

Archers Association of New Brunswick Inc. – Association des Archers du Nouveau Brunswick Inc. (hereinafter called the ANB)

1. The name of the Association is the Archers Association of New Brunswick Inc. also known as Association des Archers du Nouveau-Brunswick Inc. By resolution dated September 21, 2013, the Board of Directors decreed that, for marketing and promotion purposes the Association would brand itself as Archery NB. The Archers Association of New Brunswick Inc. / Association des Archers du Nouveau-Brunswick Inc. is hereinafter referred to as ANB.
2. The objectives of this Association shall be:
 - a) to foster, to perpetuate and direct the practice of all archery disciplines in accordance with good sportsmanship and the honourable traditions of that most ancient sport in the Province of New Brunswick.
 - b) to regulate archery in all its forms under its jurisdiction as the provincial supreme governing body, to deal with any infringement thereof, to enforce rules for the practice of archery and to hold annual tournaments to determine the ANB's champions
 - c) to collaborate with provincial associations affiliated with the ANB for the purposes aforesaid.
 - d) to embrace all archers and including those widely separated individual archer who have no archery affiliations, in one parent organization,
 - e) to represent New Brunswick at National archery events;
 - f) to receive gifts and donations for the purpose of promoting the objects aforesaid.
3. The Head Office of ANB shall be at the residence of the President, or at such place as the Executive may from time to time determine within the Province of New Brunswick.
4. ANB's affairs are to be carried on without pecuniary gain to its members and any profits or other benefits accruing to ANB are to be used in promoting its objectives.

Being the **General By-laws** of

Archers Association of New Brunswick Inc. – Association des Archers du Nouveau Brunswick Inc. (hereinafter called the ANB)

Adopted on September 21, 2013.

This document repeals any and all previous versions of the ANB's Bylaws.

Bylaw 1 – Seal

1.1 Until changed, the seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of ANB. The corporate seal shall remain in the custody of the President, to be delivered to such person or persons as authorized by resolution of the Board of Directors.

Bylaw 2 – Board of Directors

2.1 The Board of Directors shall consist of the President, Executive Director, Vice-President, Secretary, Treasurer, AC Director, 3D Director, Immediate Past-President, Directors from affiliated clubs and all Chairs/Coordinators of all Standing and Special Committees; all of whom shall have voting privileges.

2.2 The President, in consultation with the elected Officers of the Executive Committee, shall appoint one Chair/Coordinator for each of the Standing Committees in current use (AC Director, 3D Director, Public Relations, Membership, Archer Development, Judge and Coach Development, Records, Statistics, and Equipment). It is understood that the use of Standing Committees is likely to change over time depending on needs and circumstances.

2.3 The President may, from time-to-time, appoint special committees that are felt necessary for the development of ANB functions. These committees will continue at the direction of the Board of Directors or until the committee no longer serves its purpose.

2.4 The Board of Directors defines or amends by resolution the duties of all officers.

2.5 The Board of Directors may request that the Bow Hunters of NB appoint a representative to sit as an ex-officio member of the Board.

2.6 The office of a director may forthwith be vacated

(a) if he fails to comply with any requirements imposed by the Act, the Charter, or with any valid by-law respecting the qualification of directors;

(b) if he resigns his office and gives notice to ANB of such resignation;

(c) if he is found to be a lunatic or becomes of unsound mind or if he becomes bankrupt or if he dies.

(d) if an Officer, or member of the Board of Directors, receives notification, in writing, from a member in good standing of ANB, detailing that a Director has acted fiscally irresponsibly, or in some manner jeopardized the integrity of ANB, the said Director's case shall be reviewed by the Executive Committee. If the charges against the Director are deemed as requiring further investigation, the Executive Committee shall appoint an ad hoc committee to study the matter in detail. A full report, including recommendations for action including a recommendation and a term for the expulsion, shall be presented to the Board of Directors within a time period to be specified by the Executive. Should the ad hoc committee recommend expulsion, a special meeting of the entire Board of Directors shall be convened. The meeting shall take place no later than 60 days after the submission of the ad hoc committee's report. The Director in question

shall be sent immediately, by certified mail, a letter detailing the charges presented, and the ruling of the ad hoc committee. The Director shall be instructed to appear before the Board in order to present a defense. Should the Director decide not to attend this special Board meeting, the Board's decision will be based upon the findings and recommendations of the ad hoc committee. Following the discussion, a two-thirds majority vote by all Directors shall be required to pass the motion for expulsion. Its decision shall be final.

Bylaw 3 – Meeting of Directors

3.1 –Meetings - Directors' meetings may be held at any time and place within New Brunswick as the directors may from time to time determine. At least 1 meeting per calendar year shall be convened by the President. Every effort shall be made to meet on a minimum of two (2) occasions during each fiscal year, one of which shall be before the Annual General Meeting (AGM).

3.2 Notice – Notice of such meeting shall be delivered by electronic, telephone or any other means approved by the President to each director not less than 15 days before the meeting is to take place. Provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present and/or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. The Board may hold meetings by conference, telephone or similar device, provided such communications facilities permit all persons participating in the meeting to hear each other and provided all consent thereto generally or in respect of a particular meeting. A director participating in a meeting by communications facilities as aforesaid is deemed present at the meeting.

3.3 Quorum - A quorum for the transaction of business at any Directors' Meeting of ANB shall consist of not less than one-half the Board of Directors.

3.4 Voting - Voting at Board of Directors' Meetings shall be restricted to elected members of the Executive Committee, all Committee Chairs appointed by the Board or President and Directors elected or appointed by ANB affiliated clubs. Each affiliated club shall be represented by one director. Each Director is empowered to vote in regards to changes and amendments by bylaws and all other matters put before it for a vote. A club Director shall have one vote, this vote to be approved by his/her respective Club members. Each resident member of ANB, fifteen (15) years old and over and having been duly approved as a club Director shall be entitled to vote at all Director's meetings. Members may vote by proxy if said proxy is in writing and filed with the Secretary at least 10 days before the said meeting

3.5 Proxy - Any voting member absent from any meetings may be represented at such meeting by proxy. A proxy shall file his/her written authority in proper form with the secretary before tendering a vote on any specific subject(s). The new absent member must state on the written form which specified subject(s).

3.6 Ratification - All minutes, motions, programmes, directives, and business, with the exception of budgets, shall be ratified at the Annual General Meeting. At such annual meeting of

the members such ratification shall be by a resolution passed by a majority of the votes cast at any such meeting and shall be valid and binding upon the ANB. All draft and final budgets shall be ratified by the Board of Directors.

Bylaw 4 – Remuneration of Board

4.01 ANB's affairs are to be carried on without pecuniary gain to its members and any profits or other benefits accruing to the ANB are to be used in promoting its objects. Officers and directors shall serve on a volunteer basis with no remuneration except for the Executive Director. The remuneration of the Executive Director shall be set by the Board, subject to the provisions of an employment contract.

Bylaw 5 – Protection of Directors, Officers and Others

5.1 Limitations of Liability - No director or officer of ANB shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss or damage arising from the execution of the duties of his office or any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the NB Companies Act.

5.2 Indemnity - ANB shall indemnify a director or officer of ANB, a former director or officer of ANB, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of ANB if

- (a) he acted honestly and in good faith with a view to the best interests of ANB, and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

5.3 Insurance - Subject to the limitations contained in the Act, the ANB may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

5.4 An individual member of the ANB can make a written request directly to the President to review a decision made by the ANB. The President is empowered to weigh the merits of the request and determine a plan of response from the ANB on this request. It is important to note that this is viewed as a request only; it is not considered an "appeal". Should the President deem the request as an appeal, it shall be handled in accordance with the ANB's Dispute Resolution Policy.

Bylaw 6 – Officers

6.1 Executive - The affairs of ANB shall be managed by an Executive. Each Officer shall at the time of their election and/or appointment or within ten (10) days thereafter and throughout their term of office shall be a member of ANB. The Executive officers of ANB shall be elected at the Annual General meeting by the Board of directors.

6.2 Executive Officers - Officers of ANB shall be the elected Officers (President, Vice-President, Secretary and Treasurer) and the appointed Officers (Executive Director, AC Director, 3D Director, Past President and all Committee Chairs/Coordinators). All Appointed Officers are non-voting members of the Executive Committee. The Executive Director has no voting rights and sits in an ex-officio capacity. The elected Officers shall be elected for a two year term after which retirement or re-election if qualified shall be done using regular procedures. The President and Secretary shall be elected on odd-numbered years and the Treasurer and Vice-President on even numbered years.

6.3 Election of Officers - Each resident member of A.A.N.B, fifteen (15) years old and over shall be entitled to run for any office within ANB. The Executive Officers of ANB shall be elected at the Annual General Meeting or if an insufficient number of members are present to constitute a quorum, at a meeting of the Board of Directors convened for that purpose. All appointed Officers (Executive Director, AC and 3D Directors and all Committee Chairs/Coordinators) shall be appointed by the President in consultation with the elected Officers of the Executive Committee. The Executive Officers shall assume the duties of their offices immediately after their election. The outgoing Treasurer shall be required to transfer the ~~audited~~ independently reviewed books within sixty (60) days of the Annual General Meeting.

6.4 Meeting of the Executive - The Executive Committee shall meet as often as is called upon by the President. Every effort shall be made to meet on a minimum of two (2) occasions during each fiscal year normally before each Board of Directors meeting. The Executive may hold meetings by any means they so choose provided such means permit all persons participating in the meeting to hear each other and provided all consent thereto generally or in respect of a particular meeting. A member of the Executive participating in a meeting by such communications facilities as aforesaid is deemed present at the meeting.

6.5 Quorum - A quorum for the transaction of business at any Executive Committee Meeting shall consist of not less than three (3) members of the Executive Committee with either the President or the Vice-President in attendance.

6.6 Voting - Voting at Executive Committee Meetings shall be restricted to elected officials. Only members present shall be eligible to vote. Voting by proxy shall not be allowed.

6.7 Duties of the Elected Officers

a) The President is also the Chair of the Board and Chair of the Executive Committee. The President shall preside at all meetings and enforce order; he/she shall exercise a general supervision and control over the officers and business of ANB, call meetings of

the Board when advisable, countersign all cheques issued by the Treasurer and transact such other business as may be custom and apply to this office. He/she shall have the deciding vote whenever there shall be an equal division on any question. The President shall be in charge of administration and shall be responsible for the general operation of ANB.

b) The Vice-President shall, in the absence of the President, exercise all powers vested in the latter. In the absence of the Vice-President, the powers of the President shall be vested in the Secretary. The Vice-President is also Chair of the Public Relations and Tournament Committees and shall carry out such other duties that may be vested in him/her from time to time by the Board.

c) The Secretary shall keep all records of ANB, keep minutes of all meetings, and serve notice of these meetings. The Secretary shall send a copy of the minutes of all meetings to the Board within fifteen days after the meetings; mail and tabulate all mail ballots for ANB.

d) The Treasurer shall keep just and true accounts of all monies received and paid out by ANB. A true financial report of recent expenditures and receipts shall be submitted by the Treasurer at all meetings. As often as the Board requires, he/she shall set forth a detailed Balance Sheet. He / She shall have completed and presented to the Board of Directors a Financial report covering the activities of ANB for each year. He/she shall deposit all funds in a Chartered Bank of Canada, approved by the Executive. All monies payable by ANB shall be paid by cheque signed by the Treasurer and countersigned by the President, and no cheque shall, under any circumstances, be signed in blank.

e) The Past President shall be retained in an advisory capacity on the Board of Directors and shall have the same status as a Club Director. The Past President's role is to ensure that the Board has access to their knowledge for continuity purposes. It is intended that the incumbent shall remain in this position for a period of one year only unless an extension is approved at an AGM.

f) Each Club Director shall act as one voting member of the Board of Directors in all matters concerning ANB. The function of the Club Director shall be, to further the interest of archery in his or her district in every way possible, through publicity, assisting in the formation of new Clubs, and by extending the membership of ANB. Each Director is empowered to vote in regards to changes and amendments of By-Laws. A Club Director will have one vote; this vote to be approved by his/her respective club members.

g) The Board shall, by resolution, determine the Executive Director's salary, if any; define the duties of the position and the conditions upon which an incumbent will assume the Office. The Executive Director shall sit as an ex-officio member of the Board of Directors and all committees of the Board including the Executive Committee. The duties of the Executive Director shall be as defined by the Board of Directors but shall generally include the preparation of all funding applications to the Province of NB for ANB as a whole, to assist Chairs/Coordinators in the preparation of their plans and funding

applications and to generally keep abreast of the activities of the Chairs/Coordinators. The Executive Director is also the front line contact for all clubs requiring assistance from ANB.

h) An officer may simultaneously hold several positions, except those of President and Vice-President.

6.8 Vacancies - A vacancy in any elected or appointed office in ANB shall be filled by an ANB member appointed by the President following consultation with the Executive. The appointment shall be for the unexpired term of the office vacated.

Bylaw 7 – Membership

7.1 Membership and Membership Fees

a) Full Individual Membership, shall be open to any resident of New Brunswick, being of good character and who is fully acquainted with, agrees with, and is interested in the aims and objective of ANB. It is intended that all individual memberships shall be through an affiliated club except for a resident of New Brunswick who lives in an area/community without access to a club close by.

b) Honorary Membership, with exemption from regular fees and dues, may be granted for exceptional merit or service to an individual or association upon recommendation of the Board of Directors.

c) Club Affiliation with ANB shall be granted through standard procedures. This consists of preparation by the club of certain information on an application form. The club must have an elected executive in place consisting of four voting age members and provide sufficient information to show that its activities are in line with acceptable parliamentary procedure as proven by a proper constitution. Upon acceptance of payment of the yearly affiliation fee, and individual membership fees of each club member, the secretary shall issue to the Club a Charter showing affiliation with ANB.

7.2 Membership Privileges

a) Every member will be entitled to attend the AGM and all ANB functions and tournaments as laid down by the Executive

7.3 Membership Application Procedures

a) Application for membership shall be made in writing on a printed application form to be signed by the applicant.

b) The completed application form shall be sent to the Membership Chairperson for consideration. Being entirely satisfied that the applicant is eligible and desirable for membership in ANB, the Membership Chairperson shall approve the application in writing, thus granting the applicant ANB privileges.

c) Any member may be suspended or expelled from ANB for serious infraction of ANB Bylaws or regulations by a two-thirds majority vote at an Executive Meeting.

7.4 Membership Fees –

- a) Membership and all other fees shall beset annually by a majority vote of the Board of Directors.
- b) Membership fees and all other rates and fees are due on January 1st of each year.

Bylaw 8 – Meeting of Members

8.1 Annual Meeting - The Annual General Meeting shall be held, within six months after year-end, at a time and place determined by the Board of Directors.

8.2 Special Meetings – Meeting of the members other than the annual meeting may be convened by order of the Board of Directors; or by not less than 25 members in good standing and representing at least 3 clubs in NB, by notice delivered to the President of ANB and disclosing the nature of the business to be transacted at such meeting and signed by all members requesting such a meeting. The Board of Directors shall determine the place and time of such meeting which, in all events, shall not be more than 60 days from the date of receipt of the notice requesting such meeting.

8.3 Quorum - A quorum for the transaction of business at a general and/or special meeting of the members of ANB shall consist of the members and Directors present.

8.4 Voting - Voting at an annual or special meeting shall be on a one member one vote basis. Each resident member of A.A.N.B, fifteen (15) years old and over shall be entitled to vote at all general meetings. Members may not vote by proxy at an annual or special members meeting.

8.5 Withholding Information from Members - The accounts and books of ANB or any of them shall be open to the inspection of members upon reasonable notice in writing at the head office of ANB.

Bylaw 9 – Committees

9.1 Standing Committees - Standing committees, which shall continue in style from year-to-year, shall have a Chair/Coordinator appointed by the President in consultation with the Executive Committee as soon as possible after being elected at the annual general meeting.

9.2 Special Committees - Special committees shall be established as seen fit by the President, and continue at the discretion of the Board of Directors or until the committee no longer serves its purpose.

9.3 Duties and Membership - The committee Chair/Coordinator's mandate shall be to oversee the affairs of said Committee and to report for the committee as required. All Committees will usually consist of a maximum of three members. Personnel changes in both standing and special committees may be made at the discretion of the President.

9.4 Reports - All standing and special committees shall present reports of their meetings and activities at each meeting of the Board of Directors and at the AGM.

9.5 Standing Committees - It is understood that the purpose of each Standing Committees will change over time depending on needs and circumstances. Therefore all Standing committees may not always exist in separate form but their duties will generally be carried out. The following shall constitute the Standing committees of ANB and shall provide a general outline of their respective duties.

a) Public Relations – Whose duties shall be to secure favourably publicity for all form of archery and generally promote the ANB through all available media; to edit newsletters and approve its distribution as required for the use of the members of the ANB.

b) 3D Director - Whose duty it shall be to study and report on all matters related to the 3D archery and its tournaments; to liaise with the AC and its affiliated provincial sport organisations; to promote 3D tournaments and provide assistance to clubs by providing them with the latest information available. Also sits on any AC National Committee related to 3D Archery as ANB's representative.

c) AC Director - Whose duty it shall be to study and report on all matters related to the FITA and Field archery and its tournaments; to liaise with the AC and its affiliated provincial sport organisations and to promote FITA and Field tournaments and provide assistance to clubs by providing them with the latest information available. Also sits on any AC National Committee related to FITA and Field Archery as ANB's representative.

d) Membership – Whose duty it shall be to maintain an inventory of cards and issue membership cards to all approved applicants on payment of regular fees and dues, and keep a record of all member's names and addresses.

e) Records and Statistics, – Whose duty it shall be to approve such medals, trophies and awards as may be required for ANB Championship events within the policy limitations approved by the Board of Directors; to provide information and assistance to the host Club; to keep a comprehensive list of medals, trophies and awards of the ANB; and the names of all who win them and to keep an up-to-date record of provincial records by classifications and names of all Field and Target and 3D competitions.

f) Tournament – Whose duty it shall be to promote tournament archery in New Brunswick by encouraging affiliated clubs to bid for the hosting of indoor and/or outdoor tournaments; to reduce or eliminate scheduling conflicts by coordinating tournament dates within New Brunswick, with the Maritimes and the Federation of Canadian Archers; (herein after referred to as Archery Canada (AC)) to prepare a yearly schedule, usually at the early Fall Board of Directors' meeting each year, of ANB sanctioned tournaments on those dates as submitted by NB clubs and as agreed to by the Board, to host ANB sanctioned tournaments, including the Atlantic when it is NB's turn to host

them and distribute the schedule to all ANB affiliated clubs no later than 4 weeks after the early Fall meeting.

g) Archer Development - Whose duty it shall be to plan and execute, using an approach similar to "Athlete for Life" or similar approach adopted by the Board of Directors, the ANB's archer development plan.

h) Judge Development - Whose duty it shall be to study and report on all rules related to the sport of archery and its tournaments and to execute the ANB plan to develop judges and judging expertise in the Province of NB. Also sits on any AC National Committee related to Archery rules and judges as ANB's representative.

i) Coach Development - Whose duty it shall be to study and report on all aspects of coaching development and to execute the ANB plan to develop coaches and coaching expertise in the Province of NB. Also sits on any AC National Committee related to Coaching Development as ANB's representative.

Bylaw 10 – Fiscal Year

10.1 The fiscal year of the ANB shall be determined by the directors.

Bylaw 11 – No quorum of Directors

11.1 If at any time there is no quorum of directors holding office, any voting member or director may call a general meeting of members for the election of directors, which shall be called and be held in the same manner as if in fact, called by the directors.

Bylaw 12 – General

12.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of ANB, shall be signed by the President and the Treasurer.

12.2 On receipt of authorization from the Directors of ANB by vote at a meeting or by mail, the Officers may from time-to-time.

- i) Borrow money on the credit of ANB; or
- ii) Issue, sell, or pledge securities of ANB; or
- iii) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of ANB including book debts, rights, powers, franchises, and undertakings, to secure any securities of any money borrowed, or other debt, or any other obligation of liability of ANB.

12.3 The ANB name or badge may not be used in personal or commercial advertising or for any purpose whatsoever unless approval of the Board of Directors is first obtained. Members shall not enter into, in the name of ANB, or involve ANB in any commercial negotiations or responsibility of any nature without specific approval of the Board. The Board of Directors may,

without authorization from members and by resolution voted on by a majority of Directors approve a policy to develop a brand or marketing logo or name that characterizes the essence of the Association (e.g. Archery NB).

12.4 The rules contained in Roberts' Rules of Order (revised) seventy-fifth Anniversary Edition, shall govern ANB in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of the Special rules of order of ANB.

Bylaw 13 – Amendments

13.1 Any changes or additions to the By-Laws of the ANB, shall, once approved by the Board of Directors, require approval of a majority of the members present at an AGM or special meeting held for that specific purpose.

13.2 Notice of Motion to change the By-Laws shall be provided to all Directors by the Secretary at least twenty-eight (28) days prior to the voting date by any means deemed appropriate and efficient.

13.3 Proposals of Motions by members to alter the By-Laws, shall be submitted, in writing, to each Board member at least one month before the motion will be put before the Board for voting.

13.4 The Bylaws and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these by-laws nor are intended to affect their interpretation.