

| Manitoulin-Sudbury District Services Board POLICY & PROCEDURES MANUAL | |
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| Section: B. General Administration | Effective Date: July 1, 2010 |
| Topic: 2. Governance | Replaces: January 27, 2000 |
| Subject: 2.01. Board Procedural By-Law | |
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| POLICY |
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**MANITOULIN-SUDBURY
DISTRICT SERVICES BOARD
(hereinafter referred to as the "Board")**

BYLAW

1. CORPORATE STATUS

The Board shall be a corporation as established through the District Social Services Administration Board Act (the "Act"). The number of members, the areas that they represent and the manner and term of their appointment shall be set out in the Regulations of the Act.

2. HEAD OFFICE

The Head Office of the corporation shall be in the Town of Espanola and at such place therein as the Board members may from time to time determine.

3. SEAL

The seal, an impression of which, is stamped in the margin, shall be the corporate seal of the corporation.

The corporate seal will be kept by the secretary at the head office.

4. POWERS OF THE BOARD

4.1 The affairs of the corporation shall be managed by the Board members.

4.2 The Board members on behalf of the corporation, exercise all the powers that the corporation may legally exercise unless restricted by law. These powers include, but are not limited to, the power:

- a) to enter into contracts or agreements;

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- b) to make banking and financial arrangements;
- c) to execute documents;
- d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the corporation;
- e) to purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board members may consider advisable;
- f) to borrow on the credit of the corporation for the purposes of operating expenses, or on the security of the corporation's real or personal property; and
- g) to purchase insurance to protect the property, rights and interests of the corporation and to indemnify the corporation, its members, Board members, and officers from any claims, damages, losses or costs arising from or related to the affairs of the corporation.

5. VOTING RIGHTS

- 5.1 Each member, including the Chair, is entitled to one (1) vote.
- 5.2 The Chair shall be entitled to vote at all meetings of the Board and shall be ex-officio a member of all committees of the Board and entitled to vote at those meetings, except at meetings of a committee of the whole, where the Chair shall vote only in the event of an equality of votes.

6. OFFICERS OF THE CORPORATION

- 6.1 The officers of the corporation shall consist of the Chair, the Vice-Chair, and an Executive Director who shall act as Secretary Treasurer.
- 6.2 The Chair shall be appointed as set out in the Regulations of the District Social Services Administration Board Act and shall preside at all meetings of the Board, enforce order and observance of the

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bylaws, sign all necessary documents and have general supervision of the staff.

6.3 The Vice-Chair shall be appointed by the Board at the same time as the Chair is appointed, and for the same term, and in the absence or inability of the Chair shall exercise the duties and functions of the Chair.

6.4 The Executive Director shall be a member of the staff appointed by the Board; and shall:

- a) report to the Board;
- b) be responsible for all operations of the Corporation;
- c) as secretary, record or delegate accurate minute taking of the organizations meetings and ensure that the DSB's files, records and other relevant written materials are kept, recorded and distributed.
- d) as treasurer, take a lead role in financial policy development and monitoring of the DSB's finances and advise and assist the Board in understanding the DSB's finances.

7. NOTICES

7.1 Any notice required to be given under the District Social Services Administration Board Act, the Ontario Municipal Act, the by-laws, or otherwise shall be in writing and shall be deemed to have been given if it is:

- a) delivered personally to the person to whom it is to be given;
- b) delivered to the person's address as recorded in the corporation's records;
- c) mailed to the person's address as recorded in the corporation's records by prepaid ordinary mail; or

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- d) sent to the person's address as recorded in the corporation's records by any means of prepaid transmittal, delivery, courier or telecopy.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.

7.2 The notice shall specify the business to be attended to at the meeting.

7.3 The Board shall hold a minimum of nine meetings a year.

8. ANNUAL REPORT

The DSB shall prepare an annual report at the end each year of operation. The annual report shall be circulated to all entities that participated in the selection of the Board's representatives.

9. BOARD MEETINGS

9.1 The Chair may at any time summon a special meeting of the Board.

9.2 Upon receipt of the petition of the majority of the members of the Board members of the Board, the Secretary Treasure shall summon a special meeting for the purpose and at the time mentioned in the petition.

9.3 In the event that both the Chair and the Vice-Chair are absent at a meeting, the attending members may elect one of their numbers to preside.

9.4 A quorum for a meeting of the Board shall be a majority of the members represented on the Board.

9.5 All motions pass by a simple majority. Written proxy votes will not be allowed.

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10. RULES OF PROCEDURE

All procedures shall be according to "Procedure at Meetings in Canada" by Arthur Beauchesne except as indicated otherwise by provincial legislation or regulation, or the by-laws of the Manitoulin-Sudbury District Services Board.

10.1 Duties of the Chair. It shall be the duty of the Chair to:

- a) open the meeting by taking the chair and calling the members to order;
- b) receive and submit, in the proper manner, all motions presented;
- c) put to a vote all motions which are moved and seconded, or necessarily arise in the course of proceedings, and to announce the results;
- d) decline to put to vote motions which infringe the rules of procedure;
- e) enforce the observance of order and decorum;
- f) sign all by-laws, resolutions and minutes of the Board;
- g) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things;
- h) adjourn the meeting when the business is concluded, or adjourn the meeting, without the question being put, in the case of grave disorder arising during the meeting.

10.2 Minutes The minutes of the meetings of the Board shall record:

- a) the place, time and date of the meeting;
- b) the names of the presiding officer and a record of the members in attendance;
- c) disclosure of conflict of interest.

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10.3 Petitions, Communications and Delegations

- a) Every petition and communication to the Board must be legible, signed and received by the Secretary-Treasurer no later than seven days prior to the meeting at which it will be discussed.
- b) Delegations or persons desiring to present information on matters of fact or to make a request of the Board may be heard by leave of the Board and may be limited to speaking no more than ten minutes.

10.4 Motions

- a) A motion shall be formally moved and seconded before the presiding officer can put the question to a vote or the motion can be recorded in the minutes.
- b) Immediately preceding the taking of the vote, the presiding officer shall state the question in the precise form in which it will be recorded in the minutes.
- c) Any member may require the question or motion under discussion to be read at any time during the debate but not as to interrupt a person while speaking.
- d) When a recorded vote is requested by a member, or is otherwise required, the Secretary-Treasurer shall record the name and vote of every member on any matter or question.

10.5 Points of Order and Privilege

- a) The presiding officer shall preserve order and decide questions of order.
- b) The members, if appealed to, shall decide the question without debate and the decision shall be final.

10.6 Conduct of Members No member shall:

- a) use unparliamentary language;
- b) speak on any subject other than the subject of debate;

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- c) disobey the rules of the DSB or a decision of the presiding officer on questions of order or practice or on the interpretation of the rules;
- d) address the members or speak in debate without permission of the presiding officer;
- e) speak for more than 10 minutes or more than once to the same question without the leave of the Board, except that a reply shall be allowed to be made only by a member who has presented the motion to the Board, but not by any member who has moved an amendment or a procedural motion;
- f) ask a question except for the purpose of obtaining information relating to the matter under discussion, and then only of the previous speaker, except when a member recognized as the next speaker wishes to ask a question of the presiding officer or of a member of the staff, and then only for the purpose of obtaining information, after which the Member shall speak.

10.7 Public or Confidential Meeting No meeting or part of a meeting of the Board or of its committees may be closed to the public except upon a motion citing the legislative basis for closing the meeting to the public, including:

- a) the security of the property of the Board;
- b) personal matters about an identifiable individual, including Board employees;
- c) a proposed or pending acquisition of land for Board purposes;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board.

11. PROTECTION OF BOARD MEMBERS

No Board member of the DSB shall be liable for the acts, receipts, neglects, or defaults of another Board member or employee or for joining in any receipt or other act of conformity, or for any loss, damage

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or expense happening to the DSB through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the DSB, or for the insufficiency or deficiency of any security in or upon which any of the monies of the DSB shall be invested, or for the loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the DSB shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damages 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 Board member from the duty to comply with the provisions of the Act or from the liability for any breach thereof.

12. INDEMNITY OF BOARD MEMBERS

Except in the case where a release or indemnity is contrary to law, every Board member of the corporation, every former Board member of the Corporation or a person who acts or acted at the Corporation's request as a Board member of a body corporate of which the Corporation is or was a member, shareholder or creditor, and his heirs and legal representatives shall from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Board member of such Corporation or body corporate if,

- a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing his conduct was lawful.

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13. CONFLICT OF INTEREST

Every Board member is governed by the Municipal Act and its obligations as it pertains to potential conflicts of interest. Every disclosure of interest shall be recorded in the minutes of the meeting.

14. BOOKS AND RECORDS

Board members shall see that all necessary books and records of the Corporation required by any applicable statute and law are regularly and properly kept.

15. FINANCIAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of December of each year.

16. CHEQUES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Chair or, in his absence, by the Vice-Chair, and by the CAO or, in his absence, by an alternate to the Executive Director as appointed by the Board at its first meeting in each calendar year.

17. AUDITOR

On an annual basis, the Board will appoint an auditor to audit the accounts of the Corporation.

18. BOARD COMMITTEES

- a) The Board may appoint such committees as it may from time to time require.
- b) Board Committee terms of reference and time for the work of a committee shall be defined by the Board as the committee is established.

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19. GENERAL COMMITTEE RULES

- a) Committee decisions are subject to the final approval of the Board.
- b) The membership of the Board Committees will be determined by the Board.
- c) The Chair of the Board is an ex-officio member of each committee with voting rights within each committee, except as stated in Section 5.
- d) Each Committee will elect a Committee Chair. The Committee Chair will review the agenda, chair committee meetings and report results to the Board;
- e) Minutes of all Committee meetings will be distributed to all Board members.

20. AMENDMENTS

These bylaws may be enacted by a resolution, repealed, amended, added to or re-enacted by a resolution supported by at least eight (8) members of the Board provided that notice of such amendment has been circulated to all Board members at least 21 days prior to the meeting.

21. INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

PASSED by the Board and sealed with the corporate seal this 27th day of January 2000.