

NorthWords Writers Festival Society
Approved by Board of Directors on December 14, 2020
Constitution and Bylaws

PART 1 CONSTITUTION

1. The name of the Society is: NorthWords Writers Festival Society
2. The objects of the Society are:
 - To contribute to the literary culture of the Northwest Territories
 - To support and promote First Nation, Métis, Inuit and northern writers
 - To create and manage an annual writers' festival
3. The operations of the Society are to be chiefly carried out in Yellowknife, NT

PART 2 GOVERNING BYLAWS

1.1 Definitions

“Bylaws” are the Bylaws of NorthWords Writers Festival Society and relate generally to the conduct of the affairs of the Society.

In these Bylaws, unless the context otherwise specifies or requires:

“Act” means the Northwest Territories (NWT) Society Act as from time to time amended, and every statute that may be substituted for it. In the case of such substitution, any references in the Bylaws of the Society to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.

Bylaws mean any Bylaw of the Society in force or effect at any time.

“Ex-officio” means an appointment “as of right” and, unless otherwise indicated, any such appointment carries with it no voting privileges in this capacity.

“Board of Directors” means the Board of Directors of the Society. The Board of Directors shall consist of up to twelve members of the Society elected at the Annual General Meeting (AGM), but shall not include the Executive Director.

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“Executive Officer” means a member elected by the Board of Directors from within the Board to any one of the following positions: President, Vice-President, Secretary, or Treasurer.

“Executive Director” is the manager of the Society, responsible for the general operation and administration of the Society on a day to day basis and providing support to the Board of Directors. The Executive Director reports directly to the President and shall be subject to the authority of the Board of Directors.

“Extraordinary Resolution” means a resolution passed at a general or special meeting of which notices have been posted, in accord with these Bylaws, specifying the intent of the meeting.

2. AUTHORITY AND MEMBERSHIP

2.1 Incorporation

NorthWord’s incorporating documents, i.e.: Constitution, Bylaws, shall be subject to the approval of the Membership.

2.2 Residual Authority

In the event of any conflict or inconsistency between the Bylaws and society policies, the Bylaws shall govern.

2.3 Limitation of Authority

The Society shall at all times observe and be subject to the Societies Act and its regulations.

2.4 Membership

- All individuals are eligible for admission to membership in the Society upon payment of the membership fee set by the Board of Directors
- Any member whose conduct is considered detrimental to the Society may be expelled by a resolution passed by a majority of the directors of the Society

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2.5 Forms of Membership

- Individual membership is achieved by payment of an annual membership fee
- Honorary membership is held in perpetuity and is open to any person whom the Society wishes to recognize for their contribution to the literary arts in the NWT. Such person is selected by a majority of the Board of Directors.

2.6 Membership Voting Entitlement

Individual members and honorary members in good standing shall have voting privileges in the Society at the AGM and Special Meetings. Paid NorthWords staff are not entitled to vote.

3. BOARD OF DIRECTORS

3.1 Board Responsibilities

- a) The Board of Directors are responsible for conducting the affairs of the Society in accordance with its objects, Bylaws, and the Societies Act.
- b) The Board of Directors are the general governing body of the Society with responsibility for issues of budget, strategy, scope of operations, Bylaws, and policies.
- c) The directors are responsible to prepare for and regularly attend Board meetings.

3.2 Board Election Process

- a) In order to be eligible for election to the Board an individual must be a member in good standing of the Society.
- b) An individual member of the Society may be selected to serve on the Board by the members during the Annual General Meeting.
- c) Notice of open nominations to the Board shall be announced in conjunction with the notice of the Annual General Meeting.
- d) Voting for Board members shall take place at the Annual General Meeting.

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3.3 Board Executive Officers

- a) Executive officers consisting of a President, Vice-President, Secretary, and Treasurer shall be elected through ordinary resolution at the first meeting of the incoming Board of Directors following the Annual General Meeting.
- b) The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.
- c) The Secretary is responsible for keeping minutes of all meetings of the Board of Directors, of the Executive Committee and members. The Secretary is responsible for the preparation and custody of all minutes.

3.4 Replacement of Directors

A majority of directors may appoint any member of the Society to fill a vacancy in their numbers and any director so appointed holds office until the next Annual General Meeting.

3.5 Termination of Directors

Any director may be expelled by a majority vote of directors for just cause outlined in the Board Governance Policies.

3.6 Director's Term of Office

When elected/selected at an AGM a Board member shall serve a term of two (2) years.

3.7 Conflict of Interest

A director who is directly or indirectly interested in a contract or proposed contract with the Society shall immediately disclose such interest to the Board of Directors. For more details on the Society's conflict of interest refer to Board Governance Policies.

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3.8 Remuneration

Board of Directors will not be remunerated for regular Board meetings. A director may be remunerated for contractual participation in festivals/special events as per parameters set out in the Governance Conflict of Interest policy.

4. MEETINGS

4.1 Annual General Meeting

An Annual General Meeting of the Society must be held between 31 and 180 days after the date of the fiscal year end. AGM's are held at the call of the President.

4.2 Special Meetings

Any ten people of the general membership may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen (15) days after receipt of such request.

4.3 Notice of Meetings

Notice of any general or special meeting must be given at least seven (7) days prior to the date set for the meeting by the positing of notices of such meetings at conspicuous points throughout the area of operations and/or by publication in a newspaper of general circulation, such notice to set forth the time, place, and business to be transacted at such meeting.

4.4 Quorum at General/Special Meetings

Ten percent (10 %) of the paid members constitutes a quorum at all general/special meetings.

4.5 President Presides

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The President or, in their absence the Vice-President, presides at all general or special meetings. If the President or Vice-President is not present at a meeting, the meeting will elect a chair for the purposes of that meeting only.

4.6 Business of the Annual General Meeting

The following business may be conducted at the Annual General Meeting of the Society:

- a) Review and adoption of previous AGM minutes
- b) Presentation of the Society's annual Financial Statements
- c) Presentation of the President's Report
- d) Presentation of the Executive Director's Report
- e) Revisions to the Constitution and Bylaws
- f) Review of the Society's general policy or direction
- g) Elections of the Board of Directors in accordance with the Bylaws

4.7 Minutes of Meetings, Books and Records

All books and records of the Society must be open to the inspection of the members at each annual general meeting.

4.8 Attendance at Board Meetings

All Board meetings will be attended by the directors and Executive Director of the Society. Invited guests may attend if approved by the President or the chair of the meeting.

4.9 Quorum at Director's Meetings

A majority of directors will constitute a quorum at any director's meeting. Decisions are determined by a majority of votes cast on the question.

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5. FINANCIAL

5.1 Borrowing Power

The directors may, by majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

5.2 Disposal of Funds

All funds received must be deposited into the Society's bank accounts and all disbursements must be made according to the Governance policies.

5.3 Auditor

At the annual general meeting an auditor may be elected for the ensuing year.

5.4 Financial Statements

An annual financial statement signed by two directors if there is not an auditor, must be presented for inspection of the members at the AGM.

5.5 Fiscal Year

The fiscal year of the Society ends on the 31st day of March each year.

5.6 Distribution of Assets

Upon the dissolution of the Society all remaining assets must be distributed to the NWT Literacy Council, a society registered pursuant to the Income Tax Act.

6. ARBITRATION

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Any dispute arising in the circumstances set out in section 7 of the Societies Act must be decided by arbitration under the Arbitration Act.