



Town Council Meeting
Council Chambers, conducted through Zoom and
streamed live to FaceBook
Monday, October 17, 2022
6 PM

AGENDA

1. Call to Order

Pg 1 2. Approval of Agenda, including additions or deletions

3. Approval of minutes from the previous meetings

Pg 2-5 3.1 Town Council Minutes – September 27, 2022

Pg 6-8 3.2 Special Council Minutes – October 3, 2022

4. New Business

Pg 9-12 4.1 Council Resolution to support PCAP application – housekeeping item
– application included in package

Pg 13 4.2 Municipal Boundary Review – application included in package

Pg 14-16 4.3 2022/2023 Boards and Committees – 2021/2022 and 2022/2023
draft are included in package

Pg 17-18 4.4 Deputy Mayor Selection – included in package

Pg 19 4.5 Bylaw to Amend the Land Use Bylaw – Second Reading – included in
package.

5. In-Camera – to discuss municipal property

6. Adjournment



Minutes of the Regular Council Meeting

Place: Council Chambers and conducted through Zoom and streamed live to Facebook

Date: Tuesday, September 27, 2022

Presiding Officer: Mayor Gregory Henley

Councillors present: Councillor Carla Black, Councillor Paul Jones, Councillor Brenton Colborne, Deputy Mayor Arnold MacDonald and Councillor Chrystal McNutt

Regrets: Nil

A quorum was present throughout the meeting.

Staff in attendance: CAO – Linda Cloney and Office Assistant – Stan McDougall (recording secretary)

Prior to calling the meeting to order, Mayor Henley stated to Council that the CAO received the resignation of Wade Adshade from Town Council and thanked him for 18 years of service and dedication.

Mayor Henley further extended a statement of thanks to everyone involved in restoring town services due to the recent hurricane Fiona.

1. Call to Order

Mayor Henley called the meeting to order at 6:03pm

2. Approval of Agenda, including additions or deletions

Moved by Deputy Mayor MacDonald and seconded by Councillor Black that the agenda of the Town Council Meeting for September 27, 2022, be approved, as presented.

Motion Carried

3. **Approval of minutes from the previous meetings**

3.1 Regular Council Minutes – June 20, 2022

3.2 Special Council Minutes – July 11, 2022

3.3 Special Council Minutes – August 2, 2022

3.4 Special Council Minutes – August 8, 2022

3.5 Special Council Minutes – September 12, 2022

Moved by Deputy Mayor MacDonald and seconded by Councillor McNutt that the minutes of the Regular Council Meeting for June 20, 2022, Special Council Minutes for July 11, 2022, August 2, 2022, August 8, 2022, and September 12, 2022, be approved as presented.

Motion Carried

4. **New Business**

4.1 **Terms of Reference for the Police Services Review Committee– add presentation by the RCMP to be coordinate the RCMP presentation**
CAO, Linda Cloney, advised that the Terms of Reference, approved in June 2022, were reviewed with the Department of Justice and it was noted that one additional item should be added to revise the Terms of Reference adding the item that the Police Services Review Committee will coordinate a presentation by the existing police service to present to Council on current policing services provided in the municipality.

Moved by Councillor McNutt and seconded by Councillor Black to amend the item to the Terms of Reference as presented.

Motion Carried

Item of note added in relation to 4.1 - The Policing Service Review Committee is hosting a Community Consultation Meeting on October 19, 2022, at 6:30pm at the Capitol Theatre and it was encouraged for all residents to attend to discuss the current policing services in Oxford, join in a question-and-answer session and survey to share input and be involved in the policing services for the Town of Oxford.

4.2 **Municipal Boundary Review – discussion**

An online survey was posted and as a result, there were about 100 responses. The survey responses were reviewed by Council, and it was highlighted that, 88% of respondents knew how to contact a councillor, and over 80% have attended a council meeting either online or in person. However, the main question of interest to Council, regarding the size of the council, 47.5% of respondents indicated that the council was the right size and 30% of respondents indicated there were too many. Therefore, it wasn't a clear response.

CAO Linda Cloney explained that the size of council is ultimately decided by the Nova Scotia Utility Review Board through public consultation and direction from Council via an application.

Councillor McNutt discussed that the Municipal Boundary Review Committee did not come up with a decision through this process at this time but the biggest concern for the committee was the number of meetings attended.

Attracting candidates to run for Council was also addressed as a concern as was the cost of running an election.

4.3 **2022/2023 Boards and Committees – discussion only – to be approved on October 17 Council Meeting**

CAO, Linda Cloney reviewed the 2022/2023 list of boards and committees with Council. A total of 14 committees and boards were identified as inactive due, most due to previous Council.

CAO, Linda Cloney recommended to Council to hold a Special Council meeting after the Committee of the Whole meeting on Monday October 3, 2022, to report back to Council on other municipalities with a CAO and four councillors, on those Councils, and numbers of boards and committees each councillor, in a council of 4 were involved in.

4.4 Deputy Mayor Selection – discussion only – selection at October 17 Council Meeting, included in the package

Every October this policy is reviewed and at the October 17 Council Meeting, further discussion, and review on changing or remaining the same will be tabled.

4.5 Financials

- 2022/2023 General Operating Financial Report, included in the package

- 2022/2023 Water Operating Financial Report, included in the package

CAO, Linda Cloney, through discussion with the Town of Oxford Senior Accountant confirmed that the town is on budget.

Moved by Councillor McNutt and seconded by Councillor Colborne to accept the financial reports as presented.

Motion Carried

5. In-Camera – discuss security of municipal property

At 6:45pm, it was moved by Councillor Colborne and seconded by Deputy Mayor MacDonald to go in-camera to discuss security of municipal property.

Motion Carried

At 7:13pm, it was moved by Deputy Mayor MacDonald and seconded by Councillor Black to come out of in-camera and resume the Regular Council Meeting.

Motion Carried

6. Adjournment

At 7:15 pm, it was moved by Councillor Colborne that the meeting be adjourned.

Motion Carried

Greg Henley, Mayor

Stanley McDougall, Recording Secretary



Minutes of the Special Council Meeting

Place: Council Chambers, Zoom, streamed live to Facebook
Date: Monday, October 3, 2022
Presiding Officer: Mayor Greg Henley
Councillors Present: Deputy Mayor Arnold MacDonald, Councillor Chrystal McNutt, Councillor Paul Jones, Councillor Brenton Colborne, and Councillor Carla Black

Regrets: Nil

A quorum was present throughout the meeting.

Staff in attendance: CAO – Linda Cloney, and Office Assistant – Stan McDougall (recording secretary).

- 1. Call to Order**
At 6:08pm, Mayor Henley called the meeting to order.
- 2. Approval of Agenda**
Moved by Councillor Jones and seconded by Councillor Black that the agenda of the Special Council Meeting for October 3, 2022, be approved, as presented.
Motion Carried
- 3. Working Alone Policy – includes risk assessment and work plan - for approval – included in package**
Moved by Councillor McNutt and seconded by Councillor Colborne to accept the policy as presented.
Motion Carried

4. Town of Oxford Visa Limits – *the request and policy are included in package – request to amend the policy – included in package*

It was requested to council to reduce the mayor's visa limit from \$5000 to \$3000 and increase the Administration/CAO Visa from \$5000 to \$9000 limit.

It was further noted that there are currently no Visas other than the Mayor and Administration Visa.

Moved by Councillor Jones and seconded by Deputy Mayor MacDonald to amend the policy to adjust the Mayor's Visa from \$5000 limit to \$3000 limit and the Administration Visa from \$5000 limit to \$9000 limit.

Motion Carried

5. Tax and Water Collection Policy – recommendation from Committee of Whole – *included in package*

A motion was made at the last Committee of the Whole meeting on September 7, 2022, to change the date in Section 12 of the Tax and Water Collection Policy to September 30th from June 30th to review properties for tax sale to coincide with the preparation of final tax bills.

Moved by Councillor Black and seconded by Councillor McNutt to amend the Tax and Water Collection Policy with a date change in Section 12 from June 30th to September 30th.

Motion Carried

6. Town of Oxford Violence Prevention Policy and Procedure – for approval – *included in package*

Moved by Deputy Mayor MacDonald and seconded by Councillor McNutt to approve the Town of Oxford Violence Prevention Policy and Procedure as written.

Motion Carried

7. Municipal Boundary – direction for CAO regarding application

Council discussed benefits of having a more diverse Council with 6 councillors whereas having 4 may reduce diversity in discussion and decision making.

CAO Linda Cloney and Mayor Henley confirmed that the commitment of a reduced committee is 8 years. An application to the Utility Review Board must be made and then the Utility Review Board needs time to conduct public consultation before the Board makes its decision on or before December 31, 2022.

Moved by Councillor Jones and seconded by Councillor Black to request more information on honorariums and defer a recommendation to the next Council meeting.

Motion Carried

8. Extend Final Property Tax payment date – for discussion

Mayor Henley made a request to council to extend the Final Property Tax payment due date to Friday October 7, 2022, to help residents considering Hurricane Fiona and complications due to the storm. This would see the deadline extended 8 days from the original due date of September 30, 2022.

Moved by Councillor Jones and seconded by Deputy Mayor MacDonald to extend the Final Property Tax Payment date to October 7, 2022.

Motion Carried

9. Adjournment

At 6:27 pm, it was moved by Councilor Jones that the meeting be adjourned.

Gregory Henley, Mayor

Stan McDougall, Recording Secretary



Provincial Capital Assistance Program (PCAP)

Fields marked with an * are mandatory.

NOUVELLE-ÉCOSSE

Town of Oxford

Applicant Name (Municipality or Organization) *

105 Lower Main Street

Street Number * Street Address *

Apartment/Suite

338 Oxford
PO Box Municipality *

NS
Province *

B0M 1P0

Postal Code *

CONTACT INFORMATION

First Name, Initials * Linda Y.

Last Name * Cloney

Title * CAO

Telephone (Primary) * 902-447-2624

Ext.

Telephone (Alt) 902-216-1227

Ext.

Fax 902-447-2485

Email * lcloney@oxfordns.ca

JOINT APPLICATION

Is this a Regional project (collaborative effort, shared services, etc)? *

Yes

No

If Yes, please describe: *

(If the space provided is not sufficient, please attach additional information as required)

If No, please explain why a shared initiative is not appropriate: *

(If the space provided is not sufficient, please attach additional information as required)

This does not affect any other municipalities. This project takes place within the Town Boundaries.

PROJECT INFORMATION

Project Name: Meadow Lane Water & Sewer Ext.

Project Category * Water and Sewer

Project Location * Meadow Lane, Oxford, NS

Proposed Start Date (07/11/2022)

Proposed End Date (08/05/2022)

Is this a multi-phase project? *

Yes

No

If Yes, which Phase of the project (ie. Phase 2 of 5):

Project will secure all permits? * Yes No

If No, why not:
(If the space provided is not sufficient, please attach additional information as required)

This project does not require permits.

Indicate which permits are required; what, if any associated restrictions there are (ie. Time, location, etc.); and, if they have been obtained or are in progress. (If the space provided is not sufficient, please attach additional information as required)

Required Permit	Associated Restrictions	Obtained/In Progress (expected approval date)

Nature of Project (select all that apply):*

- Renewal
- Expansion
- New Construction

Has a study been completed for this project? * Yes No

If Yes, when was the study completed? (MM/YYYY) *

Have other alternatives to the proposed project been investigated? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)

If No, why not?
(If the space provided is not sufficient, please attach additional information as required)

Working with another partner and as far as we know there are no other alternatives that could be done in order extend the water and sewer services on Meadow Lane to accommodate 6 new homes for this year and potentially more in the next years.

Does this project address an immediate need? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)
The new homes are built and plan to have the water and sewer service available for them in the Fall of 2022

Does this project address critical capacity issues? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)
Yes, this will help with our housing initiative. There are not enough homes in Oxford.

Is this project required to meet Federal or Provincial standards and/or regulations? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)
Yes, providing Water and Sewer services would require us to follow Provincial Standards and the Nova Scotia Utility and Review Board Standards and Regulations.

Does this project address immediate health and/or safety issues? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)

Will this project have a significant impact on the community and/or region? * Yes No

If Yes, please describe.
(If the space provided is not sufficient, please attach additional information as required)

Yes, this will bring more people into our Town to become part of our community. Oxford Frozen Foods, the town's largest employer is also in need of employees, and this will encourage people to move to Oxford to work, shop, and utilize local services.

Please describe how the project design and implementation considers long term sustainability. *
(If the space provided is not sufficient, please attach additional information as required)

The project design and implementation takes into consideration long term sustainability, adding to our Asset Management and maintaining the infrastructure to provide water and sewer services for years to come.

PROJECT DESCRIPTION

Please give a description of your proposed project: *
(If the space provided is not sufficient, please attach additional information as required)

Description of the Meadow Lane Water and Sewer Extension project

Extend the current Water and Sewer Services throughout Meadow Lane to the new homes and potential future homes on that Lane.

Describe the outcomes and benefits that will result from this project: *
(If the space provided is not sufficient, please attach additional information as required)

The outcome and benefits that will result from this project is to provide water and sewer services to an extension of a road in Oxford. For this year it will be six homes and next year it could be another six homes. The benefit is to provide housing to our Town and meeting the service levels required. In the end, this would bring more people here to work, play and live in Oxford. It will help our businesses and Community to grow.

A Council Resolution supporting the submission of this project under PCAP accompanies this application. * Yes No
If No, why not?

We will need to meet to do this, currently our Council is on Summer Recess. We can organize a Special Council Meeting. I have attached a letter that the Mayor sent to the Minister that was copied to Council for support of this project.

PROJECT COSTS

NOTE: a detailed cost estimate must accompany the application

PROJECT FUNDING

Professional Fees		Provincial Capital Assistance Program (up to 50%) *	\$62322.75
Materials/Supplies	\$78,284	Municipal Sources *	\$0
Contractor	\$38,067	Other Provincial (Please Specify)	
Contingency*	\$3,649.00		
Other Eligible Costs (Please Specify):		Federal Program (Please Specify)	
TOTAL ELIGIBLE COSTS	\$120,000		
HST*	\$18,000	Other (Please Specify)	\$62,322.75
HST Rebate*	\$13,354.51	Oxford Frozen Foods	
TOTAL NET ELIGIBLE COSTS	\$124,645.49	TOTAL PROJECT FUNDING	\$124,645.49

FORM D

Nova Scotia Utility and Review Board

In the matter of: an application pursuant to Section 368 or 369 of the *Municipal Government Act* for use by towns which do not have polling districts or wards

The Council of the Town of _____ makes application to the Nova Scotia Utility and Review Board to

- confirm the number of councillors
- alter the number of councillors

1. There are at present _____ councillors in the town.
2. The geographic size of the town is _____
3. The latest population statistics for the town are _____
4. The number of electors from the last municipal election which was held on _____ are [i
s] _____.month/day/year
5. The number of councillors elected should be confirmed for the following reasons:

OR

5. a) The following changes to the number of councillors to be elected are proposed:
- b) The reasons for these proposed changes are as follows:

Dated at _____)
 County of _____)
 this _____ day of _____)
 20 _____, _____)
 _____)
 _____)
 _____)
 _____)

Mayor/Warden

Clerk

Approved December 20, 2021

2021 / 2022 Boards and Committees

Last Amended: February 22, 2022

Boards	
All Saints Community Health Care Foundation	Councillor Black
Cumberland Joint Services Management Authority - (CJSMA)	Deputy Mayor Adshade
Cumberland Regional Library Board	Councillor Black
Lillian Albion Animal Shelter	There is currently no space for Oxford at this time, the board is full. (2021)
Municipal Alcohol Program Board (MAP)	Councillor Black
Police Advisory Board	Deputy Mayor Adshade, Councillor Colborne, Myra Thiemann (public appointee), Mike Masters (public appointee), Thomas Shears DOJ Representative
Committees - Internal	
Accessibility Committee	Councillor MacDonald (Chair), Josephine MacDonald (Vice Chair), Tracy Briggs, Mandy Blake, Brenda MacDonald, Margaret Hodgins and Meagan Marchant
Arena Association Committee	Jordan Burkhardt (President), Graham Wood (Vice President), Robert Moores (Secretary), Paula Rogers (Treasurer), Russell Thompson, Patrick Rushton, Kristen Thompson, Shannon Hanna, Murray Thompson and Councillor Paul Jones.
Arena Committee	Councillor Colborne, Councillor MacDonald, Councillor Jones and public members - Jennifer Kouwenberg and 1 vacant position
Arena Fundraising Committee	Chairperson Councillor Colborne, Councillor Jones, Councillor McNutt, Recreation Director (vacant) and Community Members: Bev Clark, Tracy Black, Greg Wood, Alfie King, Eleanor Crowley, Joe Reade, Tom Reid, Tracy Sweet, Dave Clark and Jennifer
Audit Committee	Councillor Jones, Councillor Black (Chair), Councillor McNutt, Tracy Black, and Dave Clark
Community Economic Development Committee	Councillor MacDonald, Councillor Jones and Public Appointees (2 vacant)
Fire Department Committee	Councillor MacDonald and Councillor Colborne
Municipal Boundary Review Committee	Deputy Mayor Adshade and Councillor McNutt - Public Appointee (1 vacant)
Occupational Health & Safety	Town Clerk Cloney, Chair Nick Purdy, Catherine Smith (Administration), Cheryl Ingraham (Cross Guard), Taze Lockhart (Public Works), David Mattinson (Public Works) and Bruce Beattie (Oxford Fire Department)
Personnel Committee	Mayor Henley, Councillor Black, and Councillor Jones (Chair)
Procurement Committee	Mayor Henley, Councillor Jones (Chair) and Councillor Black
Public Works Committee	Councillor Colborne, Councillor Black, Councillor Jones (Chair)
Recreation Commission	Councillor McNutt (Chair), Deputy Mayor Adshade, Haylen Bezubiak, Sarah Henley, Kristen Thompson, Kody Wood and Connor Patriquin
Town Buildings Committee	Mayor Henley, Deputy Mayor Adshade, Councilor Colborne, Councilor Jones (Chair)
Town Services Committee	Councilor MacDonald, Councilor Colborne, Councilor Jones (Chair) and Mayor Henley (spare)
Website Committee	Mayor Henley, Deputy Mayor Adshade (Chair) and Mark Rushton (public appointee)
Committees - External	
Cumberland Central Landfill Community Liaison Committee	Councillor Jones
Cumberland Forestry Advisory Committee	Deputy Mayor Adshade

Approved December 20, 2021

Cumberland Region Tourism Marketing Committee	Councillor MacDonald
Team Cumberland Committee	Councillor MacDonald
Intermunicipal Poverty Reduction Advisory Committee	Councillor Black, Michelle Cann (Public Appointee), Helen Reade (Public Appointee)
Northern Region Solid Waste Management Committee	Councillor McNutt
Physician Recruitment Committee	Mayor Henley
Regional Emergency Measures Organization Advisory Committee - (REMO)	Councillor Colborne
Tourism Advisory Committee	Councillor MacDonald
Victorian Order of Nurses (VON)	Mayor Henley and Councillor Colborne

2022 / 2023 Boards and Committees

DRAFT - preparing for October 17 meeting

Boards		Black	Colborne	Henley	Jones	MacDonald	McNutt
All Saints Community Health Care Foundation	Public Appointee (vacant)						
Cumberland Joint Services Management Authority - (CJSMA)	Mayor Henley			1			
Cumberland Regional Library Board	Councillor Black	1					
Municipal Alcohol Program Board (MAP)	Councillor Black	1					
Police Advisory Board	Mayor Henley, Councillor Colborne, Myra Thiemann (public appointee), Mike Masters (public appointee), Thomas Shears - DOJ Representative		1	1			
Police Services Review	Mayor Henley, Councillor Colborne, David Hoffman, Thomas Shears		1	1			
Committees - Internal							
Accessibility Committee	Councillor MacDonald (Chair), Josephine MacDonald (Vice Chair), Tracy Briggs, Mandy Blake, Brenda MacDonald, and Meagan Marchant					1	
Arena Association Committee	Jordan Burkhardt (President), Graham Wood (Vice President), Robert Moores (Secretary), Paula Rogers (Treasurer), Russell Thompson, Patrick Rushton, Kristen Thompson, Shannon Hanna, Murray Thompson and Councillor Paul Jones.				1		
Audit Committee	Councillor Jones, Councillor Black (Chair), Councillor McNutt, Tracy Black, and Dave Clark	1			1		1
Personnel Committee	Mayor Henley, Councillor Black, and Councillor Jones (Chair)	1		1	1		
Public Works Committee - till supervisor is hired	Councillor Colborne, Councillor Black, Councillor Jones (Chair)	1	1		1		
Recreation Commission	Councillor McNutt (Chair), Sarah Henley, Kristen Thompson, and Connor Patriquin						1
Town Buildings Committee	Mayor Henley, Councilor Colborne, Councilor Jones (Chair)		1	1	1		
Welcoming Committee							
Committees - External							
Cumberland Central Landfill Community Liaison Committee	Councillor Jones				1		
Cumberland Health Stakeholders	Mayor Henley			1			
Intermunicipal Poverty Reduction Advisory Committee	Councillor Black, Michelle Cann (Public Appointee), Helen Reade (Public Appointee)	1					
Northern Region Solid Waste Management Committee	Councillor McNutt						1
Physician Recruitment Committee	Mayor Henley			1			
Regional Emergency Measures Organization Advisory Committee - (REMO)	Councillor Colborne		1				
Victorian Order of Nurses (VON)	Councillor Colborne		1				
		6	6	7	6	1	3

Number of Committees
Councillors are members of

TOWN OF OXFORD POLICY

Subject: Deputy Mayor

Effective Date: November 16, 2020

Revision Date:

Rationale

The following policy establishes the selection and term of office of the Deputy Mayor.

Policy Statement

1. At its first meeting following an election, Council shall select a Deputy Mayor to hold office from that date to October 31 of the following year.
2. In non-election years, Council shall select a Deputy Mayor at its October Council meeting to hold office from November 1 of that year until October 31 of the following calendar year.
3. Selection of the Deputy Mayor
 - a. The election of the Deputy Mayor shall be placed on the Council agenda.
 - b. When the item comes up on the agenda at the meeting the Mayor shall open the floor to members of Council for nomination.
 - c. If there is only one nominee, the Mayor shall entertain a motion to elect the nominated member as Deputy Mayor.
 - d. If there are multiple nominees, the Mayor shall direct the CAO to prepare ballots for the election reflecting the names of the nominees.
 - e. All members of Council, including those nominated, are eligible to vote.
 - f. Vote shall be by secret ballot.
 - g. Results shall be tabulated by the CAO who shall then communicate the results to the Mayor.
 - h. The Mayor shall declare the candidate with the most votes the Deputy Mayor for the term ending October 31 of the following calendar year.
 - i. Should the Deputy Mayor resign their office or cease to be a Councillor for any reason during their term in office, the above-noted process will be used to select a new Deputy Mayor, but the term of office shall be to complete the term of the Deputy Mayor whose vacancy created the need for a selection.

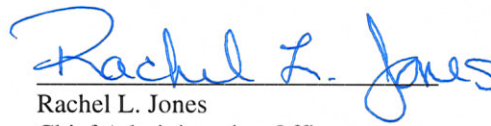
References

Nova Scotia Municipal Government Act, s. 16.

Certification

I, Rachel L. Jones, Chief Administrative Officer of the Town of Oxford, do hereby certify that the policy of which the foregoing is a true copy was duly passed at a duly called meeting of the Town Council of the Town of Oxford held on the 16th day of November, 2020.

GIVEN under the hand of the Chief Administrative Officer and the corporate seal of the Town of Oxford this 19th day of November, 2020.



Rachel L. Jones
Chief Administrative Officer

ByLaw to Amend the Town of Oxford Land Use Bylaw

The Town of Oxford Land Use Bylaw, Bylaw P-2 approved by Council on July 13, 2009, is hereby amended as follows:

- a. Under the heading 13.0 Main Street Mixed-Use Zone (MMZ) and under the subheading 13.2 Permitted Uses

Add i) Agricultural Uses existing on or before September 12, 2022

Clerk's Annotation For Official Bylaw Book

Date of first reading:	September 12, 2022
Date of advertisement of Notice of Intent to Consider:	September 21, 2022
Date of Final Reading:	October 17, 2022
Effective Date:	October 26, 2022
*Date of advertisement of Passage of Bylaw:	October 26, 2022
Date of mailing to Minister a certified copy of the Bylaw:	October 27, 2022

I certify that this BYLAW TO AMEND THE TOWN OF OXFORD LAND USE BYLAW, BYLAW P-2 was adopted by Council and published as indicated above.

Chief Administrative Officer

Date

*Effective Date of the Bylaw unless otherwise specified in the text of the Bylaw.