



General Bylaws

National Youth Policy Alliance of Canada

June 2025

Article I - the Name and Definitions

The organization is called the National Youth Policy Alliance of Canada and will be known as “NYPA” or “the Corporation.”

1.2 Definitions:

The Canada Not-for-profit Corporations Act is referred to as “Act” in this guide.

Board refers to the Board of Directors for the Corporation.

By “members,” we mean the general members of the Corporation.

Intern – A temporary, non-voting individual appointed by the Board to assist in specific operational, research, or leadership functions for a defined period under the supervision of an Executive Officer.

Contractor – A project-based, non-voting position appointed through agreement with the Board for the delivery of specific outcomes.

“Majority vote” refers to the voting

1.3 Executive Officers: The Executive Officers of the Corporation include the President, Vice-President, Secretary, and Treasurer.

These officers **shall concurrently serve as voting Directors** with full Board responsibilities, unless a structural separation is later required by law or organizational reform.

Article II – The Purpose

The Corporation encourages youth to learn more about public issues, join in civic activities and have their voices heard in Canada.

2.2 Under the Act, the Corporation operates without personal benefit to its members.

2.3 Non-Partisan Commitment:

The National Youth Policy Alliance of Canada (NYPA) is a strictly non-partisan organization. NYPA does not endorse or align itself with any political party, ideology, or candidate. While members and Directors may hold personal political views, those views do not represent the Corporation. Any member or Director who publicly misrepresents NYPA as politically affiliated may be subject to review under Article VII – Board Committees. All programs, communications, and initiatives are conducted independently and in the interest of empowering youth in a politically neutral environment.

Article III – How to Become a Member

Anyone who resides in Canada may become a general member by filling out the membership form.

3.2 Rights: Members may attend the Annual General Membership Meeting (AGMM). Members may vote on resolutions presented by the Board at AGMMs. Members may participate in designated NYPA programming and regional committee events, as defined by the Board.

3.3 Dismissal from role:

A member may be removed for cause by a majority vote of the Board following a review. Grounds for removal may include:

- Misconduct
- Public misrepresentation of NYPA
- Violation of NYPA's non-partisan or code of conduct principles
- Engaging in disruptive, discriminatory, or unethical behavior.

3.3.1: Right to Appeal: A member who is removed may submit a written appeal to the Board within fourteen (14) days of receiving notice. The Board's decision upon review shall be final.

Article IV – Board of Directors

4.1 The Board shall be responsible for carrying out the Corporation's matters.

4.2 Composition:

No less than 3 and not more than 14 Directors.

Provincial Representation Policy

The National Youth Policy Alliance of Canada (NYPA) will try to fill at least one (1) Director position per province to represent a diverse group of Canadian youth.

Who has the authority to appoint the members of the committee?

The Board of Directors selects and appoints directors after a recruitment and evaluation procedure for the organisation.

4.3 Criteria for Selection of a Board of Director

Directors, who are not executive officers, shall be selected as the representative of the province of their residence and based on the following evaluations:

- Active efforts made to support youth policy, involve youth in public matters and ensure the public's interests.
- A genuine knowledge or experience from living in the province they will serve.
- Being able to lead, speak well and work cooperatively;
- Following NYPA's values by working without political influence, empowering youth and bringing people together from across the nation.

No Quota Guarantee

Even though geographic diversity is supported, Boards are not supposed to follow strict quotas for appointments. All appointments are decided by the Board, taking into account what the organization requires.

Review and Rotation

The Board may periodically look at provincial representation to make sure regions are well represented and may assign roles differently when someone's performance, engagement or availability is different.

Directors will have a one (1) year term which may be renewed by the board when needed.

4.4 Roles: Directors must join meetings, take part in committees and vote during important decisions.

New directors will be appointed by the Board after receiving majority approval.

4.5: Director Roles and Duties:

Directors shall:

- Attend scheduled meetings.
- Serve on or lead committees.
- Participate in votes and strategic planning.
- Uphold the integrity, neutrality, and mission of NYPA.

4.6 Directors may resign with a minimum thirty (30) day written notice submitted to the President and Secretary.

4.7 Removal:

- By a majority decision of the Board after advice from a Disciplinary Committee, a Director can be removed for cause.
- Grounds can be not attending three meetings without a reason, not fulfilling the responsibilities or behaving in a way that harms the Corporation.
- The Disciplinary Committee will be brought in after two formal warnings have been issued.

4.8 Conflict of Interest: All Directors and Executive Officers must disclose any real or perceived conflict of interest related to Board matters. Individuals with a conflict must abstain from related discussions and votes. All disclosures and recusals must be recorded in the meeting minutes.

4.9 Confidentiality and Ethical Conduct: Directors and Executive Officers must maintain confidentiality regarding all internal matters and communications unless expressly authorized by the Board. Any breach may result in removal under disciplinary protocol.

4.10 Board Loyalty Oath and Confidentiality:

Upon appointment, all Directors must sign a declaration acknowledging NYPA's non-partisan, youth-empowerment mission and their duty to act in the organization's best interest at all times. The new Director **must sign a Non-Disclosure Agreement**. If they refuse, they lose voting and committee rights until the NDA is signed.

Article V - Executive Officers

The following Executive Officers will be appointed by the Board:

1.1 President aka Chief Executive Officer (CEO)

The President shall serve as the Chief Executive Officer of the National Youth Policy Alliance of Canada (NYPA). They shall:

- Preside in all meetings of the Board and for the members of NYPA.
- Go to official events, take part in public meetings and join policy discussions as a representative of NYPA.
- Oversee the overall leadership and strategic direction of the organization.
- Ensure that the Board of Directors and the membership's resolutions are successfully implemented.
- Make sure that all NYPA programs, plans and collaborations are managed properly.
- Serve as the link between the Board of Directors and external stakeholders

1.2 Vice-President aka Chief Financial Officer (CFO)

The Vice-President shall serve as the Chief Financial Officer of the National Youth Policy Alliance of Canada. They shall:

- Handle the organization's accounts, plan how to use money, set forth future financial guidelines and produce financial reports.
- Make sure the corporation complies with all the rules, policies and reporting duties in finance.
- Assist the Treasurer to keep accurate and transparent financial records of the corporation.
- Advise the Board on managing finances and risk management.
- Support the President with executive duties as needed.

1.3 Secretary

The Secretary is responsible for maintaining official records and documentation of the National Youth Policy Alliance of Canada (NYPA). They shall:

- Keep records and store minutes of all official meetings of NYPA.
- Send invitations for meetings and manage internal communication.
- Regularly keep track of the member list, who serves on the Board and all important documents.
- Ensure all organizational documents, reports and communication are completed in a timely manner.
- Support the governance and procedural integrity of the NYPA.

1.4 Treasurer

The Treasurer is responsible for the day-to-day financial record-keeping and reporting of the National Youth Policy Alliance of Canada (NYPA). They shall:

- Look after all the transactions that include money exchange in and out of the organization and keep its financial records.
- Routinely give the Board and members financial statements and reports.
- Maintain accurate day-to-day financial records in accordance with the best practices.
- Work with the CFO to set the budget and monitor the corporation's financial performance.

- Assist in organizing audits and ensure transparency in fiscal matters.

Executive Officers shall hold only one position in the Board of Directors.

5.2 Removal:

“Executive Officers may only be removed following a 2/3 Board vote AND a formal disciplinary review by a neutral third-party committee.

Vacancies will be filled when the Board has voted to approve them.

5.3 Voting and Authority:

Executive Officers shall retain full voting rights on all Board matters. They are subject to the same rules, responsibilities, and conflict-of-interest requirements as other Directors. The holding of an Executive position does not limit or expand their voting power as a Director, unless otherwise stated in these bylaws.

5.4 Temporary Appointment Authority: If any Executive Officer, including the President, Vice-President, Secretary, or Treasurer, resigns, is removed, or is unable to fulfill their duties, the President or Vice-President shall temporarily assume the responsibilities of that role until a suitable replacement is appointed. A temporary replacement may be filled either by an existing Director or an intern, appointed by a majority vote of the Board of Directors with the approval of the President. Such an appointment shall remain in effect until a formal replacement is elected or appointed by the Board.

Article VI – Board Meetings

6.1 Board Meetings

Board meetings shall be held virtually on a monthly basis, unless modified through an **e-vote**, which is defined as a formal decision-making process conducted via a secure electronic platform (E-mail)—initiated by the President or Vice-President, open for at least 48 hours, and recorded in the minutes—where a majority (50%+) of the full Board must vote in favor for the motion to pass.

6.2 Special meetings may be set by the President or at the wish of one-third of Directors. A meeting of Directors is valid if a majority of Directors present is reached.

6.3 Quorum Requirements:

A meeting of Directors is considered valid if a majority (more than 50%) of Directors are present. In cases where quorum is not met, decisions may not be finalized until a follow-up vote or meeting achieves quorum.

6.4 the Annual General Meeting (AGM).

Will be held at least once a year by the decision of the Board.

Every member can be present at general assemblies and vote on important proposals.

6.5 Annual Retreat Held Yearly

-An annual strategic retreat may be scheduled by the President to discuss long-term vision, planning, and team development. This may be held virtually or in person, depending on availability and Board vote.

6.6 Emergency Voting Procedures: In cases where an urgent decision is required and a Board meeting cannot be scheduled in time, the President may call for an electronic vote (e-vote) among all Directors. A decision shall be deemed valid if a simple majority of the full Board votes in favor and the results are recorded in the official minutes.

6.7 Agenda: The agenda shall be prepared by the Secretary in consultation with the President and Vice-President and circulated to the Board at least 48 hours before each meeting. Agenda will be approved by the President and Vice-President then be sent to the board for approval.

6.8 Proceedings of the Board: The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Board in all cases in which they are applicable and not inconsistent with these bylaws or any special rules of order that NYPA may adopt.

Article VII Board committees

The Board is able to appoint committees if they choose.

7.1 Committee Formation: The Board may establish committees as needed to advance the Corporation's mission, support its operations, or fulfill specific functions. Committees may be standing or ad hoc and shall operate under terms defined by the Board. Each province shall have a standing committee, led by that province's Director. Membership in these Provincial Committees shall be open to individuals who reside in the respective province. These committees may be tasked with regional engagement, local program execution, and policy input reflective of their communities.

7.2 Disciplinary committee: A Disciplinary Committee must investigate any cases of misconduct by giving the person notice. The findings will go to the Board and the decision will be given by voting.

An Investigation Committee will be created to examine any accusations that Board members have violated their duties.

7.3 Executive Oversight of Committees

All Board committees shall report quarterly to the President and Vice-President, who may issue strategic guidance or call special meetings for accountability purposes. This oversight ensures alignment with NYPA's strategic direction and operational integrity.

Article VIII – Rights to Vote

8.1 Only the Board members may participate in decisions on normal organization and functional matters.

8.2 Members are entitled to vote for resolutions proposed by the Board at AGMs.

8.3 Each Director is given one (1) vote to use on its own behalf (Approve the motion, Reject the motion or Abstain the motion. It is the President who will end any ties.

8.4 Legitimacy of Electronic Votes: All votes conducted electronically, whether by email or approved digital platform, shall carry the same authority as in-person votes, provided they are verified and recorded in official Board minutes.

8.5 Digital Voting Validity: Votes conducted through secure digital platforms approved by the Board are valid and carry equal legal weight as in-person votes, provided proper identity verification and quorum are met. Directors shall have 24-48 hours to cast their vote unless otherwise stated.

8.6 Emergency Executive Override Clause: In situations deemed an organizational emergency—where immediate action is required to protect the integrity, safety, or strategic interests of NYPA—the Executives may jointly authorize a temporary decision or directive without prior Board approval. Such action must be disclosed to the full Board within 48 hours and subjected to a retroactive confirmation vote within seven (7) days. Failure to ratify the decision by majority vote will result in automatic suspension of the action.

Article IX – Honorariums

If directors or members assist with research, podcasting, workshop facilitation, social media or provide any other service, they may get an honorarium.

Honorariums can only be given at the sole decision of the Board.

The Board will review and set annual honorariums in October.

9.1 Eligibility for Honorariums

Directors, members, or volunteers who contribute to NYPA through services such as research, podcasting, workshop facilitation, communications, or any other Board-approved activity may be eligible to receive an honorarium in recognition of their service. Honorariums shall be considered and distributed during the annual Honorarium Meeting held in October.

9.2 Approval Process

All honorariums must be reviewed and approved by a majority vote of the Board. No honorarium shall be issued without a formal motion recorded in the meeting minutes.

9.3 Conflict of Interest

Directors or Officers eligible for an honorarium must declare a conflict and abstain from voting on any decision related to their own compensation.

9.4 Allocation Authority

The Executive officers may jointly recommend honorarium recipients based on contributions, subject to final Board approval

Article X - Financial Administration

10.1 Treasurer shall maintain accurate financial records and work with the CFO.

10.2 The annual budget and financial spending beyond a decided threshold are only approved by the Board.

The annual financial statements for 10.3 must be given to everyone at the AGM.

10.3 Public Accountability:

An annual public report summarizing key decisions, program outcomes, financial summaries, and impact metrics shall be prepared and made available to members and stakeholders.

Article XI – Changes to the Constitution

Bylaws may be amended by voting at a Board meeting when two-thirds (2/3) of the members vote in favor and later ratified at the next AGM.

Article XII – Dissolution

When the Corporation is dissolved, any assets leftover will be transferred to a nonprofit with a similar purpose, according to the Act.

Article XIII – What Each Role Does and How Its Job Duties are Approved

13.1 Annual Approval of Duties:

The job duties for all staff positions within the organization are to be reviewed and accepted by the Board in June of each year. This includes:

- Executive Officers
- Board Directors
- Contractual and project-based roles as research assistants, content creation, policy drafters, workshop facilitators or personnel involved in communications. Executive Officers and Directors are permitted to take on anyone of these roles.

13.2 Each Duty is Different and Does Not Overlap with Other Duties

Responsibilities in every job description should be separate from each other to help with transparency, accountability and the smooth functioning of the organization.

13.3 Contractual Positions.

A contractual role can run for a short time or a single project and its members cannot vote on matters. The roles are controlled by terms decided in agreements endorsed by the Board. June will see their job descriptions analyzed and adjustments will be made if required by what is important to the organization.

13.4 Documentation of Roles:

Posts and duties are to be documented in the company's internal Role and Responsibility Manual, wherever possible and updated within 14 days of Board approval. The documentation created will be needed to assess progress, extend contracts and determine who receives honorariums. "All non-Director roles, including contractors and interns, are non-voting and do not participate in Board decisions or resolutions."

13.5 Mid-Year Adjustments

If necessary, the Board can vote, with a simple majority, to change any job duty or contract outside the June cycle.

Article XIV - Activities of the National Youth Policy Alliance of Canada

National Youth Policy Alliance of Canada shall hold various activities through the year to foster an informative environment of civic and public policy engagement for youth. This may include:

- A Podcast
- Educational workshop designed to teach youth about policy writing
- Other activities approved by the Board during their meeting.

14.2 Third-Party Relations:

All partnerships, sponsorships, or collaborations with external organizations must be non-partisan and aligned with the purpose of NYPA. The Board shall review and approve all official partnerships before engagement.