

**COMMUNITY LIVING
CAMPBELLFORD/BRIGHTON**

BYLAWS

REVISED BY: BYLAW REVIEW COMMITTEE – April 2010
APPROVED BY: C.L.C.B. BOARD OF DIRECTORS – April 2010
C.L.C.B. GENERAL MEMBERSHIP – June 16, 2010

COMMUNITY LIVING CAMPBELLFORD/BRIGHTON

BYLAWS

**SUBJECT:
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COMMUNITY LIVING CAMPBELLFORD/BRIGHTON

**SUBJECT:
INCORPORATION HISTORY**

The Campbellford and District Association for Mentally Retarded Children was formed in April 1960, and incorporated by Letters Patent as the Campbellford and District Association for the Mentally Retarded from the Province of Ontario on June 30, 1970.

The Association members again voted to change their name on March 24, 1988 to Campbellford and District Association for Community Living.

The Association members again voted to change their name on June 26, 2003 to Community Living Campbellford/Brighton.

AND WHEREAS the original aims and objects of the Corporation were to promote the education, training, development and welfare of developmentally handicapped children; the Association hereby proclaims that its aims and objects include all people [who have](#) intellectual disabilities.

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**SUBJECT:
OBJECTS OF THE CORPORATION**

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- 1.1** TO encourage the ongoing scientific research and study into human development, with a view to creating better understanding and acceptance of all people within our communities, both locally and globally.
- 1.2** TO promote and participate in the education, training, development, and welfare of all persons who seek our services, whether at home or in residences; in public or private schools; in co-operation with public and private agencies who provide support and services; and in partnership with all organizations within our community.
- 1.3** TO promote better understanding of the valuable contributions which each person makes to their community of choice, which will further empower people to achieve their own optimal personal development.
- 1.4** TO support formal quality enhancement outcome initiatives, which will further the training and education of personnel working with, or on behalf of the people we support.
- 1.5** TO network with local, provincial, national and international organizations who strive to support the humanitarian rights of all people.

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**SUBJECT:
HEAD OFFICE**

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- 2.1** The Head Office of the Corporation shall be in the Municipality of Trent Hills in the Province of Ontario.

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**SUBJECT:
SEAL**

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- 3.1** The seal, an impression whereof is stamped in the margin hereof, shall be kept at the Head Office of the Corporation, and the same shall not be affixed to any document of any description save by resolution of the Board of Directors and in the presence of the President and the Secretary or otherwise as may be authorized by a Board of Directors' resolution.

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MEMBERSHIP**

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4.1 VOTING GENERAL MEMBERSHIP

The Association encourages all interested people who are 18 years of age or older to become members of the Association.

Individual Membership

- A. A member shall be a person of a minimum age of 18 years who has paid the annual membership fee. The Association encourages everyone in the community to become members in the Association.

Family Membership

- B. Family membership consists of any two members with the same mailing address. Each family member is entitled to one vote.
- C. Any relative/guardian of a person receiving service from the Corporation may become a member of the Association regardless of County of residence.
- D. Past employees of the Corporation shall be eligible for membership in the Association after a period of one (1) year following termination of employment, as long as no legal action is pending between the Corporation and the employee, or one (1) year after all legal issues have been resolved.

4.2 NON-VOTING ASSOCIATE MEMBERSHIP

- A. Employees of the Corporation are eligible for non-voting associate membership but are not eligible for a seat on the Board of Directors.

4.3 HONOURARY LIFE MEMBERSHIP

- A. Upon a majority vote of the Board of Directors, the Association may confer life membership to any member who has contributed long and distinguished service to the Association.

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MEMBERSHIP**

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4.4 CORPORATE MEMBERSHIP

- A. Any business or corporation may become a corporate member. Membership is non-voting and is not eligible for any office in the Corporation and is not eligible for any seat on the Board of Directors.

4.5 MEMBERSHIP DUES, RIGHTS & OBLIGATIONS

- A. Membership dues or fees for general members shall be such, as shall from time to time be fixed by a vote of the Board of Directors.
- B. No increase in dues or fees shall be implemented until confirmed by a vote of the members at an Annual or Special Meeting of the Association.
- C. A member shall be in good standing if his/her annual dues have been paid on or before the Annual General Meeting in each year.
- D. Except as otherwise provided in this Bylaw, members have the right to the following:
- Attend all duly-constituted meetings of the membership;
 - Participate in decision of matters properly before the General membership;
 - Vote on matters properly before the Membership;
 - Stand for election to the Board of Directors;
 - Vote in elections to the Board of Directors;
 - May represent the Association on regional planning councils as their representative, as delegated by the Board of Directors and through a recorded motion;
 - May represent the Association at Community Living Ontario voting functions as an appointed voting delegate;

4.6 MEMBERSHIP APPROVAL

- A. The Board of Directors must approve any application for membership before becoming effective.
- B. If membership in the Association is denied, then the applicant will receive the reason for this decision in writing from the Board of Directors and is provided with an opportunity to appeal the decision to the Board of Directors.

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GOVERNING BODY**

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5.4 REMOVAL FROM OFFICE

The office of a Director of the Association shall be vacated:

- a) if a Director has attended less than half of the Board Meetings in any given year or has missed three (3) consecutive meetings without legitimate reasons given prior to the Board Meeting;
- b) upon removal by resolution passed by at least two-thirds of votes cast by the members at a General Meeting. A notice specifying the intention to pass such a resolution must have been given prior to the meeting;
- c) if a Director is charged with an offence, the Board of Directors may request the Director to take a leave of absence from the governing body;
- d) if a Director is convicted of any criminal offence;
- e) if by notice in writing to the Secretary of the Association, the Director resigns his/her office, such resignation is effective immediately upon acceptance by the Board of Directors;
- f) if a Director ceases to be a member in good standing;
- g) upon removal by an affirmative vote of a majority of Directors that a Director has not complied with the conflict of interest provisions contained in these Bylaws;
- h) if a Director knowingly discloses or breaches confidential information from Board Meetings;

5.5 RESIGNATION

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

5.6 VACANCIES

Vacancies on the Board of Directors, however caused, may be filled by a resolution of the Board of Directors for the remainder of vacant term of office.

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5.7 CONFIDENTIALITY

Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that an unauthorized statement could adversely affect the interests of the Corporation.

5.8 CONFLICT OF INTEREST

- A. Conflict of interest occurs when a Director of a not-for-profit organization 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.
- B. Members of the Board of Directors and their families shall not enter into any business arrangement with the Corporation in which they are interested directly or indirectly, except:
 - 1. On a written and competitive quotation basis, and
 - 2. Having declared any interest therein and having refrained from voting thereon.
- C. Any possible conflict of interest on the part of a Director shall be disclosed to the Board at the beginning of every meeting, the President will ask if any Director has a conflict of interest with any item on the agenda.
- D. When any such conflict of 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 for these decisions at a meeting at which Board action shall be taken on the conflict of interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- E. The Director need not miss the entire meeting where there will likely be other issues on the agenda but remove her/himself during discussion on the issue that involves a conflict of interest. The minutes should make note of when the Director with the conflict of interest left and returned to the meeting.

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5.9 LIMITATION OF LIABILITY

No Director or Officer shall be liable for:

- a) the acts, receipts, neglects or defaults of any other Director, Officer, employee, or for joining in any receipt or other act for conformity;
- b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- c) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested;
- d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
- e) any loss occasioned by any error of judgement or oversight on his part;
- f) any other loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default;

provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

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OFFICERS OF THE CORPORATION**

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6.1 PRESIDENT

The President shall:

- a) represent the Corporation in the community;
- b) preside at all General Meetings of the Membership and act as Chairperson of the Board of Directors;
- c) exercise general supervision over all Corporation activities in accordance with policies determined by the Board of Directors;
- d) be a member ex-officio of all Committees except the Nomination Committee;

6.2 VICE-PRESIDENT

The Vice-President shall:

- a) assume the duties of the presidency in the absence, for any reason, of the President;
- b) carry out duties as are assigned by the Board of Directors or the President;

6.3 TREASURER

The Treasurer shall:

- a) exercise general supervision over the financial administration of the Corporation;
- b) ensure that full and accurate accounts of all receipts and disbursements are maintained;
- c) ensure that all monies or other valuable effects in the name of and to the credit of the Corporation are deposited in such banks as may be directed by the Board of Directors;
- d) disburse funds in accordance with the direction of the Board of Directors;

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6.4 PAST PRESIDENT

The Past President shall:

- a) chair the Nomination Committee;
- b) actively work to increase membership in the Corporation;
- c) be a member of the Executive Committee of the Corporation;

6.5 SECRETARY

The Secretary shall:

- a) act as Secretary to the Board of Directors, the Executive Committee, and In-Camera sessions, if applicable;
- b) ensure that Corporation business is conducted in accordance with the Letters Patent and Bylaws and further policies and procedures established by the Board of Directors;
- c) ensure the maintenance of accurate records of all General and Board Meetings;

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MEETINGS OF BOARD OF DIRECTORS**

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MEETINGS OF BOARD OF DIRECTORS

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

A. Frequency and Location

The Board of Directors shall meet a minimum of eight (8) times per year, at such dates, times and locations, as the Board shall determine.

B. Notice

A notice stating the date, location and agenda of the meeting of the Board of Directors will be distributed seven (7) days prior to the scheduled meeting.

C. Conduct

The President, or in his/her absence any other Director as may be appointed by the Board, shall chair the meetings of the Board.

D. Conflict of Interest

At the beginning of every meeting, the President will ask if any Director has a conflict of interest with any item on the agenda. The Secretary will record any such conflict and the member involved will refrain from discussing or voting on that item.

E. Voting

All decisions will be settled by a majority vote of all members present. Any member may call for a recorded vote on any question and the Secretary will then poll the Directors and record their vote in the minutes. A tie vote will be considered a losing vote. All members present including the chairperson will be entitled to one vote.

F. Quorum

Five (5) Directors shall constitute a quorum for the transaction of business.

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7.1 Cont'd.

G. In Camera

The Board may move into an *in-camera* session only if the business to be transacted would otherwise breach employee confidentiality or jeopardize internal or external contract negotiations or cause discomfort or harm to any person or the family of any person or others with pertinent information relating to situations involving a person in whose interests or to whose benefit the Association has in any way become involved. The recorder of such meetings will be the Secretary of the Board.

H. Records

Recording of Board meeting business will be assigned by the Executive Director to an appropriate Association employee. All Board Meeting minutes shall be approved at the next business meeting of the Board of Directors.

I. Officers

Immediately following the Annual General Meeting, the Board of Directors will meet for the purpose of confirming the positions of President, Vice-President, Treasurer and electing a Secretary from their members. The Executive Director, Immediate Past President or designate will chair this meeting.

A regular meeting schedule of the Board of Directors will be determined at this meeting.

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MEETINGS OF MEMBERSHIP**

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17-7**

7.2 ANNUAL GENERAL MEETING

A. Purpose

The Annual General Meeting is a business meeting of the general membership that is conducted on an annual basis. The annual reports of Directors and standing committees, election of the Board of Directors, and any other business prescribed by the Bylaws may be on the agenda of the Annual General Meeting.

B. Date and Location

The Annual General Meeting of Community Living Campbellford/Brighton shall be held within one hundred and twenty (120) days of the termination of its fiscal year at such time and place as determined by the Board of Directors by March 31st of each year.

C. Notice

A notice stating the date, location and agenda of the Annual General Meeting will be distributed to all members in good standing at least thirty (30) days prior to the Annual General Meeting.

D. Quorum

A quorum for the transaction of business of any meeting of members shall consist of not less than twenty-five percent (25%) of the membership; provided that in no case can any meeting be held unless there are at least ten (10) or a minimum of ten (10) members in attendance.

7.3 GENERAL MEETING

A. Purpose

General Meetings for the membership of the Association are not typically business meetings of the organization. General Meetings shall be determined by the Board of Directors for the following purposes:

- a) receiving information from the Board of Directors or requesting advice from the membership concerning activities of the Corporation;
- b) educational purposes;

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MEETINGS OF THE MEMBERSHIP

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7.3 **GENERAL MEETING** Cont'd.

- c) general meetings are not business meetings of the Corporation unless the membership has been advised at least seven (7) days prior to the meeting by a mailing to all members in good standing an agenda stating the business that will be discussed.

B. Frequency

There will be a minimum of two (2) general membership meetings of the Association held during the fiscal year.

7.4 **SPECIAL MEETING**

A. Purpose

A special meeting is a separate session of the Association 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 Association.

B. Notice

Notice of the time, place and purpose of the meeting must be mailed at least fourteen (14) days in advance of the meeting to all members of good standing.

C. Authority to Call the Meeting

The Chairperson of the Board of Directors can call a Special Meeting:

- a) at the written request of ten percent (10%) of the membership;
- b) at the sole discretion of the Board of Directors.

D. Agenda

Only business mentioned in the notice of the special meeting can be transacted.

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NOMINATIONS AND ELECTION PROCEDURES 19-8

- 8.1** At least two (2) months prior to the Annual General Meeting, the Board of Directors will appoint the Nominating Committee. The Nominating Committee, one of whom will chair, will consist of three (3) Directors who will implement the following:
- a) prior to the Annual General Meeting, circulate to all members in good standing by April 30th of each year a nomination form;
 - b) nominate a list of candidates eligible for election to the Board of Directors;
 - c) at least thirty (30) days prior to the Annual General Meeting, circulate a list of all the candidates to all ordinary members of the Association in **good standing** at that time;
 - d) inform the membership that they may make further nominations to the Chairperson of the Nominating Committee at the Association's Head Office in Campbellford;
 - e) all further nominations must be in writing with the signature of two (2) ordinary members in good standing and with the permission of the member being nominated;

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POWERS OF THE BOARD OF DIRECTORS**

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- 9.1** The Board will administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract, which the Corporation may lawfully enter and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- 9.2** The Board of Directors on behalf of the Corporation may from time to time:
- a) borrow money on the credit of the Corporation; and/or
 - b) issue, sell or pledge securities of the Corporation;
 - c) charge, mortgage, hypothecate or pledge all or any real property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or any other debt, or any obligation or liability of the Corporation.
- 9.3** The Directors will receive no remuneration or fees of any kind. However, they will be able to receive reimbursement for Board approved out-of-pocket expenses.

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AMENDMENTS**

**Page/Section
21-10**

- 10.1** Bylaws of the Association will be reviewed by the governing body on an annual basis.
- 10.2** Amendments to the Bylaws must be submitted to the Board of Directors at least sixty (60) days before the Annual General Meeting and presented for approval at the next Annual General Meeting.
- 10.3** A copy of the Bylaws of the Association is available to any member or potential member upon request.

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**SUBJECT:
AFFILIATIONS**

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22-11**

- 11.1 The Community Living Campbellford/Brighton Association shall be affiliated with Keystone Community Services. At least four (4) of Community Living Campbellford/Brighton's Board of Directors will be appointed to serve on the Board of Directors of Keystone Community Services.