



AMENDED BYLAWS

**Adopted by a Members' Special Resolution at a
Special General Meeting on April 21, 2016
at Vanier Catholic Secondary School in Whitehorse, YT**

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PART 1 INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - (a) “Administrator” means a principal or a vice-principal at a school;
 - (b) “CEAY,” “Association,” or “Society” means the Catholic Education Association of Yukon as registered with Corporate Affairs under the *Societies Act of the Yukon*;
 - (c) “Committee” means a committee of the Association;
 - (d) “Council” means a Catholic school council established under the *Yukon Education Act*;
 - (e) “Council member” means an individual who has been elected as a member of a Catholic school council;
 - (f) “Episcopal Corporation” means the Catholic Episcopal Corporation of Whitehorse;
 - (g) “Executive” means the body of individuals nominated and approved by each council to represent the Association;
 - (h) “Executive member” means an individual who is nominated and approved to sit on the Executive by his or her school council, and who is a director for the time being under the *Societies Act*;
 - (i) “Member” means an individual who is a voting or non-voting member of the Association;
 - (j) “Parish” means a parish within the Roman Catholic Diocese of Whitehorse;
 - (k) “Registered address” of a member means the address as recorded in the register of members;
 - (l) “School” means a Catholic school in the Yukon;
 - (m) “Societies Act” means the *Societies Act of the Yukon* from time to time in force and all amendments;
 - (n) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;
 - (o) “Superintendent” means the Yukon Department of Education Superintendent responsible for Catholic schools; and
 - (p) “Trustee” means an Executive member who is so called for the sole purpose of business with the Alberta Catholic School Trustees’ Association (ACSTA).
2. The definitions in the *Societies Act* and in the Societies Regulations apply to these Bylaws.

PART 2 MEMBERSHIP

3. The Association membership is comprised of both voting and non-voting members.
 - (1) A voting member is an individual who is currently an elected member of a school council, and who is a member of the Association with voting privileges at Association meetings.
 - (2) A non-voting member is an individual who is an administrator, a religious education coordinator, the designate of the Episcopal Corporation, a parish representative, or the Superintendent, and who is, by default, a member of the Association, but who does not have voting privileges at Association meetings.
4. There are no membership fees.
5.
 - (1) Upon becoming a member of the Association, each member will be given, without charge, a copy of the Constitution and Bylaws of the Association.
 - (2) Every member will uphold the Constitution and comply with Association Bylaws, as well as any other policies, procedures, and guidelines established in accordance with the Constitution and Bylaws.
 - (3) Every member will adhere to the Association's Code of Conduct Policy and will sign the Association's Code of Conduct Declaration.
 - (4) Every member is entitled to receive all communication publications of the Association, attend all Association general meetings and activities, and access such resource information of the Association as is available.
6. An individual will cease to be a member of the Association:
 - (a) in the case of a voting member, when he or she ceases to be a school council member, at which time the school council will notify the Chair of the Association by sending or delivering a written notice to the address of the Association; or
 - (b) in the case of a non-voting member, when he or she is no longer serving in his or her position in the school, with the Episcopal Corporation, as a parish representative, or as Superintendent, as the case may be, at which time the appropriate body will notify the Chair of the Association and present the name of the departing member's successor by sending or delivering a written notice to the address of the Association; or
 - (c) on being expelled.
7.
 - (1) A member may be expelled for a violation of the Constitution or Bylaws of the Association or for conduct that endangers the interest or reputation of the Association by a special resolution of the voting members passed at a special general meeting.
 - (2) The notice of special resolution for expulsion will be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution will be given an opportunity to be heard at a special general meeting before the special resolution is put to a vote.

PART 3 EXECUTIVE & OFFICERS

8. The role of the Executive is to work collectively and collaboratively toward fulfilling the mission and mandate of the Association.
9. The Executive is comprised of two members from each school council appointed by the members of that council.
- 10.(1) The term of service for Executive members is two years.
 - (2) Executive members may seek nomination and approval from their school councils for additional terms.
 - (3) The term of service for current Executive members expires when the names of their successors are brought forward at a general meeting of the Association.
- 11.(1) Any Executive member who, without prior notification to the Executive, is absent from three consecutive meetings is subject to being replaced by his or her council.
 - (2) The Chair of the Association will consult with the chair of the affected council and may submit a written request to that council requesting a replacement.
 - (3) Appointment of a replacement will occur as per Part 3, s.15 (a).
- 12.(1) Working within the scope of the Association Constitution and Bylaws, the Executive has, at its discretion, the authority to:
 - (a) exercise all the powers and carry out all the duties and obligations of the Association, whether such powers, duties, and obligations have been named in these Bylaws, in statute, or by motion in a general meeting;
 - (b) seek consultation with school councils prior to making decisions or recommendations;
 - (c) determine what types of actions it will take on issues, including but not limited to making decisions, making recommendations, seeking consultation, informing, acting with partners, lobbying, and advising;
 - (d) establish committees as deemed necessary to carry out the business of the Association; and
 - (e) appoint one of its Executive members to serve as the Association's director on the ACSTA Board of Directors, and appoint a second Executive member to serve as an alternate director.
 - (2) The authority of the Executive described in s.12 (1) is subject to:
 - (a) all laws affecting the Association;
 - (b) these Bylaws; and
 - (c) any rules that are made from time to time by the Association in a general meeting.
 - (3) No rule made by the Association in general meeting invalidates a prior act of the Executive that would have been valid if that rule had not been made.

- 13.(1) The Officers of the Association will be:
 - (a) Chair;
 - (b) Vice-Chair; and
 - (c) Secretary-Treasurer.
- (2) The Officers are elected from the Executive.
- (3) The offices of Chair and Vice-Chair may alternatively be filled by two Co-Chairs.
- 14.(1) The term of service for Officers is two years.
- (2) The term of service for Officers will expire when their successors are elected at a general meeting of the Association.
- (3) Separate elections will be held for each office to be filled.
- (4) Election will be by ballot unless a nominee is acclaimed.
- (5) If no successor is elected, the person previously elected or appointed may continue to hold office.
15. The Executive members may at any time and from time to time approve the appointment of:
 - (a) a voting member to the Executive, as put forward by a council that has experienced a vacancy; such appointment to last for the duration of the unexpired term; and
 - (b) an Executive member to fill a vacancy of an Officer position for the unexpired term of a vacated position of an Officer of the Association, and such an appointed person is eligible for election upon completion of the appointment.
16. No act or proceeding of the Executive members is invalid only by reason of there being less than the prescribed number of Executive members in office.
17. No Executive member will be remunerated for being or acting as an Executive member, but an Executive member will be reimbursed for all expenses necessarily and reasonably incurred by the Executive member while engaged in the affairs of the Association.
- 18.(1) The Chair will, except where these Bylaws provide otherwise, preside at all meetings of the Association and of the Executive.
- (2) The Chair is the chief executive officer of the Association and will fulfill or oversee, and may delegate authority for, when appropriate, the following responsibilities:
 - (a) supervise staff and the other Officers in the execution of their duties;
 - (b) sign all documents that require an Association signature;
 - (c) prepare agendas for all meetings;
 - (d) facilitate all meetings;
 - (e) ensure clarity of the Association's roles and scope of responsibilities at all times;
 - (f) communicate with non-voting members and voting membership in a timely manner;
 - (g) provide leadership in building consensus of understanding among partners in Catholic education and in conflict resolution when necessary;

- (h) track the progress on the Strategic Plan and communicate progress to the parishes, schools, and broader Catholic community;
- (i) prepare and circulate an annual report of business for the Annual General Meeting;
- (j) provide representation for the Association's on committees and hiring panels that the Executive has deemed within the mandate of the Association;
- (k) hire staff, including an Administrative Clerk;
- (l) work with the Secretary-Treasurer and the Administrative Clerk to facilitate all financial business of the Association; and
- (m) have such other powers and duties as may from time to time be assigned to him or her by the Association.

(3) In the case of two Co-Chairs, the responsibilities of a Chair will be distributed equitably between the individuals.

19. The Vice-Chair will carry out the duties of the Chair during the Chair's absence or if the Chair is unable to act.

20. The Secretary-Treasurer will fulfill or oversee, and may delegate, when appropriate, the following responsibilities:

- (a) supervise matters related to the duties of the staff position of Administrative Clerk;
- (b) conduct the correspondence of the Association;
- (c) issue notices of meetings of the Association and Executive;
- (d) keep minutes of all meetings of the Association and Executive;
- (e) ensure proper custody and safekeeping of all Association hardcopy and electronic meeting records, documents, and financial records, including books of accounts;
- (f) have custody of the seal of the Association;
- (g) maintain the register of members;
- (h) produce financial statements as required by the Association and Executive;
- (i) propose an annual operating budget for the Association; and
- (j) carry out other duties as may be assigned from time to time by the Association.

PART 4 GENERAL MEETINGS

21. General meetings of the Association:

- (a) are meetings of voting and non-voting members only with the exception of the Annual General Meeting as reflected in Part 13, s.59; and
- (b) will be held in accordance with the *Societies Act*, at such time and place as the Executive decides.

22. Every general meeting other than an Annual General Meeting is a special general meeting.

23. The Executive may, when it deems fit, convene a special general meeting, but the Executive will call a special general meeting if requested to do so in writing by a quorum of voting members of the Association as defined in Part 8, s.41 (3).

24.(1) Notice of a general meeting will be sent by mail and/or electronic transmission to each member not less than 10 days or more than 60 days before the meeting and the notice will specify the place, day, and hour of the meeting, and, in case of special business, the general nature of the business.

- (2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting will be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice will include the text of the special resolution to be submitted to the meeting.

- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

25. All members will be entitled to speak at all general meetings of the Association.

26. The Annual General Meeting will be:

- (a) held at least once in every calendar year on a date determined by the Executive that is within four months of the Association's fiscal year-end as required by the *Yukon Societies Act* and in the month of September as required by the *Yukon Education Act*;
- (b) held in conjunction with the Annual General meetings of the school councils and will be referred to as the *Joint Catholic School Councils & CEAY Annual General Meeting*; and
- (c) collaboratively organized by the chairs of the CEAY and of the school councils and be executed in accordance with current Association guidelines.

PART 5 EXECUTIVE MEETINGS

- 27.(1) Executive meetings are meetings of the Executive members only.
- (2) All other members of the Association, including voting and non-voting members, may attend and address an Executive meeting by invitation of the Executive in the form of receiving notice of such a meeting.
- (3) Other individuals, such as guests or presenters, may attend and address Executive meetings only by invitation or motion by the Executive.
- (4) Executive meetings may be held monthly throughout the school year or as required.

PART 6 PROCEEDINGS AT GENERAL MEETINGS

28. The Chair of the Association, the Vice-Chair, or, in the absence of both, one of the other Executive members present will preside as chairperson of a general meeting.

29. If at a general meeting:

- (a) there is no Chair, Vice-Chair, or other Executive member present within 15 minutes after the time appointed for holding the meeting, or
- (b) the Chair and all the other Executive members present are unwilling to act as chairperson, then
- (c) the voting members present will choose one of their number to be chairperson.

30.(1) Special business will not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(2) Special business is:

- (a) at a special general meeting, all business other than the adoption of rules of order;
- and
- (b) at an Annual General Meeting, all business other than:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the reports of the Association and its partners;
 - (iv) the report of the professional accountant, if any;
 - (v) the election of officers;
 - (vi) the appointment of the professional accountant, if required; and
 - (vii) the other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business that is brought under consideration by the report of the Executive issued with the notice convening the meeting.

31.(1) A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting will be given as in the case of the original meeting.

(3) Except as required by this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

32.(1) The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person.

(2) In a case of an equality of votes, the chairperson will not have a casting or second vote in addition to the vote to which the chairperson is entitled as a voting member, and the proposed resolution will not pass.

33. All Motions Excluding Special Resolutions

- (1) A motion that has been submitted to the Chair at least 21 calendar days prior to the date of the general meeting will be discussed at the meeting.
- (2) A motion submitted less than 21 calendar days prior to a general meeting or at a general meeting may be considered at the will of the majority of Association members in attendance.
- (3) A motion must receive the support of at least 50% plus one vote of the voting Association members in good standing in order to be adopted.

34. Special Resolutions

- (1) A special resolution is any motion that is related to the Constitution of the Association, or that involves the expulsion or suspension of a member, the borrowing of money on behalf of the Association, the amending of Bylaws, or the dissolution of the Association.
- (2) A special resolution must be submitted in writing to the Chair at least 60 calendar days prior to a general meeting.
- (3) A special resolution must be voted on at a general meeting of which not less than 21 days notice has been given.
- (4) A special resolution must be passed by a vote of not less than 75% majority, which must include at least one voting member of each school council of those councils in attendance.

35.(1) A voting member in good standing present at a meeting of members is entitled to one vote.

- (2) Voting by teleconference or videoconference participation is permitted with prior approval by the Executive.
- (3) Voting, except for the election of Officers, is by a show of hands, or in the case of teleconference or videoconference participation, by voice vote.
- (4) Voting for the election of Officers is by ballot.
- (5) Voting by proxy is not permitted.

PART 7 PROCEEDINGS AT EXECUTIVE MEETINGS

36.(1)The Executive members may meet together to conduct business, adjourn, and otherwise regulate their meetings and proceedings, as and where they see fit.

(2)The Chair will be chairperson of all Executive meetings, but if the Chair is not present within 15 minutes after the time appointed for holding a meeting, the Vice-Chair will act as chairperson; but if neither is present, the Executive members present may choose one of their number to be chairperson at that meeting.

(3)An Executive member may at any time, and the Chair will, on the request of an Executive member, convene a meeting of the Executive.

37.For the first meeting of the Executive held after the appointment or election of an Executive member or members, it is not necessary to give notice of the meeting to the newly elected or newly appointed Executive member or members for the meeting to be constituted, if a quorum is present.

38.Committees

(1)Executive members may delegate power to committees consisting of one or more Executive members.

(2)A committee so formed in the exercise of the powers so delegated will:

- (a) conform to any rules imposed on it by the Executive and be consultative bodies;
- (b) report every act or thing done in exercise of those powers to the earliest Executive meeting held after it has been done; and
- (c) present consensus positions and decisions to the Executive or explanations of why they were unable to achieve consensus.

(3)A committee will elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting, the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Executive members present who are members of the committee will choose one of their number to be chairperson of the meeting.

(4)The members of a committee may meet and adjourn as they see fit.

39.An Executive member may, by mail or electronic transmission, send or deliver to the address of the Association a written waiver of notice of any Executive meeting and may at any time withdraw the waiver, and, until the waiver is withdrawn:

- (a) no notice of Executive meetings need be sent to that Executive member; and
- (b) any and all Executive meetings, notice of which has not been given to that Executive member will, if a quorum is present, be valid and effective.

40.Decision Making

(1)Motions are generally used to process procedural business items, including adoption of the agenda and previous minutes, adjournment, and the like.

(2)Motions may be proposed by any voting member.

- (3) Where votes are taken at Executive meetings, they are decided by a majority of votes; in a case of an equality of votes, the motion is defeated as no one has a second or deciding vote.
- (4) Where possible, a consensus model is followed to make decisions related to substantive business. Results are recorded in the minutes as actions or decisions, as appropriate.
- (5) Where consensus is not possible for substantive business, the following process is followed:
 - (a) the issue is taken by the respective Executive members to their individual school councils for discussion and consultation;
 - (b) the issue is raised again at an Executive meeting and consensus is once again sought, based on the school council discussion and consultation that occurred; and
 - (c) if consensus is still not achievable, a motion is made on the issue, a vote is taken, and the result is upheld.

PART 8 QUORUM

41. General Meetings

- (1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting will be conducted.
- (2) If at any time during a general meeting, there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum at a general meeting is:
 - (a) where the number of voting members is 15 or less, one voting member from each council, or four voting members; and
 - (b) where the number of voting members is 16 or more, at least 25% of the voting members.
- (4) If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the request of members, will be terminated; but in any other case, it will stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present constitute a quorum.

42. Executive Meetings

- (1) The Executive may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum will be one voting member from each council, or four voting members.
- (2) Where a quorum is not present at the beginning or during the course of an Executive meeting, the meeting may continue provided no motions are passed, and no decisions or actions are taken.
- (3) Under special circumstances whereby a time-sensitive decision or action is needed:
 - (a) the Chair may contact missing Executive members in writing and request to proceed on an action or decision, and
 - (b) that decision will be recorded in the meeting's minutes.

PART 9 STAFF

- 43.(1)The Executive may establish staff positions for the Association to carry out the work of the Association and may hire staff as deemed necessary.
- (2)The duties of staff positions will be approved by the Executive and will be compliant with the Constitution and Bylaws of the Association.
- (3)The salaries and benefits paid to staff will be approved by the Executive and will be subject to securing adequate funding.
- (4)Staff will be hired outside of the membership of the Association.
- 44.Staff are expected to:
- (a) support the Mission and Mandate of the Association;
 - (b) adhere to the Association’s Bylaws and Code of Conduct policy, as well as any other policies, procedures, and guidelines established by the Association; and
 - (c) report directly to the Executive through the Chair.
45. Staff are not members and do not having voting privileges.
- 46.The Executive will hire an Administrative Clerk to carry out the day-to-day operation of the Association as outlined in the current job description.

PART 10 SEAL

- 47.The Executive may adopt a seal for the Association or substitute a new seal.
- 48.The seal will be affixed only when authorized by a resolution of the Executive and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of an Officer and one Executive member.

PART 11 BORROWING

- 49.In order to carry out the purposes of Association, the Executive may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in any manner it decides, including the issue of debentures.
- 50.No debenture will be issued unless authorized by a special resolution.
- 51.The voting members may by special resolution restrict the borrowing powers of the Executive.

PART 12 PROFESSIONAL ACCOUNTANT

52. This part applies only where:

- (a) the Societies Regulations require the Association to have a professional accountant, or
- (b) the Association has resolved to appoint a professional accountant.

53. Any appointment of a professional accountant will be made at an Annual General Meeting.

54. The Executive may appoint a professional accountant to fill a vacancy occurring in that role between one Annual General Meeting and the next.

55. A professional accountant may be removed by ordinary resolution.

56. No Executive member and no employee of the Association will act as a professional accountant to the Association.

PART 13 NOTICES TO MEMBERS

57. A notice may be given to a member by personal delivery, mail, or electronic transmission to the member's registered address.

58. A notice sent by mail or electronic transmission will be deemed to have been given on the third day following that on which the notice is posted or sent, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canada Post receptacle or sent electronically.

59.(1) Notice of a general meeting will be given to:

- (a) every member shown on the register of members on the day that notice is given or sent; and
- (b) the professional accountant, if Part 12 applies.

(2) No other person is entitled to receive a notice of a general meeting with the exception of the *Joint Catholic School Councils & CEAY Annual General Meeting*.

PART 14 DISSOLUTION

60. The Association may be disbanded by means of a special resolution proposed by a voting member and adopted by special resolution at a special general meeting.

61. In the event of dissolution of the Association, the assets remaining after all debts have been paid or provisions for payment have been made will, subject to the requirements of the regulations, be distributed to the Episcopal Corporation and/or, one or more incorporated Yukon societies as is determined by a special resolution.

PART 15 AMENDING BYLAWS

- 62.(1)The Association may amend its Bylaws by special resolution at a general meeting but a change is not effective until filed with and approved by the registrar.
- (2)An amendment to the Bylaws will be made by deleting, substituting, or adding entire articles.
- (3)The notice of the meeting at which a special resolution to change the Bylaws is to be voted on will state:
- (a) the identifying numbers of the articles to be deleted, if any; and
- (b) the entire texts of the articles to be substituted or added.
- (4)A copy of the last amended Bylaws of the Association will be made available to each member.

PART 16 OTHER

- 63.Any member may examine the records of the Association:
- (a) during the 30 minutes prior to the commencement of business at any general meeting;
- (b) once every 3 months at the place where the records are normally kept, on giving an Officer 7 days-notice; or
- (c) at any time or place agreed upon by an Officer, such agreement not to be unreasonably withheld.
- 64.Any dispute concerning the interpretation or application of the Bylaws, and any dispute concerning the rights of a member or the powers of an Executive member or Officer, will all be submitted to and decided by arbitration under the *Arbitration Act of the Yukon*.
- 65.No member of the Association is, because of his or her membership, liable for a debt or liability of the Association in his or her individual capacity, as per the *Societies Act*, s.12.
- 66.The fiscal year of the Association will be from July 1st to June 30th.

END