

**COMMUNITY LIVING  
CAMPBELLFORD/BRIGHTON**

**BYLAWS**

**REVISED BY:** BYLAW REVIEW COMMITTEE – February 2016  
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**APPROVED BY:** C.L.C.B. BOARD OF DIRECTORS – April 2016  
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C.L.C.B. GENERAL MEMBERSHIP – June 2018  
C.L.C.B. BOARD OF DIRECTORS – April 2019  
C.L.C.B. GENERAL MEMBERSHIP – June 2019

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**SUBJECT:  
DEFINITIONS**

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3-1**

In this by-law:

“Act” means the Corporation Act, R.S.O. 1980, c95, as amended, and any statute enacted in substitution therefore, from time to time;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the company incorporated as a Corporation without share capital under the Act, by Letters Patent originally dated June 30, 1970, subsequently revised on March 24 1988 and on June 26, 2003 to be renamed to Community Living Campbellford/Brighton.

“Letters Patent” means the Letters Patent incorporating the Corporation, as from time to time amended and supplemented by Supplementary letters Patent;

“meeting of members” includes an annual meeting of members and a special meeting of members;

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neutral genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

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INCORPORATION HISTORY**

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4-2**

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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5-3**

- 3.1** TO encourage better 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.
- 3.2** 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.
- 3.3** 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.
- 3.4** 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.
- 3.5** 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**

**Page/Section  
6-4**

- 4.1** 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**

**Page/Section  
7-5**

- 5.1** 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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**SUBJECT:  
MEMBERSHIP**

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8-6**

**6.1 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.

**6.2 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.

**6.3 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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9-6**

**6.4 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.

**6.5 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;

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**SUBJECT:  
GOVERNING BODY**

**Page/Section  
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**7.1     COMPOSITION**

- A.     The affairs of the Corporation and the Association shall be managed by a Board of up to nine (9) elected Directors, one of which may be self identified self advocate, and one (1) Director ex-official who shall be the immediate Past President. There may be no less than five (5) Directors each of whom at the time of their election shall be a member in good standing. The Board of Directors, with the exception of the Past President, will be elected at the Annual General Meeting of the Association and will hold office for a period of three (3) years.
  
- B.     The total number of members on the governing body should be determined and elected by the membership. Should the governing body require advice from the community, it can be obtained without expanding the governing body.

**7.2     OFFICERS OF THE CORPORATION**

- A.     A new Board Member must spend one (1) year as a Director of the Corporation before being eligible to hold a position of office.
  
- B.     The preferred progression shall be through the following offices.
  - 1)     Secretary                             2)     Treasurer
  - 3)     Vice President                     4)     President

**COMMUNITY LIVING CAMPBELLFORD/BRIGHTON**

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**7.3 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;

**7.4 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.

**7.5 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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GOVERNING BODY**

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12-7**

**7.6 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.

**7.7 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.
- A. 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.
- B. 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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**7.8 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/her part;
- f) any other loss, damage or misfortune, whatever which shall happen in the execution of the duties of his/her 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 Corporation Act or from liability for any breach thereof.

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**SUBJECT:  
OFFICERS OF THE CORPORATION**

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**8.1 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;

**8.2 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;

**8.3 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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OFFICERS OF THE CORPORATION**

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15-8**

**8.4 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;
- d) be a mentor for the new President.

**8.5 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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9.1 MEETINGS OF BOARD OF DIRECTORS

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 six (6) 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. Virtual Meeting Participation/Attendance

Directors may participate in a meeting of the Board or of a Committee of the Board via virtual technology using teleconference, video conference or other virtual technology such as Blue Jeans software, which means the committee member is deemed to be present and in person at the meeting with voting rights.

D. 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.

E. 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.

F. 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.

G. Quorum

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



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MEETINGS OF BOARD OF DIRECTORS

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9.1 Cont'd.

H. 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.

I. 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.

J. 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.

COMMUNITY LIVING CAMPBELLFORD/BRIGHTON

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MEETINGS OF MEMBERSHIP**

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**10.1 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 of the Annual General Meeting will be published on the Community Living Campbellford/Brighton website at least thirty (30) days prior to the Annual General Meeting. The notice will also be posted at the Administration office of CLCB, 65 Bridge St E., Campbellford, ON.

**D. Quorum**

A quorum for the transaction of business of any meeting of members shall consist of not less than five (5) members in attendance.

**E. Frequency**

There will be a minimum of one (1) general membership meeting of the Association held during the fiscal year.

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MEETINGS OF MEMBERSHIP**

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**10.2 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 20-11**

- 11.1** At least ninety (90) days prior to the Annual General Meeting, the Board of Directors will appoint the Nominating Committee. The Nominating Committee will be comprised of the Past President as Chair along with two (2) Directors who will implement the following:
- a) nominate a list of candidates eligible for election to the Board of Directors;
  - b) nominations for the Board of Directors must be submitted sixty (60) days prior to the Annual General Meeting.

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**SUBJECT:  
POWERS OF THE BOARD OF DIRECTORS**

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21-12**

- 12.1** 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.
- 12.2** 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.
- 12.3** 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  
22-13**

- 13.1** Bylaws of the Association will be reviewed by the governing body on an annual basis.
- 13.2** 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.
- 13.3** A copy of the Bylaws of the Association is available to any member or potential member upon request.

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AFFILIATIONS**

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23-14**

- 14.1** The Community Living Campbellford/Brighton Association shall be affiliated with Keystone Community Supports Corporation. At least one (1) of Community Living Campbellford/Brighton's Board of Directors will be appointed to serve on the Board of Directors of Keystone Community Supports Corporation.

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EFFECTIVE DATE**

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**15.1 EFFECTIVE DATE**

This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Directors of the Corporation and sealed with the corporate seal this

\_\_\_\_\_ Day of \_\_\_\_\_, 2019

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by majority of the members of the corporation, this

\_\_\_\_\_ Day of \_\_\_\_\_, 2019

\_\_\_\_\_  
Secretary