



## **POLICY AND PROCEDURE**

replaces BY-LAW NO. 2001-1

### **SECTION 1:      DIRECTORS/REPRESENTATION:**

As stated in the Constitution, the OBIAA Board recognizes that there are geographical and population concerns when formulating the Board; and when accepting nominations for the Board, the current Board will strive to fulfill the Board positions with stakeholders and managers from across Ontario.

### **SECTION 2:      VACANCIES ON THE BOARD OF DIRECTORS**

In the event a seat becomes vacant on the Board of Directors, more than 90 days before the next Annual General Meeting, the OBIAA Board shall appoint a (eligible) person who has consented to accept the office of member of the Board of Directors. When the vacancy occurs within 90 days of the AGM, no appointment will be made.

Notification of a vacancy shall be made to the general membership either by way of a newsletter, email, or a posting on the OBIAA Website. Interested members shall notify the office of OBIAA, in writing, within fifteen (15) days of being notified of the vacancy of their interest.

If more members than the number of vacancies are nominated, the Board of Directors shall elect new Directors by way of a vote. The nominee(s) who receive the most votes will assume the position(s). Telephone interviews may also take place to gather more information about the individual and their BIA's support to become a director, prior to a vote being taken.

The new director will serve out the term of the vacancy, and if agreeable allow his/her name to stand for a further term of office.

Should the vacancy occur directly after a Board of Directors Meeting, the appointment can be done through conference call to which all Directors have access or by email concurrence of the nominee(s) selected by the Executive. This selection must be ratified by a motion at the next Board Meeting.

If at all possible, a nominee should be from an area and size not already represented on the Board of Directors.

### **SECTION 3:      FINANCES**

**BUDGETING** - The Board of Directors shall annually approve an estimated budget and remain fiscally responsible.

**SIGNING OFFICERS**—Contracts, documents or any instruments in writing, which are required to be signed by the Association, shall be signed by any two of the Signing Officers.

A financial report is to be provided at each meeting by the Treasurer for all expenditures and receipts. The financial report will be reviewed and approved by a resolution at each Board meeting.

**AUDIT**—There shall be an annual audit of the accounts of the Association by an auditor appointed by the membership at each Annual General Meeting who shall not be a member of the Association.



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The Auditor or auditors, so appointed, shall hold office until the next Annual General Meeting, and if an appointment is not then made, shall continue in office until a successor is appointed.

The remuneration of the auditor or auditors shall be fixed by the Directors.

The report of the auditor or auditors to the members shall be presented at the Annual General Meeting and shall be open to inspection by any member.

The auditor or auditors shall be given notice of any Annual or Special General Meeting of the members in the same manner in which members of the Association are given notice and shall have the right to attend, at their expense, any Annual General Meeting or any Special General Meeting of the members at which financial statement of the Association is to be discussed, for the purpose of explaining the statement or any part thereof.

### **SECTION 4: PROFESSIONAL CONDUCT**

The Board Members and Staff of the Ontario Business Improvement Area Association (OBIAA) accept these rules as a desirable method of achieving increased professional status for the Association. These rules are based on principles that the members accept as necessary for maintaining the high standards of behaviour to which the membership adheres.

1. Approach all board decisions with an open mind and be prepared to make the best decisions for the Association.
2. No member of the Association shall commit any offence or serious misconduct pertaining to the funds and/or property of the Association.
3. No member shall disclose to others or use to further personal interests, confidential information acquired in the course of conducting official duties.
4. Not speak on behalf of the Association without full support of the Board.
5. No member shall be guilty of serious and improper action in the performance of his or her duties that brings discredit and/or embarrassment to other members of the Association as well as the Association.
6. Should a violation, of any of the above occur, the member of the board may be asked to resign.