



# ORIENTATION MANUAL



**WHO  
WE ARE**



**STRUCTURE**



**STRATEGIC  
DIRECTIONS**



NB CAREER DEVELOPMENT ASSOCIATION  
L'ASSOCIATION POUR LE DÉVELOPPEMENT  
DE CARRIÈRE AU N.-B.

[www.nbcdag-gadcnben.weebly.com/orientationmanual](http://www.nbcdag-gadcnben.weebly.com/orientationmanual)

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NB CAREER DEVELOPMENT ASSOCIATION  
L'ASSOCIATION POUR LE DÉVELOPPEMENT  
DE CARRIÈRE AU N.-B.

Dear Volunteer,

Welcome to NBCDA! Thank you for making the decision to volunteer your time and expertise to the important work of the New Brunswick Career Development Association (NBCDA).

On behalf of the NBCDA Board of Directors, we welcome your interest in our organization. The following manual includes details about our organization and the roles and responsibilities of our volunteers. We want your experience with us to be as rewarding as possible. The manual is a complement to other association documents, in particular, the Association's Constitution and Strategic Action Plan.

If you have any questions, please feel free to contact Alene Holmes, Administrator and Conference Coordinator, at 506 446-9159. For your convenience, this manual is also available on the NBCDA web site. Once again, welcome and thank you for your interest.

Sincerely,

Andrew Culberson  
Anglophone Co-Chair

# HISTORY

<b>1993</b>	Brighter Futures, Better Beginnings Conference (Fredericton)
<b>1994</b>	Produced N.B. version of Canada Prospects
<b>1996</b>	Renamed NBCDAG and Logo Created  Expanded organizational Membership  Hosted first Career Development Conference - The Future is Now! (Fredericton)
<b>1998</b>	NBCDAG Members form separate NBWIN project committee.
<b>2000</b>	Career Development Moving at the Speed of Technology Conference (Fredericton)
<b>2001</b>	Meander, Manouver and Find Meaning 4th Provincial Career Development Conference (Fredericton)
<b>2003</b>	Making Connections: Skills, Learning and Career Development Forum (Moncton)
<b>2004 - 2007</b>	National Integrated Delivery Strategy (NIDS) Project
<b>2005</b>	Making Connections: Energize Your Future Forum (Fredericton)
<b>2006</b>	Making Connections: Dispelling the Myths Forum (Saint John)
<b>2007</b>	Making Connections: Owning Our Futures Forum (Saint John)
<b>2007 - 2009</b>	Skills Summit / Employer Survey Project
<b>2008</b>	Exploring Ourselves: Discovering Identity; CCA National Conference in partnership with NBCDAG and AFCONB (Moncton)
<b>2009</b>	Making Connections: Navigating the Currents! Forum (Fredericton)
<b>2009 - 2010</b>	Making Connections: Fit for the Future Forum (Dieppe)
<b>2011</b>	Making Connections: \$triking it Rich in Career Development Forum (Fredericton)
<b>2012</b>	Making Connections: Motivate, Inspire & Empower Conference (Fredericton)

<b>2013</b>	Making Connections: Colour Your World Conference (Moncton)
<b>2014</b>	Making Connections: Growing Together (Fredericton)
<b>2015</b>	Making Connections: Creating Meaningful Impacts (Moncton)
<b>2016</b>	Making Connections: Building a Successful Future
<b>2017</b>	Making Connections: Inspiring Possibilities & Perspectives
2018	Making Connections
2019	Making Connections (Fredericton)
2020	Making Connections (Virtual)
2021	Making Connections (Virtual)

## STRATEGIC VISION

The **New Brunswick Career Development Association (NBCDA)** is an incorporated body consisting of an elected, volunteer Executive and Board of Directors that represents a membership of individuals with an interest in the areas of career development and life/work transitions. It fosters partnerships with diverse national, provincial and local organizations committed to those same goals. NBCDA's mandate is to share information and to lead, coordinate, and facilitate activities aimed at furthering a career development culture in New Brunswick that integrates career, occupational, labour market and learning information.

### MISSION STATEMENT

The NBCDA is committed to promoting a career development culture in New Brunswick that supports children, youth and adults in being self-reliant in achieving their career goals and effecting successful life/work transitions by:

- Organizing and/or promoting events related to career development.
- Promoting the development and utilization of career development resources and services.
- Encouraging cooperation, information sharing and coordination of activities of stakeholders involved in career development.
- Ensuring that the linguistic duality of the province will be respected in all aspects of the activities of NBCDA.
- Embracing the necessity to adapt to changing economic and social environments likely to impact on career development issues.

### STRATEGIC DIRECTIONS

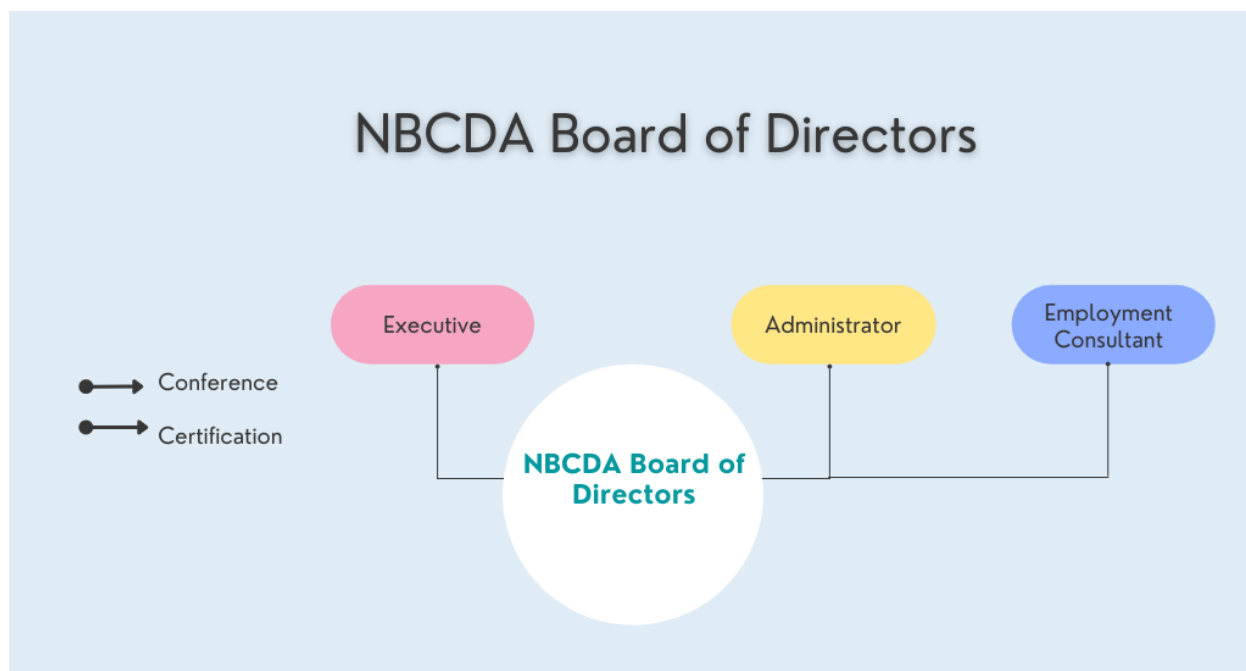
- **Information Sharing:** NBCDA will enhance its role of sharing career development information with its Members and other interested groups and individuals. This will be done through maintaining the NBCDA website with news articles and event listings; sharing relevant career development information with our Members and others on our extended network list. Other projects and activities will be undertaken if time and resources permit.
- **Professional Development:** NBCDA will focus on its role of providing professional development opportunities to its Members and other interested groups and individuals. Our primary activity will be the NBCDA Conference, which is typically held in November/December each year. NBCDA will seek other opportunities to provide professional development opportunities for its Members and other interested individuals or groups. Other projects and activities will be undertaken if time and resources permit.
- **Career Development Policy:** NBCDA will seek opportunities to influence career development policy development for New Brunswick. NBCDA will seek other opportunities to position itself as a lead group to influence or develop career development policy direction for New Brunswick. Other projects and activities will be undertaken if time and resources permit.

# STRUCTURE

## ORGANIZATIONAL CHART

NBCDA is a network of individuals and organizations making connections and working together. The organizational chart explains the relationship of the Members, the Board of Directors, the Committees and the Administrator. See *Figure 1: Organizational Chart*.

**Figure 1: Organizational Chart**



## MEMBERS

The NBCDA Constitution identifies Members as individuals or organizations who have expressed their interest in supporting the Mission Statement and Objectives of NBCDA, who have submitted the appropriate Annual Membership fees when required.

The Regular Membership fee is **\$50** per year and is due prior to the provincial conference.

The Student Membership fee is **\$35** per year and is due prior to the provincial conference. Potential members typically register on-line using the web site.

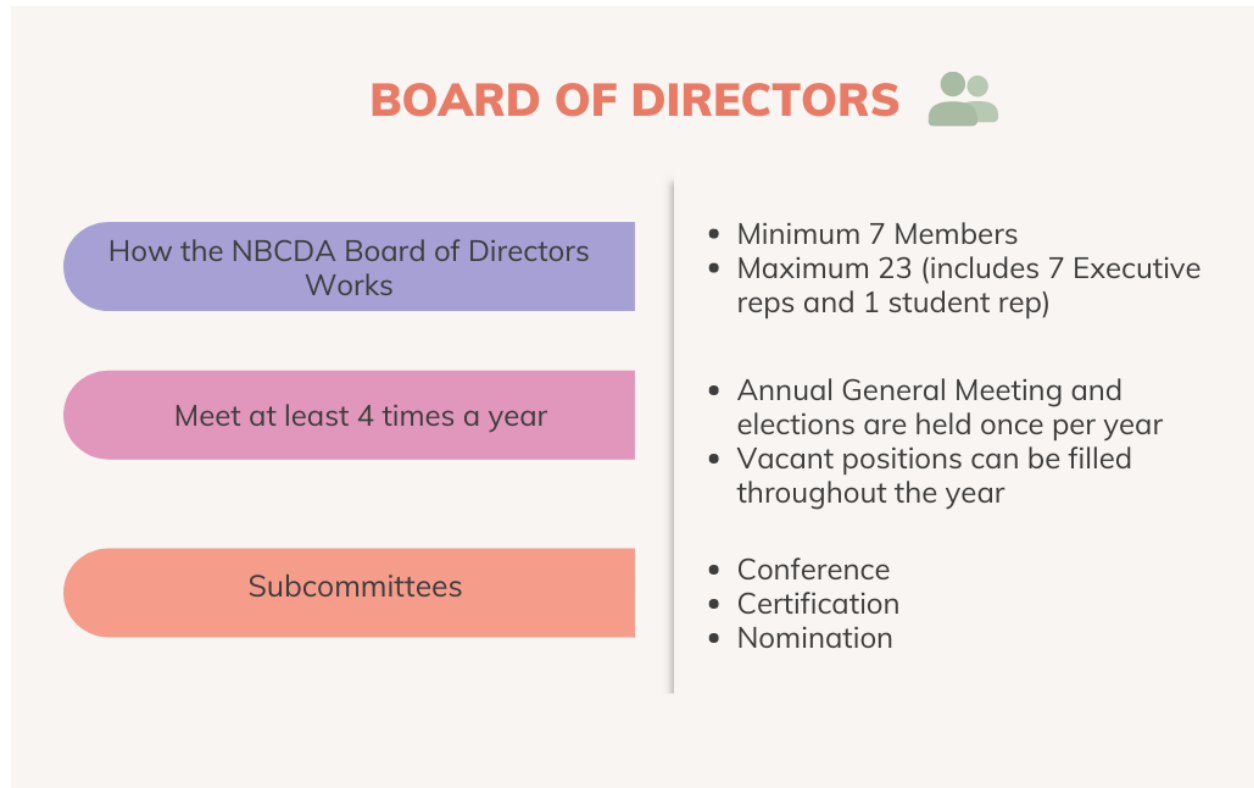


## BOARD OF DIRECTORS

The Board of Directors is part of the governing level of the association. They are accountable to the members for carrying out the activities of the organization. See *Figure 2: Board of Directors*.

The Board retains the authority for the ongoing management of the Board Committees. See *Appendix A for a list of the Board of Directors*.

**Figure 2: Board of Directors**



## EXECUTIVE COMMITTEE

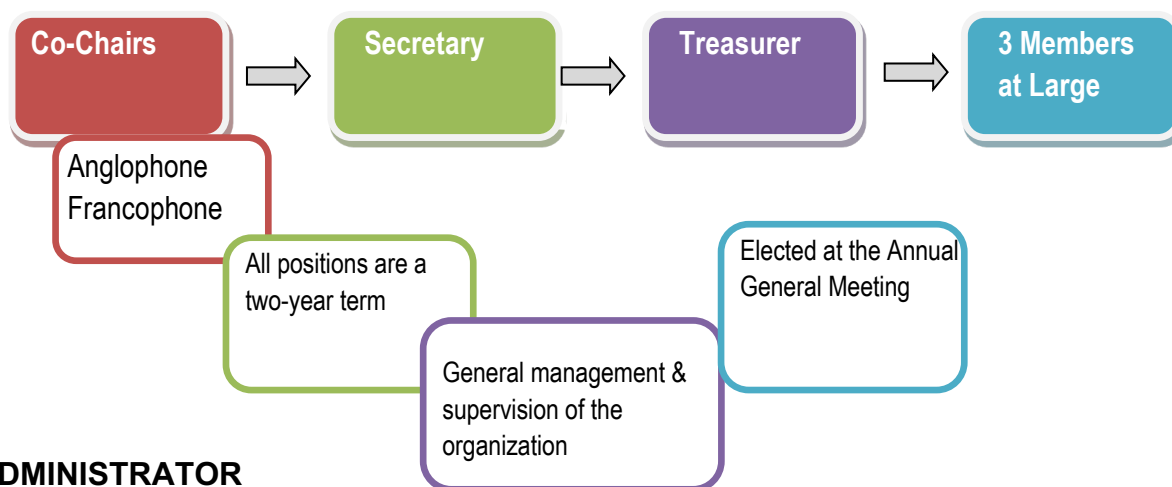
The Executive is made up of elected officers, and the Executive Committee provides direction to the Board in certain areas. See *Figure 3: Executive Committee*.

Note: The Executive doesn't always provide direction - many decisions are voted on and made at Board meetings by the entire Board.

The Executive Committee will consist of members serving terms of two years each. It is comprised of:

- Co-Chairs (one Anglophone and one Francophone)
- Treasurer
- Secretary
- Members-at-Large (three)

**Figure 3: Executive Committee**



## ADMINISTRATOR

The Administrator is the link between the managing levels of the association and the membership. The Administrator is a paid staff person and in this role, supports the Board in its leadership role. The Board delegates the authority to the Administrator to support the activities of the committees in fulfilling their mandate and planning and implementing projects.

The Administrator is responsible for:

- Ensuring the Board is kept abreast of all relevant information regarding NBCDA's activities.
- Providing appropriate and timely advice, background information, reports and briefing materials to the Board in carrying out its responsibilities.
- Supporting the Board in determination of policy and strategy and in monitoring the Association's performance.

# **ROLES AND RESPONSIBILITIES**

## **EXECUTIVE COMMITTEE**

- Co-Chairs: Will be representative of the two major linguistic groups in the province.
- Co-Chairs will set meeting dates and agendas; chair meetings; ensure follow-up on action items arising from meetings; and serve as the primary spokesperson(s) for NBCDA. They provide leadership by ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities. The second role is to communicate with the Board and the Membership about the direction, priorities and achievements of NBCDA.
- Treasurer: Will have signing authority for cheques written and be monitor for all financial transactions, record keeping, and financial reports.
- Secretary: Will record, prepare, and distribute minutes of meetings.
- Members-at-Large: Will assume responsibilities, as required, for activities on behalf of NBCDA.

## **BOARD OF DIRECTORS**

The Board of Directors manages the affairs of the organization as provided for in the NBCDA Constitution. The following describes the desirable characteristics of an ideal individual Board Member:

- A Board Member should have a broad range of experiences in career development.
- Strategic, big-picture thinker – a potential Board Member should enjoy the conceptual nature of career development and strategic planning.
- A very desirable characteristic of a board member will be strong interpersonal skills – articulate, comfortable with diversity of people, good listener. members of the board will need to be able to work effectively with strong, diverse personalities and be able to relate to various member groups.
- A member of the board needs to be a team player. Consensus decision-making is ideal in this type of Board. The ability to commit to a common way of working and speaking with one voice requires the Member of the Board to be able to share leadership and take on different roles for the common good of the Board and the Association.
- A knowledge or experience in applying business practices in a non-profit association is an asset. Non-profit is not the same as not profitable, but at the same time it is important to understand how decision-making changes when the bottom line is not financial, but rather mission-related.
- Previous experience as a member of a non-profit board is desirable. work in a non-profit organization would also provide the member of the board with an appreciation of the dynamics of board operation.

- A member of the board will need to have time to commit to be a member of the board. the changing nature of the board will require that directors take on a variety of responsibilities involved in the activities of the association. A board member will need to be ready to roll up their sleeves – between meetings!

## **GUIDING PRINCIPLES OF THE BOARD**

All activities of the NBCDA will be guided by a commitment to:

- Reach decisions by consensus.
- Accept diversity of interests and perspectives.
- Maintain a Membership based on interests and expertise.
- Embrace the reality of change.

## **BEING AN EFFECTIVE DIRECTOR OF THE BOARD**

Being an effective member of the Board of Directors requires an individual to develop a sound understanding of the Association's activities and the factors that affect it, and exercise sound judgment in guiding the actions of the Association. For a Board of Directors to function effectively, each member needs to:

- Understand the organization's mission and mandate.
- Stay informed of the internal and external issues affecting the Association's present and future activity and keep up to date on trends in the Association, in the community that might affect these issues.
- Stay informed of Committee activities, and operations.
- Know the Board of Directors' legal obligations and make sure they are upheld.
- Stay informed about the Association's budget and financial status and ask questions about any financial fact which is not understood.
- Attend Board of Directors meetings; prepare and participate actively by asking questions, expressing viewpoints, listening and considering others' views, and by making decisions.
- Bring individual training and experience to all Board of Directors decisions.
- Keep Board of Directors discussions confidential.
- Be willing to volunteer and accept assignments for Board work and complete them thoroughly and on time.
- Get to know other Board Members and build a collegial working relationship that contributes to consensus.

- Actively participate in the Board of Directors' Annual meeting and suggest ways to improve the effectiveness of the Board of Directors.
- Stay informed of Association policies.

## **WHY SHOULD YOU GO TO THE AGM?**

The Annual General Meeting is a good opportunity to gain an understanding of the big picture of the Association's activities. This helps Members and volunteers work effectively with the provincial association and make the most of available opportunities. Anyone considering becoming a member of a committee or the Board of Directors should try to attend an AGM. The AGM is a good opportunity to meet other volunteers, as well as learn more about the association's goals and progress. Members can vote for the Association's Board and thus influence the leadership and direction of NBCDA. A quorum is needed to conduct the business of the meeting and elect Board Members.

## **BEING AN EFFECTIVE COMMITTEE MEMBER**

Individual Members have an important role to play in contributing to the success of their committee. Being an effective member requires:

- Stay informed of the activities and issues of the Association.
- Make a commitment to participate actively in committee meetings and discussions.
- Be willing to volunteer and accept assignments for committee work and complete them thoroughly and on time.
- Attend meetings and be prepared to review and comment on minutes and reports.
- Stay informed about committee matters.
- Get to know other committee Members and building a collegial working relationship.

# **COMMITTEES TERMS OF REFERENCE**

## **PROVINCIAL CONFERENCE**

The Conference is generally held at the same time as the Annual General Meeting. The Provincial Conference provides a venue for professional development. It has become well known as being the key career development professional development event offered each year. This is one of the major activities of the NBCDA Board.

An events coordinator is hired each year to assist in the planning and production of the Conference, in conjunction with a Conference Planning Committee. For many years, Alene Holmes, from Steinbach Consulting has been contracted to organize this event.

Each year the theme is “Making Connections”. The financial success of this event relies heavily on volunteers, sponsors, exhibitors and participants. Volunteers and various organizations/government agencies contribute many hours and services in-kind.

## **CONFERENCE PLANNING COMMITTEE**

### **TERMS OF REFERENCE**

- To plan the Provincial Conference of the Association.

### **REPORTING STRUCTURE**

- A Committee chaired or Co-Chaired by a Board Member reporting to the Board of Directors.

### **DUTIES AND RESPONSIBILITIES**

Under the direction of with the Conference Coordinator – who is a paid consultant):

- The Conference Coordinator will strike a committee to assist with the planning and delivery of the Provincial Conference.
- The Committee organizes the events and schedule of the Conference, including local arrangements, professional and business meetings; arranges for speakers and their needs; sets appropriate fees and/or seeks sponsors to cover all costs incurred.
- The Committee reports the progress of its plans to the Board; submits a final report including a detailed financial statement after the completion of the Conference.
- The Committee ensures that all speakers, sponsors and persons who render aid in the Conference planning and delivery shall receive appropriate thanks from the Association.

# **NOMINATIONS COMMITTEE**

## **TERMS OF REFERENCE**

- To ensure that elections are carried out properly and without prejudice, for the benefit of the Association, as set down in the Constitution.

## **REPORTING STRUCTURE**

- A Committee chaired by a Board Member reporting to the Board of Directors.

## **DUTIES AND RESPONSIBILITIES**

- To establish and lead the process for identifying and recruiting interested nominees for available Director/Executive positions, and presenting these nominees to the Annual General Meeting delegates.

# **HOW MEETINGS ARE CONDUCTED**

## **WHAT ARE THE RULES OF MEETINGS?**

Generally, the Association uses Roberts Rules of Order as a guideline for conducting the business of the quarterly meetings and the Annual General Meeting. Almost everyone has attended a meeting of some type that uses parliamentary procedure. However, it's not likely that you are fully familiar with the nearly 600 pages of detailed instruction contained in Roberts Rules of Order—or want to be for that matter! But occasionally there is a point in the meeting, when every looks around to see if someone knows the rules that apply. Usually the questions are around how to deal with some aspect of the motion on the floor. So, below are some general guidelines related to how the business of the Annual meeting is conducted and some simple explanations of the most common rules of order.

## **CALL TO ORDER**

Meetings start or reconvene when the Co-Chairs calls the meeting to order. Generally, this will occur at the time printed on the agenda or announced before the meeting recesses. However, the Co-chair may exercise his/her judgment about the number of delegates present and possible reasons for delay.

## **MOTION TO RECEIVE**

This is a common type of motion at the Annual Meeting. Most often the chair of the meeting will call for a motion to receive the reports of the Committees. Because these reports are presented for the information of the delegates, there is usually no debate on these motions. The motion to receive indicates that the delegates acknowledge the receipt of the information as presented.

Motions to receive are recorded in the minutes. It is common to have a single motion to receive all the reports presented. A motion to receive requires a seconder and is generally not debated because receiving a report does not obligate the Membership to act on any suggestions contained in a report.

The motion to receive a report may be amended, if for any reason, it seems advisable to divide the receipt of reports to one report at a time. If there is a recommendation within a report that a delegate wishes the Annual Meeting to act on, the appropriate action would be make a motion to do so. Delegates will also be presented with a motion to receive the Annual Report, as approved by the board of directors.

## **MOTION TO APPROVE**

Delegates will be asked for a motion to approve the Agenda, the Minutes of the Previous Meeting. These motions are subject to amendments and generally, there are additions made to the Agenda and corrections made to the Minutes. Other Motions to Approve are not always as straightforward.

Delegates will also be asked to approve the Audited Financial Review Statement of the Association. This motion is asking Members to approve that the Audited Financial Review Statement was conducted in accordance with generally accepted accounting principles and the statement represents the actual financial status of the association—whether delegates agree with the state of finances.



## **MOTION**

In addition to the motions explained above, a main motion is required to initiate debate on any matter which the delegates wish the Association to act upon—although some types of motions are not debatable, but we'll come to those later. A motion requires a seconder and acceptance by the chair of meeting. At the Annual General Meeting, the NBCDA Co-chair oversees the meetings.

Normally, the mover of the motion is given the right to speak first and last. Delegates raise their hands to be recognized by the chair to speak on the motion. Normally, you have one opportunity to speak for or against the motion. However, this rule is not strictly enforced and is at the discretion of the chair. Debate on the motion is subject to different rules, the most common of which will be explained later. Most motions at the Annual General Meeting are very straightforward and prompt only modest debate. However, some issues are contentious and that's when knowing a little bit more about parliamentary procedure is helpful. .

## **TABLING A MOTION**

A motion to table may be made while the main motion or an amendment is on the floor and takes precedence, that is, the motion to table must be considered by the delegates before the main motion. A motion to table requires a seconder and is debatable; however, debate should be limited to the wisdom of the proposed amendment. A motion to table may be amended but only to change the length of the postponement.

## **CALL FOR QUESTIONS**

Delegates may request that the chair proceed with voting on the main motion. The motion to call the question is made while the motion or amendment is on the floor. It also requires a seconder but is not debatable. Once the motion has been made and seconded, the chair must call for a vote on the motion to call the question. This requires a two-thirds majority to pass. If it's approved, debate on the main motion is over and the vote is called. If the motion to call the question is defeated, the debate continues.

## **MOTION TO RECONSIDER**

Sometimes delegates may enter the motion to reconsider. Motions that have been acted upon (money spent, contracts signed, meeting adjourned etc.) may not be reconsidered. A motion that was passed at a previous meeting but not yet acted upon, or a motion defeated at a previous meeting may be reconsidered at the subsequent meeting if a motion to do so is made, seconded and passed. A motion which was approved earlier in the same meeting may be reconsidered if the mover of the motion was a delegate who voted with the majority on the original vote. Generally, motions are reconsidered once only. Motions to adjourn cannot be reconsidered.

## WORKING WITH OTHER ORGANIZATIONS

NBCDA works with many organizations and groups to achieve its goals. In addition to the many organizations which Members are affiliated to, the following are examples of some of these important organizations and their web site links.



## **GLOSSARY OF TERMS**

**AGM** – Annual General Meeting

**CCPA** – Canadian Counselling & Psychotherapy Association

**3CD** - Canadian Council for Career Development

**CCNB** - Collège communautaire du Nouveau-Brunswick

**CCDF** – Canadian Career Development Foundation

**CERIC** - Canadian Education and Research Institute for Counselling

**FAQ's** – Frequently Asked Questions

**LMI** – Labour Market Information

**NBCC** – New Brunswick Community College

**NBCDA** – New Brunswick Career Development Association

**PETL** – Post-Secondary Education, Training and Labour

**S & G's** – Canadian Standards and Guidelines for Career Development

**EAS** - Employment Assistance Services

**JEDI** – Joint Economic Development Initiative

## APPENDIX A: Board of Directors 2021-2022

*Updated January 2021*

EXECUTIVE	POSTION	ORGANIZATION
Andrew Culberson	Anglophone Co-Chair	Early Education and Childhood Development
Vacant	Francophone Co-Chair	-----
Karen Finley	Treasurer	Post-Secondary Education, Training and Labour
Stacy Geldart	Secretary	Crosswinds Employment Assistance Services
Sherry Law	Member-at-Large	Private Practitioner
Brenda Moore	Member-at-Large	Base Gagetown Learning Centre
Bev Noddin	Member-at-Large	Private

BOARD OF DIRECTORS	ORGANIZATION
Bev Grasse	Neil Squire Society
Keith McCarthy	Department of Social Development
Anita Connolly	University of New Brunswick
Nat Perry	University of New Brunswick
Tiffany Brown	The Chapman Group
Julia Mitton	Crosswinds Employment Assistance Services
Lori Carson	Vision Loss Rehabilitation New Brunswick
Nisa Kennedy	Joint Economic Development Initiative (JEDI)
Aruna Chauhan	Brainy Immigrant and Employment Services Inc.
Claudia Hitchcock	WorkingNB Employer Services
Katya Abbasi	University of New Brunswick
Megan Beauchamp	Military Family Resource Centre - Op@Work

<b>BOARD OF DIRECTORS</b>	<b>ORGANIZATION</b>
Tricia Berry	Early Education and Childhood Development
Monique Plourde	University of Fredericton
Sylvie Boucher	WorkingNB

<b>Honorary Lifetime Members</b>	
Anne Soucy	Private
Brenda Stead	Private
Gizele McCarthy	Private
Judy Cumberland	Private
Joe Brennan	Private
Kim Hollihan	<b>Canadian Counselling &amp; Psychotherapy</b> 202-245 Menten Place, Ottawa, ON, K2H 9E8
Lynne Bezanson	<b>Canadian Career Development Foundation</b> 119 Ross Av, Ottawa, ON K1Y 0N6
Sareena Hopkins	<b>Canadian Career Development Foundation</b> 119 Ross Av, Ottawa, ON K1Y 0N6
Marc Theriault	<b>NB Department of Post-Secondary Education, Training and Labour</b>

**APPENDIX B: NBCDA CONSTITUTION**

**CONSTITUTION AND BY-LAWS  
FOR**

**NEW BRUNSWICK CAREER  
DEVELOPMENT ASSOCIATION  
(NBCDA)**

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## **ARTICLE I: Name**

**1.1** The name of this non-profit organization shall be the “New Brunswick Career Development Association” which can also be referred to as “NBCDA”.

## **ARTICLE II: Mission Statement and Mandate**

**2.1** NBCDA’s mission is to represent members and the career development community. NBCDA fosters partnerships with diverse national, provincial and local organizations and governments with an interest in the areas of career development and life/work transitions.

NBCDA’s mandate is to promote a career development culture in New Brunswick by:

**2.1.1** Organizing and/or promoting events related to career development;

**2.1.2** Promoting the development and utilization of career development resources and services; and

**2.1.3** Encouraging cooperation, information sharing and coordination of activities of stakeholders involved in career development.

## **ARTICLE III: Our Values**

**3.1** NBCDA is committed to acting in accordance with its values:

**3.1.1 Leadership** – We strive to take a lead role in promoting professional development that encourages exemplary practices and improvement of professional knowledge and skills (i.e. certification of career development practitioners).

**3.1.2 Credible** – We are a trusted source of knowledge and information.



**3.1.3 Collaboration** – We develop and leverage partnerships that respond to shared goals and interests. We seek the best from each other and engage a broad network to share the best practices and advances in the field of career development.

**3.1.4 Ethical Conduct** – We stand by the highest standards of integrity in our professional and special project endeavours. We act honestly and ethically, delivering our commitments.

**3.1.5 Respect** – We treat all people with respect. We welcome and respect a broad range of ideas and perspectives. We build trust through our commitment to open communications, valuing everyone’s unique background and contributions, and celebrating and sharing successes.

**3.1.6 Knowledge and Continuous Learning** – We believe that the pursuit of knowledge, understanding and personal development should be encouraged across all stages of life.

**3.1.7 Linguistic Duality** – We are committed to providing services and supports in both official languages as resources allow.

**3.1.8 Accommodations** – We are committed to providing services and supports for persons with a disability as resources allow.

## **ARTICLE IV: Membership**

4.1 The membership of NBCDA shall consist of individuals who have expressed interest in supporting the Mission, and Values of NBCDA, and

who have submitted the appropriate annual membership fees when required.

**4.1.1 Members** are individual interested in the mission, mandate and values of NBCDA who have been accepted by NBCDA as per Section 4.1 above. They will be entitled to one official vote at any special general meeting and /or at the general meeting of the organization. A Member may be elected to the Board of Directors or Executive Committee of NBCDA with all rights and responsibilities of those roles.

**4.2 Honorary Lifetime Member** is an individual who has made an outstanding contribution to support NBCDA and the Executive Committee has passed a resolution naming them as Honorary Lifetime Member exempt from any future membership dues. They will be entitled to one official vote at any special general meeting and /or at the general meeting of the organization.

**4.3 Annual Membership Fees** for Members shall be determined by the Board of Directors. Active membership is contingent upon payment of the current fees for the year in question.

**4.4 Termination of membership:**

**4.4.1** A member may be expelled (excluding Honorary Life Members) by two thirds (2/3) vote as a special general meeting or annual meeting when notice of that motion to expel had been provided to the membership and person in question.

## **ARTICLE V: Management of Organization's Affairs**

**5.1** The affairs of the organization shall be managed by the Board of Directors and/or Executive Committee, as provided for in the Constitution and By-Laws of this organization.

**5.2** All documentation requiring a signature (other than banking documents) shall be signed by a Co-Chair of the organization unless otherwise specified by the Co-Chairs.

## **ARTICLE VI: Executive Committee**

**6.1** At the Annual General meeting, the organization shall elect two Co-Chairs, representing each of the two major official linguistic groups in the province; a Treasurer; a Secretary (or a Secretary-Treasurer as deemed necessary by the Executive); and up to three other members-at-large to serve until the next annual general meeting as the Executive Committee of the organization.

**6.2** Terms of office shall not normally exceed two (2) consecutive two-year terms in the same position on the Executive Committee.

**6.3** The Executive Committee shall have authority to exercise any of the powers of the Board as authorized by resolution of the Board, and all acts and proceedings of the Executive Committee shall be subject to review by the Board of Directors.

**6.4** The Executive Committee shall hold at least two (2) meetings throughout the year, at a time and place to be determined by the Executive Committee.

**6.5** The Executive Committee is considered part of the Board of Directors.

## **ARTICLE VII: Duties of the Executive Committee Officers**

### **7.1 Co-Chair duties:**

**7.1.1** The Co-Chairs shall be responsible for the general management and supervision of the affairs and operations of the organization consistent with decisions and policies developed by the Executive Committee or the Board of Directors.

**7.1.2** One or both Co-Chairs shall preside at all meetings of the members Board and Executive Committee.

**7.1.3** The Co-Chairs may act as a New Brunswick Career Development Association signing officer for banking purposes.

**7.1.4** The Co-Chairs shall be responsible for calling the required meetings the organization including coordinating the necessary arrangements for the Annual General meeting or any special general meeting.

**7.2** Treasurer duties (or the Secretary-Treasurer) and the Administrator as applicable:

**7.2.1** The Treasurer shall keep (or ensure that the Administrator keeps) up-to-date financial records of the organization and present regular reports at all Board, General, and Annual General Meetings of the organization, and at other meetings as required by the Executive Committee.

**7.2.2** The Treasurer or the Administrator shall issue official receipts for any donations or funds received by the organization.

**7.2.3** The Treasurer shall oversee the banking for the organization.

**7.2.4** The Treasurer shall act as one of the organization's signing officers for banking purposes.

**7.2.5** The Treasurer may oversee the development of the organization's annual budget in conjunction with the Executive Committee, and the Administrator.

**7.2.6** The Treasurer shall bring to the immediate attention of the Executive Committee any indication of financial irregularities contrary to accepted accounting principles.

**7.2.7** The Treasurer or the Administrator shall ensure that all invoices are paid.

**7.3** Secretary duties (or the Secretary-Treasurer) and the Administrator as applicable:

**7.3.1** The Secretary shall attend meetings and take appropriate minutes or arrange to have this done in their absence.

**7.3.2** The Secretary or the Administrator shall keep up-to-date minutes, including a list of all current members with their contact information.

**7.3.3** The Secretary or the Administrator shall ensure that all correspondence is properly managed.

**7.3.4** The Secretary may act as one of the organization's signing officers for banking purposes.

**7.3.5** The Secretary or the Administrator shall ensure that minutes, reports and notices of meetings are distributed to the membership at the appropriate times.

**7.4** Member-at-large duties:

**7.4.1** The Member-at-large shall assist other Executive Officers to carry out their duties as required.

**7.4.2** Member-at-large may act as one of the organization's signing officers for banking purposes.

**7.5** Quorum for Executive Committee:

**7.5.1** A quorum of the Executive Committee shall be a simple majority (50% + one (1)) of the Executive Officers provided seven (7) days' notice of the meeting has been given in writing from the time notices are emailed.. Otherwise, all Executive Officers must be present in person or by proxy to be able to conduct business.

## **ARTICLE VIII: Board of Directors**

**8.1** The management and administration of the affairs of the organization as prescribed by this Constitution and By-Laws shall be conducted by a Board of Directors composed of a minimum of seven (7) persons and a maximum of twenty-three (23) including one student Board member.

**8.2** The Directors shall be elected at the Annual General Meeting for a term of one (1) year. They may be re-elected for additional terms at subsequent Annual General Meetings but not normally for more than five (5) consecutive terms.

**8.3** Vacancies on the Board of Directors between Annual General Meetings may be filled temporarily by appointment by the Executive Committee.

**8.4** The Board of Directors shall meet a minimum of four (4) times per year, one of which is the Annual General Meeting.

**8.5** The Directors shall serve without remuneration from the organization but may be reimbursed for reasonable out-of-pocket expenses as approved by the Executive Committee.

**8.6** A Director shall cease to hold office should she/he resign in writing to the Co-Chairs or be removed by a resolution passed by more than two-thirds of the votes cast at a special general meeting of the members duly called for considering such resolution.

**8.7** A Director, after being notified, may by resolution and majority vote of the Board be removed from the Board of Directors after having not attended three consecutive meetings of the Board.

**8.8** The quorum of a Board meeting shall consist of forty percent (40%) plus one (1) of the existing Board members either in person or via telecommunications.

**8.9** Board members shall not act in isolation from the decisions and established policies approved by the Board.

**8.10** Members of the Board must be careful to avoid any actual conflict of interest or the appearance of such conflict of interest. Members must abstain from voting on decisions that would convey a personal benefit to the member. When in doubt about any potential conflict, such concerns should be expressed before a vote is taken. Any undisclosed interest that would have affected voting would be grounds to have any decision reconsidered by the Board.

**8.11** Board members, who do not resign voluntarily when presented with an allegation of a conflict of interest, shall have their voting privileges suspended pending the outcome of a special general meeting called to give the member an opportunity to present his case to the general voting membership. This meeting shall be called within thirty-five (35) days of written complaint being received by the Secretary so that thirty (3) days notice can be given to all members.

## **ARTICLE IX: Committees**



**9.1** The Board of Directors or the Executive Committee may establish standing or ad hoc committees, with terms of reference, as circumstances require.

**9.2** The Chair or at least one Co-Chair of any committee must be a Board Member in good standing.

## **ARTICLE X: Special Meetings**

**10.1** At each Annual General meeting to be held at a time and place to be determined by the Board, there will be the election of members of the Board as provided in the By-Laws, the presentation of reports by the officers, committee chairpersons, and any senior staff person and release of the results of a financial review. Any other such business as included in the agenda can also be discussed as mentioned in the notice of meeting and agenda sent to each voting member at least thirty (30) days prior to the date of that meeting.

**10.2** The Board shall convene a special general meeting of the membership if required as per the By-Laws or if requested by ten (10) or more members of the organization. The request shall set out the purpose of the meeting and be sent to the Secretary for follow up.

**10.3** Quorums at the Annual General Meeting or special general meeting shall require the presence in person or by written proxy of a least twenty percent (20%) of the eligible voting members. Unless specified elsewhere in the Constitution and By-Laws, votes will be decided on a simple majority of the eligible votes cast in person or by proxy.

**10.4** The Annual General Meeting for NBCDA shall be held in conjunction with a NBCDA scheduled event or within ninety (90) days of the ending of the fiscal year.

## **ARTICLE XI: Finances**

**11.1** The fiscal year of the organization shall begin on April 1 and end on March 31 each year.

**11.2** The withdrawal of funds from any bank account under the authority of the Board of Directors shall require a minimum of two (2) authorized signatures. Authorized signatures shall include Executive Committee members of the organization unless otherwise specified by the Board of Directors.

**11.3** All books and accounts of the organization shall be reviewed annually by a professional in the field. The financial review is to be presented at the Annual General Meeting.

## **ARTICLE XII: Records**

**12.1** All records of Annual or Special meetings, Board and Committee meetings, all regular books of accounts and other records of the organization shall be kept in a place to be determined by the Board.

### **ARTICLE XIII: Interpretation**

**13.1** In the interpretation of the Constitution and By-Laws, the masculine shall include the feminine and to the extent required by context, the singular shall include the plural and vice-versa. Save as herein provided, the provisions of the Interpretation Act of New Brunswick shall apply to this Constitution and By-Laws.

**13.2** Unless otherwise specified, the procedures of meetings of this organization shall be governed by Roberts Rules of Order.

### **ARTICLE XIV: Amendments**

**14.1** The Board of Directors may from time to time repeal, amend, add to or reenact this Constitution and By-Laws, and any changes must be accepted by a simple majority vote of the Board.

### **ARTICLE XV: Status**

The organization shall carry on without purpose of financial gain for its members and any profits or other accretions to this organization shall be used in promoting its objectives.