

**BYLAWS OF  
CHILD AND YOUTH CARE EDUCATIONAL ACCREDITATION BOARD OF CANADA**

**A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I ORGANIZATION**

1. The name of the organization shall be CHILD AND YOUTH CARE EDUCATIONAL ACCREDITATION BOARD OF CANADA (CYCEAB).  
Registered Office: 530 – 8 Street South, Lethbridge, AB T1J 2J8  
Mailing address: CYC Educational Accreditation, PO Box 414,  
Fort Macleod, AB T0L 0Z0
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, "Western" includes British Columbia, Alberta, Saskatchewan, Manitoba; "Central and Northern" includes Ontario, Quebec, Nunavut, Northwest Territories, Yukon; "Eastern" 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 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 meeting of members may be held outside of Canada. Notification of meetings will be emailed to all members at least 30 days in advance of the meeting. Agendas and associated materials are to be generally circulated to the membership one week in advance of the meeting.

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 the Child and Youth Care Educational Accreditation Board of Canada. A lesser percentage may adjourn the meeting for a period of not more than four (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 setting forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when deemed 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 bylaws 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 Operations 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. Consent Agenda (includes reports of committees and draft minutes of the preceding meeting)
3. Financial Report
4. Business Arising from the Minutes
5. New Business
6. 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, if possible, among three regions of Canada: Western, Central and Northern, and 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 three years, with a board director from each geographic region elected annually. Should there not be an applicant from a specific region, a qualified candidate from another region can be elected and/or appointed. Board members may serve a maximum of two terms, but they may serve more when the board member is willing to continue and there is no one else to fill the vacant seat or there are no other qualified candidates.

The Board of Directors shall have 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 (14) 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 term.

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 in 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 over 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 kept or filed.
- have signing power on documents and financial transactions.
- 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 them by the Board of Directors.

The Vice President shall:

- in the event of the absence or inability of the President to exercise the office of the President, become acting president of the organization with all the rights, privileges, and powers as if having been duly elected as president.
- perform such other duties as shall be assigned to them by the Board of Directors.

The Secretary shall work in coordination with the Office Manager to:

- ensure the minutes and master records of the organization are in a secure location.
- ensure certificates required by any statute, federal, or provincial are filed.
- submit to the Board of Directors any communications which shall be addressed to them as Secretary of the organization.
- attend to all correspondence of the organization and exercise all duties incident to the office of Secretary as required.

The Treasurer shall:

- be responsible for tracking and reporting on all monies or securities of the organization.
- Have signing power on documents and financial transactions. No special fund may be set aside that shall make it unnecessary for the Treasurer to approve the transactions 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.

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.

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 2 years or less.

The standing committees shall be:

- Communication Committee
- Executive Committee
- Education Committee
- Finance Committee
- Human Resources Committee
- Nominating Committee
- Policies and Procedures Committee
- Practicum Committee
- Recommendation Panel
- 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.

Committee members will be appointed by the committee chair or appointed or elected upon by the Board of Directors except for the Operations Manager and Senior Governance Officer who is an ex officio member of the Executive, Finance, Nominating, and Policies and Procedures Committees and the Accreditation Coordinator who is an ex officio member of the Executive, Nominating, Policies and Procedures, and Standards Development and Implementation Committees. From time to time, these two positions may participate in other committees as required.

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 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*

Executive Committee members shall not be entitled to receive any salary or compensation for their role on the Executive Committee, but nothing herein shall be construed to prevent a director 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, President and/or the Operations Manager and Senior Governance Officer have the authority to sign cheques or send out electronic fund transfers on behalf of corporation.

2. *Execution of Documents*

The President or one of either the Secretary, Treasurer, or Vice-President has the authority to sign documents on behalf of the corporation. Signatures may be digital if provided directly by signatory. A board motion is required to authorize the signing of an agreement or contract, including ones with financial implications.

## **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.
- Application 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 received.

## **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 REVIEW**

Members will appoint a Certified Public Accountant at each annual meeting to complete a review engagement unless the requirement is waived by member resolution. The CPA 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 members have consented.

An annual financial statement will be provided to the membership in advance of each AGM.