1.2 When a motion is presented in a Meeting, it shall be read in its entirety before debate.

10.1.3 Notwithstanding Section 10.1.1, if a motion is printed in the Agenda as either a separate item or as part of a Report, it need not be read in its entirety unless requested to do so by a Board Member but shall be deemed as read for the purposes of introducing the Motion.

### **10.2 Withdrawn**

10.2.1 After a motion is properly moved and seconded, it shall be deemed to be in possession of the Board, but may be withdrawn by the mover at any time before decision or amendment.

### **10.3 No debate until properly moved and seconded**

10.3.1 No Member shall speak to any motion until it is properly moved and seconded, and the mover is entitled to speak first if the Member so elects. If debated, the question or motion may be read before being put.

### **10.4 Motion ruled out of order**

10.4.1 Whenever the Chair is of the opinion that a motion is contrary to these Rules of Procedure, the Chair shall rule the motion out of order.

## **10.5 Not within jurisdiction of the Board**

10.5.1 A Motion in respect of a matter which requires the exercise of a legislative power shall not be in order at a Board Meeting.

## **10.6 Motions Without Notice and Without Leave**

10.6.1 The following matters and motions may be introduced orally by a Member without written notice and without leave, except as otherwise provided by this Procedural By-law, and shall be decided without debate:

- a. a point of order or privilege;
- b. to adjourn;
- c. to table the question without directions or instructions;
- d. to suspend the Rules of Procedure;
- e. to divide the question;
- f. to refer (without instructions);
- g. question be now put; and
- h. to recess.

10.6.2 The following motions may be introduced orally by a Member without notice and without leave, except as otherwise provided by this Procedural By-law, and may be debated:

- a. to refer with direction (direction for referral only to be debatable);
- b. to table with instructions (instructions for tabling only to be debatable);
- c. to amend; and
- d. to rescind.

## **10.7 Priority of Disposition**

10.7.1 A motion properly before the Board for decision must be disposed of before any other motion can be received except a motion in respect of matters listed in Sections 10.6.1 and 10.6.2.

## **10.8 Motion to Amend**

10.8.1 A motion to amend:

- a. shall be presented in writing if requested by the Chair;
- b. shall relate to the subject matter of the main motion;
- c. shall not be received proposing a direct negative to the question; and
- d. shall be put to a vote in reverse order to the order in which the amendments are made.

10.8.2 Only one motion to amend an amendment to the original motion shall be allowed and any further amendment must be to the original motion.

### 10.9 **Question be now put**

10.9.1 A motion that the question be now put:

- a. is not debatable;
- b. cannot be amended;
- c. cannot be proposed when there is an amending motion under
- d. consideration, except for the purpose of moving that the
- e. amending motion be put;
- f. when resolved in the affirmative, requires that the question, motion, amending motion or motion as amended, whichever is under consideration be put forward immediately without debate or amendment;
- g. can only be moved in the following words, “that the question be now put”; and
- h. requires an affirmative vote of two-thirds (2/3) of the Members present and voting.

### 10.10 **Motion to refer or defer/postpone**

10.10.1 A motion to refer or to refer back or to defer or to postpone the question may include instructions respecting the terms upon which the question is to be referred or deferred or postponed.

10.10.2 A motion to refer or to refer back or to defer or to postpone the question shall not be debatable except where instructions are included, in which case, only the instructions shall be debatable.

10.10.3 A motion to refer or to refer back or to defer or to postpone the question may not be amended except where instructions are included, in which case, only the instructions may be amended in accordance with the provisions in Section 10.10.2.

### 10.11 **Motion to table**

10.11.1 A motion simply to table is not debatable except where instructions are included, in which case, only the instructions shall be debatable. Such motion cannot be amended.

10.11.2 A motion to table with some condition, opinion, or qualification added to the motion shall be deemed to be a motion to defer or postpone made under Section 10.10

10.11.3 The matter tabled shall not be considered again by the Board until a motion has been made to lift from the table the tabled matter at the same or subsequent Meeting.

10.11.4 A motion to lift a tabled matter from the table is not subject to debate or amendment.

#### **10.12 Motion to divide**

10.12.1 A motion containing distinct proposals may be divided and a separate vote shall be taken upon each proposal contained in a motion if decided upon by a majority vote of the Members present and voting.

#### **10.13 Motion to rescind**

10.13.1 A motion to rescind a previous action of the Board requires a majority vote of the Members present and voting provided that notice has been given at the previous Meeting or in the Agenda for the Meeting, and in case the aforesaid notice has not been given, the motion to rescind requires a two-thirds (2/3) vote of the Members present and voting.

10.13.2 A motion to rescind is not in order when action has been taken on the order of the Board of which it is impossible to revise. The part of an order of the Board which has not been acted upon, however, may be rescinded.

#### **10.14 Reconsideration**

10.14.1 A resolution, by-law or any question or matter (except one of indefinite postponement) which has been adopted previously by the Board may be reconsidered by the Board subject to the following:

- a. Only a Member who voted thereon with the majority may make a Motion to Reconsider;
- b. such motion must be supported by two-thirds (2/3) of the Members present and voting in favour of such reconsideration before the matter is re-opened for debate;
- c. debate on a motion to reconsider must be confined to reasons for or against the subject of the reconsideration;
- d. if a motion to reconsider is decided in the affirmative, such reconsideration shall become the next order of business, unless the motion calls for a future date, and debate on the question to be reconsidered may proceed as though it previously had never been voted on; and
- e. a vote to reconsider a particular matter or decision will not be considered more than once during the term of the Board.

#### **10.15 Motion to recess**

10.15.1 A motion to recess shall provide for the Board to take a short intermission within a Meeting which shall neither end the Meeting nor destroy its continuity and after which, proceedings shall immediately resume at the point where they were when interrupted.

10.15.2 A motion to recess is not debatable, but it is amendable as to the length of the recess and is not in order when another motion is on the floor.

#### **10.16 Motion to Adjourn**

10.16.1 A motion to adjourn is not debatable or amendable and shall always be in order except:

- a. when another Member is in possession of the floor;
- b. when a vote has been called;
- c. when the Members are voting; or
- d. when a Member has indicated to the Chair his/her desire to speak on the matter before the Board.

10.16.2 A motion to adjourn, if carried, without qualification, will bring a Meeting or session of the Board to an end.

10.16.3 A motion to proceed beyond the hour of 5:00 p.m.:

- a. shall not be amended or debated;
- b. shall always be in order except when a Member is speaking or the Members are voting; and
- c. shall require the support of two-thirds (2/3) of the Members present and voting.

### **PART 11: VOTING ON MOTIONS**

#### **11.1 Voting**

11.1.1 Immediately preceding the taking of a vote on a motion, the Chair may state the question in the form introduced and shall do so if required by a Member.

11.1.2 After a question is finally put by the Chair, no Member shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.

11.1.3 Every Member present at the Meeting, when the question is put, shall vote thereon unless disqualified under the Municipal Conflict of Interest Act to vote on the question.

11.1.4 Except where the Member is disqualified under the Municipal Conflict of Interest Act from voting, if a Member does not vote when a question is put, that Member shall be deemed to have voted in the negative.

11.1.5 A Member not in their seat when the question is called by the Chair is not entitled to vote on that question.

11.1.6 Each Member has only one vote.

11.1.7 The Chair shall announce the result of every vote.

## **11.2 Unrecorded Vote**

11.2.1 The manner of determining the decision of the Board on a motion shall be at the direction of the Chair and may be by voice, show of hands, standing, or otherwise.

## **11.3 Recorded Vote**

11.3.1 Immediately preceding or after the taking of a vote on a motion, a Recorded Vote may be requested by a Member at which time each Member present, except a Member who is disqualified from voting by any Act, shall announce his/her vote openly and the Executive Director shall record his/her name and his/her vote on the question.

11.3.2 The order in which Members, present and voting, vote on Recorded Votes shall be:

- a. Members (in alphabetical order of surname);
- b. Vice-chair; and
- c. Chair

11.3.3 If, during the Recorded Vote, any Member present and eligible to vote refuses to vote, the Member shall be deemed and recorded as voting against the question.

## **11.4 Polling by Electronic Means**

11.4.1 There may be occasion where it is not reasonable or possible to call a special meeting between regularly scheduled Board meetings. At the discretion of the Chair and Executive Director the Board may provide for electronic and/or conference call participation, if technology is available. This procedure should be used only in time-limited situations or exceptional circumstances and not be used to conduct regular Board business.

11.4.2 The Chair can authorize the Executive Director to conduct a vote electronically (such as via e-mail/doodle poll). The Executive Director must ensure that all directors and officers of the board have access to adequate information about the motion upon which they are being asked to vote.

11.4.3 E-mail votes are appropriate when the items in question can be considered as any of the following:

- a. not controversial
- b. routine and do not require extensive background and explanation
- c. extremely time sensitive and may have serious consequences for the association.

## **11.5 Electronic Voting Procedures**

11.5.1 When the Board Chair is confident that circumstances of urgency require a vote and a special meeting of the Board is not reasonable, the Chair or designate may authorize the Executive Director to facilitate a vote via electronic mail.

- 11.5.2 As directed by the Chair, the Executive Director shall prepare background information on the issue at hand to ensure all Board members are fully informed. The Executive Director will also prepare an electronic ballot.
- 11.5.3 The background information and ballot shall be emailed to all Board members. Board members must acknowledge that they have received the ballot. The subject line of the email message shall include the words “**Board Decision Required**”. A timeline for response shall be indicated in the message. The Executive Director will make it clear when the voting begins and when voting ends (i.e. 72 hours).
- 11.5.4 The motion must have a mover and seconder indicated in an email response to all board members. Mover will be considered the first to respond “in favour” or “yay”, seconder the second to respond “in favour” or “yay”
- 11.5.5 Each Board member should respond as follows: I am IN FAVOUR or “yay” of this motion OR I am OPPOSED “nay” to this motion OR I ABSTAIN from this motion.
- 11.5.6 Email responses are to be sent to all board members (“reply all”) so that all Board members may see how they have voted. If a voting platform (doodle poll) was used than the Executive Director will provide the full voting results with names this will be specified in the message.
- 11.5.7 If a motion is defeated because too few Board members have cast ballots, those persons not responding will have no vote counted and will be considered “absent” from the vote. A motion cannot be considered “passed” simply in absence of votes. In the case where the number of votes received does not constitute a quorum, the vote counting can be extended in 48-72 hour periods until such a time a quorum is reached. If quorum is still not reached, the motion is withdrawn and no decision will have been made.
- 11.5.8 Upon expiry of the specified time, the Executive Director shall verify that all votes came from the email addresses identified by the active Board members. The Executive Director will then count the ballots and advise the Chair of the outcome of the vote. When the Chair is satisfied that the Board’s requirements for voting have been met, the Executive Director shall advise all Board members of the outcome of the vote by email.
- 11.5.9 The Chair will then authorize the Executive Director to act in accordance with the result of the vote.
- 11.5.10 The Executive Director shall retain copies of all correspondence and ballots related to the vote for a period that complies with the retention policy established for its records management system.
- 11.5.11 The motion, regardless of the outcome of the email vote, shall be brought forward at the next meeting of the Board for ratification and for inclusion in the minutes.

**PART 12: CONDUCT OF THE AUDIENCE**

**12.1 Audience Decorum**

12.1.1 Members of the public who constitute the audience in the Chamber/meeting room, or other such place where a Meeting is held in accordance with Section 4 of this Procedural By-law, during a Meeting shall respect the decorum of the Board, maintain order and quiet and may not:

- a. address the Board without permission;
- b. interrupt any speaker or action of the Members or any person addressing the Board;
- c. speak out;
- d. applaud;
- e. behave in a disorderly manner; or
- f. make any noise or sound that proves disruptive to the conduct of the Meeting.

12.1.2 Placards, signs, posters, etc. or any advertising devices shall not be permitted in the Chambers, or any other location in which the Board may conduct their business.

**12.2 Consequences to Disruption**

12.2.1 The Chair may request that a member or members of the public vacate the Chambers or any other location in which the Board may conduct their business if their behaviour is deemed to be disruptive to the business at hand.

**PART 13: ADMINISTRATION**

**13.1 This By-law shall be administered by the Executive Director.**

**13.2 This By-law shall come into full force and effect on the 30<sup>th</sup> day of January, 2020.**

**READ A FIRST, SECOND and THIRD time and finally passed on the January 30, 2020.**

*Original signed by*

*Original signed by*

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**Steffen Walma, Chair**

**Julie Cayley, Executive Director**