

**GABRIOLA FIRE PROTECTION IMPROVEMENT DISTRICT
BYLAW NO. 97**

A Bylaw to establish the procedure for the calling of meetings of the board and for the conduct of its business.

The Trustees of the Gabriola Fire Protection Improvement District **ENACT AS FOLLOWS:**

DEFINITIONS

1. In this Bylaw,

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

“Corporate Officer” 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.

INAUGURAL MEETING

2. The inaugural meeting of the board in each year must be held after, but not later than 30 days after, the date in the year on which the annual general meeting has been held.
3. The time and place of the inaugural meeting in each year must be set by the Corporate Officer, or by a majority of the trustees.
4. The inaugural meeting shall be chaired by the Corporate Officer or a trustee until such time as the chair has been elected. The Corporate Officer or trustee shall act as the chair only for the purpose of conducting the election.
5. The Corporate Officer officer or a trustee shall call for nominations for the position of chair at the inaugural meeting of the board. The trustee with the highest number of votes shall be declared elected as chair.

NOTICE OF BOARD MEETINGS

6. Public notice of board meetings are posted on the Gabriola Fire website under the Trustee section.

NOTICE OF ANNUAL GENERAL MEETING

7. Public notice of the date, time, location, and agenda of the annual general meeting must be given at least 14 days in advance by an advertisement in the local newspapers.

ATTENDANCE OF PUBLIC AT MEETINGS

8. 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.

9. The annual general meeting must be open to all members of the public.

MEETING MINUTES

10. Accurate minutes of all regular board meetings, special board meetings and the annual general meeting 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.
11. The minutes of all board meetings are available to the public except for those meetings or parts of meetings that are closed to the public.
12. The Corporate Officer must maintain the minutes of Board Meetings and keep them safe, and post them on the Gabriola Fire website under Trustee.

OPENING PROCEDURES

13. As soon after the time appointed for the meeting, the chair will call the meeting to order. If the chair does not attend within 5 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.
14. If there is no quorum within 10 minutes after the time appointed for the meeting, the Corporate Officer must record in the minutes the names of the trustees present and that the meeting did not convene. A quorum will consist of four of the seven trustees.

AGENDA

15. Prior to each board meeting, the agenda must be prepared by the Corporate Officer and/or the chair and given via email or by hard copy to the trustees 7 days prior to the meeting. The delivery requirement may be waived by unanimous consent of the trustees.
16. The board must not consider any matter not listed on the agenda unless a new matter for consideration is properly introduced as a late item pursuant to section 18 of this bylaw.

ORDER OF PROCEEDINGS AND BUSINESS

17. Immediately after the chair has called the meeting to order, the minutes of the preceding board meeting are presented so that any errors or omissions may be corrected. Should a board member not have received a copy of the minutes prior to the meeting, suitable time must be given for him/her to read them.
18. The agenda for the regular board meetings is as follows unless otherwise directed by two-thirds of the board members present at the meeting.
 - a. **Minutes of previous regular meeting** are distributed by Corporate Officer, read by the Trustees and moved, seconded and voted upon for adoption.
 - b. **Correspondence** Corporate Officer reports on pertinent correspondence sent and received.

- c. **Financial Report** on financial activities and any other information deemed pertinent since the last report is distributed by Corporate Officer, read by the Trustees and moved, seconded and voted upon for adoption.
Committee reports on activities.
 - d. **Guest speakers** (if any) make their presentations.
 - e. **Fire Chief Report** on fire department activities and equipment and unexpected requests for purchases and projects (to be discussed under new business).
 - f. **Old Business** arising from the previous minutes or reports is discussed and resolved whenever possible.
 - g. **New Business** arising from correspondence, the various reports, or other questions are discussed and resolved whenever possible or referred to a committee to deal with the matter.
 - h. **Late items/other matters/comments** deemed for **the good of the organization**
 - i. **Adjournment**
19. An item of business not included on the agenda must not be considered unless introduction of the late item is approved by the board at the time allocated on the agenda for late items. Information pertaining to late items must be distributed to the board members.

VOTING ON QUESTIONS

20. If a board member believes that he or she had 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.
21. If a board member refrains from voting when a question is put, for any reason other than that referred to in Section 20, he/she must be deemed to have voted in the affirmative and their vote will be counted accordingly.
22. 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.
23. 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 duty of the chair to so declare. The names of those who vote for and against the question must be entered upon the minutes whenever requested by a board member.

24. When the questions under consideration contains distinct propositions, upon request of any trustee, the vote upon each proposition can be taken separately.
25. The following procedures apply to voting at board meetings:
 - a. when debate on a matter is closed the chair must put the matter to a vote of the board members;
 - b. when the board is ready to vote, the chair must put the matter to vote by stating: “Those in favour raise your hands” and the “Those opposed raise your hands.”
 - c. when the chair is putting the matter to a vote under paragraphs (a) and (b) a trustee must not: cross or leave the room; make a noise or other disturbance; or interrupt the voting procedure under paragraph (b) unless they are raising a point or order;
 - d. after the chair finally puts the question to a vote under paragraph (b), a trustee must not speak to the question or make a motion concerning it;
 - e. the chair’s decision about whether a question has been finally put is conclusive;
 - f. whenever a vote on a matter is taken, each board member must signify their vote by raising their hand; and
 - g. the chair must declare the result of the voting by stating that the question is decided in either the affirmative or the negative

DELEGATIONS

26. 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 Corporate Officer and/or chair 7 days prior to the meeting. Each address may be limited to 10 minutes unless a longer period is agreed to by the unanimous vote of the board members present.
27. Where written application has not been received as prescribed in section 26, an individual or delegation may address the meeting if approved by the unanimous vote of the board members present.
28. The Corporate Officer may schedule delegations to another board meeting or advisory body as deemed appropriate according to the subject matter of the delegation.
29. The Chairman and/or Corporate Officer 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 Chairman and/or Corporate Officer’s decision, the information must be distributed under separate cover to the board for its consideration.

RULES OF CONDUCT AND DEBATE

30. Every trustee must address the chair before speaking to any question or motion. Trustees must address the chair as “Mr.” or “Madam” Chair and refer to each other as “Trustee”. No trustee may speak more than once to the same question without leave of the trustees, except in explanation of a material part of their speech which may have been misconceived, and in doing so they may not introduce any new matter.

31. No board member may interrupt a member who is speaking except to raise a point of order.
32. 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.
33. 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. The decision of the chair as to whether the question has been finally put is conclusive.
34. A board member may speak to a question, or may speak in reply, for longer than a total time of 5 minutes only with the permission of the board.

MOTIONS

35. 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.
36. A motion that has been seconded must be read by the chair or Corporate Officer before debate if requested.
37. When a question is under consideration, no motion will be received except for the following to:
 - a. refer to committee
 - b. amend
 - c. lay on the table
 - d. postpone indefinitely
 - e. postpone to a certain time
 - f. move the previous question
 - g. adjourn
38. The seven motions listed in section 37, above, have precedence in the order in which they are named, and the last five are neither amendable nor debatable.
39. A board member may, without notice, move to amend a motion that is being considered at a meeting.
40. An amendment may propose removing, substituting for, or adding to the words of an original motion.
41. Amendments to a motion must be decided before the main question is put to a vote. Only one amendment is allowed to an amendment.

42. An amendment that has been defeated by a vote of the board cannot be proposed again.
43. A motion to commit the subject matter to a committee, until it is decided, precludes all amendments of the main question.
44. 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.

POINTS OF ORDER

45. The chair will preserve order and decide all points of order which may arise, but subject to an appeal of the other trustees present.
46. 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 name of the trustees voting for or against the questions "Shall the chair be sustained?" will be recorded on the minutes.
47. 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.
48. 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

49. 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.
50. The provisions of a bylaw may be debated upon second reading and third 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.
51. Bylaws must be sealed with the seal of the improvement district, and signed by the Corporate Officer and by the chair of the meeting at which the bylaw is passed.
52. The Corporate Officer must maintain all bylaws and keep them safe. Bylaws must be available to the public.

STANDING AND SELECT COMMITTEES

53. The board may establish standing and select committees. The chair of a committee will be determined by the chair, or a majority of the trustees, or by a majority of the committee members.
54. The quorum for a committee is a majority of all of its members.
55. A motion made at a meeting of a committee is not required to be seconded.
56. Standing committees must consider, inquire into, report, and make recommendations to the board about matters that are related to the general subject indicated by the name of the committee and matters that are assigned by the board.
57. Standing committees must report and make recommendations to the board when required by the board, or at the next board meeting, if a time is not specified.
58. Select committees must consider, inquire into, report and make recommendations to the board about the matter(s) referred to the committee by the board.
59. Select committees must report and make recommendations to the board at the next board meeting unless the board specifies a different date and time. Upon completion of its assignment, a select committee is dissolved, unless decided other by the board.
60. Notice of select and standing committee meetings must be given by the chair of the committee to the committee members by giving notice in writing or by other means 24 hours in advance of the meeting.
61. Accurate minutes of all committee meetings must be legibly recorded. The minutes must be adopted with such corrections as necessary by a majority of committee members at the following meeting before being certified as correct by the chair of the committee meeting or the chair presiding at the following meeting.
62. The minutes of all meetings must be open to public inspection except for those meetings or parts of meetings that are closed to the public.
63. The Corporate Officer must maintain the minutes of the meetings and keep them safe.
64. In conducting its business, all standing and select committees must adhere as far as possible to the rules established in these bylaw governing board meetings.

ELECTRONIC MEETINGS:

65. For the purposes of this section, electronic participation in a meeting means participating by use of telephone communications or by voice over Internet Protocol that:

- (a) enables members of the public to hear participation of Trustees during that part of the meeting that is open to the public,
 - (b) enables the meeting Participants to hear and speak with each other,
 - (c) a Trustee participating electronically is deemed to be present,
 - (d) a Trustee may participate in a meeting that has already been called to order,
 - (e) there will be no change in voting procedures if there is electronic participation,
 - (f) only a trustee who is physically present may preside at a meeting.
66. If there is an interruption in the communications link to a Trustee participating electronically those Trustees present at the meeting may:
- (a) decide to have a short recess to allow reestablishment of the link,
 - (b) continue the meeting and treat the interruption as if a Trustee who is physically present left the room.
67. If this loss of communication results in the loss of a quorum the meeting will be deemed adjourned and the item under discussion shall be added to the next agenda
68. A Trustee may participate in a meeting electronically:
- (a) if they are absent from the island,
 - (b) for health reasons,
 - (c) with the permission of the Corporate Officer and the Chair.
69. A Trustee participating in a meeting using an electronic format shall notify the Corporate Officer:
- (a) at least 72 hours prior to the meeting,
 - (b) provide the Corporate Officer with information as to the most efficient means to receive the agenda and/or any other information relevant to the meeting,
 - (c) only 2 trustees may participate electronically in a meeting.
70. The Corporate Officer shall:
- (a) provide the agenda and any other information relevant to the meeting to any trustee participating electronically,
 - (b) if more than 2 trustees wish to participate electronically then the Corporate Officer shall conduct a lottery to see who may attend,
 - (c) ensure any fees incurred as a result of electronic participation are paid by the GFPID,
 - (d) if the Corporate Officer cannot supply a trustee participating electronically with all documentation/information prior to the meeting the Chair shall be notified.
71. The Chair of any meeting where there is electronic participation will ensure those participating electronically have received all relevant document/information.
- (a) if a trustee participating electronically has not received all relevant documentation/information the chair will have the missing information read aloud.

72. Despite sections 65(f), 68(c) 69(c) 70(b) above, in the event of a health, environmental or safety emergency, where it is not possible to have a quorum or the Chair or Corporate Officer physically present for a meeting, all or any portion of the members may participate in a meeting by means of electronic or other communication facilities, so long as they comply with the remaining requirements of this Section
73. The AGM may be held electronically during extraordinary circumstances, including but not limited to natural disaster or pandemic.

UNPROVIDED CASES

74. In all situations not provided for in this bylaw regarding the proceedings of a meeting, the Robert's Rules of Order apply to the proceeding to the extent that those Rules are applicable in circumstances and are not inconsistent with the provisions of this bylaw or the Local Government Act
75. That the Gabriola Fire Protection District Bylaw 76 cited as "Meeting Procedure Bylaw" passed by the Board of Trustees on the 4th Day of June 2008 is hereby repealed in its entirety.

This Bylaw may be cited as the "**Meeting Procedures Bylaw 2021**".

INTRODUCED and given first reading by the Trustees on April 7th, 2021

SECOND READING given by the Trustees on April 7th, 2021

RECONSIDERED and finally passed by the Trustees on the April 7th , 2021