

# BYLAW NO. 1

## National Emergency Nurses Association

### SECTION 1 – GENERAL

#### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
2. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "board" means the board of directors of the Corporation and "director" means a member of the board;
4. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
5. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
6. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
7. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
8. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
9. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### 1.02 Interpretation

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and corporations.

#### 1.03 Registered Office

The Registered Office of the Corporation shall be at the location of Wilder, Wilder & Langtry, Winnipeg, Manitoba.

The Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or laws are regularly and properly kept.

#### **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any of its Directors, where board approval has been attained by resolution. In addition, the board may from time to time direct the manner in which, and the person or persons by whom a particular document or type of document shall be executed. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation

#### **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors.

#### **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted as such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.07 Annual Financial Statements**

The annual financial statement will be made available to members within six (6) months of the financial year end. Any member may, upon written request to the Board of Directors, obtain a copy.

In keeping with the requirements of the Act, the members shall, at each Annual Meeting, authorize a Review Engagement or an Audit of the accounts of the Corporation.

#### **1.08 Remuneration**

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his duties.

A Director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

## **SECTION 2 – MEMBERSHIP**

**2.01** Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members.

### **Class A Members**

**Class A Membership** is open to all Registered Nurses interested in emergency nursing practice who are members of affiliated Provincial Emergency Nursing Associations, including, but not limited to, those involved in inter alia, practice, research, management and education. Registered Nurses resident in a province in which there does not exist an affiliated provincial emergency nursing association are eligible for voting membership by becoming members through the office of the National Emergency Nurses Association.

- i) The term of Class A membership will be annual, subject to renewal of their yearly dues.
- ii) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- iii) Class A members may petition and requisition the Board of Directors at any time and may participate in the nominations and elections of Board members as prescribed by these bylaws.

### **Class B Members**

**Class B Membership** is open to all individuals, other than Registered Nurses, who are interested in furthering the objects of the corporation, are members of an affiliated Provincial Emergency Nursing Associations.

- i) The term of Class B membership will be annual, subject to renewal of their annual dues
- ii) Class B members receive all the benefits of membership in the Corporation, with the exceptions of the right to vote in the Annual Members meetings; or to be elected to the Board of Directors.

## **2.02 Notice of Meetings of Members**

Notice of the time and place of a meeting of members shall be given to each

member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.

### **2.03 Absentee Voting**

The Board of Directors may prescribe, at its discretion, the use of mail in or email ballots to enfranchise eligible voters at either Board of Directors meeting, or Members meetings. Instructions for the completion and return of ballots will be delineated clearly on both the notice for said meetings, and on the agenda to be circulated in advance of such meetings. Instructions for completing and returning ballots shall include:

- i. a deadline for the return of ballots,
- ii. a return mail in or email address,
- iii. a clearly worded resolution requiring the voter to express approval or disapproval, and
- iv. a clearly marked section on the ballot to enter approval or disapproval.

All ballots will be collected and tabulated, protecting the identity of the member, by the Board Secretary between the ballot return deadline and the commencement of the Board of Directors, or Members meeting. The Secretary shall report to the meeting the results of the ballot returns.

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION**

### **3.01 Membership dues**

Membership dues shall be as directed by the Board of Directors. Any subsequent increase in membership fees must be approved by a majority of the Board of Directors and sanctioned by a majority vote of the members at the Annual meeting.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies;
- b) a member fails to maintain any qualifications for membership described in section 2.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist

### **3.03 Discipline of Members.**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that they are suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20)

days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.01 Annual Meeting**

There shall be at least one meeting of the Members each year.

Members of the Corporation may petition the Board of Directors to hold a Special General meeting of the Members providing they have requisitioned support from five percent (5%) of the current Members in good standing. The Members petition for a Special Members meeting shall be sent to the President or Secretary of the Corporation by registered mail. The Board of Directors shall, within thirty (30) days of receipt of a Members petition, shall confirm and provide notice to all members for the time and place for a Special Meeting of the members

### **4.02 Quorum**

A quorum of any meeting of the members shall be a minimum of 25 members. If a quorum is present at the opening of a meeting of the member, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **SECTION 5 – DIRECTORS**

### **5.01 Number of Directors**

The Board of Directors shall be composed of 5-12 members.

### **5.02 Election and Terms**

Board Directors shall be elected by the members every year at the Annual Members meeting. All Board positions shall be elected for a term of two (2) years, save for and except Board member nominations intended to fill the President and Treasurer Officer roles. The Board member identified by the nominations process to fill the President Officer role shall be elected for a four (4) year term, to enable a one year preparatory period as President-Elect, two years as President, and one year as Past President. The Board member identified by the nominations process to fill the Treasurer Officer role shall be elected for a four (4) year term.

Directors, including the first directors of the Corporation, shall be eligible for re-election at the Annual Meeting of members.

### **5.03 Nomination Committee**

The Board of Directors shall appoint a Nominations Committee to develop a Nominations Process and propose a slate of candidates to fill Board vacancies every year. Once approved by the Board of Directors, the proposed slate of nominated Board candidates shall be presented to the membership via a clearly written resolution, and a deadline for response and tabulation. The written Board elections resolution shall be sent to members no less than 30 days (and not more than 60 days) before the Annual Members Meeting. Members will respond to the written resolution via an on-line confidential ballot which must be received by the Secretary by the deadline prescribed by the Nominations Process. Results of the board elections ballot results will be tabulated by the Secretary and reported to the Annual Members Meeting.

- 5.04** Members may nominate Board Directors outside of the Nominations Process, or make a Proposal of any kind to the Annual Members Meeting, providing they have secured 5% of the members to be signatories to each Proposal. Members must provide the Board of Directors with any Proposals of nomination or resolutions, for the Annual Meeting, no later than 90 days before the anniversary of the previous annual meeting. The Board of Directors shall include any such Member Proposals in the agenda and notice for Annual Members Meetings.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

There shall be at least one meeting of the Board of Directors each year. A meeting of the Board may be scheduled at any time providing that a majority of the Board members have approved and agreed to such a meeting.

### **6.02 Notice of Meeting**

Any Board member may call a meeting of the Board providing that they have sent, in writing to each Director, thirty (30) days notice of such a meeting. An urgent or emergency meeting may be called by the President, or any three (3) directors, upon providing three (3) days written notice to each Board Director.

- 6.03** Meetings of the Board of Directors or meetings of the Members of the Corporation may be held by electronic means or by teleconference, providing all Board members may hear the meeting and each other simultaneously.

### **6.04 Vote to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

## **6.05 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **SECTION 7 – OFFICERS**

### **7.01 President**

The President shall be the Chief Executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

In the absence or disability of the President, the President-Elect, or if the President-Elect is not available, the Past President, shall preside pro tem at any meeting of the Board of Directors.

### **Treasurer**

The Treasurer shall have the custody of the funds and securities of the Corporation and shall supervise the full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall approve disburse of the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and statement of financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

### **Secretary**

The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers therefore and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings for the members and of the Board of Directors, and shall perform such



other duties as may be prescribed by the Board of Directors or President, under whose supervision here shall be. He shall also perform such other duties as may from time to time be directed by the Board of Directors. All minutes of the Board of Directors and its committees shall be available to the general membership through a request of the Secretary

## **Directors**

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **7.02 Vacancy in Office**

The office of a Director shall be automatically vacated:

- a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
- b) if he is found to be or becomes of unsound mind or body;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) if at a Special General meeting of members a resolution is passed by a majority of the members present at the meeting that he be removed from office;
- e) on death;
- f) on acquiring a permanent place of residence outside of Canada;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation until the next Annual Members Meeting.

## **SECTION 8 – NOTICES**

### **8.01 Method of Giving Notices**

Any notice to be given, other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered in person to whom it is to be given or if delivered to the person's address as shown in the records of the corporation, or in the case of notice to a director to the latest address as shown in the notice that was sent by the Corporation in accordance with section 128 or 134 of the Act; or
- b) if mailed to the person's recorded address by prepaid ordinary or air mail; or
- c) if sent by telephonic, electronic or other communication facility as such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 or the Act

A notice so delivered, in person, by mail, by telephonic, electronic or other communication facility, shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **8.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **8.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee or the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **SECTION 9 – DISPUTE RESOLUTION**

#### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be

resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law

## **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers committee members, employees or volunteers of the corporation as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties;
- c) if the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind, The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **SECTION 10 – EFFECTIVE DATE**

### **10.01 Effective date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_ day of \_\_\_ 2014 and confirmed by the members of the Corporation by special resolution on the \_\_\_ day of \_\_, 2014

Dated as of the \_\_\_\_\_ 2014

\_\_\_\_\_ Director

\_\_\_\_\_ Director