

**Bylaws of the Canadian Hard of Hearing Association**  
**Young Adult Network**

**ARTICLE 1**  
**NAME**

The name of the Network is the Canadian Hard of Hearing Association Young Adult Network, hereinafter referred to as the Network.

**ARTICLE 2**  
**DEFINITION OF HARD OF HEARING PERSONS (HOH)**

In all matters relating to the Network, a hard of hearing person shall be deemed to mean a person who has a hearing loss and whose usual means of communication is a spoken language. It is recognized that this definition includes a broad spectrum of hearing loss, including those who are late-deafened and those deaf in childhood and educated orally.

**ARTICLE 3**  
**OBJECTIVES**

The objectives of the CHHA Young Adult Network are:

- 3.1 To be the vehicle of concerns and coordination for members' activities on behalf of and in the service of hard of hearing young adults in Canada.
- 3.2 To foster development of social, educational, technical and employment environments which would enable young hard of hearing Canadians to achieve their potential.
- 3.3 To encourage the hard of hearing to take individual and collective responsibility for their growth and development through the development and encouragement of social networking and mentoring, whether on a formal or informal basis.
- 3.4 To support the exploration of the capabilities and the problems of the hard of hearing, and to foster the study of solutions to the problems.
- 3.5 To promote the development of and accessibility to technical aids and to other services and facilities for the hard of hearing.
- 3.6. To promote the education of the general public, social institutions, professionals and the hard of hearing themselves about hearing-related problems and the available solutions.
- 3.7. In addition, the issues of the Network are:
  - 1: Left to YA members to suggest

**ARTICLE 4**  
**MEMBERSHIP**

4.1 **Membership Categories**

4.1.a **Regular Member**

A Regular Member shall be any person who supports the objectives of the Network and between the ages of 18-35. Regular Members include those who have paid annual dues, lifetime membership dues or family membership dues. A family membership consists of a maximum of two

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individuals over the age of 18 years (identified and referred to as family unit members) and others living in the same household, at the same address, regardless of age. Each of the two (2) identified family unit members has the same rights and obligations as a Regular Member.

**4.1.b Honourary Member**

A Honourary Member shall be any person so designated by the Board of Directors. Such designation will explicitly describe the reasons why this honour is given, and specify the term or special conditions attached to each Honourary Membership. Such a member will have no voting privileges.

**4.1.c Organizational Member**

Organizational membership is available to any organization (excluding hard of hearing consumer organizations) interested in the objectives of the Network.

**4.2 Voting**

Only Regular Members shall have the right to vote in elections and at General Membership Meetings. A family membership is considered to give two votes as Regular Members, one each to the two individuals who have identified themselves as being the family unit members.

**4.3 Members' Rights**

All members are entitled to attend General Membership Meetings, to receive periodicals or information published by the Network, to be on the distribution list of the Network, and to all other rights that shall be provided for in these bylaws. Family unit members shall be noted on the distribution list as a unit of one for the purpose of distribution of periodicals or information published by the Network.

**4.4 Applications for Membership**

Applications shall be submitted in writing via email to the person or persons responsible for membership and shall be accepted provided that the requirements for the requested type of membership are satisfied and the prescribed dues are paid.

**4.5 Termination of Privileges**

The person or persons responsible for membership may terminate the membership of any member who has not paid the required dues by the date of expiry of the membership term. In addition, the membership of any member may be terminated on the ground that the member has acted contrary to the interests or objectives of the Network by a resolution passed by at least two-thirds (2/3) of the votes cast by Regular Members present in person and by proxy at any Annual or Special General Membership Meeting of the Network. Notice will be sent to the former member only in case of termination at a General Membership Meeting.

**4.6 Reinstatement**

The person or persons responsible for membership may reinstate any former member terminated for non-payment of dues upon receiving a new application for membership and payment of the required dues. In the case of termination at a General Membership Meeting, the former member must apply for reinstatement by means of a resolution

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passed by at least two-thirds (2/3) of the votes cast by Regular Members present in person and by proxy at any subsequent General Membership Meeting.

**4.7 Withdrawal**

Members may withdraw from the Network at any time. Such members will lose all membership privileges, but will not be entitled to the refund of any part of the membership fees already paid to the Network.

**ARTICLE 5**

**DUES**

The Board shall review the rate of membership dues on an annual basis. In the event that the Board seeks to change the rate of membership dues, it must present a proposal to this effect at the Annual General Membership Meeting. In addition, any member can present a motion concerning membership dues in the prescribed manner at that meeting.

**ARTICLE 6**

**MEETINGS**

- 6.1 The Annual General Membership Meeting will be held once every calendar year.
- 6.2 Special General Membership Meetings:
  - 6.2.a may be called by the President;
  - 6.2.b shall be called by the President at the request of no less than two-thirds (2/3) of the Board of Directors;
  - 6.2.c shall be called by the President at the request of ten (10) Regular Members or 10 percent (10%) of the Regular Members, whichever is smaller.
- 6.3 Meetings will be held in the manner determined by the Board of Directors. Meetings can be held either electronically or using communications equipment or in person, or any combination thereof. All persons so participating in the meeting shall be deemed for legal purposes to be present at the meeting.
- 6.4 Notice of the Annual General Membership Meeting shall be given no less than ninety (90) days prior to the scheduled date of such meeting. Notice of Special General Membership Meetings shall be given no less than thirty (30) days prior to the scheduled date of such meeting.
- 6.5 Notice for a meeting of the Board of Directors shall be given by e-mail no less than seven (7) days prior to the scheduled date of such meeting. Such notice may also be issued by telephone or email if the Secretary certifies, in writing, that the Director so called has indeed been reached and notified. However, no formal notice shall be necessary if all Directors waive notice thereof in writing.

**ARTICLE 7**

**GOVERNANCE**

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- 7.1 The organizational structure of the Network consists of:
- 7.1.a the Board of Directors
  - 7.1.b Standing and Ad Hoc Committees
  - 7.1.c the Young Adult Representative (YAR), who is an automatic regular Board Member.
- 7.2 For the purpose of these bylaws, any reference to a “province” or to “provinces” will include any and all provincial, territorial or other equivalent jurisdictions that make up the country of Canada.
- 7.5 The Board of Directors
- 7.5.a The Board of Directors shall be the governing body of the Network and have the right to exercise all powers it deems necessary for its governance and operation.
  - 7.5.b The Board shall carry out the policies established at the Annual and Special General Meetings.
  - 7.5.c The Board shall be composed of Directors elected or appointed according to the procedure set out in Article 8.8 of these bylaws, in addition to the President. The Board shall consist of a maximum of **eight (8)** and a minimum of **six (6)** Board members, which number includes the President, Vice-President, Secretary and Treasurer. While the procedure set out in Article 8.8 of these bylaws is intended to help ensure broad geographical representation on the Board, the Directors represent the interests of all hard of hearing Canadians, and not only those of members in their home jurisdiction. All members of the Board must be Regular Members of the Network and of CHHA National and must be Canadian citizens or landed immigrants to Canada. Eighty percent (80%) of the Board must be hard of hearing persons, or parents or guardians of hard of hearing persons.
- 7.6 Standing and Ad Hoc Committees
- 7.6.a The Board may establish standing or ad hoc committees, as he/she deems advisable. Chairpersons and members of such committees shall be appointed by the Board but this authority may be delegated to the President.
  - 7.6.b The President may establish ad hoc committees as he deems advisable, and appoint the Chairpersons. The Committee Members are appointed by the President upon recommendation of the Chairpersons.
  - 7.6.c Any Regular Member of the Network is eligible to serve as a member or the Chairperson of any committee.
  - 7.6.d There shall be a Committee responsible for Membership consisting of a maximum of three (3) persons including one (1) member from the Board of Directors and one or two (1-2) Regular Members. These other members may also be members of the Board of Directors. This

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Committee shall promote membership in the Network, receive membership applications, validate the membership qualifications of applicants, and admit to membership those who qualify. The decisions of this Committee may be appealed to the Board.

- 7.6.e There shall be a Nominating Committee consisting of one (1) member from the Board of Directors and two (2) other members. These other members may also be members of the Board of Directors., At least two (2) members must be hard of hearing or the parent or guardian of a hard of hearing person. This Committee shall issue calls for nominations as determined by these bylaws and receive nominations from the membership for all elective offices and positions in the Network. In addition, the Committee shall have the right to make its own nominations.
- 7.6.f There shall be a Fundraising Committee consisting of the Treasurer, the Young Adult Representative, and one (1) other Regular Member. These Regular Members may also be members of the Board of Directors. This committee, working closely with the Executive Director of CHHA-National, will work towards securing funding from government sources and/or private companies, and encourage fundraising among the Members of the Network.

**ARTICLE 8**  
**ELECTION OF THE BOARD OF DIRECTORS**

- 8.1 The Nomination Committee shall issue a call for nominations at least one hundred and fifty (150) days prior to the date of the Annual General Meeting.
- 8.2 Nominations must be attached to an e-mail and e-mailed to the Chairperson of the Nomination Committee at least ninety days (90) prior to the date of the Annual General Meeting, at which time nominations will be considered closed. The signatures used in this way should be scanned in and inserted into the nomination form. If unable to scan your signature a contingency plan will be established to deal with the signatures needed. Such a plan may consist of using regular mail but may include any other options that the Young Adult Network establishes. Such nominations shall bear the signatures of the nominator and that of the candidate, and must indicate which position the candidate wishes to fill. Both candidates and their nominators must be Regular Members. The candidate's resume and statement must accompany the nomination.
- 8.2.a By signing the nomination paper the candidate expressly indicates his/her willingness to serve in the position, to participate in meetings, and to promote the aims of the Network in an active manner and be ***thirty-four (34)*** years of age or younger at the time of the next AGM.
- 8.2.b A person may stand for election as President and also as Director, but may serve only in one capacity.

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- 8.3 The members of the Board of Directors and the President shall be elected by electronic mail ballot by the voting members of the Network for a three-year term, and may serve unlimited elected and/or appointed terms until after the age of ***thirty-five (35)***.
- 8.3.a Elected candidates will receive twenty-five (25) days notice of their acceptance, prior to the Annual General Meeting.
- 8.3.b Electronic mail ballots shall be sent to Regular Members within fourteen (14) days following the close of nominations. Such ballots shall include biographical sketches and brief statements by the candidates as required by Nominating Committee.
- 8.3.c Only those electronic mail ballots received no later than thirty (30) days prior to the date of the Annual General Meeting shall be counted. The counting process shall be performed by persons designated by the Board of Directors.
- 8.3.d In the case of a major and long-term interruption of electronic communications, the determination of which shall be in the entire discretion of the Board of Directors, the Board may extend the date of the close of nominations and the date by which ballots must be returned to be counted. If such extension makes it impossible to count the ballots prior to the Annual General Meeting, then the membership shall be informed of the election by electronic mail.
- 8.3.e The terms of all Members of the Board start at the Annual General Meeting. When results of the election are delayed, the terms of all elected candidates shall be deemed to have started at the last Annual General Meeting.
- 8.4 The electronic mail ballot shall contain the slate of candidates drawn up by the Nomination Committee plus the names of the rest of the candidates who have been nominated, without any distinction between the two groups.
- 8.5 Every Regular Member has the right to vote for the President and for the slate of Directors.
- 8.6 For the office of President, the person receiving the most votes among the nominated candidates is elected to that position. For the offices of Vice-President, Secretary and Treasurer, those positions shall be determined by the newly elected Board of Directors from among the elected or appointed Directors.
- 8.7 The person who is elected President shall be deemed to have withdrawn his/her candidacy for any other Board positions.
- 8.8 To ensure broad geographical representation, the Network will encourage that candidates from all over Canada who are members in good standing in the Network submit their names for consideration. The Members of the Board shall be elected in the following order:
- 8.8.a If there is only one candidate for President that candidate shall be considered elected by acclamation.

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- 8.8.b If there is more than one candidate for President, the candidate who obtains the most votes shall be considered elected.
- 8.8.c If there are only four (4) to six (6) candidates for Director, all candidates will be considered elected by acclamation.
- 8.8.d. If there are more than six (6) candidates for Director, then an election will be held and the six (6) candidates who garner the most votes shall be considered elected.
- 8.8.e The office of a Director or Officer of the Board shall be automatically vacated if:
- An Officer or Director resigns from his/her office by delivering a written resignation to the President or Secretary of the Executive Committee;
  - he/she is found to be mentally incompetent or has become of unsound mind;
  - he/she becomes bankrupt;
  - a resolution is passed by two thirds (2/3) of the members of the Board to remove him/her from office;
  - upon death.
- 8.9 In the event of a vacancy on the Board, however caused, the President and Young Adult Representative may recommend a suitable candidate (or candidates) to fill the vacancy, subject to the approval of the Members of the Board through a simple majority vote. In this case, one or several new members can be appointed to the Board. Such appointments shall be effective until the next regular election regarding the Board.

**ARTICLE 9**  
**DUTIES OF OFFICERS**

- 9.1 The President shall be the Chief Executive Officer of the Network. He/she shall preside at all meetings of the Network and of the Board. He/she shall have the general and active management of the business of the Network. He/she shall see that all orders and resolutions of the Board are carried into effect and he/she or the Vice-President with another Officer appointed by the Board for the purpose shall sign all bylaws and other documents requiring the signatures of the Officers of the Network. He/she shall be an *ex officio* member of all Committees.
- 9.2 The Vice-President shall, in the absence or inability of the President to perform the duties of his/her office, assume these duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be imposed upon him/her by the Board. In the event that the President and the Vice-President are both absent or unable to perform the duties of their office, the Board may appoint an interim Chairperson for the Network.
- 9.3 The Treasurer shall work closely with the Executive Director of CHHA-National regarding the funds of the Network. He/she will be responsible for working with

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- the fundraising committee and the Executive Director of CHHA-National to help procure funds for the Network's operations.
- 9.4 The Secretary shall be responsible for all minutes of all proceedings in the books to be kept for the purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as prescribed by the Board of Directors or President, under whose supervision he/she shall be.
- 9.5 The Young Adult Representative shall act as the liaison between CHHA-National and the Young Adult Network Board of Directors. He or she shall act in an advisory capacity with the Network, providing whatever help and/or advice the Board deems necessary. He or she shall be an ex officio member of all Committees.

**Article 10**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 10.1 Each Director or Officer of the Network shall be indemnified by the Network against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Network, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as a Director or Officer. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Network.
- 10.2 The Board is authorized from time to time to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Network, and to secure such Director, Officer or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Network by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Regular Members.
- 10.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general membership meeting or at any special general membership meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a Special Resolution shall be as valid and as binding upon the Network and upon all the Regular Members as though it had been approved, ratified and confirmed by every Regular Member of the Network.
- 10.4 No Director or Officer for the time being of the Network shall be liable for the acts, neglects or defaults of any other Director or Officer of the Network or for joining in any receipt or act of conformity or for any loss, damage or expense

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happening to the Network, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Network, or for the insufficiency or deficiency in any security in or upon which any of the monies belonging to the Network shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.

- 10.5 The Network shall, to the full extent permitted by these bylaws, indemnify and hold harmless every person heretofore, now or hereafter, serving as a Director or Officer of the Network and his or her heirs and legal representatives.
- 10.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Network prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 10.7 The Network shall apply to a court for any approval that may be required to make the indemnities herein effective and enforceable. Each Director or Officer of the Network, on being elected or appointed, shall be deemed to have contracted with the Network upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or Officer held such office notwithstanding that he or she no longer continues to hold such office.
- 10.8 The failure of a Director or Officer of the Network to comply with the provisions of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 10.9 The Network may purchase or maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.
- 10.10 All of the above provisions of Article 10 of these bylaws apply, in so far as they are applicable, to any person other than a current Director or Officer of the Network who is duly appointed or delegated by the Board to represent the interests of the Network in respect of the board of another organization or in respect of any other committee or governing body of another organization, whenever the formal terms of the appointment or delegation includes an undertaking by the Network to purchase or maintain insurance for the benefit of such person and said insurance has effectively been obtained.

**ARTICLE 11**  
**LIABILITY OF DIRECTORS AND OFFICERS**

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No Director or Officer of the Network shall be liable for acts, defaults, costs or expenses of any other Director or Officer, or of any employee, or for any loss or damage arising from bankruptcy or insolvency.

**ARTICLE 12**  
**CONDUCT OF BUSINESS**

All meetings shall use Robert's Rules of Order (current edition) in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE 13**  
**QUORUM**

- 13.1 A quorum at a General Membership Meeting shall be a least ten (10) members or two-thirds (2/3) of the Network, whichever is smaller, entitled to vote and personally present at the vote.
- 13.2 A quorum at a meeting of the Board of Directors shall consist of two-thirds (2/3) of the voting members of the Board.

**ARTICLE 14**  
**AMENDMENT OF BYLAWS**

- 14.1 Amendments to these bylaws may be proposed by any member of the Board of Directors or any twenty (20) or two-thirds (2/3) of the Regular Members, whichever is smaller, of the Network by signed petition presented to the Board of Directors. The petition will take the form of an email that Regular Members copy and forward to the Board of Directors. The copying and forwarding of the petition via email will be taken to signify the Member's assent and affixing of his/her signature to the petition.
- 14.2 Amendments to any section or article of the bylaws requires a quorum and at least two-thirds (2/3) of the votes cast by Regular Members and by proxy, at any Annual or Special Membership Meeting of the Network.
- 14.3 Proposed amendments or additions to the bylaws shall be sent in writing to all paid up Regular Members at least sixty (60) days prior to the date of the General Membership Meeting. To encourage participation such proposals must include a proxy form to be used at the discretion of the members.
- 14.4 The enactment, repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the appropriate Minister responsible for monitoring non-governmental organizations has been obtained.
- 14.5 All matters necessary to the functioning of the Network not provided for in the bylaws will be determined by the majority votes cast by Regular Members and by proxy at any Annual or Special General Membership Meeting of the Network.

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**ARTICLE 15**  
**SIGNATURE AND CERTIFICATION OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the Network shall be signed by the President or any other Officer as delegated by the President. The President may explicitly delegate this authority in writing. All contracts, documents and instruments in writing so signed shall be binding upon the Network without further authority or formality. The Board may recommend the appointment of any other member of the Network to sign specific contracts, documents or instruments in writing, when required.

**ARTICLE 16**  
**CARRYING OUT OF OPERATIONS**

The Network is to carry out its operations without pecuniary gain to its members and any profits or other accretions to the Network are to be used in promoting its objectives.

**ARTICLE 17**  
**AUDIT AND FISCAL YEAR**

The fiscal year of the association shall be from January 1<sup>st</sup> of each year to December 31<sup>st</sup> in the same year. The finances of the Network are being handled by the Executive Director of CHHA – National. An audit of accounts is to be done annually and a written report presented to the Board of Directors.

**ARTICLE 18**  
**IN THE EVENT OF DISSOLUTION**

It is especially provided that in the event of dissolution or winding-up of the Network, all its remaining assets after payment of its liabilities shall be distributed to the national organization known as the Canadian Hard of Hearing Association.

**ARTICLE 19**  
**REMUNERATION OF DIRECTORS AND OFFICERS**

Directors and Officers of the Board shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses for their attendance at meetings held in accordance with Article 6, and other costs and expenses incurred while carrying out their duties as Directors or Officers of the Board may be allowed. Nothing herein contained shall be construed to preclude any Director from being

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accepted to serve the corporation as an officer or in any other capacity and receiving compensation therefore.

**CERTIFICATION**

These Bylaws are approved for current use by the Board of Directors of the Network.

Signed at the Annual General Meeting of the Network, held in Canada on this [date] day of [Month] 2009.

(name and signature)  
President

(name and signature)  
Vice-President

(name and signature)  
Treasurer

(name and signature)  
Secretary