

Child and Youth Care Workers' Association of Manitoba



By-Laws

Revised November 2015

The Child and Youth Care Workers' Association of Manitoba

To represent and promote excellence in the professional practice of
Child and Youth Care in Manitoba

By-Laws

The Child and Youth Care Workers' Association of Manitoba Inc.
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Article 1 – PREAMBLE

1.1 The Association:

The name of the Association shall be “The Child and Youth Care Workers’ Association of Manitoba; herein after referred to as the Association.

1.2 The By-Laws:

This document shall be the general By-Laws for the Provincial Association and shall regulate the business and affairs of the Association.

Article 2 – TERMINOLOGY

2.1 Definitions:

- a) “Association” shall mean the Child and Youth Care Workers’ Association of Manitoba.
- b) “By-Laws” shall mean the By-Laws of this Association as amended.
- c) “Board of Directors” shall mean the Board of Directors of the Association.
- d) “Executive” shall mean the Executive Officers of the Board of Directors; President, Vice President, Secretary & Treasurer.
- e) “Directors” shall mean any person elected to the Board of Directors.
- f) “Acting” shall mean serving temporarily in an Executive Office position.
- g) “Written Notice” shall mean via: mail, electronic mail, fax, e-mailed, or otherwise electronically communicated.

2.2 Interpretation:

- a) In all interpretation of these By-Laws of the Association, words in the singular include the plural, and the plural shall include the singular, words in one gender include all genders, and “person” includes an individual.

Article 3 – OBJECTIVES

3.1 The objectives of the Association are as follows:

- a) To promote the profession of Child and Youth Care.
- b) To maintain a Code of Ethics, to govern members.
- c) To promote, improve and maintain progressive standards of child and youth care and family services in Manitoba.

- d) To act as an educational forum for the exchange of ideas and information between persons, agencies and programs involved in providing Child and Youth Care services.
- e) To provide specialized learning opportunities for its members.
- f) To form liaisons with other Child and Youth Care Associations.
- g) To promote the field of Child and Youth Care as a profession through the development of standards and ethics for those working in the field.

Article 4 – JURISDICTION

- 4.1 The Association has jurisdiction over the professional activities of its members as related to the objectives.
- 4.2 The operations of the Association shall be carried out without the purpose of financial gain for the Association.
- 4.3 In the event of dissolution of the Association, any remaining funds and assets after the satisfaction of its debts and liabilities shall be donated to an organization or charity promoting similar objectives of the Association.

Article 5 – ASSOCIATION SEAL

- 5.1 The Secretary of the Association will keep or cause to be kept the seal of the Association.

Article 6 – MEMBERSHIP

6.1 Membership shall be available to anyone meeting the following criteria:

- a) **Full membership** is available to those persons who have been involved or are currently involved in the development and/or practice of Child and Youth Care Work either full time or part time, in a manner considered to be of a professional nature. Full members are entitled to all privileges of membership including the opportunity to vote and hold office.
- b) **Student membership** is available to those persons pursuing a course of study pertaining to the theory and practice of Child and Youth Care work. Student members are entitled to all privileges of full membership excluding the opportunity to hold office on the board unless a position is designated as a student position.
- c) **Associate membership** is available to persons ineligible for membership under paragraph a) who wish to support the objectives of the Association. Associate members are entitled to all rights and privileges of the Association exclusive of the right to vote on Association business.

- d) **Honorary membership** is available to persons who have made significant contributions to the Association and/or field, at the discretion of the Board of Directors. Honorary members entitled to all rights and privileges inclusive of voting on Association business.
- e) **Community Partner membership** is available to an agency or organization that supports the objectives of the Association. Agency membership entitles the agency or organization to 1 vote at the Annual General Meeting and 1 membership based conference fee as well as other privileges as determined by the Board of Directors.

6.2 Membership Privileges:

- a) Membership Privileges in the Association shall be effective for a period of twelve consecutive months commencing January 1st, at which time membership fees are due.
- b) The membership fees are reviewed from time to time by the Board of Directors.

6.3 Membership in the Association shall be obtained by:

- a) Submission of an application to the Association.
- b) Payment of dues according to membership status.
- c) Acceptance of the Association objectives and Code of Ethics.
- d) Approval of membership by the Board of Directors.

6.4 Termination of Membership:

6.4.1 Membership shall cease automatically if:

- a) A member resigns in writing.
- b) A member is in arrears of payment for a period of sixty (60) days.
- c) Seventy-five percent (75%) of the Board of Directors, in attendance at a Board of Directors meeting, where quorum has been met, votes in favour of the termination of any member, based on the member violating the objectives and/or Code of Ethics of the Association.

6.4.2 Appeal Process:

- a) A person whose membership has been terminated and wishes to appeal the termination may submit a written request to the Board of Directors for a special meeting of the members within ninety (90) days of termination.
- b) The member in question may choose to represent themselves or choose a member of the Association as their counsel, who shall be present at the special meeting.

- c) A special meeting will be called by the Board of Directors and will be held within sixty (60) days of receipt of written appeal.

6.4.3 Reinstatement of membership:

- a) Reinstatement of membership would require seventy-five percent (75%) majority vote of those members in good standing at the special meeting.
- b) If the terminated member chooses not to appeal their termination, they may apply for reinstatement no sooner than twelve (12) months following the termination of previous membership.
- c) Upon receipt of application the Board of Directors will consider reinstatement based on the applicant meeting the criteria for membership and demonstrate that his/her present conduct does not violate the Code of Ethics nor is detrimental to the welfare of the Association.

Article 7 – DIRECTORS OF THE ASSOCIATION

7.1 Board of Directors:

7.1.1 Management of Association:

- a) The Board of Directors governs and manages the affairs of the Association.
- b) The Board of Directors may contract professionals as deemed necessary to carry out the strategic directions of the Association.
- c) Unless authorized at a meeting of the Board of Directors no officer or member of the Association shall receive any remuneration for his/her services to the Association.

7.1.2 Duties of the Board of Directors:

- a) To promote the objectives of the Association.
- b) To govern all fiduciary functions of the Association.
- c) To make decisions on policy and procedural issues.
- d) To act as the decision making authority on governance issues of the Association and its members.
- e) To act as a liaison with Governments, industry, and communities.
- f) Appoint legal counsel as necessary.
- g) All committees shall be chaired by Board Members.
- h) Directors will serve as full voting members of the Board of Directors and will perform such duties as may be required from time to time by the Board of Directors.

7.1.3 Composition of the Board:

- a)** The Executive Officers of the Board of Directors shall consist of a President, Vice-President, Secretary and Treasurer.
- b)** The Board of Directors shall consist of a Provincial Representative on the Council of Canadian Child and Youth Care Associations.
 - I. This position cannot be held by the student position.
 - II. Will provide a provincial report at quarterly meetings.
 - III. Attend the Annual General Meeting.
 - IV. Report back to the Association relevant information from conference calls and Annual General Meetings.
 - V. Shall perform such other duties as may be assigned by the Council.
- c)** The Board of Directors shall consist of The Executive Officers, a maximum of four (4) Directors and two (2) student positions.
- d)** The President of the outgoing Board of Directors shall additionally be appointed to the incoming Board of Directors as Past President and will be a non-voting member on the Board of Directors.
- e)** All Board Members must be members in good standings of the Association.

7.1.4 Terms of Directors:

- a)** The term of an Executive Officer is two (2) years with a maximum of two (2) consecutive terms.
- b)** The term of a Director is three (3) years.
- c)** The term of a student is one (1) year.
- d)** The term of Past President is held until another Past President is appointed.

7.1.5 Duties of Past President

- a)** Provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association.
- b)** In an acting capacity will perform the duties of the President in the event of resignation or disability of the President until the following Annual General Meeting.

7.2 Executive Officers Duties and Responsibilities:

7.2.1 President:

- a)** Oversee the affairs and operations of the Association.
- b)** Chair all meetings of the Association.
- c)** Motivate and support the Directors.
- d)** Coordinate compilation of Association's Annual Report.
- e)** Develop contacts in Government and departments affecting the Association.
- f)** Assume responsibilities of monitoring the Association Executive Boards positions.
- g)** Assume or delegate the role of representing the Association at the Canadian Council of Child and Youth Care Associations.
- h)** Develop public information statements and act as spokesperson for the Association.
- i)** Keep well informed on the activities of the Association.
- j)** Has signing authority of the Association.

7.2.2 Vice President:

- a)** Will perform the duties of the President in the absence of the President.
- b)** Chair meetings in the absence of the President.
- c)** Shall perform such other duties as may be assigned by the Board of Directors.
- d)** Has signing authority of the Association.

7.2.3 Secretary:

- a)** Ensure that all Board of Director members are informed of meetings.
- b)** Ensure that all minutes from Board of Directors meetings and general meeting are recorded and circulated to the corresponding recipients.
- c)** Ensure that Board Members and Members are informed of upcoming meetings as according to the timelines outlined in the By-Laws in Article 10.
- d)** Give and serve notices to members of the Association.
- e)** Keep minutes and records; including memberships of the Association.

7.2.4 Treasurer:

- a) Oversee all of the financial matter of the Association including but not limited to:
 - I. Oversee and present for approval, financial budgets.
 - II. Oversee and present financial reports.
 - III. Ensure monthly financial reports are submitted to the Secretary for the Association records.
 - IV. Monitor all financial activities – receipts, disbursements and invoices.
 - V. Ensure that financial statements are audited.
- b) Has signing authority of the Association.
- c) Other duties as determined by the Board of Directors.

7.3 Removal of a Director:

- a) Any member of the Board of Directors may be removed from office by a vote of seventy-five percent (75%) majorities of the full members in good standing at any General Meeting.
- b) Any member of the Board of Directors that fails to attend three (3) consecutive Board of Directors Meetings, will be deemed to have resigned.
- c) Any Director removed from office will be given written documentation stating reason for dismissal.

7.4 A person ceases to be a Director when:

- a) Completes a term at the time of the Annual General Meeting.
- b) Resigns as a Director.
- c) Ceases to be a Canadian resident.
- d) Dies.

7.5 Director Vacancy:

- a) The Association Executive shall have the authority to fill any vacancy that may occur on the Executive or a Director position between General Meetings.

Article 8 – STANDING COMMITTEES

- 8.1 The Board of Directors shall establish Standing and Ad Hoc Committees to facilitate the development and maintenance of the Association goals and objectives.

8.2 The following Standing Committees are hereby established:

8.2.1 Executive Committee:

- a) Shall consist of the Executive Officers of the Association and shall have power to act in emergencies between meetings of the Board of Directors.

8.2.2 Professional Development Committee:

- a) Supports, enhances and promotes the importance of Professional Development in the field of Child and Youth Care.

8.2.3 Membership and Partnership Committee:

- a) Increase recruitment and retention of members and establish partnerships with agencies, organizations, and community programs.

8.2.4 Standards Committee:

- a) Advocates, promotes and assesses the development of the Child and Youth Care Profession within Manitoba.

8.3 Standing Committees shall be chaired by a designated member on the Association's Board and are required to:

- a) Provide a report which shall be an agenda item at each board meeting.
- b) Appoint the Treasurer to review finances and budgets if required.
- c) Oversee contract positions when required.

8.4 Committee Members will be members of the Association, with the exception of experts or required representatives.

- a) All committee members will be approved by the Board of Directors.

Article 9 – NOMINATIONS AND ELECTIONS

9.1 Nominations:

9.1.1 No later than one (1) month prior to the Annual General meeting a member of the Executive shall prepare and distribute to the membership a notice describing the nominations, election procedures and inviting nominations for the open positions of the Board of Directors.

9.1.2 Information on eligible candidates for the Board of Directors shall be collected no less than two (2) weeks prior to the Annual General Meeting and election at which point no other nominations will be accepted.

- 9.1.3 Nominations from the floor will only be accepted if there are no nominations for empty seats as process states in article 9.1.2.
- 9.1.4 An Executive seat may only be held by a member who has sat on the Board of Directors in a Director position for no less than 1 year.
- 9.1.5. A member of the Association may hold an Executive seat should there be no other person eligible as per article 9.1.4 and is voted in unanimously by the remaining members of the Board of Directors.
- 9.1.6 A member may serve in only one (1) particular office of the Executive per term.
- 9.1.7 The Board of Directors shall have the responsibility of organizing, coordinating and directing the entire election process as stipulated in the By-Laws and in accordance with Robert's Rules of Order.

9.2 Elections:

- 9.2.1 The election of the Board of Directors shall be held during the Annual General Meeting.
- 9.2.2 The election of the Executive shall be staggered and will continue to alternate by term, such that the President and Secretary will be elected on odd years and the Vice President and Treasurer will be elected on even years.
- 9.2.3 There shall be one ballot per member for each of the Executive office position that is open for election. The candidate with the largest number of votes shall be declared elected. Ballots accepted will be:
 - a) In person.
 - b) By written notice.

Article 10 – MEETINGS AND QUORUM

10.1 Meetings:

- 10.1.1. The Association shall hold an Annual General Meeting at least once in each calendar year, and not more than 15 (fifteen) months later than the last Annual General Meeting.
 - a) At least one (1) month prior, written notice of this meeting shall be given to the membership, setting out the date, time, place and agenda for the meeting.
 - b) The date, time, place and agenda shall be determined by the Board of Directors.
- 10.1.2 Special meetings may be called upon with 30 (thirty) days written notice to the membership indicating the time, place and agenda of the meeting.
- 10.1.3 All special meetings shall be regulated by and operated within the confines of the current By-Laws, and the procedural guidelines shall be Robert's Rules of Order.

10.1.4 All Board Directors shall be informed at least seven (7) days prior to all Board Meetings unless an emergent issue must be resolved more quickly.

10.1.5 The Board of Directors are required to hold at least eight (8) board meetings per calendar year.

10.1.6 Board Meetings are open to the membership.

10.1.7 In camera may be called to have no non-voting members present during a meeting.

10.2 Quorum:

10.2.1 Five (5) full members in good standing shall constitute a quorum at any General Meeting.

10.2.2 If a quorum is not present the meeting will be adjourned for fifteen (15) minutes. At that time the meeting will be called to order and those members present will constitute a quorum.

10.2.3 Any member, who has not withdrawn from membership nor has been suspended or expelled as herein provided, shall have the right to vote on any matter at any General Meeting.

10.2.4 Any member unable to attend a General Meeting may vote by written notice to any member of the Board of Directors, or send with any member attending that meeting, a sealed ballot. This ballot shall contain a description of the issue, the member's vote and signature. This voting procedure shall be limited to resolution on the agendas mailed to members in advance of the meeting.

10.2.5 Fifty percent (50%) of the Board of Directors shall constitute quorum of any meetings of the Board of Directors, properly called and constituted.

Article 11 – ALTERATIONS OF BY-LAWS BY SPECIAL RESOLUTION

11.1 Any member may propose amendments to the By-Laws in writing to the Board of Directors.

11.2 The By-Laws of the Association shall be amended at an Annual General Meeting, or a special meeting properly called and constituted.

11.3 Amendments to the By-Laws must be approved by a seventy-five percent (75%) majority vote of full members in attendance.

11.4 Amendments shall come into effect once passed.

11.5 Amendments of the By-Laws will be presented at the Annual General meeting.

Article 12 – AUDIT OF ACCOUNTS

- 12.1** The Treasurer shall submit a statement of accounts for Association records at the end of each fiscal year.
- 12.2** The fiscal year of the Association shall end on the thirty-first (31st) day of December.
- 12.3** An audit of accounts can be requested by the Board of Directors or the membership within six (6) weeks prior to the end of the fiscal year.
- 12.4** An auditor shall be appointed by the President or Vice-president who is not a member of the Association nor benefits in any way other than to render the audit.
- 12.5** Two (2) of the three (3) designated signing authorities from the Executive must sign all cheques on behalf of the Association. Two signatures are required.

Article 13 – INSPECTION OF BOOKS

- 13.1** Books and records of the Association shall be open to inspection by any member, within thirty (30) days of receipt of a written request to the Executive, approved by the Executive.
- 13.2** Each Director of the Board shall, at all times, have access to such books and records.

Article 14 – BORROWING POWERS

- 14.1** For the purpose of carrying out its objectives, the Association may borrow or raise or receive payment of money in such manner as it sees fit.
- 14.2** Borrowing powers shall be exercised only under the authority of the Executive.
- 14.3** Borrowing of money must be presented to the membership via written notice and shall be deemed approved should no more than twenty-five percent (25%) of the membership object within thirty (30) days.

Article 15 – REVENUE

- 15.1** The revenue of the Association shall be derived from the dues collected from the members and any other sources approved by the Board of Directors.
- 15.2** All dues shall be remitted to the Association.
- 15.3** Three (3) signing authorities for the Association's bank accounts will be appointed by the Board of Directors. Two (2) signatures are required on all cheques one of them being the Treasurer, or Treasurer's designates.
- 15.4** The fiscal year of the Association shall end on the thirty-first (31st) day of December each year.

Article 16 – DISSOLUTION AND DISTRIBUTION OF ASSETS

- 16.1** In the event of the dissolution of the Association, funds and assets of the Association remaining after paying all debts shall be given or transferred to such organization or organizations promoting the same objectives as this Association.
- 16.2** Dissolution and distribution of assets must be presented to the membership via written notice and shall be deemed approved should no more than twenty-five percent (25%) of the membership object within thirty (30) days.
- 16.3** Members will be notified fourteen (14) days prior to the dissolution of the Association.

**The Child and Youth Care Workers' Association of Manitoba would like to acknowledge the writers of the Child and Youth Care Association of Alberta and the Nova Scotia Child and Youth Care Associations by-laws as these were referenced during the re-write of these by-laws in May of 2015