

Article I: Definitions

1. CYA: Canadian Youth Assembly
2. In Good Standing: a fully registered member who has been accepted and is acknowledged by the organization.
3. Executive Staff: As outlined in the CYA Constitution.
4. Board: The board of directors.

Article II: Governing Documents

1. The governing documents for the CYA shall be:
 - A. Bylaws
 - B. Constitution
 - C. Code of Conduct
 - D. CYA Elections Act
2. In all alterations and considerations for alteration of any CYA governing document(s):
 - A. Partisanship, both within and external to the CYA is not to influence discussion or decision in any matter whatsoever;
 - B. The CYA Board of Directors and executive director shall oversee all discussions and alterations to governing documents
 - a. These individuals, together, maintain the right to prosecute any individual, up to and including removal from discussion and voting, if they attempt, in any manner and form to alter the governing documents or sway discussion in a manner other than that which benefits the youth of Canada, which includes any form of partisanship.
 - b. Upon any action being taken, a full and comprehensive publication regarding the situation shall be made available to the general membership in a timely fashion.
3. These documents shall be reviewed by January 7, 2009 and any alterations made based on this review by June 30 of that year.

Article III: Membership

(A) Membership Structure

1. There shall be three classes of membership: General Members and Elected Members and Paid Members.

2. General Membership: Consists of any and all individuals who register through or with the Canadian Youth Assembly as an elector for a Canadian Youth Assembly election or by-election.

- A. General Membership is not permitted to vote in matters to do with the Board or elected membership.
- B. General Membership is restricted to youth who are between the ages of fourteen (14) and twenty-five (25) inclusive and who is a citizen and/or permanent resident of Canada.
 - a. Individuals who wish to have citizenship requirements waived must submit a fully completed waiver of citizenship form, available from the organization, which is subject to approval of the Executive Director.

3. Elected Membership: Any individual who is elected through a Canadian Youth Assembly election or by-election shall become a voting member.

- A. To stand for election, an individual must be between the ages of fourteen (14) and twenty-five (25) inclusive and be a citizen and/or permanent resident of Canada
 - a. Individuals who wish to have citizenship requirements waived must submit a fully completed waiver of citizenship form, available from the organization, which is subject to approval of the Executive Director.
- B. Elections shall be held as prescribed in the CYA Elections Act to be agreed upon initially by the board of directors, which is subject to alteration by elected membership thereafter.
- C. Membership continues until a time in which an individual deregisters himself or herself, until this individual does not receive a majority vote in their riding during a Canadian Youth Assembly election or by-election, or the individual no longer qualifies as a general member.
- D. Elected Members are permitted to vote in most CYA matters, except those of the Board of Directors or which are in the jurisdiction of the executive staff.
 - a. When voting on any matter that concerns the CYA as a whole, partisanship within or external to the CYA shall not occur. The Board of Directors maintains the right to interject and prosecute individuals seen to be acting in a partisan manner, which may include removal from voting.
 - b. If an individual is prosecuted in such a manner, the Board of Directors must make a full and comprehensive publication regarding the situation to the general membership in a timely manner.
- E. Elected Members must attend, in full, the yearly gathering of elected members
 - a. If valid cause can be provided for an elected member missing in part or in whole the annual gathering, the Executive Director shall take that into consideration.

4. Paid Membership: Consists of any and all individuals who register through or with the CYA and pays the required fees.

- A. Membership is restricted to citizens and/or permanent residents of Canada.
 - a. Individuals who wish to have citizenship requirements waived must submit a fully completed request, available from the organization and is approved by the Executive Director.
- B. Paid Membership shall have a voice, but no vote at all membership events.

(B) Withdrawal From Membership

1. Individuals may resign from membership at any time upon informing the Executive Director or their designate.
2. The Board of Directors may, upon majority vote to remove an individual from elected membership if the individual has violated any rules outlined in any Canadian Youth Assembly document or has acted in any manner contradictory to the Canadian Youth Assembly Governing Documents.

Article IV: Meetings

(A) Members' Meetings

1. This section pertains to voting members. General membership meetings are highly recommended, but not required.
2. Membership meetings shall be held annually through a means determined by the Executive Director in collaboration with the membership.
3. The minimum percentage of members needed to approve the holding of such meetings shall be two-thirds (2/3) of the voting membership. If no meeting has been called within three months of the end of the CYA fiscal year, the Executive Director may call a members' meeting.
4. If the meeting is to be held other than in person, through teleconference:
 - A. The percentage of members needed to approve the holding of the meeting through this means shall be two-thirds (2/3), which must be established prior to holding of the meeting.
 - B. Quorum for a teleconference meeting shall be seventy-five percent (75%)
 - C. The method of quorum shall be established through each member, prior to the meeting, providing the Executive Director with the number from which they will be calling and once having called from that number stating their full name and home address.
 - D. The procedure for recording votes shall be that each member states their first and last name and then their vote.
5. In deciding on any matter, if consensus is not met, the decision shall be made by majority rule, unless the Act or any CYA governing document otherwise provides.
6. Written ballots are permitted in all matters legally allowed. These votes shall count towards quorum so long as significant discussion that may have changed the result of the vote has not occurred.

- A. Each individual voting through mail ballot will be counted towards quorum. Their mail ballot must include their first and last name, place of residence and signature as well as their vote.
- B. The volunteer who is overseeing the voting shall retain a copy of these mail ballots for the records of the CYA.

7. Unless otherwise specified in these by-laws or through majority vote at the beginning of a meeting, all meetings of the Canadian Youth Assembly shall be governed by the most recent edition of Robert's Rules of Order, Newly Revised.

8. At each annual meeting of members, reports shall be provided by the Executive Director, Chief Financial Officer and Chair of the Board, detailing their actions and activity over the past year in relation to their portfolio

- A. These reports are subject to ratification through majority vote if large discrepancies exist.

(B) Time and Place of the Annual Meeting

1. The annual or any other general meeting of members shall be held at the head office of the organization or at any other place in Canada as the Executive Director may determine (either physical or virtual) and on such day as the these directors shall appoint. The members may resolve that a particular meeting of members may be held outside of Canada.

(C) Method of Giving Notice of an Annual or Special General Meeting to all Voting Members

1. Notice of annual or special general meetings shall be through electronic means. If an individual does not have an electronic mail account, they shall be contacted via telephone.

(D) Reasonable Period of Notice of Members' Meetings

1. A minimum of sixty (60) days shall be given before any in-person members' meeting, otherwise thirty (30) days notice shall be provided, unless extenuating circumstances arise, in which case the Executive Director must make every reasonable effort to ensure that all members are informed.

- A. In extenuating circumstances, a minimum of 48 hours notice is required.

(E) Information to be Contained in a Notice of a Members' Meeting

1. Other than business that is required to be dealt with at the annual meeting, the notice must contain sufficient information on matters that will have an effect on the organization's direction as a whole or the membership as a whole as to allow for each member to make an informed and reasoned judgment.

(F) Quorum for Members' Meetings

1. The quorum for any annual or special general members' meeting shall be 75% of all Canadian Youth Assembly voting membership.

(G) Proportion of Members Required to Requisition a Special General Meeting of Voting Members

1. The proportion of members required to requisition a special general meeting of voting members shall be 45% or a consensus of the Board of Directors or executive staff.

Article V: Directors

(A) The Manner of Appointment of Election of Directors

1. The purpose of the board of directors is:
 - A. To operate as an impartial and objective guide for the CYA;
 - B. To set long term plans in order to ensure that the organization proceeds in a manner as to acquire its goals;
 - C. Review the work of the staff and ensure their actions are in line with meeting these goals, but not become directly involved in fulfilling these goals or the day-to-day operations of the organization;
 - D. To ensure that all functions and actions of the CYA contribute towards meeting the goals of the organization.

2. The Board of Directors shall be made up of members of the organization who have been elected at an Annual General Meeting in the manner outlined by the CYA Elections Coordinator.
 - A. Any general member in good standing and over the age of eighteen (18) with capacity to contract under law, may run for a position on the board of director.
 - B. Staff of the CYA may not serve on the Board of Directors, notwithstanding Article V, 3.
 - C. To be eligible for election, individuals must submit an application form to the Executive Director a minimum of forty-five (45) days before an annual general meeting.
 - D. The first board shall be comprised of the executive staff as outlined in the CYA Constitution. These individuals will serve as the Board of Directors for the CYA until a time at which they believe that the organization is capable of electing a stable, representative and capable board of directors.
 - a. While the first board is in place, they must make effort to acquire input from the membership regarding decisions wherever practical and necessary.

3. The Executive Director shall serve as an ex-officio member of the Board of Directors and shall have speaking rights at all meetings of the Board, including confidential and in-camera sessions, but shall not be entitled to vote, except in regards to the first board.

4. The officers of the Board of Directors shall consist of: Chair, Vice Chair and Treasurer.

These positions shall be filled by a 2/3 vote of the Board after all Board of Directors members have been established for the term.

- A. A secretary shall also be elected.
- B. In the event that a 2/3 vote cannot be reached after two attempts, a majority vote on a third attempt will determine the position.

5. Should a seat on the board become vacant in the middle of a term, the remaining directors may fill that seat through an election.

- A. These positions must be filled within a reasonable time.

6. All Canadian Youth Assembly Board of Directors members must be completely impartial in regards to all partisan matters within organization.

- A. The sitting board, or the executive staff of the CYA shall have the ability to determine if a candidate is ineligible for election under this section. If they reach such a finding, appropriate reasoning must be provided to the disqualified candidate and general membership in writing.
 - a. Grounds for disqualification include, but are not limited to partisanship within the CYA and suggestions or actions that may recommend the CYA becoming aligned with a political entity, or any action that would remove the ability of the CYA to operate as a self-governing and effective voice for youth.

7. The Board of Directors may appoint Honourary Directors. These positions will be advisory and these individuals will not have voting rights.

- A. Honourary directors may not participate in confidential sessions of the Board unless given explicit invitation by the Chair.
- B. Honourary members need not be members of the CYA.

(B) The Number of Directors

1. There shall be nine (9) voting members of the Board of Directors.
2. In the event that the number of directors falls below nine (9), Article V, A(5), shall take effect.
3. The Board of Directors may, upon majority vote appoint honorary directors.

(C) Term of Office for Directors

1. Elected Board of Director Members may serve a term of 2 years.
2. Members may stand for re-election.

(D) The Manner in Which Directors are Removed

1. Directors may be removed:

- A. Resignation, death or relocation to outside of Canada;
- B. Through a two thirds (2/3) approval vote held by the elected membership to remove the director, held at an official meeting; or
- C. Through a two thirds (2/3) approval vote (excluding the director to which the vote pertains) vote held by the Board of Directors to remove the director, held at an official meeting.
- D. Through a two thirds (2/3) vote at any general or special board meeting called by a consensus of the Board of Directors, elected membership or executive staff.
- E. Through a two thirds (2/3) vote at any general or special membership meeting called by a consensus of the Board of Directors, the elected membership or executive staff.
 - a. The establishment of such meetings shall take place as outlined in Section IV.

(E) Remuneration of Directors

1. These positions shall be voluntary. Expenses incurred in order to fulfill the role (travel and otherwise) may be reimbursed.

- A. Reimbursements are subject to approval by the Chief Financial Officer.

Article VI: Directors' Meetings

(A) The Procedures for Holding a Directors' Meeting

1. Directors' meetings shall be held regularly through a means agreed upon by the Board of Directors.

2. If the meeting is to be held other than in person, through teleconference:

- A. The percentage of directors needed to approve the holding of the meeting through this means shall be two-thirds (2/3), which must be established prior to holding of the meeting.
- B. Quorum for a teleconference meeting shall be seventy-five percent (75%)
- C. The method of quorum shall be established through each director, prior to the meeting, providing the Chair of the board with the number from which they will be calling and once having called from that number stating their full name and home address.
- D. The procedure for recording votes shall be that each member states their first and last name and then their vote.

If the meeting is to be held other than in person, through other electronic means:

- E. The purpose of having meetings through this method is to ensure that all directors are involved and able to communicate efficiently and adequately.
- F. The percentage of directors needed to approve the holding of the meeting through this means shall be two-thirds (2/3), which must be established prior to the holding of the meeting.
- G. Quorum for such a meeting shall be seventy-five percent (75%)
- H. The method of quorum shall be established through each director, prior to the meeting, registering or being given an account with a specific username and password. They will

have sole access to this account and must sign in through it. Once they have signed into the meeting, they will state that they are present and will be counted towards quorum.

- I. The procedure for recording votes shall be that each director states their first and last name and then their vote.

3. In deciding on any matter the decision shall be made by majority rule, unless the Act or any CYA governing document otherwise provides.

4. Mail ballots and proxy voting are not permitted.

5. Written resolutions may not replace directors' meetings.

(B) Method of Giving Notice of a Directors' Meeting

1. Notice of annual or special general meetings shall be through electronic means. If an individual does not have an electronic mail account, they shall be contacted via letter or telephone.

2. A minimum of sixty (60) days shall be given before any in-person directors' meeting, otherwise thirty (30) days notice shall be provided, unless extenuating circumstances arise, in which case the Chair of the Board must make every reasonable effort to ensure that all directors are informed.

- B. In extenuating circumstances, a minimum of 48 hours notice is required.

(C) Quorum for Directors' Meetings

1. Quorum shall be set at 75%.

(D) Voting Rights of Directors

1. All full, elected, members of the Board are entitled to one vote on all issues before the board.

2. Those members deemed ex-officio are entitled to speak, but may not vote on any question before the board.

3. Honourary board members may provide input and advice, but may not vote.

4. Only elected board members are counted for the purposes of quorum.

Article VII: Officers

(A) Manner of Appointment or Election of Officers

1. The Officers of the Canadian Youth Assembly shall be the Chair, Vice Chair, and Treasurer

of the Board of Directors.

2. The Board of Directors shall appoint officers through two thirds (2/3) approval vote.
 - A. In the event that a two thirds (2/3) vote cannot be reached after two attempts, a majority vote on a third attempt will determine the position.
4. The Officers of the Board must be valid Board of Director members.
5. The terms of directors shall be eight (8) months.

(B) Manner of Removal of Officers

1. Within the first three (3) months after hiring is finalized, the Board of Directors may, through a 2/3 approval vote, excepting the director to which the vote pertains, remove an officer without notice on valid cause.
2. After three (3) months, the Board of Directors may choose to give an officer two (2) weeks notice after 2/3 approval vote, excluding the director to which it pertains, to remove is reached.

(C) Basic Responsibilities and Duties of Officers

1. The Board of Directors may make alterations to the duties of the officers from time to time.
2. The duties of the Chair shall be:
 - A. To call and conduct meetings for the board of directors;
 - B. To set the agenda for board of director meetings;
 - C. To ensure the Board remains impartial regarding all matters within the CYA and is free of undue external influence;
 - D. To advise the Executive Director when his/her or any volunteer or staff member's conduct is unbecoming their role;
 - E. To advise the Executive Director when his/her or any volunteer or staff member's conduct does not serve the purpose of achieving the CYA's long-term goals;
 - F. To ensure that the Board of Directors remains a long-term advisory board and does not involve itself in the day-to-day operations of the organization.
3. The duties of the Vice-Chair shall be:
 - A. Assist the Chair with his/her duties;
 - B. In the absence of the chair, to fulfill the duties of chair.
4. The duties of the Treasurer shall be:
 - A. To assist the Chief Financial Officer in creating the CYA's budget and financial plan;
 - B. To ensure the financial expenditures comply with the long term goals of the CYA;
 - C. To prepare all financial documentation for submission to the auditor;
 - D. To prepare all financial documentation for submission to the Government of Canada.

(D) Remuneration of Officers

1. These positions shall be voluntary. Expenses incurred in order to fulfill the role (travel and otherwise) may be reimbursed.

A. Reimbursements are subject to approval by the Chief Financial Officer.

(E) Custody of Corporate Seal

The secretary of the board shall have custody of the corporate seal.

Article VIII: Allotment of Powers

1. The Board of Directors has the power to manage the organization in order to meet the long-term goals and purpose of the organization.

2. The staff and volunteers of the CYA shall conduct all day-to-day operations keeping in mind the direction the Board of Directors has given. The Executive Staff reserve the right to overturn or make a final decision on any matter, unless legal implications may apply, where the Board of Directors shall make a final decision.

3. In the event that the executive staff constitute the Board of Directors, they may fulfill both roles without restrictions.

4. The Executive Director shall conduct the hiring and termination of all employees and volunteers.

A. The Board of Directors maintains the right to overrule the Executive Director's decision to hire or terminate an employee in the event of a legal issue or conflict of interest.

a. Written notification of an overruling and the cause for such must be provided to the general membership within a reasonable period of time. If this does not occur, the overruling is rendered null and void.

5. The approval or disapproval of any contractual agreement between the Canadian Youth Assembly and any individual or organization shall be subject to Board of Directors approval prior to the signing such agreement. This shall also be the procedure for any general agreement between the Canadian Youth Assembly and all individuals or organizations.

6. All changes or alterations to the Canadian Youth Assembly goals, mission statement and vision statement shall be determined by a majority vote of at least 67% of all voting membership at an official meeting.

7. The voting membership shall:

A. Pass resolutions which shall be the collaborated voice of the general membership;

B. Establish, through resolution, the stance of the CYA on any particular topic;

C. Make statements on behalf of their constituents;

- D. Represent the youth of Canada to the people of Canada;
- E. Assist the staff through providing information and suggestions regarding organizations to assist and support;
- F. Assist the staff through providing information, suggestions and assistance wherever possible in outreaching to the youth of Canada, spreading knowledge about the CYA and building the reputation of the CYA;
- G. Assist the CYA when it pledges to provide guidance, help and any other services to other organizations;
- H. Represent their electors and constituents in all of their actions;
- I. Showcase the abilities, talents and potential of the youth of Canada.

8. The Board of Directors is responsible for approving the budget supplied by the Chief Financial Officer.

- A. The budget shall be created by the Chief Financial Officer in collaboration with the Treasurer.

9. On the advice of the Chief Financial Officer, the Board of Directors may choose to borrow money on behalf of the organization after consensus has been reached at a board meeting.

Article IX: Execution of Documents

1. The Executive Director has the authority to sign documents on behalf of the corporation pending written approval from the Chair of the board of directors.

- A. Written approval may be given through electronic mail

Article X: By-Law Amendments

(A) Procedure for Amending By-laws

1. Review of all Governing documents shall be conducted as outlined above. For the purpose of amending these documents as a result of initial review, the acting board shall make alterations after thorough consultation with the membership.

2. Changes to the Canadian Youth Assembly Constitution, bylaws or CYA governing document shall take place at an annual or special general meeting and require a 67% or 2/3 approval vote of voting members for the purpose of amending the bylaws.

- A. The Board of Directors may call a special general meeting and make recommendations on changing the by-laws and/or Constitution.

- B. Voting members, in regards to alterations of the governing document are all general or elected members who submit a fully completed and accurate registration form. All members may vote on governing document amendment so long as their form is completed and submitted before the meeting.
- C. Any individual who the Board of Directors or executive staff deems to be attempting to amend the bylaws in a partisan manner or in a way that would cause the CYA would become unduly aligned with a political entity external to the CYA, or in any manner that removed self-governance and ability to represent all youth in Canada may be removed from discussion and voting.
 - a. If an individual is prosecuted in any manner, the Board of Directors and/or executive staff must release a full and comprehensive report to the general membership in a timely manner.
- D. Within the first year of coming into force the Board of Directors may make alterations to the bylaws after collaboration with the general membership.

(B) The Coming into Force of Repeal or Amendment of By-laws

The repeal or amendment of these by-laws or the enactment of a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act shall not be enforced until the approval of the Minister shall be obtained.

Ministerial approval may not be obtained prior to or without approval by the individual required to alter the relevant section(s) of these by-laws.

Below is a copy of S.155(2) of the Canada Corporations Act for clarity:

- (2) The application shall be accompanied by the by-laws, in duplicate, of the proposed corporation, which by-laws shall include provisions upon the following matters:*
 - (a) conditions of membership, including societies or companies becoming members of the corporation;*
 - (b) mode of holding meetings, provision for quorum, rights of voting and of enacting by-laws;*
 - (c) mode of repealing or amending by-laws with special provision that the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister has been obtained;*
 - (d) appointment and removal of directors, trustees, committees and officers, and their respective powers and remuneration;*
 - (e) audit of accounts and appointment of auditors;*
 - (f) whether or how members may withdraw from the corporation; and*
 - (g) custody of the corporate seal and certifying of documents issued by the corporation.*

Article XI: Auditor

(A) Appointment

1. The voting membership shall appoint an auditor at each annual meeting.

A. This auditor must be licensed to render an audit opinion and may not be a director, officer or employee of the corporation or of an affiliated corporation, or associated with that director, officer or employee, unless all of the voting members have consented.

(B) Reporting

1. The auditor will audit the accounts of the corporation and make a report to the members at the annual meeting. This report must state whether the financial statements are fairly presented in accordance with generally accepted accounting principles.

A. There may be no waiver of audit.