



NATIONAL EMERGENCY NURSES ASSOCIATION

PROPOSAL TO AMEND BY-LAWS

Proposal #	Section Heading and #	Sub-Category and #	Proposed By
	5.06 vacancy in office		Stephanie Carlson

Current By-Law Language	Proposed Changes
5.06 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 or designate 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 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; g) if a Director fails to attend a minimum of three consecutive Board meetings or fails to attend all meetings within a calendar year, whichever is the minimum.	I propose the addition of an additional criteria by which the office of a director shall be automatically vacated: h) if a Director is found to be in violation of the NENA <i>Conflict of Interest</i> policy; i) if a Director, by consensus of the Board, is deemed to be guilty of malfeasance

Comments and Recommendations

If there were a way to extend this to members of appointed committees, I would also include them.

Rationale

Directors should be above reproach. Any question regarding the personal integrity of directors has the potential to damage NENA's reputation and—absent any effort at remediation, may create legal liability.

Benefits

The concept of malfeasance is not addressed in policy or bylaws.

Please provide feedback to the proposed By-Laws by Friday, May 5, 2017

Submissions to secretary@nena.ca