



Bylaws

As Approved by the General Membership
At The Annual General Meeting
June 26, 2008
Reviewed Oct 2011





NOTICE

These Bylaws were approved as amended at the Annual General Membership Meeting of Community Living Brant held on Thursday, June 26, 2008.

Grace Wilson, President

Marylou Chatland, Secretary



Mission Statement

Community Living Brant promotes full citizenship and respect for all people through education, support and services designed to meet the diverse developmental needs of people in the community.

Vision Statement

Community Living Brant envisions a welcoming, inclusive community where all are encouraged to reach their full potential.

Guiding Principles

DIGNITY AND FULL CITIZENSHIP

We believe in the dignity of every human being and their inherent right to full citizenship.

INCLUSION AND COMMUNITY ENGAGEMENT

We are committed to fostering inclusive communities through education, public awareness and engagement.

PARTNERSHIPS AND COLLABORATION

We promote community partnerships and collaboration in order to better respond to the needs of individuals with a developmental disability and their families.

LEADERSHIP AND EXCELLENCE

We promote leadership and learning to achieve excellence.

INTEGRITY AND ACCOUNTABILITY

We believe that integrity and accountability are central to all that we do.

Approved February 2010

TABLE OF CONTENTS

Section A: INTERPRETATIONS

1.	Definitions	1
2.	Wording	1

Section B: HEAD OFFICE

3.	Head Office	1
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Section C: SEAL

4.	Seal	1
----	------------	---

Section D: PARLIAMENTARY AUTHORITY

5.	Roberts' Rules of Order	2
----	-------------------------------	---

Section E: MEMBERSHIP

6.	General Membership	2
7.	Associate Membership.....	3
8.	Honorary Life Membership.....	4
9.	Membership Dues.....	4

Section F: GOVERNING BODY

10.	Composition	4
11.	Director Eligibility	5
12.	Maximum Tenure of Directors	5
13.	Term of Office	5
14.	Responsibilities of the Board	6
15.	Responsibilities of Individual Board Members	6
16.	Powers	6
17.	(a.) Removal from Office.....	7
	(b.) Appeal	7
18.	Resignation	7
19.	Vacancies	8
20.	Confidentiality	8
21.	Conflict of Interest.....	8

Section G: OFFICERS OF THE CORPORATION

22.	Officers	8
23.	Eligibility	9
24.	Election of Officers.....	9
25.	Responsibilities of the Officers of the Corporation.....	9

Section H: PROTECTION OF DIRECTORS AND OFFICERS	
26.	Protection of Directors and Officers..... 10
27.	Indemnity 11
Section I: MEETINGS	
28.	Meetings of the Board of Directors..... 11
29.	Annual Meeting 13
30.	Special Meeting 16
Section J: COMMITTEES	
31.	Composition and Terms 17
32.	Responsibilities 17
33.	Authority 18
34.	Voting 18
35.	Standing Committees 18
36.	Executive Committee 18
37.	Ad Hoc Committee 18
Section K: NOMINATIONS AND PROCEDURES	
38.	Nominating Committee 19
Section L: DOCUMENTS AND FISCAL AFFAIRS	
39.	Signing Officers 19
40.	Banking 20
41.	Borrowing Authority..... 20
42.	Spending Authority 21
Section M: EXECUTION OF DOCUMENTS	
43.	Execution of Documents 21
44.	Books and Records 22
45.	Fiscal Year 22
Section N: Amendment	
46.	Amendment to the Bylaws 22
47.	Repeal of Prior Bylaws 23
48.	Effective Date 23
Section O: General Rules and Regulations	
49.	Executive Director 23
50.	Affiliation 24
Schedule A 25	
Schedule B 26	

Community Living Brant Operating Bylaws

Section A: INTERPRETATIONS

1. Definitions

In this bylaw, all other bylaws and the resolutions of the Board of Directors and members of the organization unless the context otherwise requires:

- (a) “Act” means the Corporations Act (Ontario), as amended or re-enacted from time to time;
- (b) “Board” means the Board of Directors of the organization;
- (c) “Bylaw” means a bylaw of the organization;
- (d) “Director” means a Director of the organization;
- (e) “Employee” means an employee of the organization;
- (f) “Letters Patent” mean that letters patent, supplementary letters patent or the last articles of incorporation executed by the organization, as may be amended from time to time;
- (g) “Meetings of Members” includes an annual, regular, and special meeting of Members;
- (h) “Member” means an individual who has been admitted to the membership of the organization and meets the requirements specified in these bylaws;
- (i) “Officer” means an Officer of the organization.
- (j) “Related” means a spouse as defined under Part 3 of the Family Law Act (Ontario), a parent defined as “the natural or adoptive parents, or the person/persons standing in loco parentis, brother, sister, child, grandparent, or grandchild of a person with a developmental disability who is receiving or requesting service from this organization.

2. Wording

In these bylaws and in all other bylaws of the organization hereafter passed unless the context otherwise requires, words imparting numbers include the singular and plural; words importing gender include the masculine, feminine, and neutral genders; and words importing persons include individuals, corporations, partnerships, trusts, and unincorporated organizations.

Section B: HEAD OFFICE

3. Head Office

The Head Office of the organization shall be located in the City of Brantford in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine, or unless changed in accordance with the Act.

Section C: SEAL

4. Seal

The Seal, an impression whereof is stamped upon the covering page of these Bylaws and in the margin hereof, shall be the Corporate Seal of this organization.



Section D: PARLIAMENTARY AUTHORITY

5. Robert's Rules of Order

Where not specifically provided for in these Bylaws, all meetings of the Membership, Board of Directors, or Committees of this organization shall be conducted in accordance with The Robert's Rules of Order, which shall be the parliamentary authority upon matters of procedure at such meetings.

Section E: MEMBERSHIP

The three types of membership include General, Associate and Honorary Life Membership.

6. General Membership

- (a) General Members of the organization must be 18 years of age or older, have paid the annual membership fee, and support the mission, purposes and objectives of the organization.
- (b) Subject to Paragraph 6(c) and 6(d) below, only persons ordinarily residing or employed in the City of Brantford or the County of Brant are eligible to be General Members.
- (c) Parents or guardians of any recipient of services provided by this organization are eligible for General Membership without regard to place of ordinary residence, but if such person is ordinarily resident outside the City of Brantford or County of Brant, then his or her General Membership ceases when the said services to the recipient cease.
- (d) All persons receiving service, including those paid for their work at the Dunn Building, are eligible.
- (e) Employees of this organization and similar organizations and members of their immediate family are not eligible for General Membership.
- (f) Past employees of the organization are eligible for General Membership in the organization after two (2) years upon leaving the organization as long as no legal action is pending against them.
- (g) An application for General Membership shall be made in a form determined by the Board of Directors and shall be accompanied by payment of such annual fees as may be fixed from time to time by the Board of Directors.
- (h) Except as otherwise provided in this bylaw, General Members of the organization have the right to the following:
 - attend all duly constituted Meetings of the Members;
 - participate in decision of matters properly before the Membership of the organization;

- vote on matters properly before the Membership in person or through a duly authorized proxy;
 - stand for election to the Board of Directors;
 - vote in elections to determine the members of the Board of Directors.
- (i) Each General Membership shall lapse on the first day of July of each year, unless his/her annual dues have been paid on or before the first day of July of each year.
- (j) A General Member shall be in good standing if his/her annual dues have been paid on or before the first day of July of each year.
- (k) The Board of Directors may, on compassionate grounds, or on such other good and sufficient grounds, forgive all or part of the membership fee.
- (l) Any application for a new General Membership in the organization must be approved by the Board of Directors before becoming effective.
- (m) General Members may resign by notification in writing. This resignation shall be effective upon stated date in notification.
- (n) Any General Member may be removed for cause by a majority vote of the members of the Board present at a meeting if the Member is deemed by the Board to be acting in a manner contrary to the best interests of this organization. There must be a quorum at said meeting. Prior notice must have been given to the Board and the Member of the intention to hold such vote.
- (o) If General Membership in the organization is cancelled, then the applicant will receive the reason for this decision in writing from the Board and is provided with an opportunity to appeal the decision.

7. Associate Membership

- (a) Associate Members are not entitled to vote, but may attend all meetings, and are entitled to notice thereof.
- (b) All Associate Members of the organization must be 18 years of age or older, have paid an annual Associate Membership fee as may be fixed from time to time by the Board, and support the mission, purposes and objectives of the organization. Associate Membership shall be open to employees of this and other similar organization(s) and their immediate family members, and to persons residing outside the City of Brantford or County of Brant.
- (c) An application for Associate Membership shall be made in a form determined by the Board of Directors and shall be accompanied by payment of the requisite annual fees.

- (d) Associate Members may resign by notification in writing, which shall be effective upon stated date in notification.
- (e) Any Associate Member may be removed for cause by a majority vote of the members of the Board present at a meeting if the Member is deemed by the Board to be acting in a manner contrary to the best interests of this organization. There must be a quorum at said meeting. Prior notice must have been given to the Board and the Member of the intention to hold such vote.
- (f) If Associate Membership in the organization is cancelled, then the applicant will receive the reason for this decision in writing from the Board and is provided with an opportunity to appeal the decision.

8. Honorary Life Membership

- (a) An Honorary Life Member is not entitled to vote, unless he or she is also a General Member, but may attend all meetings, and is entitled to notice thereof.
- (b) The Board of Directors may confer, for life or lesser term, Honorary Life Membership upon any person who has made an outstanding contribution to this organization, or to the service of persons with a developmental disability in general.
- (c) Holding Honorary Life Membership shall not preclude the holding of General Membership by those otherwise eligible. Honorary Life Membership shall not, in itself, carry any of the rights or responsibilities of General Membership.
- (d) Honorary Life Members may resign by notification in writing, which shall be effective upon stated date in notification.

9. Membership Dues

- (a) The Board of Directors may designate, from time to time, the actual amount of the membership fees due as a condition of membership in the organization.
- (b) Members of the organization will be notified of the dues or fees payable by them and, if any are not paid within 30 days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the organization, but any such Members may, on payment of all unpaid fees, be reinstated by vote of the Board of Directors.

Section F: GOVERNING BODY

10. Composition

The affairs of the organization shall be managed by a Board of twelve (12) Directors; each of whom at the time of his/her election shall be a General Member in good standing

of the organization. The composition of the Board will reflect a balance of consumer, professional and community members as follows:

- (a) Two (2) Self-Advocates receiving services from the organization, who have a developmental disability and are General Members in good standing.
- (b) One (1) immediate Past-President.
- (c) Five (5) Directors who are related to a person with a developmental disability who is currently receiving or requesting service from this organization.
- (d) Four (4) non-related Directors who shall consist of General Members in good standing.

11. Director Eligibility

- (a) Each Director of the Board, at the time of his or her election, shall have attained the age of 18 years, shall have been a General Member in good standing of this organization for a period of at least sixty (60) days prior to the date of the election, shall maintain said membership in good standing throughout the term of service as Director, and satisfy the qualifications of a Director as per the Act.
- (b) No person is eligible for election as a Director of the Board if a related person is already a Director such that their terms of office would overlap. In the event of two related persons simultaneously seeking election as Directors of the Board and both related persons receiving sufficient votes to be elected, only the related person receiving the most votes will be declared elected.

12. Maximum Tenure of Directors

No person shall be eligible to serve more than three (3) consecutive regular terms (six [6] years) on the Board of Directors of the organization.

Following the maximum six (6) year term, an ex-Director will not be eligible to seek election to, or appointment to, the Board of Directors until a minimum period of one (1) year has passed, except for the position of Past-President.

13. Term of Office

Regular elections to the Board of Directors shall be in accordance to **28. (j) - Voting**. Each Director so elected shall hold office for a term of two (2) years. Elections to the Board of Directors shall be conducted on a staggered basis such that one-half of the electable seats shall come up for election at each Annual Meeting to maintain continuity. Members of the Board of Directors may be elected for a maximum of three consecutive terms.

14. Responsibilities

The Board of Directors shall be responsible to the General Membership for overseeing the conduct of all affairs of the organization in accordance with law and the Bylaws, and for the formulation of necessary policies.

15. Responsibilities of Individual Board Members

- (a) Each individual member of the Board of Directors has a responsibility to ensure that his/her conduct enhances the mission and values of the organization.
- (b) Each member of the Board of the Directors will be responsible for:
 - (i) working positively and cooperatively with other members of the Board, management, and staff of the organization;
 - (ii) showing respect for other members of the Board regardless of a difference of opinion;
 - (iii) attending Board of Director and any assigned Committee meetings of the Board;
 - (iv) reviewing meeting agenda, minutes, and supporting information in order to participate effectively in the meetings of the Board of Directors;
 - (v) being informed about matters relating to the organization and the communities it serves through participation in an initial orientation and ongoing Board of Director development;
 - (vi) ensuring that they are familiar with the objects and bylaws of the organization, as well as federal and provincial laws under which the organization operates;
 - (vii) serving without remuneration and shall not accrue financial benefit as a result of being a member of the Board of Directors;
 - (viii) ensuring that the Board of Directors as a whole implements an annual evaluation of its effectiveness.

16. Powers

The Board of Directors of the organization is empowered to conduct, on behalf of the Membership of the organization, the administration of the affairs of the organization in all things, and may make or cause to be made for the organization, in its name, any kind of contract which the organization may lawfully enter into, subject to **41. and 42.** herein, and save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the organization by its Charter, in law or the Bylaws, may be authorized to exercise and to do. It is understood that in the general course of affairs the day-to-day operation of the organization will be under the administration of the Executive Director.

Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any

right or interest therein owned by the organization, for such consideration and upon such terms and conditions as they may deem advisable.

17. (a) Removal from Office

A member of the Board of Directors may be removed from office before the expiry of his/her term if any of the following circumstances exist:

- (i) If a Member of the Board has attended less than half of the Board meetings in a given term, or has missed three (3) consecutive meetings without legitimate reasons given prior to each Board meeting;
- (ii) If the member of the Board is convicted of any criminal offense unless the Board otherwise resolves. The Board of Directors may request a member of the Board to take a leave of absence from the governing body if charged with an offense.
- (iii) If by notice in writing the Member of the Board resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- (iv) If the Member of the Board ceases to be a General Member of the organization.
- (v) Upon removal by an affirmative vote of a majority of Board members for non-compliance with the declaration of interest provisions contained in these Bylaws or for cause.

(b) Appeal

Any Member of the Board of Directors removed by the Board shall have the right, within fifteen (15) days of the decision to remove for cause, to request that the decision be reviewed at a special meeting of the Board of Directors called for that purpose.

The Board of Directors' decision must be ratified by a two-thirds (2/3) majority of the members of the Board present. The meeting, if requested, must be held within sixty (60) days of such request. Unless and until the Director is thereby reinstated, the Director has no powers or duties and has no right to vote as a Director.

The appeal must be ratified by a two-thirds (2/3) majority of the members of the Board present.

18. Resignation

Any resignation to the Board of Directors shall be in writing addressed to the President who shall present it at the next scheduled Board of Directors meeting.

19. Vacancies

Vacancies of the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Board of Directors from among the qualified Members of the organization, otherwise such vacancies shall be filled at the next Annual Meeting.

20. Confidentiality

Members of the Board of Directors of the organization and/or committee members shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized disclosure could adversely affect the interests of the organization.

21. Conflict of Interest

Conflict of interest occurs when a member of the Board of Directors participates in discussion or decision-making about a matter which may benefit that Director, regardless of the size of the benefit. The conflict must result in DIRECT OR INDIRECT benefit to the Director or someone with whom the Director has a close personal relationship.

Any possible conflict of interest on the part of a member of the Board of Directors shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum of these decisions at a meeting at which Board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

The Board member need not miss the entire meeting where there will likely be other issues on the agenda but remove himself/herself during discussion on the issue that involves a conflict of interest. The minutes should note where the Board member left and returned to the meeting.

Section G: OFFICERS OF THE ORGANIZATION

22. Officers

The Officers of the organization shall consist of the following:

- (a) President, Vice-President, Secretary, Treasurer, Past-President;
- (b) Other positions as may be created at an Annual Meeting by resolution of the General Members.

23. Eligibility

- (a) The Officers of the organization must be chosen from the Board of Directors.
- (b) No person may assume the office of President or Vice-President unless he/she has served at least one (1) year on the Board of Directors.
- (c) No person may hold more than one office at any one time.

24. Election of Officers

- (a) All of the Officers of the organization shall be elected by the Board of Directors at the first meeting of the Directors immediately following the Annual Meeting, and shall serve until the first meeting of the Directors following the next Annual Meeting.
- (b) It is further provided that in the event of unavoidable delay in the election of Officers, the incumbent shall continue to serve until the new election is held.

25. Responsibilities of the Officers of the Organization

(a) President

The President shall oversee and have the following responsibilities:

- (i) The President shall, when present, preside at all meetings of this organization and of the Board of Directors.
- (ii) The President and the Secretary shall sign all Bylaws and/or amendments thereto upon their due enactment.
- (iii) The President shall be a member, Ex-Officio, of all Committees of this organization save the Nominating Committee.

(b) Vice-President

The Vice-President shall oversee and have the following responsibilities:

- (i) The Vice-President shall assume the duties of the President in the absence of the President, and shall carry out such duties as are designated by the Board of Directors or the President.

(c) Secretary

The Secretary shall oversee and have the following responsibilities:

- (i) The Secretary shall be responsible to sign the Board minutes to ensure accuracy.

- (ii) The Secretary shall ensure the maintenance of accurate and complete records of this organization to include minutes of all meetings of the Board of Directors, the General Membership, and Committees of this organization.
- (d) **Treasurer**

The Treasurer shall oversee and have the following responsibilities:

- (i) The Treasurer shall ensure the books of account are submitted for audit at the close of each fiscal year, and the audited financial statements are presented to the Board of Directors prior to the Annual Meeting of the Membership, and thence, to the Membership itself.

Section H: PROTECTION OF DIRECTORS AND OFFICERS

26. Protection of Directors and Officers

Every Director or Officer of the organization or other person who has undertaken or is about to undertake any liability on behalf of the organization and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Corporation from and against:

- (a) all costs, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
- (b) other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default. No Director or Officer for the time being of the organization shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the organization through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the organization or for the insufficiency or deficiency of any security in or upon which any of the monies of or loss of damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or corporation with whom or which any monies, securities, or effects shall be logged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

27. Indemnity

The organization shall, at all times, maintain indemnity and/or liability insurance covering and protecting Directors and Officers against any and all liability or other obligation which may accrue to them as a consequence of their Directorship or Officerships. This insurance protection shall be maintained in such amounts and levels as the Board of Directors shall from time to time determine.

Section I: MEETINGS

28. Meetings of the Board of Directors

(a) Purpose

The purpose of the meetings of the Board of Directors is to transact business on behalf of the organization.

(b) Frequency

The Board of Directors shall meet at least 10 times each year and is empowered to waive the requirement for a monthly business meeting during the months of July and August, except that in no event shall more than ninety-five (95) days elapse between meetings.

(c) Notice

Special meetings of the Board of Directors may be formally called by the President, the Vice-President, or by the Secretary on the instructions of the President or Vice-President, or by the Secretary on the written instructions of a majority of current members of the Board. Notice of such special meetings shall be delivered or telephoned to each member of the Board not less than three (3) days before the meeting is to take place, or shall be mailed to each member of the Board not less than five (5) days before the meeting is to take place save that no notice of a meeting shall be necessary if all the members of the Board are present when it is called or if those absent waive notice of or otherwise sign their consent to such meeting being held.

(d) Date and Time

The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. A copy of any resolution of the Board fixing the place and time for regular meetings of the Board shall be sent to each member of the Board forthwith after being passed, but no other notice shall be required for any such regular meeting.

(e) Location

Meetings of the Board of Directors shall be held at the Head Office of the organization or at such other location determined by the Board within the City of Brantford or the County of Brant.

(f) First Meeting of New Board

Provided a quorum of members of the Board is present, each newly appointed Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is appointed.

(g) Notice

Formal notice of regular meetings stating the date, location, and agenda for same shall be delivered or notified by phone or electronic means to each member of the Board not less than seven (7) days before the meeting is to take place, or shall be mailed to each member of the Board not less than eight (8) days before the meeting is to take place. No formal notice of any such meeting shall be necessary if all members of the Board are present, or if those absent have signified their consent to the meeting being held in their absence.

(h) Chair

The President, or in his/her absence the Vice-President, may be appointed by the Board of Directors to chair the meetings of the Board.

(i) Conflict of Interest

At the beginning of every meeting, the Chair will ask if any member of the Board has a conflict of interest with any item on the agenda. Declared conflict of interest will be recorded in the meeting minutes and the member involved will refrain from discussing or voting on that item.

(j) Voting

- (i)** All questions shall be decided by simple majority, unless otherwise required in law or by these Bylaws.
- (ii)** With the exception of the President, each member of the Board present, or represented by a member of the Board who is present with a signed and dated Proxy (the form of Proxy that shall be used is attached to these Bylaws as "Schedule A") shall be entitled to one vote.
- (iii)** Voting shall be by the show of hands method, unless any member of the Board requests a vote by roll-call, ballot, or secret ballot, in which case the Chairperson shall rule on the manner of voting.

(iv) On any vote by show of hands, a declaration by the Chairperson that a motion or resolution has been carried or defeated and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the results of the vote without proof of the number or proportion of the votes recorded in favour or against such resolution or motion.

(k) Quorum

A majority of current members of the Board shall form a quorum for the transaction of business.

(l) Remuneration

Members of the Board of the organization shall receive no remuneration for acting as such in the course of Board duties. Upon presentation of receipts, they shall be reimbursed for reasonably incurred, out-of-pocket expenses and mileage incurred in the course of Board duties. Mileage shall be at the rate paid to staff. Such expenses shall be approved by the President.

29. Annual Meeting

(a) Purpose

The Annual Meeting is a business meeting of the General Membership that is conducted on an annual basis for the transaction of the following business:

- Approval of the Minutes of the last Annual General Meeting of the Membership;
- Receipt of Reports of the activities of the organization during the preceding year;
- Ratify the actions of the Board of Directors for the year;
- Receipt of the Audited Annual Financial Statement;
- Appointment of the Auditors for the current year;
- Election of Members of the Board of Directors;
- Any amendment of these Bylaws in accordance with provisions made elsewhere herein; and
- The transaction of such other business, regular or special, which is pertinent to the interests of the Membership, and which may properly come before the Annual Meeting.

(b) Date and Location

The Annual Meeting of the Members shall be held not more than ninety (90) days after the end of the fiscal year of the organization, at a time and place as shall be determined by the Board of Directors.

(c) Due Notice

- (i)** Notice of the Annual General Meeting of the Membership shall include the agenda for the meeting, the time and place of the meeting, and shall be sent to the Members not less than fourteen (14) calendar days prior to the meeting.
- (ii)** Whenever, under the provisions of the Bylaws, or in law, notice is required to be given, such notice may be given either personally, by telephone, by electronic methods or by mailing properly addressed to the Member of the Board, Officer, or Member, in accordance with address records on the books of the organization, by pre-paid first class mail. A notice or other document so sent by mail shall be held to be sent at the time when the same was deposited in a post office or public letterbox. For the purpose of sending any notice, the address of any member of the Board, Officer, or Member shall be the last address as recorded on the books of the organization.

(d) Computation of Time

In computing the date when notice must be given under any provision of the Bylaws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

(e) Omissions and Errors

The accidental omission to give notice of any meeting of the Board of Directors or Members or the non-receipt of any notice by any Member of the Board or Member or by the Auditor of the organization or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any member of the Board, Member, or the Auditor of the organization may, at any time, waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

(f) Waiver of Notice

Any member of the Board, Officer, Member or the Auditor of the organization may waive any notice required to be given to him or her under any provision of legislation or the letters patent or the bylaws of the organization, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

(g) Quorum

- (i)** A quorum of the transaction of business of any Annual Meeting of Members shall consist of not less than ten percent (10%) of the Membership of the organization.

- (ii) No business shall be transacted in the absence of a quorum, except to take measures to establish a quorum, to fix the time to which to adjourn, or to take a recess.

(h) Person Entitled to be Present

The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the Auditor of the organization and others who, although not entitled to vote, are entitled or required under any provision of legislation or the letters patent or bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

(i) Right to Vote

- (i) Each person who has been a General Member in good standing for at least thirty (30) days prior to any meeting of the Membership shall have the right to cast a vote upon all questions at that and all subsequent meetings of the Membership while still a member in good standing.
- (ii) Not less than twenty-five (25) days prior to each Annual Meeting, a complete list of the names of those General Members eligible to vote at said Annual Meeting shall be prepared and posted conspicuously in Head Office.

(j) Proxies

Each General Member who is in good standing may be represented by a signed and dated proxy and shall be entitled to one vote. The proxy must be a Member. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the organization or the Secretary of the meeting or as may be directed in the notice calling the meeting. (The form of Proxy that shall be used is attached to these Bylaws as "Schedule B").

(k) Voting

- (i) Votes taken at meetings of the Membership shall be by the "show of hands" method unless a request for a count, a roll-call vote, or a secret ballot be put forth prior to the vote by any Member in good standing.
- (ii) If such a request is made, there shall be a seconder and the motion shall be voted upon.
- (iii) On any vote by show of hands, a declaration by the Chairperson that a motion or resolution is carried or defeated, and any entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact.

- (iv) In instances where votes are conducted by count, roll-call, or secret ballot, the results of said votes shall be announced by the Chair.
- (v) On a secret ballot, the Chairperson shall, if wishing to vote, cast his or her ballot at the same time as other votes are cast.
- (vi) Except in the event of a secret ballot, the Chairperson may cast the deciding vote to break ties. In the case of a secret ballot, or the decision of the Chairperson to abstain, a tie vote on a motion does not constitute a majority, and the motion is, therefore, defeated.
- (vii) All questions shall be decided by a simple majority of votes cast, unless otherwise required in law or under these Bylaws.

(l) Adjournment

The Chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

30. Special Meeting

(a) Purpose

A Special Meeting is a separate session of the Membership of the organization held at a different time from that of any other meeting, and convened only to consider one or more items of business specified in the call of the meeting.

The reason for the special meeting is to deal with important matters that urgently require action by the organization.

(b) Notice

Notice of Special Meetings shall include the agenda, the time and the place of the meeting, and shall be sent to the Members not less than ten (10) calendar days prior to the meeting. Should it be necessary in an emergency to hold a Special General Meeting of the Membership for which no due notice could have been given, any actions taken must be ratified by the Membership at the next meeting of the Membership. No action which regularly requires notice at all times can be taken without required notice.

(c) Authority to Call the Meeting

A Special Meeting of the Membership shall be called by resolution of a majority of the Board of Directors, by the President (or Vice-President in the absence of the President), or by notice in writing from fifteen (15) General Members in good standing.

(d) Agenda

The business to be conducted at a Special General Meeting shall be limited to that specified in the call for said meeting.

(e) Quorum

(i) A quorum for the transaction of business of any special meeting of Members shall consist of not less than ten percent (10%) of the Membership of the organization and the Chair/President present in person.

(ii) No business shall be transacted in the absence of a quorum, except to take measures to establish a quorum, to fix the time to which to adjourn, or to take a recess.

(f) Adjournment

Adjournment of a Special Meeting is at the call of the Chair.

Section J: COMMITTEES

31. Composition and Term

- (a)** The Board of Directors may, from time to time, appoint task forces/ad hoc committees consisting of such numbers of Directors and any General Members in good standing as may be deemed desirable and necessary for competent operation of all programs and activities of the organization.
- (b)** Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.

32. Responsibilities

- (a)** The Board of Directors shall prescribe the duties and authority of the committees. All committees shall be accountable for their actions to the Board. The Board of Directors may, at any time, revise the duties and the authority of the committee, and remove any person from any committee, or add persons to any committee.
- (b)** Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.
- (c)** Each committee shall keep records, shall report to the Board at regular intervals and at any time upon request.
- (d)** The duties of each committee shall be defined in written terms of reference.

33. Authority

No committee shall have authority to bind this organization for the payment of money or the performance of any contract or the carrying out of any obligation or duty. This authority to do so being specifically reserved unto the Board of Directors or the duly authorized and elected Officers of the organization or the Executive Director.

34. Voting

Subject to the direction of the Board of Directors, committees may meet for the transaction of business and the monitoring of specific programs. Committee meetings will be at the convenience of the committee members. A majority of members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of a tie, the Chairperson shall have the casting vote. Any decision at any meeting of a committee may be referred by any member of the committee to the Board of Directors for confirmation or revocation.

35. Standing Committees

- (a) The Board of Directors shall constitute an Executive Committee, pursuant to the provisions of "**36. Executive Committee**", and a Nominating Committee, pursuant to the provisions of "**38. Nominating Committee**".
- (b) Each committee established by the Board shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.

36. Executive Committee

- (a) The Board of Directors shall elect five (5) Directors from among themselves to form an Executive Committee for their current term of office, two (2) of whom must be the President and the Vice-President.
- (b) In cases of emergency, the Executive has all the powers of the Board of Directors during the intervals between the meetings of the Board.
- (c) A majority of the Executive Committee is a quorum at a meeting of the Executive Committee. One of these must be the President or Vice-President.
- (d) The Executive Committee shall record the minutes of its meetings and present those minutes to the Board of Directors at its next meeting for ratification.

37. Ad Hoc Committee

The Board of Directors may, from time to time, establish such Ad Hoc Committees as it shall deem useful. Such committees shall be of temporary life and shall expire upon completion of the assigned task, or upon the date of the next Annual Meeting, whichever shall come first. Terms of Reference for Ad Hoc Committees shall be provided by the Board of Directors.

Section K: NOMINATIONS AND PROCEDURES

38. Nominating Committee

- (a) The Nominating Committee shall consist of three (3) members of which one (1) is the immediate Past-President, one (1) is a Board member, and one (1) is a General Member in good standing. The Chair of the Nominating Committee shall be the Immediate Past-President or his/her designate.
- (b) The task of the Nominating Committee shall be to identify, recruit, and nominate qualified candidates for election to such seats on the Board of Directors as may be up for election at the next Annual Meeting of the Membership or as may become vacant from time to time. Upon completion of this task, the names of those nominated by the Committee, in the case of annual elections, shall be mailed to every Member of this organization at least fourteen (14) days prior to the Annual Meeting at which said election is scheduled to occur.

In the case of vacancies on the Board of Directors occurring from time to time, the names of the person or persons nominated by the Committee shall be presented to the Board of Directors in accordance with **19. Vacancies** of these Bylaws.

- (c) The Nominating Committee shall have the further task to identify, recruit, and nominate qualified candidates as Officers of the organization, as are provided for in **Section G** of these Bylaws.
- (d) No member of the Nominating Committee who is otherwise qualified shall be disqualified from nomination for any position.
- (e) Notwithstanding any of the above in **38. (a), (b), or (d)**, any three (3) members of this organization shall have the right to independently nominate, over their signatures, any qualified member of the organization for election to the Board of Directors. The Nominating Committee shall mail to each member of the organization not less than one hundred and twenty (120) days before each Annual Meeting of the Membership the nominating form to be used for such independent nominations. Completed forms for independent nominations, executed by the nominee, shall be delivered to the Nominating Committee Chairperson at least ninety (90) days prior to the Annual Meeting. The candidates so nominated shall be considered by the Nominating Committee when preparing the roster of prospective Directors.

Section L: DOCUMENTS AND FISCAL AFFAIRS

39. Signing Officers

- (a) The Board of Directors at any time by resolution shall designate signing authority to any such Officers, employees, or agents of the organization.
- (b) Any person authorized to sign an instrument on behalf of the organization may affix the corporate seal thereto.

- (c) The Board of Directors shall designate the following as cheque signing authorities: President, Past-President, Vice-President, Secretary, and Treasurer.
- (d) Cheques up to \$5,000.00 are to be signed by “any two” of the Executive Director or Directors of Support Services.
- (e) Cheques over \$5,000 are to be signed by “any one” of the Executive Director or Director of Administrative Support Services together with “any one” of the Officers or “any two” of the Officers .
- (f) All deeds, transfers, assignments, contracts, and obligations entered into by the organization must be signed by “any two” of the President, Vice-President, the Treasurer, the Secretary, the Executive Director, or Director, Administrative Support Services. These Officers are empowered to sign such documents as are necessary for transactions approved by the Board of Directors/Executive Committee. Facsimile signatures can be used when legal or upon approval of the Officer.

40. Banking

- (a) The Board of Directors shall designate banks or trust companies as repositories for such operating and/or capital funds as may be in the possession of the organization from time to time.
- (b) Excess funds, capital funds, and other assets shall be established in such accounts, repositories, certificates, or other depositories as the Board of Directors shall from time to time determine.

41. Borrowing Authority

The Board of Directors may from time to time:

- (a) Borrow money on the credit of the organization; or
- (b) Issue, sell or pledge securities of the organization; or
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the organization, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the organization.
- (d) From time to time, the Board of Directors may authorize any Director, Officer or employee of the organization or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due

by the organization as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the organization.

42. Spending Authority

- (a) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such Officer or Officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- (b) Any transaction resulting in the acquisition or disposal of lands or buildings by purchase or sale shall be enacted subject to the approval of the Board of Directors. The leasing of lands or buildings for periods longer than three (3) years shall be subject to the approval of the Board of Directors.
- (c) Further, subject to provisions of **Section L**, and elsewhere in these Bylaws, the purchase or lease of any major capital equipment (over \$25,000) shall not be completed or effective without prior approval of the Board of Directors, and shall be by sealed tender or by quotation from a minimum of three (3) suppliers, whichever the Board of Directors shall stipulate.
- (d) Notwithstanding anything in these Bylaws, any and all expenditures of monies, whether by Member, Director, Officer, employee, or agent, shall, regardless of amount, be fully and properly documented and verified by contracts, receipts, or other evidence of the transaction, its amount, its purpose, and full identification of the recipient of the funds.

Section M: EXECUTION OF DOCUMENTS

43. Execution of Documents

- (a) No employee, Director, or Officer of the organization shall affix his or her signature to any cheque unless properly authorized by the Board of Directors to do so, and unless said cheque is full and complete in its form with respect to the identity of the payee and the amount of the cheque.
- (b) The Board of Directors shall be responsible to the General Membership for the following:
 - (i) Authorize the borrowing of money upon the credit of the organization on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to, or in favour of, the bank any property of the organization, real or personal, moveable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the organization's own debentures, as security for the fulfillment of any liabilities or obligations, present or future of the organization to the bank, and may empower the bank or any person or persons to sell by public or private sale, assign, transfer, or convey from time to time, any such

property; and may sign, make, draw, accept, endorse, execute, and deliver on behalf of and in the name of the organization, any such cheques, promissory notes, bills of exchange, drafts, acceptances,

orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecate, mortgages, pledges, securities, and other agreements, documents, and instruments as may be deemed necessary or useful in connection with the borrowing of money and other banking business of the organization.

- (ii) Authorize any two (2) or more Directors, Officers, employees, or agents of the organization to exercise the responsibility of any of the rights, powers, and authorities conferred by this article, subject to prior approval of the Board of Directors.
- (iii) Authorize the signing by such Officers, employees, or agents as shall be determined by the Board, of all cheques, bills of exchange, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization.
- (iv) Exercise through the President such direction over administrative affairs as is necessary for effective pursuit of the organization's objectives.
- (v) Any and all actions of the Board of Directors may be reviewed by the Membership at the next Meeting of the Membership, but no Board action taken or right acquired by such Board action shall be prejudicially affected by any amendment or rejection of the action by the General Membership.

44. Books and Records

The Board of Directors shall see that all necessary books and records of the organization required by any applicable statute or law, or the Bylaws of the organization, are regularly and properly kept and in a place of safekeeping within the County of Brant.

45. Fiscal Year

The fiscal year of the organization shall commence upon April 1st of each year and shall terminate upon the March 31st following.

Section N: AMENDMENT

46. Amendments to the Bylaws

- (a) The Bylaws of the organization may be amended by the Membership at any Annual Meeting thereof, by two-thirds (2/3) majority of votes of eligible General Members present at such meeting, provided that such members constitute a quorum.

- (b) Notice of proposed amendments duly signed by at least two General Members in good standing must be submitted in detail to the Secretary not later than thirty (30) days prior to such Annual Meeting.
- (c) Notice of the Proposal to Amend, and details of proposed amendments, shall be mailed by the Secretary to every Member of this organization at least fourteen (14) days prior to the Annual Meeting at which the proposed amendments shall be put.
- (d) A copy of the Bylaws will be distributed to all members of the Board and are available to any Member or potential member of the organization upon request.

47. Repeal of Prior Bylaws

(a) Repeal

Subject to the provisions of **(b)** and **(c)** hereof, all prior Bylaws, resolutions, and other enactments of the organization heretofore enacted or made are repealed.

(b) Exception

The provisions shall not extend to any Bylaw or resolution heretofore enacted for the purpose of providing to the Board the power of authority to borrow.

(c) Proviso

Provided, however, that the repeal of prior Bylaws, resolutions, and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed Bylaw, resolution or other enactment.

48. Effective Date

This Bylaw shall come into force without formality upon its enactment.

Section O: GENERAL RULES AND REGULATIONS

49. Executive Director

The Board of Directors may, within the boundaries prescribed in law and elsewhere in these Bylaws, delegate certain of its duties and powers in the management and affairs of the operations of the organization to the Executive Director and his/her designate(s). The primary paid staff position shall be that of the Executive Director. The specific duties of, and qualifications for, employment in this position shall be set forth by the Board of Directors. The Executive Committee shall further be responsible for maintaining a job and qualifications description in a current state at all times. The Executive Director shall attend meetings of the General Membership and the Board of Directors. The Executive Director may also be required to attend meetings of committees of this organization. The attendance of the Executive Director at such

meetings shall be in an advisory and resource capacity only. The Executive Director shall be a non-voting member of all committees of the organization.

50. Affiliation

The organization shall take out membership in Provincial Affiliations that, to the best information of the Board of Directors, furthers the work of the organization in the City of Brantford or County of Brant.

SCHEDULE "A"

DIRECTOR'S PROXY

The undersigned Director of Community Living Brant hereby appoints _____ of _____ or failing him/her, _____ of _____ as nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the _____ meeting of the Board of Directors of the said organization to be held on the _____ day of _____, 20 __ , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20 ____.

Signature of Director

SCHEDULE "B"

GENERAL MEMBER'S PROXY

The undersigned General Member in good standing of Community Living Brant hereby appoints _____ of _____, or failing him/her, _____ of _____ as nominee of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the _____ meeting of the General Members of the said organization to be held on the ____ day of _____, 20 __, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20 ____.

Signature of General Member