

**CONSTITUTION AND BY-LAWS**

**FOR**

**NEW BRUNSWICK CAREER  
DEVELOPMENT ACTION GROUP  
(NBCDAG)**

**OCTOBER 2011**

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**ARTICLE I:        Name**

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

**ARTICLE II:        Mission Statement**

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

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

2.1.4 Ensuring that the official linguistic duality of the province be respected in the activities of NBCDAG.

2.1.5 Embracing the necessity to adapt to changing economic and social environments likely to impact on career development issues.

**ARTICLE III:        Objectives**

3.1 To facilitate the professional development of individuals directly or indirectly involved in the delivery of career development services.

3.2 To encourage networking and information sharing among individuals, groups and organizations interested in career development.

3.3 To promote understanding and respect for diversity in the population requiring career development resources and services.

- 3.4 To provide leadership for the province in the career development field.
- 3.5 To create links to other national and international organizations involved in career development, career development resources and/or services.
- 3.6 To carry out the necessary administrative functions to maintain the organization.
- 3.7 To conduct other activities consistent with the Mission Statement and stated objectives of NBCDAG as interpreted by the Board of Directors.

#### **ARTICLE IV:      Membership**

The membership of NBCDAG shall consist of individuals or organizations who have expressed their interest in supporting the Mission Statement and Objectives of NBCDAG, who have submitted the appropriate annual membership fees when required.

- 4.1 NBCDAG shall have voting and non-voting memberships as indicated in the following descriptions.
  - 4.2.1 **Members** are individuals or representatives of organizations, departments, agencies or other groups interested in the objectives of NBCDAG who have been accepted as members of NBCDAG as per Section 4.1 above. They will be entitled to one official vote at any special general meeting and/or at the annual general meeting of the organization. A Member could be elected to the Board of Directors or Executive Committee of NBCDAG with all rights and responsibilities of those roles.
  - 4.2.2 **Honorary Member** is an individual or representative of an organization who has made an outstanding contribution to support the objectives of NBCDAG and the Board of Directors has passed a resolution naming them as a non-voting **Honorary Member** exempt from any future membership dues. If any Honorary Member wishes to be a voting member of NBCDAG, they must follow the same requirements as outlined above for Members.

- 4.2 **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.
- 4.3 Termination of membership:
- 4.4.1 An existing voting membership can be lost by failing to pay membership fees after receiving formal notice on two (2) occasions in any fiscal year; or
- 4.4.2 If the member has submitted his resignation to the Co-Chairs or Secretary; or
- 4.4.3 If the member has been expelled by a two-thirds (2/3) vote at 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.

**ARTICLE VI: Executive Committee**

- 6.1 At the Annual General meeting, the organization shall elect two Co-Chairs representing the two major 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. Members can offer candidates for this election of the Executive Committee.
- 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.

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

7.1 Co-Chair's 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 shall each act as one of the organization's signing officers.

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

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

7.2.1 The Treasurer shall keep up to date financial records of the organization giving regular reports at all Executive, Board, General or Annual meetings of the organization.

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 perform the banking for the organization.
  - 7.2.4 The Treasurer shall act as one of the organization's signing officers.
  - 7.2.5 The Treasurer shall develop the organization's annual budget in conjunction with the Executive Committee and any staff to coincide with deadlines required.
  - 7.2.6 The Treasurer shall bring to the immediate attention of the Executive Committee and/or Board of Directors any indication of budget shortfalls or any financial irregularities contrary to accepted accounting principles or activities that are contrary to policies established by the Board.
  - 7.2.7 The Treasurer or the Administrator shall ensure that all invoices are paid following appropriate authorization from the Executive Committee or Board of Directors.
- 7.3 Secretary's duties: (or the Secretary-Treasurer) and the Administrator as applicable
- 7.3.1 The Secretary shall attend all meetings and take appropriate minutes or arrange to have this done.
  - 7.3.2 The Secretary or the Administrator shall keep an up-to-date minutes, including a list of all current members with their addresses.
  - 7.3.3 The Secretary or the Administrator shall ensure that all correspondence to the organization is properly responded to.
  - 7.3.4 The Secretary may act as one of the organization's signing officers.
  - 7.3.5 The Secretary or the Administrator shall ensure that minutes, reports and notices of meetings are distributed to the appropriate sources at the appropriate times.
- 7.4 Members-at-large duties:

7.4.1 The Members-at-large shall assist other Executive Officers when carrying out their duties when needed.

7.4.2 Members-at-large may act as one of the organizations's signing officers.

7.5 Quorum for Executive Committee meetings:

A quorum of the Executive Committee shall be a simple majority of the Executive Officers provided seven (7) days notice of the meeting has been given in writing from the time notices are mailed or delivered in person. 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 save 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) persons who all are members of the organization. One seat on the Board is reserved for a Student member.

8.2 The Executive Committee members will form part of the Board of Directors, with the remaining positions to be elected as well at the Annual General Meeting.

8.3 The Board of 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.

8.4 Vacancies in the Board of Directors between annual meetings may be filled temporarily by the Executive or the Board.



- 8.5 The Board of Directors shall meet a minimum of four (4) times per year.
- 8.6 The Directors shall serve without remuneration from the organization but may be reimbursed for reasonable out-of-pocket expenses pending available funds and approval of claims made to the Board of Directors.
- 8.7 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 of the organization duly called for considering such resolution.
- 8.8 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.
- 8.9 The quorum of a Board meeting shall consist of forty percent (40%) plus one (1) of the duly constituted Board members provided that at least five (5) members of the Board are present in person and that at least seven (7) days written notice of the meeting has been given.
- 8.10 Each individual board member shall not act in isolation from the decisions and established policies approved by the Board. This would include respecting staff policies and protection of appropriate levels of confidentiality.
- 8.11 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.
- 8.12 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 (30) days notice can be given to all members.

**ARTICLE IX: Committees**

9.1 The Board of Directors may establish standing committees, with terms of reference, as circumstances require. The Board of Directors shall establish the following standing committee with terms of reference to be developed by the Board.

9.1.1 Nominations Committee

9.2 The Chair of any committee must be a Board Member in good standing

9.3 Standing committees will be named whenever deemed necessary by the Executive.

9.4 The Board of Directors or the Executive may also name other special committees with terms of reference that will automatically expire if not renewed at the next Annual General Meeting.

9.5 The committees will serve in an advisory capacity only with decisions to be made by the Executive Committee or Board of Directors.

**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 an audited financial statement. 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 meetings shall require the presence in person or by written proxy of at 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 NBCDAG shall be held in conjunction with a NBCDAG 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 the 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 audited financial statement 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 this 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 re-enact this Constitution and By-Laws, or any of them, and any changes must be accepted by a vote of the Board.
- 14.2 A notice of motion to repeal, amend, add to or re-enact this Constitution and By-Laws must be given in writing to a Co-Chair at least thirty (30) days prior to the date on which the motion is to be made.

**ARTICLE XV: Status**

- 15.1 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.