

Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying – ENAGB
Youth Program
By-laws
19 September 2018

A By-law relating generally to the organization and conduct of the affairs of the ENAGB Youth Program

WHEREAS by Letters Patent, dated September 11, 2018 the ENAGB Youth Program, was incorporated;

BE IT ENACTED as a By-law of the ENAGB Youth Program as follows:

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2 INTERPRETATION

The Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying (ENAGB YOUTH PROGRAM) derives its duties, responsibilities, and powers from this Constitution and By-laws. It is the purpose and duty of ENAGB YOUTH PROGRAM to secure and promote the interests and welfare of ENAGB YOUTH PROGRAM stakeholders.

3 DEFINITIONS

In this Bylaw, unless the context otherwise requires, the following definitions will be used in the interpretation of the Constitution and By-laws:

- “Indigenous” refers to status, non-status, Metis and Inuit people from Turtle Island
- “Act” means the Canada Corporations Act, Revised Statutes (RS) of Canada, 1964-65, c.52, s. 2 (and other federal or provincial legislation), as amended and any statute enacted in substitution therefore from time to time;
- “AGM” means the Annual General Meeting as described in these By-Laws;
- “ENAGB YOUTH PROGRAM” means the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying;
- “Board” means the Board of Directors of the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying;
- “BOD” means the Board of Directors ENAGB YOUTH PROGRAM;
- “Youth Council” means the Youth Council of the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying;
- “Bylaw” means this Bylaw from time to time in force and effect;
- “Constituents” refer to all residents currently living within in the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying’s territorial boundaries;
- “Corporation” means the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying as incorporated with Letters Patent;
- “CRO” is the Chief Returning Officer who presides over elections.
- “Director” means any person elected or appointed to the Board. This includes the Chair and the immediate Past Chair;
- “Executive” means collectively or singularly one of the Board Members of ENAGB YOUTH PROGRAM;
- “Ex-officio” means a Member by virtue of office, who has a voice, but not a vote, and whose attendance is not mandatory;

- “Immediate family” means parent, spouse, son or daughter and brother or sister;
- “Territorial boundaries” as defined in these By-Laws;
- “Member” means a Member as defined in these By-Laws;
- “Observer” means a non-member of ENAGB YOUTH PROGRAM who can speak after being yielded to by a Member of ENAGB YOUTH PROGRAM;
- “Officer” means any Officer listed in these By-Laws;
- “Policy” refers to any policy statements or documents or principles as ratified and amended from time to time as the Board may seem fit, and are considered a part of these bylaws;
- “Register of Members” means the register maintained by the Secretary containing the names of the Members of ENAGB YOUTH PROGRAM;
- “Special Meeting” means the special general meeting described in these By-Laws;
- “Voting Member” means a Member entitled to vote at the meetings of ENAGB YOUTH PROGRAM as described in these By-Laws.

4 ADMINISTRATION

4.1 Head Office

The head office of the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying shall be in the City of Toronto, in the province of Ontario, at such place therein as may from time to time be determined by the Board;

4.2 Financial Year

Until otherwise decided by the Executive, the financial year of the Corporation shall end on March 31, each and every year;

4.3 Execution of Instruments

The Executive shall appoint three (3) trustees of the Corporation who may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of Corporation. In addition, the Board may from time to time direct the manner in which any particular instrument or class of instrument may be signed;

4.4 Banking Arrangements

The banking of Corporation shall be transacted with such banks, trust companies, or other registered firms or corporations as may from time to time be designated by the Executive Committee;

4.5 Territorial Boundaries

The Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying territorial boundaries will be within the City of Toronto, the Province of Ontario, Canada under the authority of its Letters Patent as registered in Ontario;

4.6 Board Meetings

Meetings of the Board of Directors may be held at such times and at such places within the territorial boundaries of the corporation as the Board may from time to time determine. The Board shall meet at least six times each year. The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than six times a year;

4.7 Books and Records

The Secretary of the Board shall ensure that all necessary books and records of the Corporation required by law and by these By-laws are regularly updated and properly kept;

4.8 Contracting on Behalf of the Corporation

Subject to the By-laws of the Corporation, contracts in the ordinary day-to-day operations of the Corporation may only be entered into on behalf of the Corporation by the Chair, the Vice-Chair, the Treasurer, or the Executive Director or by any other person who is authorized to do so in the By-laws or by a resolution of the Board of Directors;

All contracts relating to personnel, personnel-related matters, the Executive Director or commissioners must be approved by a resolution of the Board as presented or recommended by the HR Committee or Executive Committee. All contracts relating to other employees are within the management purview of the HR Committee and the Executive Director;

4.9 Execution of Documents

Unless otherwise provided in these By-laws or by the Board, any deeds, transfers, licences, contracts, engagements or other instruments on behalf of the Corporation shall be signed by either the Chair, the Vice-Chair, the Treasurer, or the Executive Director or the Secretary of the Board and another Director;

Notwithstanding any provisions to the contrary contained in these By-laws, the Board may, at any time, by resolution, direct the manner in which any particular instrument, contract or obligation of the Corporation shall be executed;

5 PURPOSE

5.1 Vision:

The “Eshkiniigjik Naandwechigegamig - A Place for Healing Our Youth” – “Aabiish Gaa Binjibaaying – Where Did We Come From?” programming will

prepare our youth in North America to become responsible, participating citizens while leading our Indigenous community.

5.2 Mission:

The mission of the “Eshkiniigjik Naandwechigegamig - A Place for Healing Our Youth” – “Aabiish Gaa Binjibaaying – Where Did We Come From?” is to prepare our Youth to make ethical choices that will foster pride and confidence by instilling our youth with values of the Medicine Wheel.

5.3 Mandate:

The “Eshkiniigjik Naandwechigegamig - A Place for Healing Our Youth” – “Aabiish Gaa Binjibaaying – Where Did We Come From?” programming will prepare our youth to become responsible, participating citizens while leading our Indigenous community by preparing and supporting our indigenous youth to make ethical choices that will foster pride and confidence by utilizing our traditional values of the Medicine Wheel.

5.4 Stakeholders:

Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying will provide services to youth that are of Indigenous ancestry (Inuit, Metis, First Nations) between the ages of 12-24 yrs that require supports. The intention is offer a space to allow youth to express their needs that will assist our Corporation to achieving ENAGB YOUTH PROGRAM's mission.

5.5 Core Activities:

The ENAGB YOUTH PROGRAM will plan , organize and implement programming based on the guidance of our youth and staff to ensure a collaborative effort for emotional, physical, spiritual and mental wellbeing.

6 OBJECTIVES/ACTIVITIES

In order to ensure effective ENAGB YOUTH PROGRAM's our objectives will be .

- Mandated to always host a (9) Member subcommittee Youth Council for as long as the ENAGB Youth Program exists.
- Provide Cultural & Historical programming to increase knowledge of our indigenous people
- Strengthen current systems of support available amongst our indigenous youth with mental health and addiction challenges that will improve access to appropriate service;
- To build community partnerships amongst our Indigenous and allied organizations to address; Training/Employment; Housing Supports; Education; Life Skills; Culture/Language;
- Identify sustainable funding sources for the future of “Eshkiniigjik Naandwechigegamig - A Place for Healing Our Youth” – “Aabiish Gaa Binjibaaying – Where Did We Come From?” programming;

- Community Outreach to increase awareness of programming available to them;
- Implementation of “Eshkiniigjik Naandwechigegamig - A Place for Healing Our Youth” – “Aabiish Gaa Binjibaaying – Where Did We Come From?” programming;
- Creating Apprenticeship/Mentoring programming;
- Seek and apply for funding or fund-raise to purchase our own building

7 MEMBERSHIP

7.1 Representation and Membership

ENAGB YOUTH PROGRAM represents Indigenous (Inuit, Metis and First Nations) Youth between the ages of 12 – 24 yrs, children between the ages of 0-6 yrs and their families throughout the GTA; the Corporation will ensure that there will always be a (9) member subcommittee Youth Council in existence for as long as the ENAGB Youth Program exists.

7.2 Eligibility for Membership

- Membership in the Corporation must be indigenous (Inuit, Metis and First Nation) A resident of North America/Turtle Island, living in Toronto
- Is between the ages of 12 – 24 years of age.
- Or 25+ who have accessed the program and is now aged out of the program or those that have a genuine interest in the objectives of the Corporation and whose application for Membership has been approved by the Board through its subcommittee ENAGB youth council;

7.3 Rights and Privileges of Members

- Receive notice of meetings of ENAGB YOUTH PROGRAM;
- Attend any meeting of the ENAGB YOUTH PROGRAM;
- Speak at any public meeting of the ENAGB YOUTH PROGRAM; and
- Exercise other rights and privileges given to Members in these Bylaws.

7.4 Voting Membership & Privileges

- The definition of Membership is only for voting with regard to changes to the Board of Directors and By-laws.
- A voting Member is entitled to one (1) vote at a meeting of ENAGB YOUTH PROGRAM.

7.5 Suspension of Membership

Decision to Suspend

The Board may suspend a Member’s Membership for one or more of the following reasons:

- if the Member has failed to abide by the Bylaws;
- if the Member has been disloyal to ENAGB YOUTH PROGRAM;
- if the Member has disrupted meetings or functions of ENAGB YOUTH PROGRAM; or

- if the Member has done or failed to do anything judged to be harmful to ENAGB YOUTH PROGRAM.

Notice to the Member

- The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not.
- The notice will be sent by electronic mail to the last known address of the Member shown in the records of ENAGB YOUTH PROGRAM. The notice may also be delivered by an Officer of the Board;
- The notice will state the reasons why suspension is being considered;

Decision of the Board

- The Member or a representative of the member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member;
- The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board;
- The Board may exclude the Member from its discussion of the matter, including the deciding vote;
- The decision of the Board is final.

7.6 Termination of Membership

Resignation

- Any Member may resign from ENAGB YOUTH PROGRAM by sending or delivering a written notice to the Secretary or Chair of ENAGB YOUTH PROGRAM;
- Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date her name is removed from the Register of Members;

Death

- The Membership of a Member is ended upon her death;

Deemed Withdrawal

- If a Member has not contacted the corporation in (3) months following the date of last contact, the Member is considered to have submitted her resignation;
- In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date her name is removed from the Register of Members;

Expulsion

- ENAGB YOUTH PROGRAM may, by a Resolution at a Board Meeting called for such a purpose; expel any Member for any cause which is deemed sufficient in the interests of ENAGB YOUTH PROGRAM;
- This decision is final.
- On passage of the Resolution, the name of the Member is removed from the Register of Members as maintained by the Secretary;

7.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from ENAGB YOUTH PROGRAM;

7.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, she is liable for any debts owing to ENAGB YOUTH PROGRAM at the date of ceasing to be a Member;

8 DIRECTORS

8.1 Board of Directors

The affairs of the corporation shall be governed by a Board of Directors comprised of a minimum of 5 Directors elected by the Members of the corporation;

8.2 Eligibility

Any person is eligible to be a Director of the Corporation who:

- Meets the eligibility requirements for Membership in the corporation set out in Article 6;
- Is not an employee of the Corporation; and
- Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces;
- Is over the age of eighteen (18);
- Becomes eligible by resolution of the membership or Board;

8.3 Term of Office

- Directors shall hold office for a term of 2 years so long as they remain eligible. Terms of office shall be staggered so that one-third of the terms expires each year.
- No Director shall be eligible to serve more than two consecutive terms.
- A Member who has served two full consecutive terms shall not be eligible to serve again as a Director before the passing of one year.

8.4 Voting for Directors

8.4.1 Election Oversight

- The President will oversee the running of elections in the capacity of Chief Returning Officer (CRO). If the President is to be a candidate in the same election, then the Board will appoint a Deputy Returning Officer (DRO) who is not running, to manage the election;
- The CRO will organize an Elections Committee to perform its duties as required;

8.4.2 Directors shall normally be elected by a ranked ballot of the Members in attendance personally at the Annual General Meeting of the corporation.

- There will be no provisions for proxy votes or by mail-in ballots;
- The election of Directors shall be conducted by secret ballot;
- The candidate or candidates with the largest number of votes shall fill Director vacancies where the number of candidates exceeds the number of vacancies to be filled;

- Official election results will be made public no later than 2 hours following the closing of balloting at the election meeting;
- It is the responsibility of the CRO to actively encourage a maximum number of Members to run in the elections;

8.4.3 In the event of a tie;

- With 3 or more nominees on one ballot, the election will be reopened between the tied candidates, to be executed immediately;
- If the candidates are still tied, then the winner will be chosen by lot in a manner prescribed by the CRO;
- In the case where an Executive position only has one nominee, they must secure a vote of confidence from the Member population. 50% of voting persons in attendance indicates confidence, less than 50% prevents that person from taking office;

8.5 Nomination of Directors

- Nominations for vacant Director positions shall be submitted in writing to the President of the Committee responsible for nominations at least 7 days in advance of the meeting at which the vote is to be held. It shall contain the signature of two Members of the corporation in good standing and a signed acceptance of the nomination by the nominee;
- The elections will be held no later than 7 days following the closing of nominations as determined by the President;

8.6 Candidates Forum

Prior to the elections and after nominations have closed, an Open Candidates Forum will be held.

- During the Forum, the candidates for all positions will be given the opportunity to speak and answer all-candidate questions, if desired;
- The rules for speeches and the Question & Answer Period will be determined by the President with the support of the ENAGB Youth Council;
- The rules for speeches and the Question & Answer Period must be made available to all candidates no later than 48 hours prior to the Open Candidates Forum;
- Candidates or their designate, are allowed to make a brief presentation on the day of elections, this must be no longer than 4 minutes in length, without visual aids;
- The CRO will be the master of ceremonies;
- The CRO may remove campaign material from the room where the forum is being held as is necessary to ensure that all those attending will be provided with an unbiased view of the proceedings;
- A question period will follow. If a question is directed at all candidates, candidates will answer in rotating order, starting with the candidate who gave their speech first. Answers may not exceed one (1) minute;
- The CRO reserves the right to limit the question period;
- The CRO reserves the right to disallow questions which are deemed inappropriate;
- When there are no further questions, candidates will make a one (1) minute summation, in reverse order of the first speaking order;
- Voting shall take place after the presentations;

8.7 Vacancies

- Vacancy nominations for new Directors may be received from present Board Members by the Secretary seven (7) days in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting;

- Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. A Director so elected shall remain in office until the next meeting at which Directors are to be elected.
- The Directors shall not fill a vacancy in the manner specified in this clause during the sixty (60) day period immediately preceding an annual general or special meeting;
- If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacant Director positions;

8.8 Removal of a Director

A Director shall automatically cease to hold office if:

- A resolution to that effect is passed by a two-thirds majority of the Members of the Corporation voting at a meeting duly called for that purpose; or
- The Director otherwise ceases to be eligible as a Member under the terms of Article 6 of these By-laws;
- Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be dropped for excess absences from the Board if they had three absences without due notice from Board meetings in a year;
- Should a board member miss 3 consecutive meetings, their seat will be considered vacant.

8.9 Conflict of Interest of Directors

Where a Director, either on their behalf or while acting for, by, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, they:

- Shall disclose their interest fully at a meeting of the Directors in the manner prescribed by the Canada Corporations Act;
- Shall disclose their interest and the general nature thereof prior to any consideration of the matter in the meeting;
- Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- Shall not in any way whether before, after or during the meeting to influence the voting on any such question. The financial or personal interest, direct or indirect, of an immediate family Member shall, if known to the Director, be deemed to be also the financial interest of the Director;
- immediate family to the Executive Director will not be eligible to be a Member

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting;

8.10 Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from her position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties;

8.11 Attendance at Board and Committee Meetings

Each Member shall be present for at least 2/3 of all Board and respective Committee meetings within the fiscal year;

8.12 Notice of Meetings

Board members will meet every second Tuesday of each month. All meetings shall be provided with notice at least 14 days in advance or as specified in the Article 18 - Notices;

8.13 Quorum

Quorum for Board meetings shall be 50% plus 1 of the Board of Directors holding positions in attendance in person or via teleconference. If quorum is reached at any point during a meeting, all Board votes and decisions thereafter until adjournment shall be deemed to be made under quorum;

8.14 Minutes

Board minutes shall be distributed within 48 hours of the Board meeting to the Board of Directors through electronic mail. All minutes discrepancies are to be brought to the Board secretary for amendment by the end of the next Board meeting. The Board will vote on and approve minutes of the last meeting at its next meeting. Minutes of Committees will be the responsibility of the Committee Chair, who will provide such minutes for Board review upon request;

8.15 Succession of the President

- Should the Office of ENAGB YOUTH PROGRAM President become vacant, for any reason, the Vice-President will assume the office and a by-election will be held to replace the Vice-President;
- The level of succession, in case the Vice-President is removed along with the President, due to the aforementioned reasons, is deemed as follows:
 1. Treasurer
 2. Secretary
 3. Executive Director
 4. Programming Director

9 POWERS & DUTIES OF DIRECTORS

9.1 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding not for profits and, without limiting the generality of the foregoing, shall have the following powers in particular:

9.2 Powers of the Board

The powers and duties of the Board include:

- Promoting the objects of ENAGB YOUTH PROGRAM;

- Promoting Membership in the ENAGB YOUTH PROGRAM;
- Maintaining and protecting ENAGB YOUTH PROGRAM's assets and property;
- Approving an annual budget for ENAGB YOUTH PROGRAM;
- Ensure all expenses for operating and managing ENAGB YOUTH PROGRAM are paid;
- Ensure persons for services and protecting persons from debts of ENAGB YOUTH PROGRAM are paid;;
- Investing any extra monies;
- Financing the operations of ENAGB YOUTH PROGRAM, and borrowing or raising monies, soliciting donations and grants;
- Making policies for managing and operating ENAGB YOUTH PROGRAM;
- Approving all contracts for ENAGB YOUTH PROGRAM;
- Hire employees and engage agents;
- Set remuneration and fees;
- Maintaining all accounts and financial records of ENAGB YOUTH PROGRAM;
- Appointing legal counsel as necessary;
- Suing and settling of claims;
- Making policies, rules and regulations for operating ENAGB YOUTH PROGRAM and using its facilities and assets;
- Power to accumulate funds and reserves of funds
- Holding and disposing of real estate;
- Selling, disposing of, or mortgaging any or all of the property of ENAGB YOUTH PROGRAM; and
- Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid Executive Director of the ENAGB YOUTH PROGRAM;

9.3 Duties of Directors

Each Director shall:

- Perform their duties as outlined in this Constitution and By-laws;
- Be fully responsible to the Board for their activities;
- Prepare a budgets pertaining to their portfolio at the request of the Board, Finance Committee or Treasurer;
- Attend meetings as directed by the Board
- Be responsible for meeting with the incoming Executive Director at least once before and once after turnover;
- Establish, as necessary, assistants or Committees to aid in performance of their duties, but these assistants or Committees will not be exclusive to Members of ENAGB YOUTH PROGRAM or Committees of ENAGB YOUTH PROGRAM respectively and hence all responsibility for the Director portfolio will lie with the Director, not any assistant or Committee; including financial responsibilities;
- Present a report at the next Board meeting following the occurrence of their most recent board activity if delegate to outreach;
- Represent and advocate on behalf of their constituency, as appropriate;
- Seek areas in which their contribution can be enhanced, and take appropriate action to improve their effectiveness as a Director;
- If required, explicitly request assistance from within and from outside the Corporation;
- prepare reports when required, or is prudent to do so;
- Be responsible for training their successor;
- Be responsible for the training, the conduct, and the actions of those Members under their direction;
- Perform any other reasonable duties not explicitly stated within these Bylaws;

9.4 Powers of Individual Directors

- No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the corporation except as provided in this By-law or by resolution of the Board;

- No individual Director shall have any authority to act on behalf of the corporation with respect to the transaction of the affairs of the corporation except as provided in this By-law or by resolution of the Board;

9.5 Directors' Accountability

- The Board and individual Directors represent the Membership of the Corporation and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public;
- Every Director of the Corporation shall exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;

10 General Duties of Directors

10.1 President

- The President will be a director of the corporation;
- The President shall, when present, preside at all meetings of the Corporation;
- Along with the Board, the President shall generally oversee and supervise the governance of the Corporation including the signing of By-laws, special resolutions and other such documents requiring their signature;
- Also, the President is responsible other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office;
- The President shall be elected for a term of one year(s) and shall not be eligible for re-election for more than six (6) consecutive terms;

Duties

- Be responsible and report only to the Board;
- Remain independent from ENAGB YOUTH PROGRAM and any of its Members;
- Remain neutral throughout their term;
- Oversee and conduct all elections;
- Be responsible for the administration of all meetings, including the setting of agendas, President lists and other related duties;
- Bring accountability to elected and appointed Directors;
- Establish goals with each Director, Executive Director, and Committee Chairs;
- Evaluate and benchmark corporation's performance each year;
- Be responsible for administering a feedback session at the end of each term as well as assisting new Board Directors organizing a feedback session at the end of the each term;
- Collect, evaluate, and file year end reports from Directors, and Committee Chairs with the Secretary;
- Publish year end report for release to all ENAGB YOUTH PROGRAM Members;
- Be an objective feedback mechanism for all Corporation Members;
- Objectively bring ENAGB YOUTH PROGRAM concerns, regarding corporation decisions, to Members;
- Be responsible for Chairing the Constitution and Policy Review Committee and leading annual review of Constitution and By-laws;

10.2 Vice President

- The Vice President will be a Director of the corporation;

- The Vice- President shall, in the absence of the President, preside over meetings of the Corporation and of the Board and its Executive Committee and otherwise exercise all the powers and duties of the President. The Board, in the absence of the President and Vice-President, may appoint from among its numbers, an Acting President;

Duties

- The Vice-President will Chair Committees on special subjects as designated by the Board, unless otherwise specified;

10.3 Treasurer

- The Treasurer will be a Director of the corporation;
- The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall deposit all monies or other valuable effects in the Eshkiniigjik Naandwechigegamig, Aabiish Gaa Binjibaaying and to the credit of the corporation in such bank or banks as may from time to time be designated by the Board;
- The Treasurer shall, under the direction of the Board, disburse the funds of the Corporation, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Corporation;

Duties

- Perform the duties of the Vice President in their absence;
- Treasurer shall Chair the Finance Committee

Budget

- Assist in the preparation of the budget;
- Be responsible for the collection and review of all budget materials;
- Prepare and present the budget to ENAGB YOUTH PROGRAM at the First ENAGB YOUTH PROGRAM meeting in September;
- Oversee the general financial management of ENAGB YOUTH PROGRAM;
- Help develop fundraising plans with the Fundraising Committee;

Cheques

- Review and decide whether to approve all cheque requisitions;
- Distribute all ENAGB YOUTH PROGRAM cheques, as reviewed through cheque requisitions;
- Co-sign all cheques written by ENAGB YOUTH PROGRAM, except those written to their self;

Review & Report

- The Treasurer shall make a report at each Board meeting describing any material changes in the financial position;
- Ensure that all financial policies and procedures are adhered to by Members;
- Provide a written report to the Executive should ENAGB YOUTH PROGRAM policies be materially or fundamentally breached, within seven (7) days of discovery of the breach
- Be responsible for collecting all mid-year and year-end reports from Members of the Finance portfolio;
- Make financial information available to Board Members and the public upon request and within a reasonable time of no more than 60 days after the initial request;
- Train and advise ENAGB YOUTH PROGRAM Treasurer Elect for a period of one month during ENAGB YOUTH PROGRAM turnover period;

10.4 Secretary

- The secretary will be a Director of the corporation;
- The Secretary shall be responsible for giving notices; keeping records of all meetings of the Members, the Board and its Executive Committee; signing of minutes; and, such other duties as may from time to time be assigned by resolution of the Board;
- Distributing copies of minutes and the agenda to each Board Members, and assuring that corporate records are maintained;

Duties

- Maintain a filing system for all ENAGB YOUTH PROGRAM documents;
- Record, type, and make available online the minutes of all Corporation meetings, within 7 days of said meetings;
- Be responsible for taking attendance at all ENAGB YOUTH PROGRAM meetings;
- Be responsible for identifying corporation Members that are having attendance issues;
- Assist the President as required;
- The Secretary of the Board shall ensure that all necessary books and records of the Corporation required by law and by these By-laws are regularly and properly kept;
- Board, AGM or Special Purpose Meeting Minutes upon completion must be, in their electronic form, given or emailed to the Website immediate posting to ENAGB YOUTH PROGRAM WWW site;
- Maintain a central web location outside of the public access, where Board Members can upload and save electronic documents of the corporation; (yahoo groups)
- The Secretary shall organize regularly scheduled Board meetings, send out meeting announcements;
- Be responsible for all corporation communications;
- Maintaining a Members' Register of current names, addresses, phone numbers and email addresses;

10.5 Executive Director

- The Executive Director will be a member of the Board of Directors and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee;
- The Board may appoint an Executive Director to manage the affairs of the Corporation under the general direction of the Board. The Executive Director shall hold office at the pleasure of the Board or until they resigns the office;
- Will be evaluated by the Board for performance no less than annually;
- If an Executive Director is not appointed, then the President will assume the responsibilities as described in the duties herein;

Duties:

- Be accountable to the Board for the proper and legal conduct of the business of the corporation according to the policies from time to time established by the Board;
- Be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board and Human Resources Committee;
- Be the official spokesperson of ENAGB YOUTH PROGRAM;
- Oversee the daily operational activities of ENAGB YOUTH PROGRAM;
- Be an ex-officio, non-voting Member of all ENAGB YOUTH PROGRAM Committees;
- Be a liaison with the Committee Chairs and Boards of the Corporation;
- Sign all legal documents pertaining to ENAGB YOUTH PROGRAM, as appropriate;
- Co-sign all cheques written by ENAGB YOUTH PROGRAM, as appropriate;
- Act as a liaison with government organizations;
- Be responsible for fulfilling all directives received from the Board;
- Be responsible for collecting all mid-year and year-end reports from Members of their portfolio;
- Be responsible for conducting monthly Board meetings;

11 INDEMNIFICATION

Every Director or officer of the corporation and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:

11.1 Costs

All costs, charges and expenses whatsoever that the Director, a de-facto Director (as determined by the courts), or former Director (up to two years after the end of their office), sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against their, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by their, in or about the execution, in good faith, of the duties of their office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default of their own dishonest or fraudulent acts;

All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. The corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the corporation;

11.2 Validity of Actions

No act or proceeding of Member of the Board or an officer of the of the Corporation, nor any Member of a Committee shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Directors of the Board or an Officer the Corporation, nor any Member of a Committee;

11.3 Member's Reliance

No Director of the Board or an Officer of the Corporation, nor any Member of a Committee may rely on the accuracy of any statement or unaudited report prepared by ENAGB YOUTH PROGRAM and ENAGB YOUTH PROGRAM shall not be responsible or held liable for any loss or damage resulting for acting upon such statement or report;

12 ENAGB Youth Council

12.1 General:

12.1.1 COUNCIL COMPOSITION

The ENAGB program shall be advised by a Council of nine (9) Youth Council Members, each of whom shall be a voting member of the Youth Council and each of whom shall have been an active member of the Native community and between the ages of twelve (12) to twenty four (24) years. Status cards not required.

ENAGB Youth Council will be dissolved five (5) days prior to the ENAGB Boards annual general meeting. Five days after the ENAGB AGM, a nomination call will be sent out to the Indigenous Youth Community for elections. Council members shall be elected for a term of one (1) year.

Applications of potential members will be screened based on their letter of application and CV's that are submitted to the ENAGB Executive Director along with 2 ENAGB Board Members.

- A Youth Council Member seat shall be automatically vacated:
- if a Youth Council Member resigns;
- if they are found to be disrespectful or misrepresenting the council;
- if at a special meeting of members called for the purpose of removing that Youth Council Member a resolution is passed by a vote of two-thirds (2/3's) of the voting members present at such a meeting that he/she be removed from Council;
- if they are convicted of any indictable offence.

A Youth Council Member who has been absent for two (2) consecutive meetings without notification, by resolution of the Council, be deemed to have resigned.

During the term of the youth council, should any youth turn the age of 25 years, they will continue their term to completion.

Vacancies on the Youth Council will be advertised through our social media & posted for five (5) days, inviting a letter of interest with resume to the Council. Decision to fill the vacancy will be decided at a regular meeting of the Council and a motion will be passed to accept the new members. H/she then attends the following meeting.

The Youth Council Members shall be compensated for their time at forty dollars per meeting or any special meetings as an honorarium.

12.1.2 MEETINGS OF THE YOUTH COUNCIL;

Meetings of the Youth Council Members may be held at any place within Ontario only if the financial resources permits and that there is a productive reasoning to have at another location.

Meeting will be held every second Wednesday of each month, and if canceled noticed will be sent to all council members from the ENAGB Youth Coordinator.

Each meeting will begin with dinner at 5:30 p.m. with a call to order at 6:00 p.m. for a duration of 2 hrs.

Should a council member be unable to attend any one of their meetings they must immediately inform the ENAGB Youth Coordinator, this is to assist in ensure quorum at all Council meetings, furthermore, absent and acknowledged will be documented into the minutes;

With a call for Special meetings a four (4) day prior notice will be sent to the Youth Council members, to do this emails and contact numbers must be provided to the ENAGB Youth Coordinator;

Presentations to the Council will be approved for a maximum of 15 minutes as other business needs to be completed;

Agenda items may be provided at a current meeting for the following meeting of the Council.

12.1.3 VOTING OF COUNCIL MEMBERS

Quorum will be defined (50% + 1);

Questions arising at any meeting of the Youth Council Members shall be decided by a majority vote of present voting members (50% plus 1).

Should there be an agenda item where you feel CONFLICT OF INTEREST, you must declare prior to discussion.

Committee Bylaw Structure:

12.01 Composition

12.02 Authority/Mandate

12.03 Duties

13 Other Committees

The Board may, from time to time, by resolution, establish such other ad hoc Committees with such duties and powers as it deems to be in the interests of the Corporation. Except as otherwise established in this By-law, each such

Committee shall be Chaired by a Director, have the Committee Membership and terms of reference approved by resolution of the Board, shall consider such matters as are referred to it by the Board, shall keep records of its activities and recommendations, and, shall report to the Board at such intervals as required by the Board;

14 MEETINGS OF MEMBERS

14.1 Annual General Meeting (AGM)

- ENAGB YOUTH PROGRAM holds its Annual General Meeting no later than November 15 each calendar year, in Toronto, Ontario. The Board sets the place, day and time of the meeting;
- The Secretary mails, e-mails or delivers a notice to each Member at least thirty (30) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution;

14.2 Presiding Officer of the AGM

- The President of the Board chairs the Annual General Meeting of ENAGB YOUTH PROGRAM. The Vice-President chairs in the absence of the President;
- If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to Chair;

14.3 Quorum

AGM Quorum shall be 50% + 1 in attendance ENAGB YOUTH PROGRAM's territorial boundaries;

14.4 Failure to Reach Quorum

- The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time.
- If cancelled, the meeting is rescheduled for seven (7) days later at the same time and place.
- If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance;

14.5 Agenda for the Meeting

The President has the choice of following agenda approach or creating their own agenda code:

- Call to Order
- Roll Call
- Adoption of Past Minutes
- Adoption of Agenda
- President's Note
- Annual Business

- Receiving and considering unaudited financial statements for the preceding fiscal year;
- Appointing the auditors for the next fiscal year if necessary;
- Verification that tax and regulatory filings are up to date
- Review of the Code of Conducts and a presentation of Conflicts of Interest
- Board assessment result presentation (two meetings before the AGM) – attendance records, Committee involvement, etc
- Electing the Members of the Board;
- Electing the President;
- Selecting Committee membership as needed
- Review on the strategy
- Review of the corporate risk assessment
- Receiving and considering such other reports and statements as are required by the Corporations Act;
- Motions
 - Considering matters specified in the meeting notice;
 - Other specific motions that any Members has given notice of before the meeting is called.
- Executive Announcements
- Other Member / Non- Member Announcements
- New Business
- Questions
- Meeting Adjournment

15 SPECIAL GENERAL MEETINGS

Initiated by Members

The Secretary shall call a special general meeting of Members at the request of request signed by twenty (20) of the Members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place within the territorial boundaries of the Corporation as determined by the Secretary;

Initiated by the Board

Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the President to each Board Member by email or telephone fourteen (14) days in advance. Invitations and attendance will be determined by the Board;

16 NOTICE

16.1 Notice of Meetings

16.1.1 Notice applies to General meetings, Board meetings and Committee meetings;

- Notice for any meeting of Members shall be given at least fourteen (14) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least seven (7) days prior to such meeting; or
- Subject to the Corporations Act, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting during agenda adoption;

16.1.2 Method of Giving Notices

- Any to be given pursuant to the Act, the Letters Patent, the bylaws or otherwise to a Member, Trustee, Director, or Officer, shall be sufficiently given if delivered personally, mailed by prepaid ordinary post, or electronically transmitted;
- The Recording Secretary may change the address on the Corporation books of any Member of ENAGB YOUTH PROGRAM in accordance with any information believed to be reliable;
- A notice so delivered shall be deemed to have been given when it is personally or electronically transmitted; a notice mailed shall be deemed to have been given four (4) days after deposit in a post office or public letterbox;

16.1.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included;

16.1.4 Omissions and Errors

The accidental omission to give any notice to any Member of ENAGB YOUTH PROGRAM or auditor or the non-receipt of any notice by any Director, Member, trustee, Officer or any error in notices not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon; and,

16.1.5 Waiver of Notices

Any Member, trustee, officer or auditor may waive in writing any notice required to be given;

16.2 Notice of Meeting Adjournment

Further notice of any adjourned meeting of the Board and its Committees or the annual meeting of the Corporation is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if adjournment has been properly recorded in the minutes of that meeting;

16.3 Errors or Omissions in Notice of Meetings

An accidental error or omission in giving notice of any meeting required by this By-law or the non-receipt of such notice by any Director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or

void the proceedings and decisions of that meeting. Any Director, Member or the auditor of the Corporation may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting;

16.4 Notice of Resolutions

Advanced notice allows affected parties to consider implications of resolutions and come prepared to support, question or argue against a motion as in the collaborative spirit of ENAGB YOUTH PROGRAM's bylaws;

- Notice of motions is required for all motions, except procedural motions;
- When notice of motion is given, a simple majority will adopt the motion. When notice of a motion is not given, a motion must secure two-thirds (2/3) of the present voting members' vote for adoption;
- Notice of question is not required. It is advised that notice be given however, so that the respondent may prepare an answer;
- For notice to be deemed given, the notice must be posted no later than 7 days preceding the meeting for which the notice is being given;
- Items not included in the general order of business will be placed on the agenda only if a request is made no later than 7 days preceding the meeting for which the request is being made;
- Advance motions shall be presented in written format in the following manner:
 - Motion;
 - Mover and seconded;
 - Any changes required (i.e. Constitutional changes)
 - An explanation of the motion;

17 RECEIVING AND DISTRIBUTING ASSETS AND THE APPROPRIATION OF FUNDS

17.1 Revenues

ENAGB YOUTH PROGRAM shall derive its revenue from:

- An ENAGB YOUTH PROGRAM Corporation fee determined by ENAGB YOUTH PROGRAM BOD and collected from each voting Member, if applicable;
- Any grants or subsidies received from the government, private or corporate donors
- Any other sources, as set from time to time, by ENAGB YOUTH PROGRAM;

17.2 Expenditures

ENAGB YOUTH PROGRAM shall expend money to:

- Execute its duties as outlined in this Constitution and By-laws;
- Execute any other activity, as set from time to time by ENAGB YOUTH PROGRAM;
- Executive Committee as a single body may act upon its own authority provided that the action is of an urgent and pressing nature, yielding a positive impact to a significant proportion of ENAGB YOUTH PROGRAM Members and further provided that such action is ratified by ENAGB YOUTH PROGRAM as soon as possible;

17.3 Signing Authority

- The Board shall appoint the signing Officers of the Corporation;

17.4 Signing of Cheques and Instruments

- Except as otherwise provided for in these By Laws, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation, and in such a manner as shall, from time to time, be determined by resolution of the Board of Directors;
- At least two such authorized Officers or agents may endorse notes and draft for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's stamp for such purpose;

17.5 Transfers of Assets

- Any two of the President, the Vice-President, Treasurer Finance, the Executive Director, or any other person, as from time to time specifically designated by the Board, may:
- Transfer any or all shares, bonds or other securities standing in the name of the Corporation;
- Accept in the name and on behalf of the Corporation, transfers of shares, bonds, or other securities transferred to the Corporation and,
- Make, execute and deliver any and all financial instruments;
- In writing necessary or proper for such purposes, including the appointment of attorney(s) to accept transfers of shares, bonds, or other securities on the books of any company or corporation;

17.5.1 Annual Budget Process

In General:

- Members submit budgets to the Finance committee for the upcoming year no less than 60 days before the AGM;
- The Finance committee will review and work with members to ensure that all budgets meet the objectives of ENAGB YOUTH PROGRAM as economically efficient as possible;
- The Finance Committee will amend the budget as necessary and prepare an opinion, and approve the budget, then send the budget to the Board for review;
- The Board will review the Finance Committee, and direct any questions through the finance committee. The Board will approve the budget when satisfied that their stewardship role in aligning the programming of the Corporation with the Board's strategy, given financial constraints.
- The Membership will ratify the budget at the AGM with a simple majority.

The annual budget process of the Corporation shall require:

- The presentation to Corporation of an initial summary budget for the following fiscal year for consideration, amendment and approval in one month before the AGM.
- The presentation to Corporation of a detailed budget for consideration, amendment and approval no later than the Annual General Meeting ;
- The presentation to Corporation of significant deviations from the budget and proposed changes for consideration, amendment and approval as required;
- The Finance Committee to determine the voting Member fees following fiscal year no later than 60 days before the AGM
- The Treasurer is to integrate the initial budgetary preparations of all Officers into the overall Budget for the Corporation, for examination and approval by the Finance Committee;

- The Finance Committee to consider and make recommendations on each budgetary item in accordance with the priorities of the Corporation; and,
- The Finance Committee to present the approved Budget for the consideration and final approval of the voting Members of Corporation;

17.5.2 Spending Outside the Budget as approved at the AGM

- Any significant expenditures that are not explicitly approved within the Corporation's operating budget as approved at the AGM or that alters the use of funds allocated in that operating budget must receive prior approval by the Finance Committee;
- Any such approval involving amounts greater than Four Thousand Canadian Dollars (\$4,000) must be subsequently approved by Board of Directors;

17.5.3 Audits and Financial Reviews

- The financial records and accounting system of the Corporation shall be reviewed by an independent firm of accountants, who are authorized to sign off on financial statements, and will be appointed at AGM every fiscal year by the Board upon the recommendation of the Finance Committee, if necessary;

18 AMENDMENT OF BY-LAWS

The By-law of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law enactment supported by 2/3 of the Directors and shall hold force and effect until it is sanctioned by an affirmative vote of a simple majority of the Members in attendance at an AGM or Special Meeting. If such By-law enactment is not so sanctioned by the Members it shall cease to hold force and effect immediately if the resolution proposing such amendment is defeated;

18.1 Amending the Bylaws

Thirty (30) days' notice of the Annual General or Special General meeting of ENAGB YOUTH PROGRAM must include details of the proposed resolution to change the Bylaws must be sent out by the Chair with regular Board announcements;

- Any voting Member may make a motion to amend these Bylaws or Policies by notice to the Chair, who will forward it to the Policy Review Committee;
- All motions to amend these Bylaws or Policies must be reviewed and recommendations must be made by the Policy Committee according to the following:
 - Before the motion is brought to corporation, the Member making the motion shall submit the proposed amendments to the Policy Committee; and,
 - If the motion is brought to Corporation either as a posted motion or as new business without having been reviewed by the Policy Committee, the Chair shall refer it to the Committee except as otherwise provided herein:
 - The Policy Committee shall review all proposed amendments to the Bylaws or Policies within fourteen (14) days of the submission of the proposed amendments, taking extenuating circumstances into account when applicable
 - The Policy Committee shall make a presentation or provide written rationale to Corporation outlining recommendations with respect to the proposed amendments to these Bylaws or Policies. These recommendations shall include, but are not limited to, the following:

- Any recommended modifications to the wording or grammar of the proposed amendments;
 - Any recommended modifications to other sections of these Bylaws or Policies which will be affected by the proposed amendments, and
 - Any comments or concerns about the merits or ramifications of the proposed amendments
- Policy may be created to last a definite or an indefinite period of time, indefinite is presumed unless otherwise specified;
 - Policy may be standing policy or statement policy;
 - **Standing policy** governs that of operational matter;
 - **Statement policy** acts as publication of ENAGB YOUTH PROGRAM's wishes, opinions, or beliefs

All ENAGB YOUTH PROGRAM policies will be filed together in a "policy book," posted on the internet and available to all members and the public;

19 DISSOLVING ENAGB Youth Program

- ENAGB YOUTH PROGRAM does not pay any dividends or distribute its property among its Members;
- If ENAGB YOUTH PROGRAM is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization within the ENAGB YOUTH PROGRAM territorial boundaries with objects that has objects similar to ENAGB YOUTH PROGRAM;
- Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of ENAGB YOUTH PROGRAM;

20 ADDITIONAL ARTICLES

Additional Articles should be added to establish rules as needed of these Bylaws.

21 ENAGB Code of Ethics

RESPECT - respect yourself, peers, staff, our space and the resources as we are all a sacred part of creation;

LOVE - sharing your view, listening to others, being open minded and believe we all have something to contribute will allow us to progress.

WISDOM - value your knowledge and the knowledge provided by our peers, staff, instructors and everyone contributing to our progression .

HONESTY – accepting, controlling and admitting to our behaviors. Being able to take care of self and not to put our community in unsafe situations you will walk away and return on a better day;

BRAVERY - being able to express ourselves, share our stories, and help our peers is a huge step, please be considerate;

HUMILITY – we love who you are and not the challenges or the addictions, please be clear minded during your time with us as part of your goal in healing.

TRUTH – If you wish not to abide, best believe you will be asked to leave.

On behalf of the Board we the undersigned agree to the bylaws as presented

Larry Frost – Board Member

Troy Obed – Board Member