



## Organization and Procedure Bylaws

### ARTICLE 1: DEFINITIONS

#### 1.1 In these bylaws:

- (a) "Act" means *Community Living Authority Act*, and the regulations made thereunder.
- (b) "authority" means Community Living British Columbia, established under section 2(1) of the Act;
- (c) "Board" means the board of directors of the authority appointed under section 5 of the Act.
- (d) "bylaws" means the bylaws of the Board.
- (e) "Chief Executive" means the Chief Executive Officer engaged by the Board to manage the affairs of the authority
- (f) "Member" means a person appointed to the Board, by the Minister, pursuant to the Act and in accordance with Ministry policy from time to time.
- (g) "Minister" means the Minister of Children and Family Development of the Province of British Columbia.
- (h) "service provider" means a person or an organization delivering community living support under an agreement with the authority or a person authorized by the authority;
- (i) "Ordinary Resolution" means a resolution passed by a simple majority of the persons entitled to vote who are present in person or by telephone at a meeting of the Members.
- (j) "special Resolution" means a resolution passed by a majority of 2/3 or more of the persons entitled to vote as are present in person or by telephone at a meeting of the Members of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.



1.3 In these bylaws, words importing the singular include the plural and vice versa

## ARTICLE 2 COMMUNITY LIVING BRITISH COLUMBIA AUTHORITY

- 2.1 **General.** The Board shall have the powers and purposes as are set out in the Act and the property and affairs of the Board shall be managed by the Board in which shall be vested full control of the assets, liabilities, revenues and expenditures of the Board, subject to the approval of the Minister.
- 2.2 **Board to Submit Service Plan.** Before submitting its service plan, budget plan or capital plan to the Minister for approval, the Board must approve the plan by resolution.
- 2.3 **Real Property.** The Board may not acquire or dispose of real property, except by resolution of the Board and with the prior approval of the Minister.
- 2.4 **Contracts and Agreements.** The Board may by Ordinary Resolution designate that orders and other contracts which exceed a stated monetary limit may only be entered into on written authority of the Board. Additionally all contracts for the acquisition or disposal of real property shall be authorized by Ordinary Resolution. In respect of orders or contracts not involving real property or which cost or involve sums less than the amounts specified or limited by the Board, the Chief Executive and other senior staff designated by the Chief Executive shall have the power to make such orders and contracts on behalf of the Board.
- 2.5 **Banking.** The banking business of the Board shall be transacted with such banks, trust companies, or other firms or bodies corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Board's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.
- 2.6 **Board to Govern Operations.** The Board may make rules and regulations governing its operations and the operations of the service providers, which are not inconsistent with the Act or the provisions of these bylaws.

## ARTICLE 3 MEMBERS

- 3.1 **Appointment of Members.** Each Member will be appointed by the Minister to the Board in accordance with the Act.



- 3.2 **Vacancy on Board.** The Board will advise the Minister if a vacancy occurs on the Board for any reason.
- 3.3 **Nominations for Board.** The Board may provide the Minister with recommendations for new Members of the Board.
- 3.4 **Remuneration for Members.** The minister may set remuneration for Members in accordance with the general directives of the Treasury Board, including different rates of remuneration for different Members, and the authority must pay Members such remuneration together with reimbursement, in accordance with the general directives of the Treasury Board, for reasonable travelling and out of pocket expenses necessarily incurred in carrying out their duties.

#### ARTICLE 4 OFFICERS

- 4.1 **Chair.** The chair of the board is a director who  
(a) is designated as Chair by the Minister, or  
(b) is appointed by the board under the bylaws of the authority if a chair is not designated under paragraph (a).
- 4.2 **Other Officers.** The Board may elect such other officers for such other terms of office as the Board may determine and may fill vacancies in such offices as the Board shall determine.
- 4.3 **Secretary.** The Chief Executive shall be the Secretary to the Board unless the Board otherwise determines. The appointment of the Chief Executive to hold office does not entitle the Chief Executive to be a Member, nor to vote at meetings of the Board or any of its committees.
- 4.4 **Officers.** The Board may decide what functions and duties each officer will perform and may entrust to and confer upon such officer any of the powers exercisable by the Board upon such terms and conditions as they think fit and may from time to time revoke, withdraw, alter or vary any of such functions, duties and powers.

#### ARTICLE 5 COMMITTEES OF THE BOARD

- 5.1 **Committees.** The directors may appoint one or more committees consisting of such Member or Members of the Board as they think fit and may delegate to any such committee any powers of the Board; except, the power to fill vacancies in



the Board, the power to change the membership of or fill vacancies in any committee of the Board, and the power to appoint or remove officers appointed by the Board.

- 5.2 **Advisory Committee.** The board must establish an advisory committee to the board composed of individuals referred to in the definition of "community living support" under the Act.
- 5.3 **Procedures of Committees.** All committees may meet and adjourn as they think fit. All committees will keep minutes of their actions and will cause them to be recorded in books kept for that purpose and will report the same to the Board at such times as the Board requires. The Members will also have power at any time to revoke or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary.

#### ARTICLE 6 MEETINGS OF THE BOARD

- 6.1 **Proceedings.** The Board shall meet at such times and as frequently as the Board shall determine. Board meetings shall be open to the public, but the Board shall exclude the public from a meeting or portion of a meeting if the matter relates to one of the issues listed in S. 9 of the Act such that the Board considers that, in order to protect the interests of a person or the public interest, the desirability of avoiding disclosure of information to be presented outweighs the desirability of public disclosure of that information. Before a meeting or part of a board meeting is closed to the public, the board must state, by resolution,
- (a) the fact that the meeting or part of the meeting is to be closed, and
  - (b) the basis under subsection (2) or (3) on which the meeting or part of the meeting is to be closed.
- 6.2 **Quorum.** The quorum for any meeting of the Board shall be a majority of the Members holding office. If more than half of the Members abstain from voting at a meeting of the board because of a conflict of interest, whether actual or potential, the remaining Members constitute a quorum for that vote. The affirmative votes of a quorum at a meeting of the board are sufficient to pass a resolution or bylaw.



- 6.3 **Participation by Telephone and Other Means.** A Member may participate in a Board meeting or committee meeting by telephone conference call and is not required to be physically present to be counted as part of the quorum.
- 6.4 **Notice.** Notice of each meeting of the Board shall be given to each Member in writing or by fax or email delivery. Notice of committee meetings shall be reasonable notice in the circumstances.
- 6.5 **Right to Vote.** Each Member is entitled to vote at all meetings of the Board.
- 6.6 **Number of Votes.** Each member has one vote, except that, in the case of equality of votes, the Chair will be entitled to a second or casting vote.
- 6.7 **Method of Voting.** Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Member participating by telephone conference call.
- 6.8 **Adjourned Meeting for Lack of Quorum.** In the event a meeting of the Board cannot be held due to a lack of quorum such meeting shall have been deemed to be adjourned to a future date set by the Members present at the meeting. The date of adjourned meeting shall allow sufficient time for notice of adjournment to be given to all Members. There shall be no quorum requirements for the holding of an adjourned meeting.
- 6.9 **Rules of Procedure.** Except where otherwise provided by the Board or these bylaws all matters of procedure at any meetings of the Board shall be decided in accordance with the most recently revised edition of Roberts Rules of Order'
- 6.10 **Appoint Chair.** The Chair or in his or her absence, a person appointed by the Chair, shall preside as chair at every meeting of the Board.
- 6.11 **Consent Resolutions.** A resolution in writing signed by all Members shall be valid and effectual as if it had been passed at a meeting of the Members duly called and constituted. Consent resolutions may be validly passed by execution by Members, delivered in counterparts and by facsimile.

#### ARTICLE 7 LIABILITY AND OBLIGATION OF MEMBERS/OFFICERS

- 7.1 **No Action** No action for damages lies or may be brought against a Member or officer because of anything done or omitted in good faith:
- (a) in the performance or intended performance of any duty under the Act; or
  - (b) in the exercise or intended exercise of any power under the Act.



7.2 **Disclosure of Interest.** A Member or Officer who is, directly or indirectly, interested in a proposed contract or transaction with the Board shall disclose fully and promptly the nature and extent of his or her interest to each Member and have such disclosure recorded in the minutes of the next meeting of the Board.

7.3 **Indemnity.** In consideration of a person acting as a Member or officer of the Board, such Member or officer and his or her respective heirs and personal representatives (collectively the "indemnities"), are indemnified against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by any Indemnitee in a civil, criminal or administrative action or to which such Indemnitee is made a party by reason of being or proceeding-of or having been a Member or officer (or being the heir or personal representative of a Member or officer), including any action brought by the Board if:

(a) the Member or officer acted honestly and in good faith with a view to the best interest of the Board; and

(b) in the case of a criminal or administrative action or proceeding, the Member or officer had reasonable grounds to believe his or her conduct was lawful.

#### ARTICLE 8 CORPORATE ADDRESS

8.1 **Corporate Address.** The Board will maintain one corporate address where all the communications and notices are to be sent or delivered, and will advise the Minister of any change of corporate address.

#### ARTICLE 9 EXECUTION OF DOCUMENTS

9.1 **Authority to Execute.** All documents and contracts of the Board may be executed on behalf of the Board by the Chief Executive or senior executives of the Board who are authorized by the Chief Executive, provided that, in those or contract instances in which the written authority of the Board to such document is required under the terms of bylaw 2.4, the Chair or another Member designated by the Chair shall also execute the document or otherwise signify in writing the express consent of the Board to the execution of the document or contract on behalf of the Board.

9.2 **Routine Correspondence and Appointments.** The Chief Executive shall be empowered to execute on behalf of the Board all routine correspondence.

#### ARTICLE 10 ADOPTION OF BYLAWS AND AMENDMENTS



- 10.1 **Special Resolution Required.** The bylaws may only be amended by Special Resolution.
- 10.2 **Members to have Copy.** Every Member shall receive a copy of every bylaw of the Board upon request.