

**BYLAWS OF
CHILD AND YOUTH CARE EDUCATIONAL ACCREDITATION
BOARD OF CANADA
A NOT-FOR-PROFIT CORPORATION
AS AT JANUARY 30, 2018**

ARTICLE I ORGANIZATION

1. The name of the organization shall be CHILD AND YOUTH CARE EDUCATIONAL ACCREDITATION BOARD OF CANADA (CYCEAB).
Mailing address: 3000 College Drive South, Lethbridge, AB T1K 1L6
2. The organization will be informally known as CYCEAB.
3. The organization may at its pleasure by a vote of the membership body change its name.
4. The working language of the board shall be English.
5. Where referred to in this document, "West" includes British Columbia, Alberta, Saskatchewan, Manitoba; "Central and Northern" includes Ontario, Quebec, Nunavut, Northwest Territories, Yukon; "East" includes Newfoundland, Nova Scotia, New Brunswick, Prince Edward Island. Diploma means a 2- or 3-year post-secondary qualification from a college (or university). Degree includes a Bachelor (4 years), Masters, or Doctoral post-secondary qualification.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

1. To establish and implement a process of regular quality assurance for post-secondary Child and Youth Care education programs in Canada.
2. To advocate that graduates of accredited programs hold a credential that should be recognized by licensing bodies, employers and the public.
3. To promote the highest standards of pre-service education for the field.
4. To reflect advances in best practice in Child and Youth Care with the input of accredited programs, as well as changes to provincially defined norms, including relevant legislation.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all institutions, organizations, or associations who are committed to the purposes for which the organization has been established. Each member will designate one voting representative for general meetings. Annual fees will cover one calendar year.

ARTICLE IV ANNUAL GENERAL MEETINGS

The annual or any other general meetings of the members shall be held by electronic means or at any place in Canada as the board may determine and on such day as these directors

shall appoint. The members may resolve that a particular meeting of members may be held outside of Canada.

The Secretary shall cause to be sent via email to every member in good standing at the addresses as they appear in the membership records in this organization, a notice telling the time and place of such annual meeting.

All members have one voting representative. The presence of not less than 40% plus one of the members shall constitute a quorum and shall be necessary to conduct the business of Child and Youth Care Educational Accreditation Board of Canada. A lesser percentage may adjourn the meeting for a period of not more than 4 weeks from the date scheduled by these bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when they deem it for the best interest of the organization. Notices of such meeting shall be emailed at least fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 50% plus one of the members of the Board of Directors or 80% plus one of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least fourteen (14) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all board meetings, voting shall be done by voice or if necessary, by secret ballot. At annual general meetings, voting shall be done by electronic means. Votes will be by majority, unless the act or these by-laws otherwise provide. For election of officers, board members will put their names forward or be nominated at the first meeting of the board following the AGM. If necessary, voting for executive officers shall be by secret ballot, managed by a staff member. All voting results will be recorded by an appointed person separate to the board; e.g., Accreditation Coordinator or the Office Manager. .

This appointed person or inspector of election shall not be a candidate for office or personally interested in the question voted upon.

Voting by proxy is not allowed, however members can attend/vote by teleconference at all scheduled meetings.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call
2. Review and Adoption of the Minutes of the preceding meeting.
3. Financial Report

4. Reports of Committees
5. Business Arising from the Minutes
6. New Business
7. Adjournment.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of nine members, including the officers of this organization. The members of the board shall have a balanced representation among three regions of Canada: West, Central and Northern, Eastern. Directors will be elected at the annual general meeting of the membership and officers will be elected from and by the Directors following the AGM.

Directors cannot be less than 18 years of age, must be individuals and must have the capacity under the law to contract.

A Director must have an affiliation to a post-secondary institution or a child and youth care association or program.

The directors shall serve a term of two years, with one-half of the board being elected annually. Board members may serve a maximum of three terms but may serve more when the board member is willing to continue and there is no one else to fill the vacant seat.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the directors of such meeting. The members of the board shall serve and vote as individuals and not as functional constituents of the bodies to which they belong. Each director, with the exception of ex-officio and honorary Directors, shall have one vote and such voting may not be done by proxy.

Fifty (50) percent plus one of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly by teleconference or suitable electronic means.

Notification of meetings of the Board of Directors will be emailed to all Directors at least fourteen days in advance of the meeting.

Agendas and associated materials are to be generally circulated to the board one week in advance of the meeting.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

A director may be removed when sufficient cause exists for such removal. Non-attendance is sufficient cause and is defined by missing three meetings in a calendar year with no justifiable cause. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

- President
- Vice President
- Secretary
- Treasurer

The President shall:

- preside at all membership meetings.
- present at each annual meeting of the organization an annual report of the work of the organization.
- ensure that all documents, reports and certificates required by law are properly kept or filed.
- be one of the officers who may sign the cheques of the organization.
- have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- perform such other duties as may be assigned to him/her by the Board of Directors.

The Vice President shall:

- in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.
- be one of the officers who may sign the cheques of the organization.
- perform such other duties as shall be assigned to him/her by the Board of Directors.

The Secretary shall work in coordination with the Office Manager to

- keep the minutes and records of the organization.
- file any certificate required by any statute, federal or provincial.
- give and serve all notices to members of the organization.
- be the official custodian of the records of this organization.
- be one of the officers who may be required to sign the cheques of the organization.
- submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.
- at the direction of the board, the secretary can initiate and sign correspondence.
- attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.

The Treasurer shall:

- be responsible for tracking and reporting on all monies or securities of the organization.
- be one of the officers who can sign cheques or drafts of the organization or send electronic fund transfers. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the cheques issued upon it.
- render at stated periods, as determined by the Board of Directors, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- exercise all duties incident to the office of Treasurer.

One officer will be required to sign cheques for the organization.

Officers shall by virtue of their office be members of the Board of Directors and shall be elected by the board.

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer. The member could remain as an ex-officio member of the board.

Duties beyond the basic responsibilities of each officer may be added by the Board of Directors from time to time.

ARTICLE IX COMMITTEES

All committee chairs of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of two (2) years or less.

The standing committees shall be:

- Communication Committee
- Executive Committee - officers of the association.
- Educators' Day Committee
- Finance Committee - to review and revise the annual budget and determine priorities.
- Human Resources Committee
- Nominating Committee - to recruit members for election to the Board of Directors and manage the elections.
- Policies and Procedures Committee
- Recommendation Committee - makes recommendations on accreditation to the board who makes the final decision on accreditation.
- Research Committee
- Standards Development and Implementation Committee

The Board of Directors may create ad hoc committees from time to time for short term projects or to support the board's functioning (e.g., audit committee).

Committee members will be appointed or elected by the committee chair or the Board of Directors.

A committee member may be removed when sufficient cause exists for such removal. As previously noted, non-attendance in committee meetings is sufficient cause. This will occur through a board vote following discussion with the committee member in question.

Responsibilities or Duties of Committee Members

No committee member, with the exception of the members of the Recommendation Committee, shall be entitled to receive any salary or compensation for their role as a committee member, but nothing herein shall be construed to prevent a member from receiving any compensation from the organization for duties other than as a committee member.

The Executive Committee will consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee will meet every quarter or as required at a location or via electronic means to be determined by the Executive Committee. Fifty (50) percent plus one (1) of the members of the Executive Committee shall constitute a quorum. Roles and responsibilities include planning board schedules and agendas, directing and facilitating discussion of strategic initiatives and supervising and reviewing performance and compensation of staff.

Responsibilities of Executive Committee Members

No Executive Committee member shall be entitled to receive any salary or compensation for their role on the Executive Committee, but nothing herein shall be construed to prevent a member from receiving any compensation from the organization for duties other than as an Executive Committee member.

ARTICLE X SIGNING AUTHORITY

1. Signing of Cheques

The Treasurer and/or the Office Manager have the authority to sign cheques or send out electronic funds transfers on behalf of corporation.

2. Execution of Documents

The President and one of either the Secretary, Treasurer or Vice-President has the authority to sign documents on behalf of the corporation.

ARTICLE XI DUES AND FEES

The dues and fees of this organization shall be payable as specified below:

- Annual membership runs from January 1 - December 31.
- Deposit fees are due and payable at the time of application for accreditation.
- The balance of the accreditation fee is due and payable upon receipt of an invoice from CYCEAB once the application has been approved by the board.

ARTICLE XII AMENDMENTS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than 40 percent of the members.

The repeal or amendment of these bylaws or the enactment of a new bylaw relating to the corporation shall not be enforced or acted upon until the revisions have been submitted to the Minister of Industry responsible for the Canada Corporations Act.

ARTICLE XIII FINANCIAL AUDIT

Members will appoint an auditor at each annual meeting. The auditor 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 members have consented.

The auditor will review the accounts of the corporation annually, with a full audit to be conducted every 3 years, and make a report to the members at the annual meeting on whether these financial statements are fairly presented in accordance with generally accepted accounting principles.