

## OLDMAN RIVER REGIONAL SERVICES COMMISSION

### BYLAW NO. 2021-01

**BEING** a bylaw of the Oldman River Regional Services Commission, respecting the governing of the Board of Directors and the Executive Committee of the Oldman River Regional Services Commission

**WHEREAS** the Oldman River Regional Services Commission has been declared a “continued commission” pursuant to Section 602.47 of the *Municipal Government Act* and by Ministerial Order No. MSD:072/20, known as the Regional Services Commissions Order, signed by the Minister of Municipal Affairs, and coming into effect on September 1, 2020; and

**WHEREAS**, pursuant to Part 15.1, Section 602.09 (1)(c) of the *Municipal Government Act*, the Oldman River Regional Services Commission must pass a bylaw respecting the process for changing directors of the board and the chair of the commission and for setting the terms of office of the board and the chair; and

**WHEREAS** Bylaw No. 2013-1 and Bylaw No. 2013-2 were adopted and the Board now wishes to repeal those bylaws, and replace it with Bylaw 2021-01 (Board of Directors and Executive Committee Bylaw), Bylaw 2021-02 (Administrative Bylaw) and Bylaw 2021-03 (Procedural Bylaw).

**NOW THEREFORE**, the Board of Directors for the Oldman River Regional Services Commission hereby enacts the following:

#### **Mission Statement**

The Oldman River Regional Services Commission will provide professional municipal planning, geographical information system (GIS) and regional assessment review board services and advice to our municipal members and their citizens in a professional manner befitting a non-profit entity.

#### **1. TITLE**

- 1.1 This bylaw may be cited as the “Board of Directors and Executive Committee Bylaw”.

#### **2. DEFINITIONS**

- 2.1 For the purpose of this Bylaw, the following are defined as:

- a. **Act** means the *Municipal Government Act*, R.S.A 2000, c. M-26.
- b. **Board** means the Board of Directors of the Commission.
- c. **Bylaws** means the bylaws of the Commission.
- d. **Chair** means the chairperson of the Board and the Executive Committee.
- e. **Chief Administrative Officer** means the Chief Administrative Officer (CAO) for the Oldman River Regional Services Commission.
- f. **Commission** means the Oldman River Regional Services Commission.
- g. **Director** means a person appointed to the Board of Directors of the Commission in accordance with this Bylaw.

- h. **Executive Committee** means the seven (7) Board of Directors elected at the Annual General Meeting, consisting of a Chair, Vice-Chair and five (5) Committee members.
- i. **Member** or **Members** mean the member municipalities, as set out in ORRSC Bylaw 2021-02 (Administrative Bylaw).
- j. **Motion** means a motion passed by the Board of Directors or a Commission Committee.
- k. **Resolution** means a resolution passed by a municipal authority or commission.
- l. **Service** means, in respect of a commission, a service that the bylaws authorize the commission to provide.
- m. **Technical Advisors** means Commission staff, consultants and others deemed so by the Board.

### 3. APPLICATION

- 3.1 This Bylaw applies to all members and employees of the Oldman River Regional Services Commission.

### 4. REPEAL

- 4.1 Bylaw No. 2013-1 and Bylaw No. 2013-2 are repealed and replaced by this Bylaw.

### 5. PURPOSE OF THE BOARD OF DIRECTORS

- 5.1 The Commission is governed by a Board.
- 5.2 The Board of Directors is the decision-making and policy-making body of the Oldman River Regional Services Commission. Authority may be delegated by the Board to appropriate bodies or officers.

### 6. BOARD OF DIRECTORS

- 6.1 The Board shall consist of Directors that shall be appointed as follows:
  - a. Each member shall appoint one Director and one alternate Director who may attend in place of the Director; both shall be elected officials of their municipality. Alternate Directors may vote only when their director is absent from Commission meetings.
  - b. The Municipality of Crowsnest Pass shall have two voting Directors, in deference to their amalgamation into a Specialized Municipality and as previously agreed to upon the formulation of the Commission.
- 6.2 A Director will cease to hold appointment to the Board upon:
  - a. The termination of a municipality's membership, or
  - b. The Director ceasing to be an elected official of the municipality they represent, or

- c. The Director being replaced by another elected official as approved by member municipal council resolution, or
- d. The Director is in contravention of Bylaw 2021-04 (Code of Conduct for Board of Directors Bylaw), and Section 13 is enacted.

## **7. BOARD COMMITTEES**

- 7.1 The Board may appoint such Committee(s) as it deems necessary, and they may consist of such members and persons (including Technical Advisors) as it deems necessary.
- 7.2 The Board may delegate any powers or duties to the Committee(s) it deems necessary.

## **8. BOARD AUTHORITY**

- 8.1 Unless delegated to the Executive Committee, the Board has responsibility for all operations, policies, employees, budgeting and other functions of the commission and any amendments necessary.
- 8.2 The appointed members and elected Executive Committee are drawn from a diverse cross section of rural and urban member municipalities with the intention to best accomplish the mandate and objectives of the Commission, first and foremost.

### **Annual Report**

- 8.3 Before the annual general meeting each year, the Board shall approve and send to each member, in a form and detail the Board may prescribe:
  - A report of its activities in the preceding fiscal year, and
  - An audited financial statement of the preceding fiscal year.

## **9. DELEGATION OF POWERS**

- 9.1 The Board delegates to the Executive Committee those powers outlined in Section 16 (Powers and Duties of the Executive Committee) and Section 17 (Budgeting) of this bylaw.

## **10. COMMISSION OFFICERS**

- 10.1 The Chair of the Board:
  - Is elected from the Board Members,
  - Is a member of the Executive Committee,
  - Assumes the responsibility of chairing meetings of the Board and of the Executive Committee,
  - Serves as an ex-officio member on all committees of the Commission and has full voting privileges,
  - May, at any time, call a meeting of the Board or any of its committees,
  - Represents the Commission membership at meetings and at occasions requiring representation of the Commission by the Chair,
  - Initiates or responds to correspondence on behalf of the Board and the Executive Committee, as may be required,

- Is authorized as a signing authority for disbursement of Commission funds.

10.2 Vice-Chair of the Board:

- Is elected from the Board Members,
- Is a member of the Executive Committee,
- Assumes all functions and responsibilities of the Chair of the Board in their absence,
- Is authorized as a signing authority for disbursement of Commission funds.

**11. VACANT COMMISSION OFFICERS POSITIONS**

11.1 When a Board Chair's position falls vacant during a term of office, then for the balance of the term:

- The Vice-Chair assumes the responsibility of the Chair of Board and the Executive Committee,
- The position of the Vice-Chair becomes vacant because of the above and may be filled by election at a regular Board meeting.

11.2 When the Board Vice-Chair's position becomes vacant during a term of office, it may be filled by election at a regular Board meeting.

**12. BOARD OF DIRECTOR'S MEETINGS**

12.1 The Board may hold the following meetings:

- Regular quarterly meetings of the Board to carry out the ongoing policy and decision-making functions of the Commission,
- Special meetings of the Board in addition to regular meetings, when required.

12.2 The Board shall hold the following meetings conducted in accordance with the rules of procedure contained in this Bylaw and in Bylaws 2021-02 and 2021-03:

**Annual Organizational Meeting (first Thursday of December):**

- To adopt the list of Directors and their alternates appointed to the Board by each member municipality,
- To elect a Board Chair and Vice-Chair,
- To elect the Executive Committee,
- To appoint to its committees, Board Directors or a combination of Board Directors and any such other persons as it considers necessary.

**Annual General Meeting (first Thursday of June):**

- To ratify the Annual Report of the Commission's activity in the preceding fiscal year,
- To ratify the financial audit and statement relating to the preceding year,
- To deal with items of business as set out by the agenda,
- To deal with any other business which may be raised by a member.

### **13. ELECTIONS**

- 13.1 The CAO or their designate will act as the returning officer for the election of Executive members at the Annual Organizational Meeting of the Commission.
- 13.2 All members who wish to let their name stand for election for the position of Chair, Vice-Chair and/or members of the Executive Committee shall inform the CAO two weeks before the date of the Annual Organizational Meeting. Members may submit written background information about themselves when they put their name forward for election.
- 13.3 Ballots shall be prepared for the Annual Organizational Meeting with the names listed in order as drawn by two designated staff members.
- 13.4 At the Organizational Meeting, members may make nominations from the floor. Nominations from the floor will be added to the ballot.
- 13.5 If less than two (2) rural members and less than two (2) urban members are elected:
- As Chair, or
  - As Vice-Chair, or
  - As a Committee Member,.
- Then, nominations shall be held until the minimum required members are elected.
- 13.6 If, on the calculation of votes, two or more candidates for any office have received the same number of votes, and if it is necessary for determining which candidate is elected, the returning officer shall write the names of those candidates separately on blank sheets of paper of equal size and of the same colour and texture, and after folding the sheets of paper in a uniform manner and so the names are concealed, shall deposit them in a receptacle and direct some person to withdraw one of the sheets, and the returning officer shall declare the candidate whose name appears on the withdrawn sheet to have one more vote than the other candidate.

### **14. DECISIONS OF THE BOARD**

- 14.1 Decisions of the Board shall be made by motion and recorded in the minutes of the respective meeting. A copy of these minutes shall be signed by the Chair and CAO, which, duly signed, shall be known as the "Official Copy" and shall be maintained in the Commission office as per Bylaw 2021-05 (Document Retention Bylaw).
- 14.2 A decision of the Board comes into effect:
- Upon approval of the Board, or
  - If it is given by letter, signed by a person designated to sign on behalf of the Board, or
  - As stated in the decision of the Board.

## **15. ESTABLISHMENT OF THE EXECUTIVE COMMITTEE**

### **Membership**

- 15.1 The Executive Committee is composed of the Chair, Vice-Chair, and five members elected from and by the Board members
- 15.2 There shall be two (2) members appointed from a rural municipality and two (2) members appointed from an urban municipality. (see Section 13.5).
- 15.3 The Chair and Vice-Chair of the Board are also the Chair and Vice-Chair of the Executive Committee.
- 15.4 In the absence of any of the members of the Executive Committee, alternate members do not attend on their behalf at Executive Committee Meetings.
- 15.5 When, due to Annual Municipal Organizational Meetings, an Executive Committee member no longer represents the municipality on the Board, said member shall continue with the Executive Committee until the Annual Organizational Meeting of the Board when a new Executive Committee member is elected.
- 15.6 In the event of an Executive Committee member vacancy, for whatever reason, an eligible board member will be elected to the Executive Committee at the next quarterly Board meeting.
- 15.7 If a member is absent from three (3) consecutive regular meetings of the Executive Committee without being authorized by a motion of the Executive Committee to do so, they shall cease to be a member of the Executive Committee and shall be replaced, as per Section 15.6.

### **Meetings and Decisions**

- 15.8 The Executive Committee may hold meetings in accordance with the Rules and Procedures contained in section 15.
- 15.9 Decisions of the Executive Committee shall be made by motion and recorded in the minutes of the respective meeting. A copy of these minutes shall be signed by the Chair and CAO, which duly signed, shall be known as the "Official Copy" and shall be maintained in the Commission office, as per Bylaw 2021-05 (Retention of Documents).
- 15.10 A decision of the Executive Committee comes into effect:
  - Upon approval of the Executive Committee, or
  - If it is given by letter, signed by a person designated to sign on behalf of the Board, or
  - As stated in the decision of the Executive Committee.

## **16. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

### **General**

- 16.1 The Board delegates to the Executive Committee the responsibility for financial and administrative matters, including budget preparation, approval of accounts, procedures and policies for hiring and dismissal of staff, and specific issues affecting administration or policy including amendments to this bylaw in areas in which it has authority. See section 8.1.
- 16.2 The Executive Committee is authorized to provide ongoing advice to the CAO on planning and GIS matters and to give direction on behalf of the Board as required except where, in the Executive Committee's opinion, the matter may significantly affect Board bylaw.
- 16.3 The Executive Committee is authorized to take legal action.

### **Financial**

- 16.4 The Executive Committee prepares and reviews the annual budget estimates and work program submitted by the CAO.
- 16.5 The Executive Committee reviews, in consultation with the CAO, proposals for office accommodation for the Commission.
- 16.6 The Executive Committee is authorized to defer purchase of items set out in the budget, as deemed necessary.
- 16.7 The Executive Committee is authorized to approve funds in excess of the approved budget for an individual budget account and individual unbudgeted expenditures from surpluses which may be reasonably anticipated from the Commission's operating budget.
- 16.8 The Executive Committee is authorized to ratify summaries of cheques written on the Commissions general current account.
- 16.9 The Executive Committee advises the Board on the establishment and amendment to the "Schedule of Executive Meeting Fees".
- 16.10 The Executive Committee is authorized, in consultation with the CAO, to approve disposal of any and all assets deemed to be beyond economical repair, obsolete or surplus to the needs of the Commission. Should any assets be wholly or partially owned by the Province, funds received through disposal may be returned to the Province.
- 16.11 The Executive Committee is authorized to approve disposal of any and all records of the Commission no longer required for its ongoing operation and no longer required by federal or provincial legislation, as per Bylaw 2021-05 (Document Retention Bylaw).
- 16.12 The Executive Committee shall appoint an auditor on or before the October Executive Committee meeting unless a contract for auditing services is in place, in which case an annual appointment may not be necessary.

### **Personnel**

- 16.13 The Executive Committee is authorized to interview applicants for the position of CAO, make the appointment and set the terms of employment.
- 16.14 The Executive Committee is authorized to terminate the employment of the CAO.
- 16.15 The Executive is authorized to review planning and organization matters with the CAO.
- 16.16 The Executive Committee shall formally review the performance of the CAO on an annual basis.
- 16.17 The Executive Committee is authorized, in consultation with the CAO, to establish personnel policies for the Commission. The policies shall be prepared in accordance with any personnel principles established by the Board and in accordance with the budget approved for these matters.
- 16.18 The Executive Committee shall hear and decide on grievances from staff after consultation with the CAO and as per policy directives in the Commission Policy Manual.

### **Pay Plans**

- 16.19 The Executive Committee shall use as its guide for staff remuneration the class numbers, class titles, pay grades and pay grids as established by policy.

### **Signing Authority**

- 16.20 The Executive Committee is authorized to enter into legal agreements on behalf of the Commission in accordance with the provisions approved by the Board.

### **Advisory Powers and Duties**

- 16.21 The Executive Committee advises the Board, in consultation with the CAO, on matters of principle and policy affecting Commission operations.
- 16.22 The Executive Committee recommends to the Board, in consultation with the CAO, a structure and procedure for its efficient operation.

### **Subdivision**

- 16.23 If, in accordance with the *Municipal Government Act*, a municipality delegates subdivision approval authority to the Commission, the Executive Committee will act as the subdivision authority.
- 16.24 If the Executive Committee is to render a decision on an application for subdivision, then the Board member representing the municipality will have a voting position on the Executive Committee for the purpose of deciding on the application.



## 17. BUDGETING

- 17.1 On or before December 31<sup>st</sup> of each year, the Executive Committee shall prepare and send to the Board an operating and capital budget which is an estimate of its anticipated revenues and expenditures required as a result of its proposed activities for the year.
- 17.2 The Board may choose to approve the proposed budget, approve amendments to the proposed budget, or refer all or part of the budget back to the Executive Committee for amendment.
- 17.3 The fiscal year of the Commission is the 12-month period commencing January 1<sup>st</sup> each year.
- 17.4 The Executive Committee may prescribe charges and fees for anything or service provided to a local authority, member of the public or other person having regard to the membership contract.
- 17.5 The Commission may acquire and hold assets.
- 17.6 The funds of the Commission shall be deposited in an accredited financial institution covered under the Federal Deposit Guarantee Corporation and approved by the Executive Committee, under an account or accounts maintained in the name of the Commission, and all payments shall be made by cheque or credit card drawn upon the account or accounts.

## 18. AMENDMENTS

- 18.1 Notification of alteration, amendment, or repeal of this bylaw shall be provided to Directors and Members of the Commission on file with the Executive Assistant 30 calendar days prior to such action being adopted by the Board of Directors. The designated representative for Members specifically for such notices shall be the Chief Administrative Officer of the Member.
- 18.2 In Accordance with 602.09 of the *Municipal Government Act*, a bylaw to amend this bylaw does not come into force until the bylaw is passed by a majority of the Board of Directors.

## 19. ENACTMENT

- 19.1 This Bylaw shall come into force and have effect upon third and final reading.

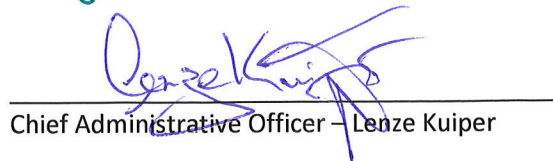
Read a first time this 31 day of August, 2021.

Read a second time this 31 day of August, 2021.

Read a third and finally passed this 31 day of August, 2021.



Chair – Gordon Wolstenholme



Chief Administrative Officer – Lenze Kuiper

