**Healthy Youth Network**

**(HYN)**

 **Regulations and By-Laws**

1. **NAME**

The name under the Canada Not-for-Profit Corporations Act shall be the Healthy Youth Network, Corporation number 1239680-7, date of incorporation October 6th, 2020

1. **PURPOSE AND OPERATION OF THE HYN**

To create communities where all youth flourish by:

1. Bringing together expertise in education, mental health and business in a collaborative approach to create a network that provides youth, families and partners with resources, tools, training, and supports that foster well-being in youth
2. Empowering youth as leaders and develop their skills so they can drive change, solve problems and train others
3. Encouraging increased collaboration between youth-serving agencies and community partners towards common goals that promote youth well-being
4. Promoting equity, diversity and inclusiveness and such other complementary purposes not inconsistent with these objectives
5. **HEAD OFFICE AND GEOGRAPHICAL AREA SERVED**
6. **Head Office** - The head office of the HYN shall be in the City of Hamilton, in the Province of Ontario, or at such place therein as the Board may from time to time determine
7. **Geographical Area Serve**d - The HYN shall serve its purpose in the City of Hamilton, in the Province of Ontario, or at such place therein as the Board may from time to time determine
8. **CLASSES OF MEMBERS**
9. **Class** - The HYN Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the HYN
10. **Members** – Any person, who is sixteen (16) years of age or over who resides or carries on business in the geographical areas served by the HYN, or any corporation, which has its head office or carries on business in the geographical area served by the HYN; and who or which:
11. Notifies the Secretary of the HYN in writing of his, her, their or its desire to become a member
12. Has, in the opinion of the Board of Directors, a genuine interest in the purpose and objectives of the HYN

Shall be eligible for admission by the Board as a member of the HYN for the membership

1. **Membership Term** – The membership term of each member shall be determined by the Board from time to time
2. **Termination of Membership** – A membership in the HYN is not transferable and automatically terminates:
3. If the member resigns as a member of the HYN or dies; or
4. If the member is removed by the adoption of a resolution passed by a two-thirds majority of the members voting at any meeting of the HYN
5. **DIRECTORS**
6. **Board of Directors** - The business of the HYN shall be managed by a Board of Directors of no less than 3 nor more than 11 persons. Each Director shall maintain a regular membership in the HYN during his, her or their term as Director
7. **Election** – The Directors of the HYN shall be elected at the Annual General Meeting (AGM)
8. **Term of Office** - The normal term of office for each Director shall be two (2) years. Approximately one half of the Board shall stand for election for such term each year
9. **Vacancy** - If during a Director’s term of office, he, she or they should cease to be a Director for any reason, the Directors may, by resolution, fill the vacancy with a Member in good standing who shall hold office until the next Annual General Meeting (AGM) of the HYN
10. **Retiring Directors** – Retiring Directors shall be eligible for re-election to the Board, if otherwise qualified, and retiring Directors shall continue in office until their successors have been duly elected or appointed. Every Director upon retirement shall deliver to the successor or to the Secretary all papers, books, documents, equipment and monies belonging to the HYN that are or should be in his, her, their possession
11. **Re-Election** – A Director is not eligible for re-election after having served as a member of the Board for three (3) terms of two (2) years each (whether or not any such term is served in full). A Director’s term may be extended in extenuating circumstances and requires the unanimous approval of the Board of Directors
12. **Eligibility and Method of Election**
13. Each candidate for Director shall be a natural person at least eighteen (18) years of age
14. Each candidate for Director shall reside or work within the geographical area to be served by the HYN
15. Each candidate for Director shall be Member in good standing of the HYN at the time of nomination
16. Election of a Director will be by majority of Directors and members present (physically or virtually) at the AGM . Directors can vote by Proxy, prior to the AGM, to the Secretary when a Director cannot legitimately attend the AGM
17. No candidate for Director shall be an undischarged bankrupt, have a criminal record or have been deemed a mentally incompetent person. If a Director or a candidate for Director becomes any of the above, he, she, they thereupon cease to be a Director or to be eligible to be a Director as the case may be
18. No employee of the HYN is eligible to be a Director
19. No member, outside of the Board of Directors, shall be entitled to a Proxy vote
20. **Powers of the Directors**
21. TheDirectors shall have the power to authorize expenditures on behalf of the HYN from time to time for the purposes of furthering the purpose and objectives of the HYN
22. The Board of Directors shall further have the power and responsibility to make such new regulations or amendments not inconsistent with these By-Laws relating to the management and operation of the HYN as they may deem expedient and act upon them immediately provided that such regulations or any amendment thereof shall have force and effect only until the next AGM when they shall be confirmed by the membership and in default of confirmation shall at and from that time cease to have force and effect
23. **Remuneration** – No remuneration, salary or profit shall be given to or received by the Directors or committee members in connection with the performance of their duties, provided that they shall be reimbursed for reasonable expenses incurred by them in the performance of those duties
24. **DIRECTOR’S Meetings**
25. Meetings of the Directors may be held at any time and place designated by the Board of Directors and may be called by any two (2) members of the Executive and/or the Board of Directors
26. Monthly meetings are the preferred commitment until such time that the Board decides otherwise
27. A minimum of Seven (7) days e-mail or verbal notice shall be given of such meeting to each Director
28. The quorum at any Director’s meeting shall be 50% plus 1 of Directors present in person, virtually or by telephone, one of whom shall be an Officer
29. At any meeting of the Directors, in the absence of the President, the Chairperson shall be the Officer holding the office of highest priority, as established by the sequence designated by the By-Laws, or failing any of these, a Chairperson shall be elected by the meeting attendees
30. At all regular meetings of the Directors, a majority vote shall prevail unless otherwise stated in these By-Laws. In the event of a tie in majority voting, the tie is considered a loss/defeat
31. Any Director missing more than 2 Board meetings without sending Regrets shall cease to be a Director and the vacancy filled according to Section 5. d)
32. **Officers**
33. Officers, with the exception of the Past President, shall be elected from the Board of Directors and members present at a meeting of the HYN. The officers of the HYN elected at a meeting of the Directors and members shall be:
34. President
35. Vice-President
36. Secretary
37. Treasurer

The Past-President shall also be an officer of the HYN, regardless of whether he, she or they is a Director. Officers will normally serve for a two (2) year term.

1. The priority of the Officers shall be as follows:
2. President
3. Vice-President
4. Past-President
5. Secretary
6. Treasurer
7. The five Officers shall be called the Executive of the HYN. They shall have the power and responsibility to conduct all the business of the HYN on a day-by-day basis
8. The duties of the President will be as follows:
9. To act during his, her, their term of office, as the chief executive officer of the HYN and have the general and active management of the business of the HYN
10. To preside at all membership and Director’s meetings
11. To ensure the By-laws and Regulations are followed
12. The duties of the remaining Officers will be as follows:
13. Vice-President or Past President – to assume to duties of the President should he, she or they not be in attendance at the meetings
14. Secretary – to record and keep the Minutes of all of the Board and membership meetings and to inform the membership and Board of Directors of the meeting dates
15. Treasurer – to keep the bookkeeping and accounting records up to date, reconcile the bank statements and inform the Board of the financial status of the HYN at each meeting. The Treasurer shall meet with the appointed accountant as needed
16. Executive Director (ED)
17. The ED shall be appointed by the Board of Directors
18. Responsibilities and Powers
19. Report directly to the Board of Directors
20. Lead, supervise and manage the HYN in accordance with the vision, mission, and strategic directions
21. Provide support to the Board of Directors and Senior Leadership Team so they can fulfill their responsibilities and respect the By Laws and Terms of Reference
22. Financial management of revenue, expenses and transparency/accountability to a variety of funding partners. Ensure financial reporting is timely
23. Represent the HYN in the community
24. Human Resource management to hire, train and oversee any staff such as youth and project coordinators
25. Mentor and educate all volunteers on the role of the HYN in the community
26. Program development, reporting and integrity
27. Strategic partnerships and stakeholder development
28. Social enterprise development
29. Fundraising
30. Public relations
31. **Committees**
32. The Board of Directors may establish various ad hoc and standing committees as deemed necessary from time to time
33. Each committee of the Board will establish their Terms of Reference at the first meeting of the committee
34. Committee members should be or become members of the HYN
35. The President shall be a member ex-officio of all committees
36. The Chairperson of each committee shall be a Director
37. At committee meetings, a majority vote shall prevail. Any tie vote is considered a loss/defeat. All passed motions from a committee will be presented to the Board of Directors for consideration
38. **Membership Meetings**
39. The Annual General Meeting (AGM) and any other membership meetings shall be held at a place and time designated by the Board of Directors
40. Thirty (30) days’ notice, in written form, shall be given of such meeting provided that non-receipt of notice by a minority of members shall not invalidate the proceedings at such meeting
41. At any membership meeting, in the absence of the President, the Chairperson shall be the Officer holding the office of highest priority, as established by the sequence designated in the By-Laws, or failing any of these, the Chairperson shall be elected by the meeting attendees
42. At the AGM, members shall receive the Annual Report(s) of the Officers and committee Chairperson(s) for the preceding year, elect or re-elect the Directors and Officers for the ensuing year, vote on amendments to the Regulations and By-Laws, and transact other business that may come before the meeting attendees
43. Each active member in good standing shall have one vote. Voting on all matters shall be by a show of hands. A declaration by the Chairperson that a Motion has been passed or lost shall be duly recorded in the meeting Minutes. Tie votes are considered a lost Motion
44. The quorum at any Membership meeting shall be 50% plus one of the Directors who are present in person or virtually. Members present must be in good standing
45. A special membership meeting may be called by the Board of Directors at any time on such notice as may be reasonable under the circumstances
46. **Nominations, Elections, and Voting at the AGM**
47. At the AGM, after the official roster of nominations has been presented to the Membership, additional nominations will be accepted from the floor, provided,
48. That acceptance of the nomination is confirmed by such nominee present in person, or
49. That prior written acceptance by the nominee has been obtained by the person making the nomination
50. Instead of a one-time show of hands, the Chairperson may decide, particularly if as a result of additional nominations from the floor, some members are nominated for more than one position, to conduct the election by successive and/or secret ballot, in which case he, she or they must arrange for two (2) scrutineers to conduct the counting of the ballots
51. No members shall be entitled to a proxy vote
52. **Order of Business at the AGM**

The following is a suggested order of business for the AGM

1. Circulation and Motion to approve the Agenda followed by a Motion and approval of the Minutes of the previous meeting.
2. Questions and business arising from of the Minutes
3. Report of the President, followed by reports of the other Officers and Directors, including the Financial Report and Committee Report(s) and activities during the preceding year
4. Business arising from of the Report(s)
5. Motion(s) to accept the Report(s)
6. Motion(s) to approve any new, changed or amended Regulations/By-Laws, if any
7. Report of current nominations
8. Other nominations from the floor (see 10.a) b) and c))
9. Election of the new Board of Directors
10. Election of the Officers
11. New business
12. Asking for volunteers to serve on committees, if any
13. Adjournment

After a short recess, a Board of Director’s meeting should be held following the AGM, such meeting to be considered by the new Directors to have been properly and automatically called in conjunction with the AGM

1. **Vote of No-Confidence**
2. All Directors and committee members may be removed from office by a Motion of no-confidence by two-thirds (2/3) of the votes cast at any regular or special meeting at which there exists a Director’s quorum in person or virtually
3. A motion of no-confidence may be brought forward by any 3 active members in good standing
4. **Amendment of By-Laws**

The By-Laws may be repealed or amended by By-Law enacted by a majority of Directors. After notifying the membership 30 days in advance of the general meeting of members of such intended changes, they should be sanctioned by at least two-thirds (2/3) of the members present in person, at such meeting

1. **Rules of Order**

All questions of meeting procedure not covered by the By-Laws and Regulations, Roberts Rules of Order shall prevail

1. **Signature and Execution of Documents**
2. Cheques – all cheques, invoices, notes and acceptances shall be signed by the President or the Treasurer and one other Board Member. Two signatures are required.
3. E-transfers/business-all electronic transfer of funds over $200 must be approved by the President or the Treasurer and one other Board Member in writing to the person doing the e-transfers. E-transfers below the $200 threshold are discretionary.
4. Documents – All documents which are binding upon the HYN shall be signed by the President and Secretary, and in the absence of either, by any other Director in his, her or their place
5. Other – all other documents and correspondence shall be signed by the President, or such other Officer or Director, person, agent, attorney or representative as the Board of Directors may from time to time appoint
6. **Indemnification of Directors and Officers**

The HYN will indemnify any Director or Officer of the HYN, any former Director or Officer of the HYN or any individual who acts or acted at the HYN’s request as a Director or Officer, or in a similar capacity, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, and including legal fees, all as are reasonably incurred by him, her, they in respect of any civil, criminal or administrative action or proceeding to which he, she, they is made party by reason of being or having been a Director or Officer, if:

1. He, she, they acted honestly and in good faith with a view to the best interests of the HYN; and
2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he, she, they had reasonable grounds for believing that his, her, their conduct was lawful
3. **Directors and Officers Insurance**

The HYN may purchase and maintain insurance for the benefit of any person referred to in Section 16 against such liabilities and in such amounts as the Directors may determine and as are permitted by law

1. **Distribution of Property on Liquidation**

Any property remaining on liquidation of the HYN Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act

1. **Terminology**
2. Natural person-is a person that is an individual human being, as opposed to a legal person which may be a private or public organization
3. Member in good standing-is a member who respects and adheres to the By-Laws and in the case of committees, the Terms of Reference
4. Members-see Section 4.b) 1. And 2.
5. In these Regulations the singular shall include the plural, and the plural the singular

By-Laws accepted on November 30th, 2020

Amended section xx on DATE

Added section xx on DATE

Deleted section xx on DATE