



Maitland Valley Conservation Authority

Administrative By-Law

Approved September 19, 2018

Best Management Practices (BMP) and Administrative By-Law

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I. Administrative By-Law

Introduction

Maitland Valley Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the following Participating Municipalities:

- Township of Howick
- Township of North Huron
- Town of Goderich
- Municipality of Morris-Turnberry
- Municipality of North Perth
- Township of Wellington North, Townships of Mapleton, Town of Minto
- Township of Huron-Kinloss, Municipality of South Bruce
- Municipality of Central Huron
- Municipality of Huron East
- Township of Ashfield-Colborne-Wawanosh
- Municipality of West Perth, Township of Perth East

Vision – Working for a healthy environment (as outlined in MVCA Board Manual 2018).

Mission – Providing leadership to protect and enhance local water, forests and soil (As outlined in MVCA Board Manual 2018).

The Members of the Conservation Authority form the Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1). See Appendix 4 for the listed Powers of Authorities.

A. Definitions

“**Authority**” means the Maitland Valley Conservation Authority.

“**Act**” means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27

“**Chair**” means the Chairperson as referenced in the Act as elected by the Members of the Authority.

“**Fiscal Year**” means the period from January 1 through December 31.

“**General Manager**” means the General Manager of the Authority, and which may, by resolution of the Authority, include the responsibilities of the Secretary Treasurer if so designated by resolution of the Authority.

“**Membership**” means all of the Members, collectively.

“**Levy**” means the amount of costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

“**Majority**” means half of the votes plus one.

“**Members**” shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction.

“**Non-matching Levy**” means that portion of an Authority’s levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

“**Officer**” means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s), the General Manager and the Secretary-Treasurer (or the General Manager-Secretary Treasurer, if applicable).

“**Participating Municipality**” means a municipality that is designated by or under the Act as a participating municipality in a conservation authority.

“**Pecuniary Interest**” includes the financial or material interests of a Member and the financial or material interests of a member of the Member’s immediate family.

“**Secretary Treasurer**” means Secretary Treasurer of the Authority with the roles specified in the Act.

“**Staff**” means employees of the Authority as provided for under Section 18(1) of the Act.

“**Vice Chair**” means the Vice-Chairperson as elected by the Members of the Authority. If a first and second Vice Chair are elected, they shall be called First Vice Chair and Second Vice Chair.

“**Weighted Majority**” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

B. Governance

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Maitland Valley Conservation Authority may appoint Members in accordance with Section 14 of the Act.

Appointed Members must reside in a Participating Municipality within the Authority's area of jurisdiction and may include citizens as well as elected members of municipal councils.

Collectively, the appointed Members comprise the Authority, and for the purposes of this by-law are also referred to as the Membership.

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The Secretary Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

c) Powers of the Membership

Subject to the Act and other applicable legislation, the Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law model, the powers of the Membership include but are not limited to:

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a General Manager-Secretary Treasurer;
- iii. Terminating the services of the General Manager-Secretary Treasurer;
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the General Manager-Secretary Treasurer;
 - ii. The power to raise money, and
 - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;

- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act, including the delegation of this responsibility to the General Manager-Secretary Treasurer, Flood and Erosion Safety Coordinator, Environmental Planner-Regulations officer and Resource Planner-Regulations Officer for applications that meet the authority's policies.
- xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister of Natural Resources and Forestry through the Mining and Lands Tribunal;

d) Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

If any part of the by-law conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails.

f) Relationship Between Members and Staff

The Membership relies on the General Manager-Secretary Treasurer to manage the operations of the organization, including all employees of the Authority. The General Manager-Secretary Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority.

The Chair, 1st Vice Chair and 2nd Vice Chair will conduct an annual performance evaluation of the General Manager-Secretary Treasurer in December of each year.

2. Officers

The Officers of the Authority, and their respective responsibilities, shall be:

Chair

- Is a Member of the Authority;
- Presides at all meetings of the Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

Vice Chair(s)

- Is/are a Member(s) of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

General Manager-Secretary Treasurer

- Is an employee of the Authority;
- Is delegated the complete operation of the Authority by the board;
- Is responsible for the operation of the Authority within the guidelines established by the Staff Limitations policies;
- Can make decisions, which are consistent with any reasonable interpretation of authority policies related to Ends and Staff Limitations;
- Will not cause or allow any organizational practice, activity, decision or circumstance that is unlawful, imprudent or in violation of commonly accepted business and professional ethics;
- Will not cause or allow conditions, procedures or decisions which are unsafe, untimely, disrespectful or unnecessarily intrusive;
- With respect to treatment of paid and volunteer staff, he or she will not allow unfair, discriminatory, undignified, disrespectful, unsafe, disorganized or unclear conditions;
- Will operate with written personnel policies and procedures clarifying expectations for staff and protecting against wrongful conditions (e.g. harassment, nepotism and grossly preferential treatment for personal reasons);
- Will not change their own compensation and benefits, except as those benefits are consistent with a package for all other employees;
- Will not establish compensation and benefits that deviate materially from the geographic or professional market for the skills employed;
- Will not expend funds beyond the approved budget allocations without informing the Membership;
- Will not allow receivables and payables to accumulate in an untimely manner;
- Will ensure the Authority, Members, staff and volunteers are insured against theft, fire and casualty losses to a prudent replacement value and against liability losses;
- Will not unnecessarily expose the Authority, its Members or staff to claims of liability;

- Will not endanger the Authority's public image, credibility or its ability to accomplish Ends;
- Will inform and support the Membership in its work;
- Will not present information to the Membership in unnecessarily complex or lengthy form;
- Will not favour or privilege certain Members over others, except when (a) fulfilling individual requests for information, or (b) responding to officers or committees duly charged by the Membership;
- Where unavailable or out of contact from the workplace for more than five (5) consecutive working days, the General Manager-Secretary Treasurer will designate a Management Team comprised of the Coordinators of each service area and inform the Chair and Vice Chair of the appointment and the period of absence;
- In the event of an unexpected or sudden loss of the General Manager-Secretary Treasurer, the Management Team will take on the duties of the General Manager-Secretary Treasurer.

3. Absence of Chair and Vice Chair(s)

In the event of the absence of the Chair and Vice Chair(s) from any meeting, the members shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

4. Maximum Term for Chair and Vice Chair(s)

All elected officers shall hold one office no longer than five consecutive years. In the event that the 1st Vice Chair or 2nd Vice Chair of the Authority completes a portion of a term of office for a Chair, the completion of that term of office shall not be considered as part of the Vice Chair's maximum term as Chair.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Representatives to Council will be appointed annually when other committee appointments are determined.

6. Election of Chair and Vice Chairs

The election of the Chair and one or more Vice Chairs shall be held at the annual meeting of the Authority in February in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

7. Appointment of Auditor

The Membership shall appoint an auditor for the coming year at the annual meeting accordance with Section 38 of the Act.

8. Appointment of Financial Institution

The Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the March meeting of the Authority in each year.

9. Appointment of Solicitor

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by resolution at the March meeting of the Authority in each year.

10. Financial Statements and Report of the Auditor

The Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the March meeting of the Authority in each year.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister of Natural Resources and Forestry in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public. Audited financial statements will be included on the Authority's website.

11. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution by March 31 of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

12. Levy Notice

The levy due to the Authority from participating municipalities shall be communicated to those municipalities in accordance with the Act and any applicable Regulations.

13. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority, as follows:

The signing officers of the Authority shall be the Chair, the 1st Vice Chair, the General Manager-Secretary Treasurer and the Administrative-Financial Services Coordinator, whose signatures shall be required as set out in the following sections.

- a. All deeds, transfers, assignments, contracts and obligations entered into by the Authority must be signed by either the Chair or the 1st Vice Chair of the Authority and by either the General Manager-Secretary Treasurer or the Administration-Financial Services Coordinator.
- b. The signing officers are empowered to sign such documents are necessary for works approved by the Authority.
- c. For the above purposes the signing officers are empowered to arrange for the borrowing of the funds necessary for the approved projects and programs of the Authority at the current interest rate.

Signing authority that was authorized by any previous Administration Regulation or By-law is superseded by this by-law.

Note: Purchasing Policies are included in MVCA's Personnel Policies and Procedures.

14. Advisory Boards and Other Committees

In accordance with Section 18(2) of the Act, the Authority shall establish such advisory boards as required by regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

Each advisory board or committee shall report to the Membership, presenting any recommendations made by the advisory board or committee.

The dates of all advisory board and committee meetings shall be made available to all Members of the Authority.

Standing advisory boards and committees that must be appointed include the Land Acquisition Committee.

15. Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the General Manager-Secretary Treasurer. In addition, an honorarium may be approved by the Authority for the Chair and 1st Vice Chair as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day. If a quorum of Members is not formed to hold a meeting, the meeting and per-diem rate shall be paid to those in attendance.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

16. Records Retention

The Authority shall keep full and accurate records including, but not limited to:

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the Membership from time-to-time.

17. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA). The Membership delegates all powers and duties under MFIPPA to the General Manager-Secretary Treasurer.

18. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being followed. This review shall be completed every four years.

19. By-law Available to Public

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

20. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*.

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality shall be notified of the outcome of the investigation.

21. Indemnification of Members, Officers and Employees

The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

- such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities, and,
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer, Volunteer or Employee had reasonable grounds for believing that the conduct was lawful as determined by the membership.

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable

1. Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order shall be binding.

The Authority may choose to conduct its business as a committee of the whole.

2. Notice of Meeting

The Membership shall approve a schedule for regular meetings in advance. The General Manager-Secretary Treasurer shall send Notice of regular meetings to all Members at least six calendar days in advance of a meeting. Notice of all regular or special meetings of the Membership or its committees shall be made available to the public as soon as possible after its delivery to Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the General Manager-Secretary Treasurer seven calendar days prior to the scheduled meeting.

The chair may, at their pleasure, call a special meeting of the Authority as necessary on three calendar days notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the Membership and Executive Committee, if applicable, shall be open to the public.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law.

4. Agenda for Meetings

Authority staff, under the supervision of the General Manager-Secretary Treasurer, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

- Presentations/Delegations;
- Business Requiring Direction/Discussion;
- Consent Agenda;

- Chair/Members Report.

The agenda for special meetings of the Authority shall be prepared as directed by the Chair.

Agendas for meetings shall be forwarded to all Members at least six calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

5. Quorum

At any meeting of the Membership, a quorum consists of six of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any Executive Committee (if applicable), advisory board or committee meeting, a quorum consists of one-half of the Members of the Executive Committee (if applicable), advisory board or committee.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law.

Where the number of Members who are disabled from participating in a meeting due to the declaration of a conflict of interest is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

6. Order of Business

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a majority of those Members present.

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

7. Debate

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;

- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) No Member shall speak more than 10 minutes without leave of the Chair;
- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j) When a motion is under consideration, only one amendment is permitted at a time
- k) Discussions/debates shall follow the rules set out in the current edition of Robert's Rules of Order.

8. Matters of Precedence

Refer to the current edition of Robert's Rules of Order.

9. Members' Attendance

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually. If three consecutive scheduled meetings are missed by a Member, the Authority shall report the Member to their appointing municipality.

Upon a Member's vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the Membership, the Member shall address in writing or email to the Chair or General Manager-Secretary Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the General Manager-Secretary Treasurer without comment or explanations.

10. Electronic Participation

Members may not participate in a meeting that is open to the public by telephonic or other electronic means.

A Member shall not participate electronically in a meeting that is closed to the public.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the General Manager-Secretary Treasurer. The request should include the nature of the business to be discussed, as well delegations must provide a copy of their presentation or report. Delegations must outline their reasons for wanting to make a presentation to the Membership. A copy of the presentation and/or report will be circulated to the Members with the Membership package. If such request is received seven calendar days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

Delegations will be limited to 3-5 people who will be speaking to the presentation/report. They will be limited to a total of 15 minutes. Delegations/members of the public will not be

permitted to record Membership meetings without the knowledge or permission of the Membership.

The Chair will request any Member, member of the public and/or delegation who does not act with courtesy, dignity, respect or understanding to leave the meeting if they are not will to abide by the Code of Conduct.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

The General Membership shall not make a decision on a delegation's request at the same meeting as when the presentation is made.

12. Annual Meeting

The Authority shall designate one meeting of the Membership each year as the annual meeting. This meeting shall take place in February and shall include the following items on the agenda, in addition to the normal course of business:

- i. Election of officers

13. Meetings with Closed "In Camera" Sessions

Every meeting of the Membership, Executive Committee and Advisory Boards, if applicable, shall be open to the public as per Section 15(3) of the Act, subject to the exceptions set out below.

Meetings may be closed to the public if the subject matter being considered relates to:

- a) The security of the property of the Authority;
- b) Personal matters about an identifiable individual, including employees of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;
- h) information explicitly supplied in confidence to the Authority 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 Authority, 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 Authority 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 Authority.

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the Authority is the head of an institution for the purposes of MFIPPA.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the Membership shall reconvene in an open session.

The Membership shall not vote during a meeting that is closed to the public, unless:

- a) the meeting meets the criteria outlined in this by-law to be closed to the public; and
- b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

Any materials presented to the Membership during a closed meeting shall be returned to the General Manager-Secretary Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

A meeting of the Authority, executive committee, advisory board or other committee may also be closed to the public if:

- a) the meeting is held for the purpose of educating or training the Members, and
- b) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the executive committee, advisory board or other committee.

14. Voting

In accordance with Section 16 of the Act:

- a) each Member and Chair is entitled to one vote, and
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in the current edition of Robert's Rules of Order.

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken alphabetically by name of Municipality, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the General Manager-Secretary Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the General Manager-Secretary Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

Except as provided in Section B, Paragraph 6 of this By-law (Election of Chair and Vice Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

15. Notice of Motion

Written notice of motion to be made at an Authority, executive committee, advisory board or committee meeting may be given to the General Manager-Secretary Treasurer by any Member of the Authority not less than seven calendar days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The General Manager-Secretary Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate advisory board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of two-thirds of the members of the Authority present.

16. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion shall then be placed on the agenda at a future meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede.

17. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which they preside, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- d) Announce the results of the vote on any motions so presented;
- e) Adjourn the meeting when business is concluded.

18. Conduct of Members

Members shall maintain a high standard for conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix 1).

Members at any meeting of the Authority shall:

- a) Support the General Manager-Secretary Treasurer in the conduct of their duties;
- b) Support the continuous professional development of the General Manager-Secretary Treasurer;
- c) Commit itself and its Members to ethical, business-like and lawful conduct, including proper use of the Authority and appropriate decorum when acting as Members;
- d) When making decisions as a member of the authority, the member shall only consider the best interests of the authority.
- e) Avoid conflict of interest with respect to their fiduciary responsibility;
 - i. There must be no self-dealing or business by a Member with another organization. Members must disclose their involvements with other organizations, vendors or any associations that might be or might reasonably be seen as, being a conflict;
 - ii. When the Membership is to decide upon an issues about which Member has an unavoidable conflict of interest that Member will withdraw without comment not only from the vote, but also from the deliberation;
 - iii. Members considering applications for staff positions will remove themselves from Membership functions at the time their interest is declared and then resign as a Member at the time an offer of employment is accepted;
- f) Not exercise individual authority. Interactions with the General Manager-Secretary Treasurer or with staff must recognize the lack of authority vested in individuals, except when explicitly Membership-authorized. No member shall communicate to the public, the press or social media concerning matters specific to an application, a delegation or decision of the membership unless first reviewing the matter with and obtaining the written consent of the Chair.
- g) Not express individual judgements of performance of employees or the General Manager-Secretary Treasurer, except for participation in Member deliberation about whether the General Manager-Secretary Treasurer has achieved any reasonable interpretation of Member policy;
- h) Respect all matters of confidentiality. Members will not reveal any confidential information they learn during the performance of their duties to anyone not present at the Membership meetings. Breaches of confidentiality will be addressed with appropriate sanctions, including potential dismissal from the Membership;
- i) Not record meetings without the knowledge and permission of the Membership;
- j) Be properly prepared for Board deliberation;
- k) Support approved decision of the Membership on any matter, irrespective of the Members personal positions on the issue. All Members support all Membership decisions when outside of the Membership meetings. The Member speaks with one voice. The Membership will only report results of Membership decisions to the media. Breaches of this policy will be addressed with appropriate sanctions, including potential dismissal from the Membership;
- l) Make attendance a priority. A Member who misses three consecutive Membership meetings in a row will be reported to the municipality that they represent. The Chair will notify the appointing municipality when this situation arises;
- m) Dress in "business casual" for all Membership meetings;
- n) Review, agree to and sign a "Code of Conduct Agreement" as part of their Member Orientation;

- o) Members will not speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- p) Members will not leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- q) Members will not interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- r) Members will not speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- s) Members will not speak beyond the question(s) under debate;
- t) Members will not resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

19. Minutes of Meetings

The General Manager-Secretary Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority, the Executive Committee and each advisory board or committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the General Manager-Secretary Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice Chair.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The General Manager-Secretary Treasurer or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the General Manager-Secretary Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

D. Approval of By-law


READ A FIRST AND SECOND TIME

June 20, 2018
Date

READ A THIRD TIME AND FINALLY PASSED

September 19, 2018
Date

Signed:



Chair



General Manager/Secretary-Treasurer

E. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

Refer to MVCA's Board Manual for Code of Conduct Policy.

Appendix 2 - Conflict of Interest

1. *Municipal Conflict of Interest Act*

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the Membership. The Authority is bound by the *Municipal Conflict of Interest Act*. This appendix to the by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

2. *Disclosure of Pecuniary Interest*

Where a Member, either on their 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 of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

- a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

3. *Chair's Conflict of Interest or Pecuniary Interest*

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, the Vice Chair or if the Vice Chair is not present, then the Second Vice Chair, if neither is present then another Member shall be appointed to chair that portion of the meeting by Resolution.

4. *Closed Meetings*

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

5. *Member Absent*

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee, as the case may be, attended by them after the particular meeting.

6. *Disclosure Recorded in Minutes*

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the Membership, Executive Committee, advisory board or committee, as the case may be.

7. *Breach of Conflict of Interest Policy*

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair and Vice Chair, with a copy to the General Manager-Secretary Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the General Manager-Secretary Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated to the Vice Chair, with a copy to the General Manager-Secretary Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 3 - Procedure for Election of Officers

1. *Voting*

Voting shall be by secret ballot and no Members may vote by proxy.

2. *Acting Chair*

The Membership shall appoint a person, who is not a voting Member, as Acting Chair or Presiding Officer, for the purpose of Election of Officers.

3. *Scrutineer(s)*

The appointment of one or more scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards. The Acting Chair shall call a motion for the appointment of one or more persons, who are not Members or employees of the Authority, to act as scrutineers. A Member, who will not stand for election, may be appointed as an additional scrutineer if requested.

4. *Election Procedures*

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

- a) The elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a Member of the Authority
 - ii. Election of one or more Vice-chairs, who shall be Members of the Authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members of the Authority, for whom written credentials are on file, who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the General Manager-Secretary Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

- g) If only one nominee the individual shall be declared into the position by acclamation.

If More than One Nominee:

- h) In the event of an election, each nominee shall have the opportunity to speak to his or her nomination for a limited time as determined by the Acting Chair. Nominees will speak in the reverse order of their nomination, that is the last nominee speaks first;
- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.

- j) The scrutineers shall collect the ballots and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.

Appendix 4 – Powers of Authorities: Section 21(1) Conservation Authorities Act

21 (1) For the purposes of accomplishing its objects, an authority has power,

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(m.1) to charge fees for services approved by the Minister;

Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

(n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(p) to cause research to be done;

(q) generally to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

II. Best Management Practices (BMPs)

The MVCA currently has other BMPs in place to help guide decision making processes. These BMPs include:

1. Investment Policy
2. Human Resources Policies
3. Health and Safety Policies
4. Purchasing Policy (including procedures for public procurement)
5. Records Retention Policy
6. Gift Acceptance Policy
7. Use of Accumulated Surplus Policy