



Cities of New Brunswick Association
Association des Cités du Nouveau-Brunswick

Cities of New Brunswick Association /
L'Association des cités du Nouveau-Brunswick

Constitution and bylaws

April 27th, 2018

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A- CONSTITUTION

Article 1- Name of the Association

The name of the association is « The Cities of New Brunswick Association, Incorporated / L'Association des cités du Nouveau-Brunswick, incorporée »

Article 2- Head Office

The Head Office of the Cities of NB Association is located in Fredericton, New Brunswick.

Article 3- Vision Statement

Our vision is that cities are the pillars of our province and that we need to ensure they have the tools to enable them to continue to thrive and contribute to the socio-economic development of the province of New Brunswick.

Article 4- Mission Statement

The mission of the Association is to promote the exchange of information among members, to co-operate and liaise with other agencies and associations having a municipal interest, and to strive for a united front in all matters pertaining to the realization of municipal goals as may be requested or deemed advisable from time to time.

Article 5- Definitions

In this document, the following definitions apply.

Municipality

“Municipality” means a city, town or village (Local Governance Act)

City

“City” means a local government incorporated as a City pursuant to the Local Governance Act. (s. 22)

Solidarity

Solidarity means publicly supporting (or not condemning nor criticizing) a group decision even if one disagrees in whole or in part with it.

Transparency

Transparency means the open sharing of relevant and significant information in the context of a trusting relationship.

Equality

Equality is a value when we exercise fairness and justice in the context when those involved have common needs.

Equity

Equity is a value when we exercise fairness and justice in the context when those involved have different needs.

B- BYLAWS

Article 6- Membership

6.1 Members

A member is a New Brunswick municipality with the status of city in good standing.

6.2 Representatives

A Representative is the Mayor / acting Mayor of the member city.

Each member city shall appoint their Deputy Mayor as an “Alternate” representative. The “Alternate” will act in the absence of the Representative in case of his/her demise or inability to attend any General or Special meeting of the Association.

Article 7- Annual General Meeting

7.1 Decision-making powers

The Annual General Meeting is convened to exercise the following decision-making powers :

1. To establish the general orientations of the Association by adopting
 - a. The philosophy of the Association (Vision and Mission);
 - b. The strategic goals of the Association.
2. To receive the President’s Report containing the major accomplishments of the Association during the past year in comparison to the established strategic goals.
3. To ratify the financial statements of the previous year.

4. To appoint the auditors.
5. To approve proposed amendments to the Constitution and Bylaws.
6. To determine membership dues.

7.2 Delegates to Annual General Meeting

Voting delegates to the Annual General Meeting are the City Mayor for each member municipality. Non-voting delegates may participate in discussion subject to approval of the Chair.

7.3 Voting Rights

Each Delegate has the right to one vote at the Annual General Meeting. Any other participants have no voting rights at the Annual General Meeting.

7.4 Quorum

The quorum shall be all of the membership since each city member only has one vote.

7.5 Date, Time and Location

The Annual General Meeting must be held within the Fall of each year. The Executive Committee determines the date, time and location.

7.6 Notice of Meeting

Written notice of meeting is sent to members at least thirty (30) days prior to the meeting.

7.7 Voting Process

Decisions are made by raising hands. Decisions require the majority of expressed votes (at least 50% + 1). In the event of a tie vote, the Chair shall cast the deciding vote.

Article 8- Special General Meeting

A Special meeting of the Association may be called by the President alone and shall be call upon written request of not less than three members.

The President of the Association must convene a Special Meeting to be held within 30 days of the received written request. The Special meeting deals only with agenda items sent along with the Notice of meeting. Voting rights, voting process and quorum are the same as an Annual General Meeting. Notice of meeting is sent at least fifteen (15) days prior to the meeting date.

Article 9- Executive Committee

9.1 Decision-making Powers

Accountable to the Annual General Meeting, the Executive Committee assumes the following decision-making powers.

a) Governance Policies

1. To govern the Association in accordance with the decisions of the Annual General Meeting.
2. To ensure that decisions are respectful of the philosophy (vision and mission) and strategic goals of the Association.
3. To approve the annual action plan (objectives) in accordance with the strategic goals of the Association.
4. To submit recommendations for amendments to the Constitution and Bylaws of the Association to the annual General Meeting.
5. To adopt policies governing the Association and assist in evaluating results.
6. To adopt policies governing the management of operations, personnel and resources.
7. To adopt the annual budget and its revisions.
8. To monitor the financial situation of the Association.
9. To elect the officers of the Association
10. To establish Ad Hoc committees by adopting their mandate and by appointing its members and chairperson.
11. To adopt the governing structure of the Association.
12. To approve the long-term agreements of the Association.
13. To approve personnel positions.
14. To support City councils.

b) Executive Director Performance

1. To hire and dismiss the Executive Director.
2. To approve annually the Executive Director remuneration.
3. To evaluate annually the performance of the Executive Director.

9.2 Composition

The Executive Committee is made up of the mayors from each member municipality.

9.3 Officers

The officers of the Association shall be the President, Immediate Past President and Vice President.

The President shall be Chairman of the Executive Committee and shall preside at all General and Special Meetings of the Association.

Officer positions shall be filled by Representatives selected from the Membership on a rotating basis commencing with the position of Vice President and proceeding to President and Immediate Past President.

Each Member shall complete the rotation and hold the office of President prior to any Member holding the office for a subsequent term except with unanimous consent of all Members.

Alternate Representatives are not eligible to serve as Officers.

9.4 Terms of Officers

The Term of Office shall be 1 year with no consecutive terms.

9.5 Vacancies

In the event that any of the officers' positions become vacant, the Executive Committee shall appoint an interim Officer to hold the position until the next Annual General Meeting. However, if the office of President should become vacant, it shall automatically vest in the First Vice-President who shall hold the office of President until the next Annual General Meeting.

9.6 Quorum

The quorum shall be all of the Executive Committee members.

9.7 Voting

Decisions are made by raising hands. Decisions require the majority of expressed votes (at least 50% + 1). In the event of a tie vote, the Chair shall cast the deciding vote.

9.8 Frequency of Meetings

The Executive Committee shall meet a minimum of two (2) times a year and on an Ad Hoc basis at the discretion of the President.

Article 10- Ad Hoc Committees

Ad Hoc committees may be formed by the Executive Committee in response to a specific issue. Mandate, scope of duties and time frame must be established at time of its inception.

10.1 Membership

Membership of ad hoc committees may include Mayor, Councillors and staff of all member municipalities.

10.2 New Committees

New Standing Committees may be formed as required by the Executive Committee and scope of duties must be established at time of its inception.

Article 11- Executive Director

The Executive Committee may hire an Executive Director who, in accordance with the policies approved by the Executive Committee, recommends strategies, plans and, policies to the Executive Committee, and ensures the implementation of the general orientations, the strategies and the action plans of the Association. The Executive Director ensures the efficient management of personnel and the resources, the programs and operations of the Association.

Article 12- Language

The Association communicates with its members in the official language of choice of the member.

Article 13- Communications with External Environment

Promotional materials and press releases are published simultaneously in both official languages.

Article 14- Financial Resources

14.1 Fiscal year

The Fiscal year ends on December 31st.

14.2 Fees

The annual dues of all municipal members shall be payable annually in January of each year.

14.3 Authorized Signatures

The President, the Executive Director and one additional signing officer approved by the Executive Committee shall be signing officers of the Association for banking purposes. Financial documents will require the signature of the Executive Director plus one of the two other signing authorities.

14.4 Budget

A budget for the ensuing fiscal year shall be submitted by the Executive Director to the Executive Committee who shall, upon amendment or adoption, submit same to the General Assembly at the Annual meeting for ratification.

14.5 External Auditor

At each Annual General meeting the General Assembly shall appoint an external auditor for a one-year mandate. He is responsible for auditing the books of the Association, the results of which will be reported to the General Assembly when completed.

Article 15- Amendments

The Constitution and Bylaws may be amended by the Annual General Meeting. The proposed amendments are sent to the voting members with the notice of meeting.

Article 16- Meeting Procedures

Meeting procedures are governed by Robert’s Rules of Order or Le Code Morin at the discretion of the Chair. However, this Constitution and Bylaws takes precedence over Robert’s Rule of Order or Le Code Morin.

These Constitutions and Bylaws are adopted at the Special General Meeting of the Association on the _____ day of _____ 2018 in _____ N.B.

President

Date