

THE WRITERS' FEDERATION OF NEW BRUNSWICK

Bylaws

Amended and adopted by the membership at 2017 Annual General Meeting. These bylaws replace all others and are effective immediately.

1. Definitions

Where used in these bylaws, unless something in the subject or context indicates otherwise,

(a) "Federation" means the Writers' Federation of New Brunswick.

(b) "Board" means the Board of Directors as described in these by-laws.

2. Objectives

The objectives of the Federation are to encourage writing, promote literacy and raise public aesthetic taste in the literary arts. To achieve these objectives the Federation shall

- (a) promote a sense of community and camaraderie among the writers of New Brunswick
- (b) provide advice and assistance to writers at all stages of their careers
- (c) promote the works of New Brunswick writers and encourage a greater public recognition of those writers
- (d) uphold the right of free artistic expression
- (e) in partnership with libraries and literacy groups, encourage the development of writers and readers of all ages through readings, workshops, seminars and public forums
- (f) contribute to the enhancement of the literary arts within the province of New Brunswick through education and training programs in schools, universities and at literary events
- (g) participate in and promote national programs such as National Book Day and Children's Book Week.

3. Fiscal Year

The fiscal year of the Federation shall be the period January 1 to December 31.

4. Membership

4.1. Membership in the Federation shall be open to any person who practises or is interested in writing.

4.2. Payment of fees, due May 31 of each year, assessed by the membership to support programs and services of the Federation, shall constitute an admission to membership in the Federation.

4.3. Members shall be entitled to attend all Annual General Meetings and/or Special Meetings of the Federation and shall be entitled to one vote on all questions arising at such meetings.

4.4. *Removal of members*

4.4.1. Any member whose conduct is considered by the Board to be contrary to the interests of the Federation or who fails to accept the responsibilities of his/her commitments to the Federation shall be asked by the Board to explain or justify her/his actions. If the member is unwilling or unable to do so, the Board shall have the power to request the resignation of, or to expel, the member, subject to appeal. Upon thirty days' notice in writing to the member, the Board may pass a special resolution authorizing the removal of such member from membership in the Federation. At that time, such person shall cease to be a member of the Federation.

4.4.2. *Right of Appeal.* In the case of removal, the right of appeal of such member shall be to an Appeal Committee, made up of five members in good standing appointed by the President.

5. **Meetings**

The meetings of the Federation shall consist of the Annual General Meeting, Special Meetings and meetings of the Board of Directors.

5.1. *The Annual General Meeting*

5.1.1. The Annual General Meeting of the Federation shall be held during the spring of each year in a location in New Brunswick to be designated by the Board, for the purpose of nominating and electing officers and voting on policy decisions.

5.1.2. No business shall be transacted at any Annual General Meeting of the Federation unless a quorum of members is present at the commencement of such business; such quorum shall consist of 10% of the membership, which must include a quorum of six Board members.

5.1.3. If, within one-half hour after the time appointed for the meeting, a quorum of members is not present, the meeting shall be dissolved. In that case, a new Annual General Meeting shall be called within six weeks.

5.1.4. The President of the Federation shall preside as Chair at the Annual General Meeting.

5.1.5. If the President is not present, the Board members present shall appoint one of their number to preside as chair.

5.1.6. Members of the Board shall be elected by and from the members of the Federation at each Annual General Meeting.

5.1.7. A Nomination Committee, consisting of the Past President and two Board members, shall present a slate of proposed Directors to the Board prior to the Annual General Meeting.

5.1.8. Nominations of members of the Board may be made by any member of the Federation at the Annual General Meeting.

5.2. Special Meetings

5.2.1. A Special Meeting of the Federation may be called by the President at any time to deal with urgent or special business.

5.2.2. In the event of the refusal or failure of the President to call such a meeting, a Special Meeting of the Federation may be called by the Secretary, upon petition signed by three members of the Board of Directors or by five members of the Federation. Such petition shall state the reason for calling a Special Meeting and shall indicate that the President has failed to call said Special Meeting upon reasonable request and after a reasonable time interval. Upon receipt of such petition, the Secretary shall immediately by written notice call such Special Meeting at a suitable time and place.

5.2.3. No business shall be transacted at any Special Meeting unless a quorum of 10% of the membership and a quorum of six members of the Board are present.

5.2.4. The President shall preside as chair at any Special Meeting.

5.2.5. If the President is not present, the Board members present shall appoint one of their number to preside as chair.

5.3. Meetings of the Board of Directors

5.3.1. Meetings of the Board of Directors shall be held as often as is deemed necessary and expedient for the successful carrying out of the objectives of the Federation.

5.3.2. Such meetings shall be held at the call of the President.

5.3.3. In the event of the refusal or failure of the President to call such meetings, a meeting may be called by the Secretary upon receipt of written petition by three members of the Board of Directors.

5.3.4 No business shall be transacted at any Board meeting of the Federation unless a quorum of Board members is present at the commencement of such business: such quorum shall consist of 50% of the members of the Board.

6. Order Of Business at the Annual General Meetings

6.1. Items of business at Annual General Meetings shall include

- (a) Agenda
- (b) Minutes of the preceding Annual General Meeting
- (c) Business arising out of Minutes
- (d) Annual Reports of the Board
- (e) New Business
- (f) Nomination and Election of officers.

6.2. As far as possible, meetings shall be conducted under *Roberts' Rules of Order*.

7. Voting

7.1. Every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands.

7.2. The Chair of any meeting shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the President or the appointed Chair shall cast the deciding vote.

7.3. At any meeting of the membership, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such a resolution.

7.4. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair of the meeting may prescribe and the result of such poll shall be deemed to be the resolution of the Federation.

8. Board of Directors

8.1. The Board of Directors shall consist of a President, a Past President, in addition to not fewer than six, but not more than eight Directors.

8.2. The President shall preside at all meetings of the Federation and of the Board of Directors and shall be *ex-officio* a member of all committees.

8.3. An Honorary President who has demonstrated exceptional support for, and been active in, the activities of the Federation may be elected annually by a majority of the voting members in attendance at the Annual General Meeting.

8.4. The Board of Directors shall elect from their number a President, a Vice-President, a Secretary and a Treasurer. This Committee shall meet at the discretion of the President, and 50% of the members shall constitute a quorum. The Executive Committee shall pay special attention to finances and shall act as the strategic planning and fundraising committee.

8.5. The Directors shall be nominated at the Annual General Meeting and elected by a majority of the voting members in attendance, to serve a two-year term.

8.6. In the event that a vacancy occurs among the members of the Board or of the office of President during the year, whether that vacancy is caused by death, resignation, removal or otherwise, such vacancy shall be filled at any meeting of the Board of Directors by a majority of those present at such meeting. Such appointee shall hold office for the balance of that year.

8.7. All decisions of the Board of Directors of the Federation shall stand and be binding upon the Federation unless rescinded at an Annual General Meeting or at a Special Meeting, called for that purpose.

9. Duties of the Members of the Board of Directors

9.1. The Board of Directors shall select suitable candidates to fill the positions of President, Vice-President, Secretary, Treasurer and Executive Director and shall determine remuneration for such Executive Director.

9.2. The President shall chair all meetings of the Federation and of the Board of Directors.

9.3. The Secretary shall keep full and exact records of the proceedings of the Federation and shall perform all duties normally attached to the office of Secretary.

9.4. The Treasurer shall perform all duties normally attached to the office of Treasurer, including preparing financial statements at regular intervals for the perusal of the Board. Prior to the Annual General Meeting, the Treasurer shall submit financial statements to competent auditing authority, when appropriate.

9.5. All records of the Federation shall be open to the inspection of any member of the Federation at any reasonable time within two days prior to the Annual General Meeting.

9.6. The Board shall be expected to attend all Annual, Special and Board meetings of the Federation, serve on committees of the Board, and provide leadership consistent with the objectives and purposes of the Federation.

9.7. Every member of the Board shall, at the conclusion of her/his term of office, deliver to his/her successor all books and documents in her/his possession that belong to the Federation.

9.8. The Board shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the position.

9.9 Board members will normally, upon election, serve for a term of two years (this does not preclude their re-election).

10. Duties of the Executive Director

The Executive Director shall be hired by the Board to

- (a) administer day-to-day operations of the Federation
- (b) be responsible for office management
- (c) maintain continuous liaison with the Board of Directors, the Federation membership, Government agencies, and other external organizations and agencies
- (d) interpret the policies and objectives of the Federation for the general public
- (e) work with heads of committees in planning meetings; preparing pertinent factual information for such meetings; and handling the logistics, notices, arrangements for such meetings
- (f) prepare the budget for the operation of the Federation
- (g) assist the Board of Directors in establishing long- and short-range goals for the Federation
- (h) supervise the publication of the Federation newsletter
- (i) act as an *ex-officio* non-voting member of the Board
- (j) otherwise carry out other duties as the Board of Directors may direct from time to time.

11. Amendments to Bylaws

Amendments to these bylaws may be considered only after one week's written notice has been given by the Secretary to each voting member of the Federation. Such amendments shall become effective only upon being passed by a two-thirds majority of the voting members in attendance at the Annual General Meeting or a Special Meeting called for that purpose.