



RUN NEW BRUNSWICK INC. CONSTITUTION

Run New Brunswick's mission is to promote health, fitness, and camaraderie to people of all ages and abilities through the sport of running.

Article 1. GENERAL

1.1 Name

- 1.1.1 The official English name of the organization is Run New Brunswick Inc. which may henceforth be referred to as "Run New Brunswick" or "Run NB". The official French name of the organization is Course Nouveau-Brunswick Inc. which may be henceforth referred to as "Course Nouveau-Brunswick" or "Course NB".

1.2 Affiliation

- 1.2.1 Run NB is an incorporated member division of Athletics New Brunswick (ANB).
- 1.2.2 The Chair of Run NB is Run NB's official representative with ANB.
- 1.2.3 The administrators of Run New Brunswick Inc. are the Run NB Chairman, Vice-Chairman and Treasurer.

1.3 Official languages

- 1.3.1 English and French are the official languages of Run NB. Either language may be used at any time in meetings, in correspondence or in any other communication, officially and unofficially, by Run NB.
- 1.3.2 This Constitution and all other official documents which may come to exist, such as by-laws, articles of incorporation and the like, must be both readily available to all members of Run NB in both official languages.
- 1.3.3 Whenever possible, all Run NB written materials shall be available in both official languages.

1.4 Definitions

- 1.4.1. Run New Brunswick Board (or "the Board") shall manage the affairs of Run New Brunswick.
- 1.4.2, Board Member: means a member of the Management Board of Run New Brunswick.

1.4.3. Board Meeting: means a meeting of the Management Board of Run New Brunswick.

1.4.4. In-camera sessions: means those sessions during Board Meetings when Board Members agree that minutes are not kept.

1.4.5. Member at Large: means a Board Member that has no specific duties unless assigned by an Officer of Run New Brunswick or the Board but has the same rights and responsibilities as a Board Member.

1.4.6. Officers of Run New Brunswick (of "Officers") means the Chair, Vice-Chair, Treasurer, and Secretary of Run New Brunswick.

1.4.7. Secretary: means the individual, as elected by the Run New Brunswick membership, to record the minutes of each Board Meeting.

1.4.8. Treasurer: means the individual, as elected by the Run New Brunswick membership, to keep record of financial activities of the Board.

1.5 Interpretation

1.5.1 Clause and paragraph headings shall not affect the interpretation of this document.

1.5.2 Unless the context otherwise requires, words in the singular shall include the plural and vice versa.

1.5.3 A reference to writing or written includes fax and e-mail.

1.5.4 A reference to attendance includes attendance in-person and/or electronically.

1.6 Documents and Records

1.6.1 Run New Brunswick shall maintain an electronic copy of its Constitution as amended to date, on its website.

1.6.2 The Officers of Run New Brunswick shall ensure the maintenance of adequate and correct documents and records of account, as well as minutes of the proceedings of the Board and its committees.

1.7 Fiscal Year

1.7.1 The Fiscal Year End of Run New Brunswick shall be that of December 31st of each year.

Article 2. PURPOSE OF RUN NEW BRUNSWICK

2.1 Purpose

2.1.1. Run New Brunswick's focus is on running for adults and children.

2.1.2. Run New Brunswick provides a calendar of running events across the province of New Brunswick.

2.1.3. Run New Brunswick provides encouragement, advice, and expertise to all runners and race directors/organizers including non-members and events.

Article 3. MEMBERSHIP OF RUN NEW BRUNSWICK

3.1 Membership is open to any Canadian citizen who pays the Run New Brunswick membership fee. However, only Canadian citizens residing in New Brunswick are eligible to sit on the Board.

3.2 Membership may be bought for a period of one year or three years. They are valid until Dec 31st respectively.

3.2. Membership fees are subject to change at any Annual General Meeting.

3.3. A table of membership fees is presented in Appendix C.

3.4. Membership applications, renewals and statistics are managed by a person designated by the Board.

3.5. The Membership of sitting Board Members is automatically renewed annually on January 1st, free of charge.

Article 4. MEMBERSHIP OF THE RUN NEW BRUNSWICK BOARD

4.1. A Board Member must be a member in good standing of Run New Brunswick at the time of the election.

4.2. Number and Distribution of Board Members

4.2.1. The Board will consist of up to seven (7) Board Members including the Chair, Vice-Chair, Treasurer, Secretary, and three Members at Large.

4.3 Appointment of Board Members and Officers

4.3.1 A Board Member shall be appointed by a plurality vote of the Membership present at the Annual General Meeting.

4.3.2 Should a position remain unfilled after the vote or should a position becomes vacant, the Board members may recruit and appoint a Member of Run New Brunswick for the said position. Such appointment would be valid until the expiration of the term.

4.4 Term of Office for Board Members

4.4.1 The Term of Office for a Board Member shall be one (1) year or until Run NB holds its next AGM which ever happens last, without exceeding a period of 15 months.

4.4.2 The Term of Office for a Board Member shall be terminated if the Board Member resigns or is removed from Office in accordance with Article 4.7.

4.4.3 If a Board Member resigns during their term, the Board may recruit a replacement from the membership.

4.5 Confidentiality

4.5.1 All meetings of the Board will be held on a confidential basis to facilitate the free flow of information at such meetings. It shall be the duty of members of the Board to ensure that matters discussed or information provided at meetings of the Board are treated on a confidential basis, and in particular are not discussed outside such meetings.

4.6 Conflict of Interest

4.6.1 Board Members shall declare a conflict of interest when they, members of their immediate families or their employer may have a personal or financial interest in an issue that is before Run New Brunswick for consideration that a reasonable, well-informed person might perceive as influencing one's judgment while carrying out their

duties and responsibilities as a Board Member.

4.6.2 In the event that a Board Member has a conflict of interest with respect to a matter under consideration at a Board Meeting, the member must:

- declare the conflict of interest at the beginning of the meeting and before the matter is discussed;
- refrain from participating in the discussion
- of the matter; refrain from voting on the matter; and
- refrain from attempting to influence another member of the Board before, during or after the consideration of the matter.

However, if at the request of the Board or at the request of a committee of the Board, the given Board Member may still provide pertinent factual information to assist the Board or committee.

4.6.3 The declaration of the conflict of interest will be recorded in the minutes of the given Board Meeting

4.7 Removal and Resignation of Board Members

4.7.1 A Board Member may resign at any time by providing a written notice of resignation to the Board.

4.7.2 A Board Member will be removed from office when:

- the Board Member dies;
- the Board Member is no longer a member of Run New Brunswick;
- the Board Member is convicted of any criminal offense;
- the Board Member has a mental or physical impairment that would prevent them from fulfilling their duties;
- the Board Member, because of inappropriate conduct, as determined through Run New Brunswick's discipline policy, is asked to remove themselves from the board.

Article 5. OFFICERS OF RUN NEW BRUNSWICK

5.1 Officers

5.1.1 The Officers of Run New Brunswick will be the Chair, Vice-Chair, Treasurer, and Secretary.

5.2 Titles and Duties of Each Officer

5.2.1 The titles and duties of the Board Members are set out in Appendix A entitled "Board Members Duties".

Article 6. MEETINGS

6.1 Meeting Chair

6.1.1 Any meeting of the Run New Brunswick membership or the Board shall be presided by the Chair, or, if absent, by the Vice-Chair, or, if absent, by a person designated by the Board.

6.2 Quorum and Meeting Attendance

6.2.1 **Sixty percent (60%)** of Board Members shall be present to constitute a quorum at any meetings of the Board.

6.2.2 All Board Members are expected to attend all regular and special Board Meetings as required.

6.2.3 At its discretion, the Board may invite guests (members and/or non-members) to make presentations or participate in debate but the said guests are not eligible to make or vote on any motion.

6.3 Voting

6.3.1 Every Board Member present (physically or virtually) at a meeting may vote, including a Board Member who is acting as the Meeting Chair.

6.3.2 When adding a new Board Member to the Board or removing a sitting Board Member from the Board, a two-thirds majority (66%) of the Board is required to pass any related motions. All other votes on a motion require only a simple majority.

6.3.3 Voting shall be by a show of hands or by vocal response, unless otherwise indicated by the Meeting Chair.

6.3.4 A Board Member may request a ballot vote before an initial vote, or a ballot vote after an initial vote.

6.3.5 Proxy votes are not permitted.

6.3.6 Mail-in ballots are permitted.

6.3.7 Unless otherwise mentioned in the Constitution, motions at Board Meetings are carried by a majority of votes cast.

6.4 Regular Meetings

6.4.1 Regular Board Meetings take place, at least, once per quarter, at the time and location that is convenient for the majority of Board members.

6.5 Annual General Meeting

6.5.1 Run New Brunswick shall hold an Annual General Meeting each year.

6.5.2 The Annual General Meeting will take place within six (6) weeks after the end of the Fiscal Year.

6.5.3 At the Annual General Meeting, the Board must present a written report on the status of their work and of their committee(s). It must also present a financial report. The Board may also report on any other matter or issue.

6.5.4 Upon completion of presentation of the reports, an election of the Board will be held.

6.5.5 Members interested in a position on the Board will be asked to declare their interest in volunteering in that capacity at the Annual General Meeting. That said, prior the Annual General Meeting, the Board must form a Nomination Committee which will recruit interested members to sit on the Board. While not mandatory, the said Committee will focus on diversity, expertise and knowledge, it will also display special efforts to avoid a concentration of interest including family/personal links between candidates.

6.5.6 The following items must be ratified by the Board at a regular meeting and

can only be changed by passing a motion and a vote at the Annual General Meeting:

- membership
- race fees
sanction
- membership fees

6.6 Special Meeting

- 6.6.1 A Special Meeting may be called at any time by either the Chair or the Vice-Chair, provided that twenty-four hours' notice of the meeting and its purpose has been given to all Board Members.
- 6.6.2 The Chair shall call a Special Meeting on the receipt of a written request to that effect, specifying the purpose for which the meeting is desired and signed by at least four Board Members. Should the Chair fail to do so within seven days, the Vice-Chair or any two Board Members shall call the meeting.
- 6.6.3 No business shall be transacted at a Special Meeting unless notice thereof has been given.

6.7 In-camera sessions

- 6.7.1 In-camera sessions may be held during any Board Meetings.

6.8 Notice

- 6.8.1 At least seven (7) days' notice shall be provided to the Board of the date and place of any meetings of Run New Brunswick.
- 6.8.2 A Board Member may waive any notice required by these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the Board Member entitled to the notice, and delivered to the Board for inclusion in the minute book. Notwithstanding the foregoing, a Board Member's attendance at or participation in a meeting waives any required notice to the Board Member of the meeting unless the Board Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

6.9 Record of Meetings

- 6.9.1 The Secretary shall record the minutes of each and all Board Meetings and the Annual General Meeting.
- 6.9.2 The Secretary shall share each record of the minutes with the Board within ten (10) days of the completion of each Board Meeting.
- 6.9.3 The Secretary shall prepare minutes of the Annual General Meeting within ten (10) days of the meeting's adjournment, and post the said minutes on the Run NB website within thirty (30) days of the meeting's adjournment. The Secretary shall also present the said minutes for approval/modification by the members at the next Annual General Meeting.

Article 7. EXECUTION OF INSTRUMENTS

7.1 Ordinary and/or Extra-ordinary activity

- 7.1.1 All deeds, leases, transfers, contracts, bonds, notes and other instruments and obligations to be entered into by Run New Brunswick require prior ratification by the Board and may be executed on behalf of Run New Brunswick by the Chair, or a Board Member designated by the Board.

Article 8. COMMITTEES

8.1 Ad-hoc Committees

- 8.1.1 Any Board Member with a particular relevant and common interest to Run New Brunswick may form an ad-hoc committee at any time, subject to prior approval by the Board.
- 8.1.2 Each ad-hoc committee shall be aligned with the Purpose of Run New Brunswick. Ad-hoc committees are to be appointed, as the need arises, to carry out specified tasks, at the completion of which it automatically ceases to exist.
- 8.1.3 Ad-hoc committee members will be appointed by the Board.
- 8.1.4 The proceedings of each ad-hoc committee must be reported on at each Board Meeting until the point at which the ad-hoc committee is dissolved.
- 8.1.5 Ad-hoc committees can be dissolved by resolution of the Board.

Article 9. FINANCES

9.1 Run New Brunswick is a non-profit organization.

- 9.1.1 Monies are raised through collection of membership fees, race sanction fees, Run NB special events, sponsorship contributions and the sales of Run New Brunswick merchandise.
- 9.1.2 The income and property of Run New Brunswick is to be applied solely to the objects of Run New Brunswick.
- 9.1.3 No portion of income or property can be paid, transferred, distributed directly or indirectly to members or non-members of Run New Brunswick. However, nothing prevents payment in good faith or remuneration to any Officer of Run New Brunswick or any person for services rendered for Run New Brunswick.
- 9.1.4 All monies received by Run New Brunswick are to be deposited in a bank account established solely for Run New Brunswick. Payment for all accounts shall be made from there.
- 9.1.5 The Treasurer is responsible for all banking.
- 9.1.6 The Treasurer, Chair and one other designated board member shall have cheque signing authority.
- 9.1.7 The Treasurer and one of the other signatories must sign all cheques.
- 9.1.8 The annual financial report is prepared by the Treasurer and is presented at the Annual General Meeting.

Article 10. AMENDMENTS

10.1 The procedure for amending the Run New Brunswick constitution/bylaws is presented in Appendix B.

10.2 This constitution replaces and supersedes any other Run New Brunswick constitution.

10.3 This constitution is effective _____, 2022.

Appendices to the Run New Brunswick Constitution

- A- Board Members Duties
- B- Policies and Procedures
- C- Membership Fee Schedule
- D- Run New Brunswick Code of Conduct

Appendix A: Board Members Duties

Chair

The Chair's duties include, but are not limited to :

- chairing the Board meetings and the Annual General Meeting
- providing direction and goals to the Board for the current year
- attending external meetings (e.g., trade or development sessions, insurance)
- maintain communications with Run New Brunswick members and race directors as required
- preparing a Chair's report for the regular monthly meetings
- preparing a Chair's report for the Annual General Meeting

Vice Chair

The Vice Chair's responsibilities include, but are not limited to:

- chairing Board meetings in the Chair's absence
- attending external meetings at the request of the Chair
- aiding the Chair with any Chair duties at the request of the Chair

Treasurer

The Treasurer's responsibilities include, but are not limited to:

- collecting payment from members, races and sponsors
- depositing payments
- reimbursing and paying expenses incurred in Run New Brunswick's operation
- maintaining accurate records of all financial transactions
- preparing an income statement and balance sheet for regular monthly meetings
- preparing an income statement and balance sheet for the Annual General Meeting
- thirty (30) days after the Annual General Meeting, the Treasurer shall file with the appropriate authority, if required, a statement in the form of a balance sheet showing general particulars of its liabilities and assets and the statement of its income and expenditure in the preceding year signed by the Chair and the Treasurer.

Secretary

The Secretary's responsibilities include, but are not limited to :

- taking minutes at the Board meetings and at the Annual General Meeting
- providing Board meetings' minutes to the Board members within 10 (ten) days of the meeting's adjournment
- preparing the Annual General Meeting's minutes within ten (10) days of the meeting's adjournment, and post the said minutes on the Run NB website within thirty (30) days of the meeting's adjournment.

- present the Annual General Meeting's minutes for approval/modification by the members at the next Annual General Meeting.
- preparing and distributing an agenda for each monthly meeting and the Annual General Meeting

Members at Large

The responsibilities of the Members at Large include, but are not limited to:

- volunteering to participate in committee work
- contributing to Board discussions
- taking special mandates from the Board

Appendix B: Policies and Procedures

1 Procedure for Amending the Constitution.

- 1.1 The Chair of Run New Brunswick will form a Constitutional Review Committee, consisting of three to four Board members including the Chair. It will be at the discretion of the Chair to invite general members to join the committee.
- 1.2 The committee will propose any changes.
- 1.3 The committee will report back to the Board with the proposed changes.
- 1.4 The Board will review the proposed changes and either approve, not approve, or approve with modification.
- 1.5 The committee will present the Board with a final version of the constitution's proposed changes for final review.
- 1.6 When the constitution's proposed changes have been approved by the Board, the proposed changes will be shared with the membership for their review, at least 30 days prior to the Annual General Meeting.
- 1.7 The membership will propose any changes or amendments to the Chair, or the Constitutional Review Committee member designated by the Chair.
- 1.8 At the Annual General Meeting, members may submit further amendments to the proposed changes.
- 1.9 At the Annual General Meeting, a motion will be tabled to accept the constitution as amended.
- 1.10 The vote will carry if accepted by 66% of the members attending the Annual General Meeting.

2 Policy on Board Meeting Attendance

- 2.1 Board members are expected to attend all Board meetings.
- 2.2 If a Board member cannot make it to a meeting, at a minimum, that person should let the secretary know that they will be absent. If possible, a brief report should be submitted by e-mail in advance of the meeting to the Board.
- 2.3 Chronic absenteeism affects the ability of the Management Board to move forward with its work for the members of Run New Brunswick. The Board can only function if everyone who volunteers to serve on it does their duties. Board members who find that they are serially unable to attend meetings should discuss with the Chair whether they should step down from the Board or if there is some accommodation that can be made.

Appendix C: Membership Fee Schedule

Annual rates

\$25 / person

\$25 for 1st family member, \$15 for 2nd family member, \$5 for each additional member living at the same address

\$20 / student

\$75 / person 65 years old and over Lifetime

Free to deserving members

Three-year rates

\$60 / person

\$60 for the 1st family member, \$10 for the 2nd family member, \$5 for each additional member living at the same address

\$25 / student

Lifetime

Appendix D: Run New Brunswick Code of Conduct

1 Run New Brunswick Code of Conduct

1.1 Run New Brunswick is committed to providing an environment in which all individuals are treated with respect. Further, Run New Brunswick supports equal opportunity and prohibits discriminatory practices.

1.2 Members of Run New Brunswick and participants in Run New Brunswick's programs and activities are expected to conduct themselves at all times in a manner consistent with the values of Run New Brunswick. Conduct that violates these values may be subject to sanctions pursuant to Run New Brunswick's

1.3 Discipline Policy.

1.3.1 All organizers, coaches, officials, athletes, managers, volunteers, staff and members of Run New Brunswick have a responsibility to:

- Maintain and enhance the dignity and self-esteem of members and participants of Run New Brunswick by:
 - a) Demonstrating respect to individuals regardless of gender, ethnic or racial origin, sexual orientation, age, marital status, religion, political belief, disability or economic status;
 - b) Focusing comments or criticism appropriately and avoiding public criticism of athletes, coaches, officials, organizers, volunteers, staff and members;
 - i) Consistently demonstrating the spirit of sportsmanship, sports leadership and ethical conduct and practices;
 - ii) Ensure that the rules of the sport, and the spirit of such rules, are adhered to.
 - c) Abstain from the use of alcohol, cannabis and tobacco while participating at Run New Brunswick athletic events.
 - d) Take reasonable steps to manage the responsible consumption of alcoholic beverages and cannabis in social situations associated with Run New Brunswick events.
 - e) Abstain from the non-medical use of drugs or the use of performance-enhancing drugs or methods.
 - f) Refrain from any **behavior** that constitutes harassment (**e.g.** comment or conduct, directed towards an individual or group, which is offensive, abusive, racist, sexist, degrading or malicious).
 - g) Refrain from any **behavior** that constitutes sexual harassment (**e.g.** unwelcome sexual advances or conduct of a sexual nature when submitting to or rejecting this conduct influences decisions which affect the individual, such conduct has the purpose or effect of diminishing performance, or such conduct creates an intimidating, hostile or offensive environment).
 - h) Comply at all times with the Constitution, Bylaws, policies, rules and regulations of Run New Brunswick, as adopted and amended from time to time, including complying with any contracts or agreements executed with Run New Brunswick.