

New Brunswick Arts Board Bylaws

The New Brunswick Arts Board adopts the following bylaws pursuant to section 12 of the New Brunswick Arts Board Act.

Definitions

1. In these bylaws

“Act” means the *New Brunswick Arts Board Act, Chapter N-3.1 of the Revised Statutes of New Brunswick, 1973*.

“Chairperson” means the chairperson of the Board, elected by the members of the Board, pursuant to subsection 6(10) of the Act.

“Board” means the New Brunswick Arts Board/Conseil des arts du Nouveau-Brunswick established pursuant to section 2 of the Act.

“Member” means a member of the Board appointed pursuant to section 6 of the Act.

“Education in the arts” includes professional development, training, and post-secondary institutions.

“Arts organisations” includes art galleries, artist-run centres, film or video co-operatives, theatre companies, dance companies, symphonies, opera companies, writers’ federations, craft councils, arts festivals, presenting theatres, community cultural development organisations, sound recording studios, film companies, private art or craft galleries, book and magazine publishers, and the like, which present and promote the work of professional New Brunswick artists.

Corporate Seal, Situation of Offices

1(1) The seal of the Board shall be in the form impressed hereon.

1(2) The offices of the Board shall be in the City of Fredericton, New Brunswick.

Representative Membership

2(1) The membership of the Board shall reflect the cultural diversity of the province and shall give balanced representation to both men and women, the geographic regions of the province, the various arts disciplines, activities, and sectors, and the other sectors, as outlined below.

Regions

a) Recommendations for nomination to the Board shall seek to ensure representation from each of the following five geographic regions:

- i) Moncton-Sackville,
- ii) Acadian Peninsula, including Miramichi and Petit-Rocher,

- iii) Campbellton-Edmundston including Grand Falls,
- iv) Fredericton-Gagetown, and
- v) Saint John, including Saint Stephen and Sussex.

Cultural diversity

b) Recommendations for nomination to the Board shall ensure equitable representation from all cultural communities within the province including anglophone, francophone, Mi'kmaq, Maliseet, and others.

At all times, at least one member from the aboriginal community shall be appointed to the Board. This appointment shall alternate between Mi'kmaq and Maliseet. In the case of two or more aboriginal candidates being nominated for appointment to the Board, a reasonable balance shall be maintained between the Mi'kmaq and Maliseet communities.

Arts Disciplines and Sectors

c) Recommendations for nomination to the Board shall seek to ensure representation from the various arts disciplines and sectors, including performing arts (music, dance, theatre), visual arts, craft, literary arts, media arts (experimental and artist-driven film, video, and electronic art), aboriginal arts, dissemination, education in the arts, and arts organisations which serve or benefit professional arts in New Brunswick.

Other sectors

d) Recommendations for nomination to the Board shall seek to ensure representation on the Board from various disciplines where participation may benefit the operation of the Board's business including representation from the fields of business, communications, fundraising, finance and the law.

Responsibilities of Members

- 3(1) Members shall abide by the code of ethics established and approved by the Board.
- 3(2) Members shall approve policy decisions in order to allow the Board to carry out its mandate.
- 3(3) Members shall approve a proposed annual budget prepared by the Audit and Finance Committee.
- 3(4) Members shall monitor expenditures of the Board in a fiscally responsible manner.
- 3(5) Members shall ratify the recommendations of the juries, of peer assessments, and of the director regarding the recipients and amounts of awards or grants.
- 3(6) Members shall not change a recommendation made by peer assessment without a proper motion proposed by the Board, with reasons for the change.

- 3(7) Members shall attend the meetings of the Board and the meetings of the committees of which he or she is a member.
- 3(8) Members shall each serve on at least one committee of the Board.
- 3(9) Members shall not act on behalf of the Board without previous authorisation to that effect from the Board.

Conflict of Interest

- 4. Where a member has a direct or indirect interest in an application to the Board for funding or other assistance, that member shall
 - a) declare to the Board, at the earliest opportunity, the nature of his or her interest in the application;
 - b) absent himself or herself from any discussion or evaluation of the application and from the selection of the jury or other review procedure by which the application is reviewed;
 - c) not vote nor express an opinion on any aspect of the application; and
 - d) not write a letter of recommendation for an applicant or nominee.

Resignations and Vacancies

- 5(1) A member may resign his or her office at any time. Such resignation shall be given in writing or by facsimile to the Board office. Acceptance by the Board shall not be required to make the resignation effective.
- 5(2) The Board may, by way of a resolution passed by a simple majority of votes cast, recommend to the Minister a qualified person to fill a vacant position for the remaining portion of the term of a member appointed pursuant to section 6(1) (a) or (b) of the Act. This recommendation shall be made in a manner consistent with the membership criteria established in sections 2 and 8 of the by-laws.
- 5(3) The Board shall notify the minister of a resignation by any member appointed by the Lieutenant-Governor and shall request that a new appointment be made.

Removal of Board Members

- 6. The Board, by way of resolution, distributed to Board members at least fifteen days in advance, and passed by at least a two-thirds majority of votes cast at a meeting, may recommend to the minister the removal of a Board member for cause pursuant to subsection 6(8) of the Act, before the expiration of his or her term:
 - a) if this member is absent from two consecutive meetings, without an excuse acceptable to the Board;

- b) if the member does not subscribe in good faith to the by-laws and policies of the Board; or
- c) if the member, by his or her actions, undermines the smooth operation of the Board.

Nominating Procedure

7(1) At the annual general meeting, the Board shall appoint as chairperson of the Nominating Committee the past chairperson of the Board or, if he or she is unavailable, a member of the Board. The Committee shall comprise three Board members and two people not on the current Board, but approved by the Board.

7(2) The Nominating Committee chairperson shall issue, or cause to be issued, calls for nominations at least four months before the Annual General Meeting in September. The calls for nominations shall be publicised following procedures established in the policies of the Board. The Nominating Committee shall review the nominations and shall put forward up to three candidates for each appointment to the Board, in accordance with the membership criteria established in sections 2 and 8. The Board shall vote on the nominees put forward by the Committee.

Selection Criteria

8. To be eligible as candidates for any position on the Board, nominees must conform to all of the following criteria:

- a) Candidates must be resident of New Brunswick. A resident is defined for this purpose as someone who maintains living quarters in New Brunswick, lives at least six months of the year in the province, and has filed his or her income tax with the Province of New Brunswick for two of the last four years.
- b) Candidates must demonstrate that they value the arts in New Brunswick, have experience and expertise in, and knowledge of, the arts in New Brunswick, and / or have a direct involvement in the arts in New Brunswick.
- c) Candidates must demonstrate that they value the role of the artist and the contribution artists make to the province of New Brunswick.
- d) Candidates must demonstrate that they value the development of, and education in, the arts.
- e) Candidates must demonstrate that they have previous commitment to the arts.
- f) Candidates must be willing to abide by the Board's code of ethics and conflict of interest policies.
- g) Candidates must be willing to serve a minimum of three years.

Meetings

9(1) The Board shall hold at least two, but not more than four, regular meetings in a year as well as the Annual General Meeting. The director shall call a regular meeting when so authorised or instructed by the Chairperson.

9(2) Notice indicating the time and place of all regular meetings of the Board shall be given at least fifteen days before the date of meeting to each member entered on the register of the Board at the time of the call.

9(3) The agenda of all regular meetings, accompanied by the minutes of the preceding meeting, shall be sent to Board members at least one week before the date of meeting.

9(4) Any three Board members may call a special meeting of the Board when necessary.

9(5) Notice of a special meeting shall be given five days before the meeting and shall indicate the nature of the business to be discussed.

9(6) The Board may hold a meeting without prior notice at any time if all the Board members with voting rights are present, or if the absent Board members have waived their right to receive notice of meeting or have consented in some manner to the meeting being held.

Annual General Meeting

9(7) One meeting of the Board shall be held within six months of the end of the Board's fiscal year (March 31), and shall be referred to as the Annual General Meeting. The minister of the department responsible for culture shall be invited to attend the Annual General Meeting. At each such meeting the following items of business shall be dealt with in addition to whatever other business may have been specified in the notice of meeting:

- a) consideration of the annual reports of the Chairperson and the director;
- b) consideration of the financial statements, statement of income and expenses, balance sheet, and the Auditor's report;
- c) appointment of Auditor;
- d) presentation of the New Brunswick Arts Board Annual Report to the minister; and
- e) election of the executive officers.

Quorum

9(8) A majority of the voting members of the Board constitutes a quorum.

Consensus or Voting

9(9) The Board shall seek to achieve decisions by consensus; where a vote is necessary the voting shall be by a show of hands. There shall be no secret ballots except in the case of the election of executive officers.

Persons admitted to Meetings

9(10) Only members of the Board (voting and ex officio members) and persons expressly invited by the Board shall be admitted to meetings of the Board.

Proxy

9(11) The Board shall not recognise a vote by proxy, but members may vote by means of telephone conference linkage.

Executive Officers and Executive Committee

10(1) A Chairperson elected pursuant to subsection 6(10) of the Act, should normally have served at least one year before being eligible for nomination as Chairperson.

Representation of the Two Official Languages

10(2) The chairperson shall rotate between anglophone and francophone representatives. The executive officers shall always include at least one anglophone and one francophone.

Duties of the Chairperson of the Board

10(3) The chairperson shall preside at the meetings of the Board.

10(4) The chairperson shall prepare, or approve, the agenda for a meeting of the Board.

10(5) The chairperson shall represent the Board in its relationships with the Province and the public.

10(6) The chairperson shall be an ex officio member of every Board committee.

10(7) The chairperson shall supervise the preparation of the New Brunswick Arts Board Annual Report.

10(8) The chairperson shall undertake further responsibilities as the Board may determine.

Duties of the Vice-Chairpersons

10(9) The vice-chairpersons, in addition to their duties pursuant to paragraphs 6(10) b) and c) of the Act, shall undertake such responsibilities as the Board may determine.

Duties of the Secretary-Treasurer

10(10) The secretary-treasurer shall have general charge of the finances of the Board. He or she shall render to the Board, whenever directed by the Board, a financial statement of expenditures and income.

10(11) The secretary-treasurer shall supervise the recording, safekeeping, and distribution of the minutes of Board meetings, and shall be responsible for the keeping and filing of documents required by law to be kept by the Board.

10(12) The secretary-treasurer shall be responsible for the safe custody of the corporate seal on the Board.

Removal of Executive Officers

11(7) Any executive officer deemed to be incapable of fulfilling his or her role by the policies of the Board may be asked to resign. The resignation request must be moved at a meeting of the Board and supported by two thirds of the members. Board members must receive notice of such a motion fifteen days before the meeting.

Executive Committee

- 11(1) The executive committee shall be comprised of the executive officers, and the executive director, who shall sit as a non-voting member.
- 11(2) The executive committee shall meet as required.
- 11(3) A majority of the executive officers constitutes a quorum.
- 11(4) Minutes of executive committee meetings shall be kept and distributed to Board members.
- 11(5) The executive committee shall supervise the business and activities of the Board, subject to the Board's authority.
- 11(6) The executive committee shall make essential decisions that are required between meetings of the Board, and shall notify the Board of such actions at the following meeting.

Enactment, Repeal and Amendment of By-laws

- 12. The Board may enact or pass, repeal or amend by-laws if any such change is not contrary to the *New Brunswick Arts Board Act*. Any change to the by-laws must be sanctioned by two thirds of the members holding the right to vote, and notice of the enactment, repeal or amendment must be given to all Board members one month previous to the vote.

Employees

- 13(1) The Board may employ such persons as it may require for the purpose of fulfilling its mandate.
- 13(2) The Board shall establish a hiring policy for the hiring of its staff.
- 13(3) The Board shall hire an executive director, upon the recommendation of the executive committee, or such other committee as may be designated by the Board, to a renewable three year term position, subject to a one year probationary period.
- 13(4) The Executive director shall report to the Board and shall be evaluated periodically by such committee as the Board may designate.
- 13(5) The executive director shall submit a regular report to each meeting of the Board informing it of the council's activities since the last Board meeting.
- 13(6) The executive director, in accordance with the hiring policy established by the Board, shall be responsible for the hiring, evaluation and management of additional staff.

Business of the Board

- 14. The business of the Board shall be governed by the Board by-laws and policies.

Indemnification

15. Every member of the Board, his or her heirs, executors, administrators, and successors shall be indemnified and saved harmless out of the funds of the Board from and against all costs and claims that he or she sustains as a result of any action or proceeding brought in respect of any action or omission done or permitted by him or her in the execution of the duties and responsibilities assigned or assumed by such person, except such costs, charges, or expenses as are occasioned as a result of his or her own fraud or wilful neglect.

Banking

16(1) The Board shall maintain such account or accounts in such bank(s) and financial institutions of Canada as may be designated by the Board, in which all monies of the Board shall be deposited and from which all disbursements of the Board shall be made.

Banking Authority

16(2) Every cheque or order for payment of money drawn on an account of the Board shall be co-signed by any two of the following: the executive officers, the director and such other persons that the Board may authorise.

Schedule of Authorisations

16(3) The Board members, the director, and other persons authorised to sign cheques or orders for payment of money shall adhere to the schedule of authorisations established and approved by the Board.

Insurance

16(4) The Board shall maintain such insurances in place as are necessary for the prudent administration of the board's operations and dealings.

Execution of Documents

16(5) Documents requiring execution on behalf of the Board (other than cheques) shall be signed by any two of the chairperson, vice-chairpersons, director, and such other persons as the Board may authorise.

Committees

17(1) The Board shall establish two standing committees, a Finance and Audit Committee and a Nominations Committee, whose members shall be confirmed at each Annual General meeting, and may from time to time establish such other committees as the Board deems necessary to carry out its mandate.

Terms of Reference

17(2) The Board shall define and approve the terms of reference for each committee and each committee shall carry out its activities within the limits of its terms of reference.

Composition

17(3) Each committee shall be composed of at least two persons, excluding its ex officio members. The chairperson of each committee shall be a Board member. The Board may appoint to any committee a person who is not a Board member. The

Executive committee will regularly review the status of all committees and recommend changes in membership as appropriate to the Board.

Committee Meetings

17(4) Committee meetings shall be duly convened by the committee chairperson. All committees shall meet at least once each year. All the members of a committee shall receive notice of the meetings.

Reporting and Authorisation

17(5) The chairperson of each committee shall submit a regular report on the activities of the committee to the Board.

17(6) All recommendations prepared by a committee shall be presented to the Board for consideration. Only the Board shall make recommendations and / or submit documents to the government, arts organisations or the public.

17(7) No committee member may act on behalf of a committee without authorisation to that effect from the committee.