

Constitution and By-Laws

Constitution

(Please note: This document is also available in French.)

Article 1.0

Name

The name of the organization shall be the New Brunswick Council for Fitness and Active Living and hereafter referred to as the “NBCFAL”.

Article 2.0

Use of Name and Logo

The name and logo, as registered with the Province of New Brunswick, are the property of the NBCFAL and may only be used after permission is granted by the NBCFAL board.

Article 3.0

Mission and Vision Statements

- 3.1 Mission: The New Brunswick Council for Fitness and Active Living/Conseil du conditionnement physique et de la vie active du Nouveau-Brunswick is a not-for-profit organization that develops and promotes certification in fitness while being an advocate for active living and physical activity.
- 3.2 Vision: By 2010 the New Brunswick Council for Fitness and Active Living/Conseil du conditionnement physique et de la vie active du Nouveau-Brunswick will be the recognized authority for fitness and the leading advocate for active living and physical activity.

Article 4.0

Fiscal Year

The fiscal year of the NBCFAL shall commence on the 1st day of April of each year and terminate on the 31st of the following March.

Article 5.0

Membership

- 5.1 Membership to the NBCFAL is open to all persons and organizations interested in pursuing the purpose of the NBCFAL.
- 5.2 The membership year shall be twelve months beginning April 1st and ending March 31st. Upon applying for membership in the NBCFAL, each individual shall pay such membership fees as are determined by the board from time to time.
- 5.3 All paid members shall have voting privileges.
- 5.4 The responsibilities of voting members shall be to elect a Board of Directors, to serve on the Board of Directors or such sub-committees of the NBCFAL as required by election or by appointment.

Article 6.0

Management

- 6.1 The management of the NBCFAL shall be vested in a Board of Directors (hereinafter called the "board") consisting of not more than 10 voting members of the NBCFAL and 2 ex-officio board members.
- 6.2 The incoming Executive shall be elected at the conclusion of the AGM and shall take over office at the completion of the AGM. Any Executive positions that remain vacant after the Executive election shall be elected at the first board meeting following the AGM. This meeting to be held within one month of the AGM.
- 6.3 The term of office of the board shall be for two years and so arranged that at least one-half of the board members shall be elected each year and so arranged that a regular turnover of board members shall happen. A board member who has served three consecutive, two year terms may not be re-elected until at least one year has elapsed.
- 6.4 The board shall fill any board vacancy occurring in the interim of annual elections based on the election results of the previous AGM. In the case of no further candidates being available, the board vacancy will be filled by appointment. The persons filling such vacancies shall serve the remainder of the term of the vacated office. Upon completion of their first term they shall be eligible for nomination and election for a succeeding term.
- 6.5 The President shall appoint sub-committee chairpersons to be responsible to and report to the board.

- 6.6 An Ad-Hoc Nominating Committee will be appointed each year by the board prior to the annual meeting. This committee shall bring a slate of new directors at the annual meeting.
- 6.7 The board, at each annual meeting, shall submit the name of a certified accountant who has agreed to prepare a review engagement report or audit for the following year. The NBCFAL will be audited once every four years. The appointment of the proposed auditor may be approved by a simple majority vote of the members present at the AGM.
- 6.8 The board shall be responsible for and have control over all policies, administration and programs/services of the NBCFAL. No contract, debt or obligation shall be binding except by authority of the board.
- 6.9 The board shall engage an Executive Director to execute the policy, administration and programs/services of the NBCFAL as approved by the board.
- 6.10 All bonds, deeds, debentures, cheques, orders for payment of monies on behalf of the NBCFAL or other documents requiring an official signature shall be signed by two signing officers. The signing officers will include the Executive Director and the Executive Committee.

Article 7.0

Meetings

- 7.1 The annual meeting of the NBCFAL, to which all voting members shall be invited and of which two weeks public notice shall be given by inserting at least one notice in a public newspaper, shall be held on or before the last day of November. Twenty-five voting members shall constitute a quorum.
- 7.2 The board shall meet or teleconference at least four times a year at such times as are decided by the Executive Committee.
- 7.3 At any meeting of the board, 50% of the members and the President shall constitute a quorum.

Article 8.0

Dissolution of the NBCFAL

Upon dissolution of the NBCFAL and after payment of all debts and liabilities, the NBCFAL's remaining property shall be distributed or disposed of to charitable organizations carrying on their activities solely within Canada. Such charitable organizations shall be chosen by the then Board of Directors by a majority vote in each case.

Article 9.0

Amendments

The Constitution may be altered or amended by two-thirds majority vote of the voting members at an annual meeting, provided such alterations shall have been approved by the board and provided that notice of proposed amendment has been circulated and advertised with the notice of the annual meeting.

By-Laws

Article 1.0

Responsibilities of Elected Officers

The elected officers shall be responsible for those duties and functions normally associated with their respective positions including:

1.1 President

- a. Chairs all meeting of the board. In the case of an equality of votes, Chair has a deciding vote.
- b. Chairs meetings of the voting members.
- c. Submits an annual report at the annual meeting.
- d. Annually reviews, with selected officers, the performance of the Executive Director.
- e. Performs other duties as may be assigned by the board.

1.2 President-Elect

- a. Performs the duties of the President in the absence of the President.
- b. In absence of the President, presides at Executive meetings.
- c. Performs other duties as may be assigned by the board.

1.3 Past-President

- a. Serves in an advisory capacity to the Board of Directors.
- b. Serves as chairperson of the Nominating Committee and is responsible for the development of a candidate slate for the annual election.
- c. Coordinates special projects as needed and assigned by the President.

1.4 Treasurer

- a. Is responsible for the funds of the NBCFAL.
- b. Presents to the board at each meeting a report of the NBCFAL's receipts and expenditures.
- c. Presents an audited financial report every three years and annual review engagements at the annual meeting.

Article 2.0

Responsibilities of the Executive Director

- 2.1 The Executive Director, under direction of the board shall be:
- a. responsible for all work of the NBCFAL.
 - b. an ex-officio member of all committees and sub-committees.
 - c. responsible, in consultation with the appropriate committees, for the employment , supervision and direction of all employed.
 - d. responsible for meeting the criteria set out and agreed to by the annual performance appraisal and employment agreement.

Article 3.0

Other Officers and Directors

The duties of all other officers and directors shall be such as their terms of their engagement call for or the Board of Directors requires them.

Article 4.0

Resignation and Retirement from the Board

Any member of the board may retire by giving one month's notice. Additionally, any member of the board who is unjustifiably absent for 50 percent of the scheduled board meetings in one year shall forfeit his or her membership on the board and the position shall be filled as described in the constitution article 6.4.

These by-laws may be amended by two-thirds majority vote of the members present at any regular meeting of the board, provided notice of the proposed amendment has been given at a previous meeting of the board. Any amendments to these by-laws require ratification at the next annual general meeting.

Amended: October 29th, 2004