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## Community Living British Columbia Organization and Procedure Bylaws

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### ARTICLE 1: DEFINITIONS

- 1.1 In the 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 these Bylaws enacted and approved by the Board;
  - (e) "Chief Executive" means the Chief Executive Officer engaged by the Board to manage the affairs of the Authority;
  - (f) "Director" means a person appointed to the Board by the Minister, pursuant to the Act;
  - (g) "Minister" means the Minister of Social Development; and
  - (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.
- 1.2 The definitions in the Act on the date the Bylaws become effective apply to the Bylaws.
- 1.3 In the 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 Authority shall be managed by the Board in which shall be vested full control of the assets, liabilities, revenues and expenditures of the Authority, 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 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 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 Authority 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 Authority'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 the Bylaws.

### ARTICLE 3 BOARD MEMBERS

- 3.1 **Appointment of Directors.** Each Director will be appointed by the Minister 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 recommend Director candidates to the Minister.
- 3.4 **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 if a Chair is not designated by the Minister.
- 3.5 **Remuneration for Directors.** The Minister may set remuneration for Directors in accordance with the general directives of the Treasury Board, including different rates of remuneration for different Directors, and the Authority must pay Directors 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 CHIEF EXECUTIVE

- 4.1 **Chief Executive.** The Board shall appoint a Chief Executive of the Authority and determine the remuneration and other terms and conditions of employment for the Chief Executive.

### ARTICLE 5 COMMITTEES OF THE BOARD

- 5.1 **Committees.** The Board may appoint one or more committees and shall determine the

membership, duties and responsibilities of each committee provided that the Board may not delegate to a committee: 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 Board will 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.

## 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 section 9 of the *Act*. Before a Board 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 section 9(2) or (3) of the Act on which the meeting or part of the meeting is to be closed.
- 6.2 **Quorum and Voting.** The quorum for any meeting of the Board shall be a majority of the Directors holding office.<sup>1</sup> If more than half of the Directors abstain from voting at a Board meeting because of a conflict of interest, whether actual or potential, the remaining Directors constitute a quorum for that vote.<sup>2</sup> The affirmative votes of a quorum at a meeting of the Board is sufficient to pass a resolution or bylaw.<sup>3</sup>
- 6.3 **Participation by Telephone and Other Means.** A Director may participate in a Board meeting by telephone conference or other electronic means that allows the participants to hear each other, and is not required to be physically present to be counted as part of the quorum.
- 6.4 **Right to Vote.** Each Director is entitled to vote at all meetings of the Board. Voting is by a show of hands unless determined otherwise by the Board for a particular

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<sup>1</sup> Act, s. 8(6).

<sup>2</sup> Act, s. 8(7).

<sup>3</sup> Act, s. 8(8).

resolution or to accommodate a Director participating by telephone conference call or other electronic means.

- 6.5 **Number of Votes.** Each Director, including the Board Chair, has one vote. The Board Chair does not have a casting vote.
- 6.6 **Adjourned Meeting for Lack of Quorum.** In the event a Board meeting 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 Directors present at the meeting. The date of the adjourned meeting shall allow sufficient time for notice of adjournment to be given to all Directors.
- 6.7 **Rules of Procedure.** Except where otherwise provided by the Board or the Bylaws all matters of procedure at any Board meetings shall be decided in accordance with the most recently revised edition of Roberts Rules of Order.
- 6.8 **Consent Resolutions.** A resolution in writing signed by all Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.<sup>4</sup> Consent resolutions may be validly passed by execution by Directors, delivered in counterparts and by facsimile.

## ARTICLE 7 CORPORATE ADDRESS

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

## ARTICLE 8 EXECUTION OF DOCUMENTS

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

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<sup>4</sup> Act, s. 8(9).