Registered Nurses’ Association of Ontario

BYLAWS
2008
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1.0 GENERAL

1.01 HEAD OFFICE

The head office, hereinafter referred to as provincial office, of the Registered Nurses’ Association of Ontario, hereinafter referred to as the Association, shall be located in Metropolitan Toronto and at such place therein as the Board of Directors may, from time to time, determine.

1.02 SEAL

The seal, an impression of which is stamped in the margin, shall be the corporate seal of the Association.

1.03 DIVISION INTO REGIONS

(1) The Association shall be divided into 12 regions.

(a) There shall be two categories of regions:

(i) Regions with chapters, and
(ii) Region without chapters

(b) A region shall apply to the Board of Directors for approval to change categories.

(2) The areas of the regions shall be:

(a) Region 1:
Counties of Essex, Chatham-Kent and Lambton

(b) Region 2:
Counties of Huron, Perth, Oxford, Elgin and Middlesex

(c) Region 3:
Counties of Brant, Hamilton-Wentworth and Niagara

(d) Region 4:
Regional municipalities of Peel, Halton and Waterloo, the counties of Wellington and Dufferin and part of the regional municipality of York as may be, which shall be that portion including Schomberg, Nashville, Nobleton and Woodbridge.

(e) Region 5:
Counties of Bruce, Grey and Simcoe, Districts of Muskoka and Parry Sound

(f) Region 6:
Such parts of the municipality of Metropolitan Toronto and the Regional Municipality of York as fall within the following boundaries: Lake Ontario, north along Etobicoke Creek to Dundas Street; east on Dundas Street to Indian Line; north on Indian Line to Steeles Avenue; east on Steeles Avenue to Highway 27; north on Highway 27 to Highway 9; east along Highway 9 to Bathurst Street; south on Bathurst Street to Steeles Avenue; east on Steeles to Highway 11 (Yonge Street); south on Highway 11 (Yonge Street) to Lake Ontario.

(g) Region 7:
Such parts of the municipality of Metropolitan Toronto and the Regional Municipality of York as fall within the following boundaries: north from Lake Ontario along the Pickering Townline to Steeles Avenue; west on Steeles Avenue to Highway 48 (Markham Road); north on Markham Road to Regional Road 32; east on Regional Road 32 to Regional Road 23; north on Regional Road 23 to Lake Simcoe; west along shores of Lake Simcoe to Holland River; south on Holland River to boundaries of York-Durham and York; south on Bathurst Street to Steeles Avenue; east on Steeles Avenue to Highway 11 (Yonge Street); south on Highway 11 (Yonge Street) to Lake Ontario.
(h) Region 8:
Counties of Victoria, Peterborough, Northumberland, Prince Edward and Hastings, the Regional Municipal of Durham, and the County of Haliburton.

(i) Region 9:
Counties of Lennox and Addington; Renfrew; Lanark; Frontenac; Leeds and Grenville; Stormont, Dundas and Glengarry; and Prescott and Russell

(j) Region 10:
The City of Ottawa

(k) Region 11:
Territorial districts of Nipissing, Manitoulin, Sudbury, Algoma, Cochrane and Timiskaming, and the regional municipality of Sudbury; and

(l) Region 12:
Territorial districts of Thunder Bay, Rainy River and Kenora.

(3) The references in bylaw 1.03(2) are in all cases to the Ontario/Canada Official Road Map, published by the Ministry of Transportation and Communications and the Ministry of Industry and Tourism, and in the case of the Municipality of Metropolitan Toronto, as determined, from time to time, by a resolution of the Board of Directors of the Association.

1.04 PROPERTY OF THE ASSOCIATION

It shall be the duty of every member, officer, chair or member of any committee or employee of the Association to turn over on the termination of membership, office, chair or employment, to the Association all property of the Association which is within her/his possession, custody or control.

1.05 FISCAL YEAR

The fiscal year of the Association shall end on the 31st day of October in each year.

1.06 AUDITORS

(1) The voting delegates shall appoint at each annual meeting one or more auditors to hold office until the close of the next annual meeting and may authorize the Board of Directors to fix the remuneration of such auditors.

(2) In the event that any such auditor so appointed shall resign, die or otherwise cease to act prior to the expiration of the term of office, the Board of Directors of the Association may appoint a replacement for the unexpired portion of such term.

2.0 MEMBERSHIP

2.01 TYPES OF MEMBERSHIP

Membership in the Association shall be regular, emeritus, honourary, retired, currently unemployed, and new graduate.

2.02 REGULAR MEMBER

(1) Any practising and any non-practising nurse may become a regular member upon payment in accordance with bylaw 2.09(2) of the fee prescribed in bylaw 2.09(1) and thereby be entitled to all the privileges of membership.

(2) “Nurse” means a person who holds a General Class Certificate of Registration in good standing, as a registered nurse (see Ontario Regulation 275/94) made under the Nursing Act, 1991 (1,2)1), and whose certificate is currently not under suspension.
(3) A regular member shall become, automatically and at the expense of the Association, a member of the Canadian Nurses Association and the International Council of Nurses and thereby be entitled to all the privileges of membership therein.

2.03 NEW GRADUATE MEMBER

(1) Any person who has graduated from a basic nursing program within the last year, and who is eligible to write the Canadian Nurses Association Testing Services registration examination, may become a new graduate member of the Association for the membership year commencing immediately following such graduation provided the new graduate member is not otherwise a member of the Association.

(2) A new graduate member of the Association shall be and have all the rights and privileges of regular members, excluding those benefits exclusively available to Registered Nurses.

2.04 CURRENTLY UNEMPLOYED

(1) Any Registered Nurse who is currently unemployed may become a member of the Association upon payment in accordance with bylaw 2.09(2) of the fee prescribed in bylaw 2.09(1).

(2) The definition of “nurse” shall be the same as outlined in bylaw 2.02(2).

(3) Members in this category shall have all the rights and privileges of regular members.

(4) Members shall provide documentation of their unemployment status.

2.05 TRANSFER OF CNA MEMBERSHIP FROM OTHER PROVINCIAL ASSOCIATION

(1) A nurse who is a member of the Canadian Nurses Association through membership in another provincial or territorial nurses association for the current year may be granted transfer of membership to this Association upon payment of the fee prescribed under bylaw 2.09(1) for the year of transfer if the nurse is or has been a holder of a General Class Certificate of Registration under the Nursing Act 1991.

(2) The applicant for membership under this bylaw shall be required to provide a receipt for the current year showing that the applicant claims to be a member.

(3) In order to maintain membership in the Association, the nurse shall be required to pay the membership fee of the Association at the beginning of the next membership year.

2.06 RETIRED MEMBER

(1) Any member of the Association who is not in full-time paid employment and who has
   (a) reached the age of 60; or
   (b) reached the age of 55 and maintained regular membership in the Association for a total of 15 years, may become a retired member.

(2) A retired member shall have all the rights and privileges of regular members, excluding coverage of Canadian Nurses Protective Society (CNPS) if she/he does not hold a current Certificate of Registration.

2.07 MEMBER EMERITUS

(1) Any regular member of the Association who, for a total of forty (40) years, has maintained regular membership in the Association shall become a member emeritus.

(2) A member emeritus of the Association shall,
   (a) be and have all the rights and privileges of regular members;
(b) be awarded through the Chapter/Region without chapters of which the nurse is a member, at the expense of the Association, a certificate and pin of a design approved by the Board of Directors; and

(c) be known as a member emeritus.

2.08 HONOURARY MEMBER

(1) There shall be two types of honourary membership:

(a) Honourary life membership, which may be conferred on members of the Association who have rendered distinguished service to nursing; and

(b) Honourary membership, which may be conferred on

(i) Persons who are not nurses but who have rendered distinguished services to the profession; or
(ii) Distinguished nurses from outside Ontario who have been members of their own professional organization but who are not members of the Association.

(2) Honourary life membership and honourary membership shall be conferred by resolution of the Board of Directors, in accordance with the policies and procedures as are approved, from time to time, by the Board of Directors.

(3) Honourary life members shall be and have all the rights and privileges of regular members.

(4) Notwithstanding bylaws contained hereinafter, honourary members shall be entitled to call themselves members of the Association, but shall not otherwise be entitled to any of the rights and privileges.

(5) There shall be no fees payable to the Association by honourary life members and members emeritus, and the Association shall pay on behalf of such members all fees and other amounts normally paid by the Association on behalf of regular members.

(6) There shall be no fee payable to the Association by honourary members.

2.09 MEMBERSHIP FEES

(1) Membership fees shall be such an amount or amounts as may, from time to time, be fixed by resolution of the Board of Directors of the Association and ratified at an annual or general meeting of the Association, provided that at least thirty (30) days before such an annual or general meeting, notice in writing of the intention to change such an amount shall have been given to each member of the Association.

(2) Membership fees shall be due and payable to the Association on or before November 1 in each year and the method of payment may be determined by the Board of Directors.

2.10 INCENTIVES

Notwithstanding bylaw 2.09(1), the Board of Directors of the Association, may, by resolution, establish and implement incentive membership fees, different from the membership fees approved by the membership pursuant to 2.09(2), in response to unusual circumstances and requests. Such “incentive fees” must be presented for approval by the membership at the next annual meeting, and if not so approved, may not be offered in the next year.

2.11 PRE-AUTHORIZED PAYMENT PLAN: PRO-RATED FEES

Pro-Rated Fees: New members and associates who wish to join the Association after the membership year (November 1) may pay a reduced fee pro-rated to the number of months remaining in the membership year.
2.12 MEMBERSHIP – TERMINATION AND REINSTATEMENT

(1) A member of the Association shall forfeit membership

   (a) When membership fees, if any, are in arrears, or

   (b) When the nurse’s certificate with the College of Nurses of Ontario is under suspension or revocation.

(2) A nurse who has forfeited membership under bylaw 2.12(1)(a) shall be reinstated upon payment of the fee for the current year, and a nurse who has forfeited membership under bylaw 2.12(1)(b) shall be reinstated upon payment of the fee for the current year provided that the nurse's certificate with the College of Nurses of Ontario has been restored.

(3) Any group member may withdraw from the Association by presenting to the Executive Director of the Association notice of withdrawal in writing, signed by the duly authorized officers thereof and accompanied by a copy of a resolution duly adopted at the group membership general meeting, provided always that notice of intent to withdraw has been given one year in advance and at the time of withdrawal, the group member is not in arrears of the payment of fees of the Association payable up to the effective date of the withdrawal.

(4) Any group member shall forfeit membership

   (a) when membership fees payable by such group member are in arrears;

   (b) if the group member ceases to meet any of the terms and conditions imposed upon it by the Association.

(5) If the membership of a group member ceases the membership of the members of the Association whose membership is by virtue of being a member of a group membership, shall cease.

(6) Any person, whose membership has ceased, by virtue of the membership of a group member ceasing its membership, may apply and become a regular member for the balance of the then current membership year upon the payment of such fee as the Board of Directors of the Association shall determine.

3.0 ASSOCIATES AND FRIENDS OF RNAO

3.01 ASSOCIATES

(1) Any Registered Nurse in other Canadian jurisdictions who is not practicing nursing in the Province of Ontario; or

(2) Any Registered Nurse or equivalent in a jurisdiction outside of Canada who is not practicing nursing in Canada; or

(3) Any undergraduate nursing student enrolled at an accredited institution in the Province of Ontario studying toward RN designation with the College of Nurses of Ontario

may become an associate of the Association upon payment of an annual fee of such an amount or amounts as may, from time to time, be fixed by resolution at an annual or general meeting of the Association, provided that, at least thirty (30) days before such an annual or general meeting, notice in writing of the intention to change such an amount shall have been given to each member of the Association.

(4) Associates shall be entitled only to those rights and privileges of the Association as may, from time to time, be determined by resolution of the Board of Directors and shall receive a certificate identifying such person as an associate thereof.
3.02 FRIENDS OF RNAO

Any person who wishes to support the work of RNAO, and who does not meet the criteria of ‘member’ or ‘associate’ may become a FRIEND OF RNAO upon payment of an annual fee of such an amount or amounts as may, from time to time, be fixed by resolution at an annual or general meeting of the Association, provided that, at least thirty (30) days before such an annual or general meeting, notice in writing of the intention to change such an amount shall have been given to each member of the Association.

(1) Friends of RNAO shall be entitled only to those rights and privileges of the Association as may, from time to time, be determined by resolution of the Board of Directors and shall receive a certificate identifying such persons as “Friends of RNAO”, thereof.

4.0 BOARD OF DIRECTORS

4.01 COMPOSITION

The affairs of the Association shall be managed by its Board of Directors. Until changed in accordance with the Corporations Act (Ontario), the Board of Directors shall be composed of twenty-one persons, of whom twenty directors shall have voting rights and one director shall not have voting rights, as follows:

(1) as voting members:
    (a) the president;
    (b) the current president-elect (odd years) or immediate past-president (even years);
    (c) twelve (12) regional representatives, one either living or working in each region;
    (d) five (5) members-at-large as designated in section 4.16 of these bylaws; and
    (e) one representative of interest group chairs

(2) as non-voting member:
    (a) the Executive Director of the Association who shall be the secretary of the Board of Directors

Voting Members shall have maintained RNAO membership for a minimum of 2 (two) years.

4.02 POWERS OF THE DIRECTORS

The Board of Directors of the Association shall,

(1) define policies, set direction and administer the affairs of the Association, including its finances;

(2) designate, from time to time, the officers and officials who shall have power to receive monies belonging to the Association and to give acquittance for the same;

(3) designate, from time to time, the bank in which the funds of the Association shall be deposited;

(4) arrange for an annual audit of the accounts of the Association;

(5) designate, from time to time, the officers or officials who shall have power to draw, accept, sign and make bills of exchange, promissory notes, bank overdrafts, cheques and orders for payment of money and, for the credit of the Association only to assign and transfer stocks, bond, and other securities;

(6) have power to direct the expenditures of the funds of the Association and to arrange for the payment of all expenses and charges incurred in the administration of the affairs of the Association;
(7) have power to employ an Executive Director of the Association and to authorize the employment of additional members of staff and the services of experts and consultants;

(8) have power to acquire, by lease or purchase for, and in the name of the Association, real property and to lease, mortgage or sell the same; and

(9) have power to designate, from time to time, the officers or officials who shall have power to execute and deliver on behalf of the Association documents required to be executed and delivered on behalf of the Association.

4.03 MEETINGS OF THE DIRECTORS

(1) The Board of Directors shall meet not less than four (4) times in each year in each case at the time and in the place specified in the notice for such meeting and at the call of

(a) the Board of Directors of the Association expressed by resolution;

(b) a quorum (as defined in 4.05) of the directors of the Association expressed in writing;

(c) 1/3 of the total membership of the Assembly described in bylaw 8.01(1) expressed in writing; or

(d) the president of the Association.

(2) In the case of a meeting of the Board of Directors held at the call of the president, there may be transacted at such meeting only such business as has been specified in the notice calling the meeting given in accordance with bylaw 4.03(1).

(3) If all the directors of the Association consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting by such means is deemed to be present at the meeting.

4.04 NOTICE OF DIRECTORS MEETINGS

(1) No notice shall be required in the case of a meeting of the Board of Directors held within 24 hours of an annual or general meeting of the Association.

(2) A notice of a meeting of the Board of Directors of the Association, to be held at the call of the president, shall be given by the Executive Director to each director at least three days prior to the date of the meeting and shall specify the business to be transacted at such meeting.

(3) In all other cases, a notice in writing of a meeting of the Board of Directors shall be given by the Executive Director to each director at least two weeks prior to the date of the meeting.

4.05 QUORUM FOR DIRECTORS MEETINGS

A quorum for a meeting of the Board of Directors shall be a majority of the voting members of the Board.

4.06 VOTING AT DIRECTORS MEETINGS

(1) Any questions arising at a meeting of the Board of Directors shall be decided by a majority vote of the members present and entitled to vote at the meeting and, in the case of a tie, the chair shall be entitled to a casting vote in addition to the chair’s vote as a member of the Board.

(2) Voting shall be by a show of hands unless the chair directs otherwise or unless a poll is demanded by any voting member of the Board.

(3) Each voting member of the Board of Directors shall be entitled to one vote on each question which is voted upon at a meeting where such member is present.
4.07 QUALIFICATION FOR OFFICE

Any nurse nominated to an elective office in the Association shall be a regular member of the Association and shall continue to be a regular member so long as the nurse holds office.

4.08 VACANCY

The office of a member of the Board of Directors shall be vacated if the incumbent director:

(1) resigns;
(2) dies;
(3) is declared mentally incompetent by a court of competent jurisdiction;
(4) ceases to hold a certificate of registration;
(5) is removed from office as a director by at least two-thirds of the votes cast at a general meeting of the members having voting rights duly called for that purpose.

4.09 FILLING OF VACANCIES

(1) In the event that the office of the president or the president-elect is vacated, the Board of Directors shall appoint from among themselves a replacement for the unexpired portion of that term.

(2) In the event that the position of regional representative is vacated, or the representative ceases to be a member of the region for which she/he is the representative, the Board of Directors shall, in consultation with the region, appoint a replacement for the unexpired portion of the term, selected from the members of the region represented by such regional representative.

(3) In the event that a member-at-large position is vacated, the Board of Directors shall appoint a replacement for the unexpired portion of that term.

(4) In the event that the position of interest group representative is vacated, or the representative ceases to be a member of an interest group for which she/he is the representative, the Board of Directors shall, in consultation with the interest groups, appoint a replacement for the unexpired portion of that term, selected from the members of the interest groups.

(5) In the event that a vacancy on the Board of Directors exists as a result of the removal of a director pursuant to 4.08(5), the members having voting rights may, by a majority of votes cast at general meeting duly called to remove such director, elect any Association member in place of such removed director for the remainder of such director’s term.

4.10 OFFICERS OF THE ASSOCIATION

The officers of the Association shall be,

(1) president;
(2) current president-elect (odd years) or the immediate past-president (even years); and
(3) secretary of the Board of Directors.

4.11 TERM OF OFFICE

(1) Subject to bylaw 4.09(1), the president shall not hold the same office for more than two (2) years.

(2) Subject to bylaw 4.09(1), the current president-elect (odd years) shall not hold the same office for more than one term of one year.
(3) The immediate past-president (even years) shall not hold the same office for more than one term of one year.

4.12 DUTIES OF THE OFFICERS

(1) The president of the Association shall,

(a) preside at all annual and general meetings of the Association, of the Board of Directors and of the Assembly;

(b) perform all acts and deeds pertaining to the office of a president, and shall exercise a general control and supervision over the affairs of the Association; and

(c) perform such other acts and duties as the Board of Directors of the Association may, from time to time, direct.

(2) The current president-elect (odd years) or the immediate past-president (even years) of the Association shall,

(a) have such power and perform such duties as may be assigned by the Board of Directors or by the president;

(b) in the absence of the president, perform the duties of the president; and

(c) perform such other acts and duties as the Board of Directors may, from time to time, direct.

(3) The secretary of the Board of Directors of the Association shall,

(a) keep all record of the Association, including a record of all meetings of the Association and the Board of Directors;

(b) send copies of minutes of any such meetings to the members of the Board of Directors;

(c) send such communiqué of other documentation indicating the activities of the Board of Directors to the Assembly as the Board of Directors, in its discretion, considers appropriate;

(d) notify officers of their election; and

(e) perform such other acts and duties as the Board of Directors of the Association may, from time to time, direct.

4.13 ELECTION – PRESIDENT AND PRESIDENT-ELECT

(1) The president-elect shall be elected every odd year by the voting delegates attending the annual meeting held each year.

(2) Upon being elected president-elect, in accordance with bylaw 4.13(1), the person so elected (unless such person resigns, dies or otherwise ceases to act) shall, at the annual meeting held in the year following the year in which she/he was elected president-elect, automatically become president of the Association. Notwithstanding the appointment of any person as president-elect in accordance with the provisions of bylaw 4.09(1), in the event that a president-elect shall have resigned, died or otherwise ceased to act before the annual meeting at which such person would have automatically become the president of the Association, then in addition to the president-elect, who shall be elected as above – provided, a president shall be elected at said annual meeting by the voting delegates attending the said annual meeting by the procedure established by the president of the Association, which shall conform so far as possible to the procedure for the original election of president-elect.

(3) In the event that the president-elect is appointed president in accordance with the provisions of bylaw 4.09(1) to complete the unexpired term of office of the president who has resigned, died or otherwise ceased to act, notwithstanding the provisions of bylaw 4.13(1), such person shall automatically
become president of the Association at the time such person would have completed the term of office as president-elect.

4.14 TIME OF ELECTION

The bi-annual election of the president-elect shall be held each odd year during the annual meeting.

4.15 ELECTION OF REGIONAL REPRESENTATIVE

(1) One regional representative shall be elected from each region. Any such regional representative shall be:

(a) (i) a member of a Chapter/Region without Chapters of the region represented by such regional representation; or
    (ii) a member of the region represented by such regional representation;

(b) (i) nominated by members of Chapters/Region without Chapters of the region to be represented by such regional representative; or
    (ii) nominated by members of the region to be represented by such regional representatives;

(c) elected in each odd numbered year, and

(d) elected by any of the following methods:

    (i) by the voting delegates of the region at the RNAO annual general meeting;
    (ii) by the members of the region at a regional meeting to be held at least eight weeks prior to the annual general meeting; or
    (iii) by the members of the region through a mail-in regional vote to the RNAO office to be completed at least eight weeks prior to the annual general meeting.

4.16 MEMBERS-AT-LARGE

Members-at-large of the Association shall represent the following areas of interest:

(1) nursing administration;

(2) nursing education;

(3) nursing practice;

(4) nursing research; and

(5) socio-political affairs

4.17 ELECTION OF MEMBERS-AT-LARGE

The members-at-large are elected at the annual meeting in each even numbered year by the voting delegates of such annual meeting.

4.18 ELECTION OF INTEREST GROUP REPRESENTATIVE

(1) The chairs of each Provincial Interest Group shall elect to the Board of Directors in even numbered years, an Interest Group Representative, who shall be a current or immediate past Provincial Interest Group Chair.

(2) Nominations shall be submitted to the Provincial Nominations Committee not later than 1700 hours on the Monday of the 12th week immediately preceding the week in which the annual meeting is to be held. In the event that the above mentioned Monday is not a regular working day, nominations shall be received not later than 1700 hours on the first working day following the above mentioned Monday.

(3) The Interest Group Representative may be elected by any of the following methods:
(a) by the Provincial Interest Group voting delegates at the RNAO annual general meeting; or

(b) by the Provincial Interest Group Chairs at a general meeting to be held at least eight weeks prior to the annual general meeting; or

(c) by the Provincial Interest Group Chairs through a mail-in vote to the RNAO office to be completed at least eight weeks prior to the annual general meeting.

4.19 DUTIES OF DIRECTORS

The directors shall,

(1) be voting members of the Board of Directors of the Association;

(2) be responsible for obtaining a point of view from interest groups, Chapters/Region without Chapters, Chapter/Region without Chapters standing committees or individual members of the Association concerning the area of responsibility which such directors represents;

(3) be responsible for interpreting the Association’s position on activities related to the area of responsibility which such directors represents; and

(4) perform such other acts and duties as the Board of Directors may, from time to time, direct.

4.20 TERM OF OFFICE OF DIRECTORS

The directors shall be elected for a two (2) year term of office and shall hold such office until the conclusion of the second succeeding annual meeting following the annual meeting at which such directors were elected.

4.21 EXECUTIVE DIRECTOR

(1) The Executive Director of the Association shall be appointed by and be responsible to the Board of Directors.

(2) The Executive Director of the Association shall,

(a) act as secretary of the Board of Directors of the Association;

(b) act generally as an executive officer of the Association and the Board of Directors, and shall carry out the policies established by the Board pertaining to the management and administration of the affairs of the Association including the preparation and custody of records, minutes, books of account, collection and custody of funds of the Association and their expenditure, the arrangements for the auditing of the accounts annually by the auditor, the preparation of financial statements for the Board of Directors and the annual meeting of the Association;

(c) be responsible for all matters relating to the employment of staff including the definition of their responsibilities and administration of salaries;

(d) plan for and co-ordinate provincial committees;

(e) be a member without voting rights of all provincial committees;

(f) investigate the eligibility of all applicants for membership in the Association;

(g) keep a correct record of names and addresses of members and associates;

(h) have custody of the corporate seal; and

(i) perform such other acts and duties as the Board of Directors of the Association may, from time to time, direct.
5.0 PROVINCIAL COMMITTEES

5.01 COMMITTEES

(1) At any time, subject to the provisions of the bylaws 5.01(2) and 5.02, committees of the Association may be appointed by the Board of Directors for such purposes and shall be so constituted as the Board of Directors considers expedient and in the best interests of the Association.

(2) The chair of any such committee which is constituted as a special committee shall be selected from among the members of the Board of Directors.

5.02 QUORUM FOR COMMITTEES

A quorum for a meeting of any provincial committee shall be a majority of the members of such committee.

5.03 CONDUCT OF BUSINESS OF COMMITTEES

Any committee of the Association, to the extent not specifically otherwise directed by the bylaws of the Association or by the Board of Directors of the Association, as the case may be, shall establish its own rules of conduct and procedure and its constitution, including the conduct of its business meetings, as it may, in its own discretion, consider expedient or appropriate.

5.04 PROVINCIAL NOMINATIONS COMMITTEE

(1) The provincial nominations committee shall be composed of,

(a) three members of the Association who shall not be directors (with the exception of the immediate past-president), have maintained RNAO membership for a minimum of two (2) years, and elected by the voting delegates at the annual meeting; and

(b) the chair who shall be the immediate past-president of the Association, or, in the event that the immediate past-president is unable to act, the chair shall be elected by and from the members of the committee.

(2) The members of the provincial nominations committee shall be elected for a two (2) year term of office and shall hold office until the conclusion of the second succeeding annual meeting following the annual meeting at which such members were elected.

(3) In the event that a member of the provincial nominations committee should resign, die or otherwise cease to act, the Board of Directors shall appoint a replacement for the unexpired portion of that term.

5.05 REQUEST FOR NOMINATIONS

(1) The provincial nominations committee shall prepare a nomination form or forms for the president-elect, the members-at-large, the regional representatives and/or the members of the provincial nominations and resolution committees, as the case may be, and send it or them to the most responsible person of each Chapter/Region without Chapters on or before September 15 prior to an election for such offices.

(2) The members of the Association shall be notified by October 31 prior to such election that the provincial nominations committee will receive nominations in accordance with bylaw 5.06.

5.06 SUBMISSIONS OF NOMINATIONS

(1) Each nomination submitted shall be accompanied by:

(a) the consent in writing of the nominee to act if elected;

(b) in the case of nominations for the president-elect, members-at-large and regional representatives and of the provincial nominations and resolutions committees:
(i) when the nomination is submitted by a Chapter/Region without Chapters, the signatures of the president and most responsible person of the Chapter/Region without Chapters certifying that the nominations were approved at a general meeting of the Chapter/Region without Chapters in accordance with bylaw 5.06(2).

(ii) when the nomination is submitted by individual members of the Association, the signatures of three members of the Association.

(2) Nominations by Chapters/Region without Chapters for the offices on the nomination form shall be approved at a general meeting of the Chapter/Region without Chapters, at which time, opportunity was given for nominations from the floor.

(3) Each Chapter/Region without Chapters and individual members of the Association may nominate one or more candidates for any office of the Association shown on the nomination form.

(4) The nomination form or written notification, as the case may be, containing the nominations of any Chapter/Region without Chapters or individual members of the Association and in accordance with bylaw 5.06, shall be forwarded to the provincial nominations committee.

(5) Nominations shall be received by the provincial nominations committee not later than 1700 hours on the Monday of the 14th week immediately preceding the week in which the annual meeting is to be held. In the event that the above mentioned Monday is not a regular working day, nominations shall be received not later than 1700 hours on the first regular working day following the above mentioned Monday.

5.07 TICKET OF NOMINATIONS

(1) A meeting of the provincial nominations committee shall be held as soon as possible after the deadline (bylaw 5.06(5)) of each year.

(2) The provincial nominations committee shall,

   (a) verify that candidates are members of the Association;

   (b) verify that the consent in writing of each nominee to act if elected has been submitted; and

   (c) prepare a ballot or ballots bearing the names of the nominees for each office.

(3) The list of candidates so prepared shall thereafter be known as the Ticket of Nominations and a copy, signed by the chair and the secretary of the provincial nominations committee, shall be sent at least eight weeks prior to the annual general meeting to the president of the Association.

(4) The filing of such a copy with the president of the Association shall constitute the official nomination of the parties therein named.

5.08 PROVISIONS FOR SUBMISSION OF NOMINATIONS AFTER DEADLINE IN THE EVENT OF LACK OF NOMINEES

(1) In the event that no nominations have been submitted for any position to be filled by election on the nomination form or that withdrawal of nominations by the nominees leaves no candidate for a particular office or offices on the Ticket of Nominations, another nomination form for that office with no nominees shall be sent once only to the most responsible person with a request for nominations and may specify therein the date by which nominations in response thereto will be accepted.

(2) In the event that no nominations have been submitted for any position to be filled by election on the nomination form after another request for nominations has been sent to the most responsible person of the Chapter/Region without Chapters in accordance with bylaw 5.08(1), or that withdrawal of nominations by the nominees leaves no candidate for a particular office or offices on the Ticket of Nominations, the provincial nominations committee shall request the Board of Directors to nominate prior to the annual meeting at which the election is to take place, and the Board of Directors shall so nominate one or more persons for the office or offices with no nominees.
Each nomination submitted by the Board of Directors shall be accompanied by:

(a) the consent in writing of the nominee to act if elected;

(b) a statement from the secretary of the Board of Directors certifying the date of the Board meeting at which the nomination was approved by the Board of Directors.

(3) In the event that the nominations of the Board of Directors are made following the filing of the official Ticket of Nominations by the provincial nominations committee, such nominations shall constitute a valid nomination and shall be added to the Ticket of Nominations by the Executive Director, notwithstanding the provisions of bylaw 5.07(3).

5.09 PROVINCIAL RESOLUTIONS COMMITTEE

(1) There shall be a provincial resolutions committee composed of four members of the Association who shall not be directors, have maintained RNAO membership for a minimum of two (2) years, and elected by the voting delegates at the annual general meeting; and

(2) The chair shall be elected by and from the members of the committee.

(3) The provincial resolutions committee shall be elected for a two (2) year term of office and shall hold office until the conclusion of the second succeeding annual meeting following the annual meeting at which such members were elected.

(4) In the event that a member of the provincial resolutions committee should resign, die or otherwise cease to act, the Board of Directors shall appoint a replacement for the unexpired portion of that term.

(5) Throughout the year and up to 1700 hours on the Monday of the 14th week immediately preceding the week in which the annual meeting is to be held, any member of the Association may submit to the provincial resolutions committee a resolution in writing bearing a signature of such member of the Association. In the event that the above mentioned Monday is not a regular working day, resolutions shall be received not later than 1700 hours on the first regular working day following the above mentioned Monday. The Board of Directors shall have the right at any time up to the date of the annual meeting to submit to the provincial resolutions committee a resolution or resolutions relating to or in connection with or arising out of business conducted by the Board.

(6) The members of the provincial resolutions committee shall,

(a) receive and prepare in accordance with policies and procedures established by the Board of Directors, resolutions for presentation to the annual meeting;

(b) have power to give preference to an affirmative resolution over a negative one on the same subject;

(c) have power to eliminate duplications on resolutions submitted;

(d) have power to determine the order of priority in presenting resolutions to the annual meeting;

(e) have power to edit resolutions without the intent of the resolution being changed; and

(f) have power to reject a resolution which it considers, upon legal advice, to be in conflict with the law or which it considers to be a matter upon which action has been taken by, is under study by, or is beyond the power of the Association.

(7) The provincial resolutions committee shall prepare a report which shall be circulated to members of the Association at least four weeks before the date of the annual meeting as well as those resolutions which have been set aside in accordance with the provisions of bylaw 5.09(6).

(8) The provincial resolutions committee shall prepare a supplementary report of those resolutions not set out in the report immediately above-mentioned in bylaw 5.09(7) which have, prior to the annual meeting, been submitted to the provincial resolutions committee by the Board of Directors. Such
supplementary report shall be circulated to the members of the Association who are present at the annual meeting.

(9) The report of the provincial resolutions committee shall be circulated to all voting delegates prior to its presentation.

6.0 CHAPTERS / REGION WITHOUT CHAPTERS

6.01 FORMATION OF CHAPTERS/REGION WITHOUT CHAPTERS

(1) Chapters/Region without Chapters may be formed with the approval of the Board of Directors.

(2) The minimum number of members of the Association required to establish or maintain the Chapter/Region without Chapters shall be twenty (20) members.

6.02 AREA AND NAME

The Chapter/Region without Chapters area and its name shall be approved by the Board of Directors.

6.03 FUNCTIONS OF A CHAPTER/REGION WITHOUT CHAPTERS

The functions of a Chapter/Region without Chapters shall be:

(1) to optimize the effectiveness of the nurse through promotion of participation in interest and affiliate groups, committee and other Chapter/Region without Chapters activities;

(2) to maintain unity of the Association while serving the interests of members of the Chapter/Region without Chapters;

(3) to coordinate the Association activities at the Chapter/Region without Chapters level via regular communications (letters/emails/phone calls/newsletters) with a minimum of two communications to all members of the Chapter/Region without Chapters each year, and a minimum of one membership meeting (face-to-face, audio or video conferencing) per year.

(4) to control and administer funds provided by the Association for Chapter/Region without Chapters programs;

(5) to elect delegates to attend general or annual meetings of the Association (as set out in bylaw 9.04);

(6) to elect a representative to attend the Assembly; and

(7) to consider nominations to the Board of Directors of the Association.

6.04 CHAPTER/REGION WITHOUT CHAPTERS FISCAL YEAR

The fiscal year of a Chapter/Region with Chapters shall be November 1 to October 31 in each year.

6.05 RESPONSIBLE PERSONS

(1) Each Chapter/Region without Chapters must elect one person either living or working in the Chapter/Region without Chapters to be responsible for providing leadership of the affairs of the Chapter/Region without Chapters, and one or more additional persons to be responsible with the first elected responsible person for the following duties:

(a) preside at meetings of the Chapter/Region without Chapters;

(b) prepare the annual budget for the operating expenses of the Chapter/Region without Chapters based on the per capita allocation and submit it to a general meeting of the Chapter/Region without Chapters for ratification;
(c) keep all records of the Chapter/Region without Chapters including a record of all meetings of the Chapter/Region without Chapters;

(d) cause to be sent a copy of the minutes of any such meeting to provincial office;

(e) arrange for notice of Chapter/Region without Chapters meetings according to the procedure designated by provincial office;

(f) keep available for reference the current list of members of the Chapter/Region without Chapters as supplied by the provincial office of the Association;

(g) keep a correct record of all monies received and expended;

(h) issue and sign cheques for payment of authorized expenditures and present these cheques to another previously authorized member for countersignature;

(i) report the state of the Chapter/Region without Chapters finances;

(j) send vouchers, bank passbooks and bookkeeping records to the provincial office for audit when instructed to do so; and

(k) in the event the responsible person elected to provide leadership is unable to continue then the additional persons shall assume responsibility for the remaining term of office.

(2) The term of office for the most responsible person(s) shall be two (2) years, renewable at the discretion of the Chapter/Region without Chapters.

(3) One person may be responsible for more than one duty set out above, and such duties will be allocated among elected responsible persons as determined by such persons.

6.06 NOTICE OF CHAPTER/REGION WITHOUT CHAPTERS MEETINGS

Notice of meetings of a Chapter/Region without Chapters shall be provided to Chapter/Region without Chapters members in the case of,

(1) annual meetings, at least ten days prior to the meeting; and

(2) general meetings, at least five days prior to the meeting.

6.07 MEETINGS OF A CHAPTER/REGION WITHOUT CHAPTERS

A Chapter/Region without Chapters shall hold an annual meeting prior to May 1.

(1) General meetings of a Chapter/Region without Chapters may be called at any time and place:

(a) at the discretion of the leadership of the Chapter/Region without Chapters; or

(b) upon the request in writing of not less than 1/3 or 20 of the Chapter/Region without Chapters members, whichever is the lesser, who are members of the Association, directed to the secretary of the Board of Directors, specifying in such request the business to be transacted at such meeting.

(2) Upon receipt of such a request, the secretary of the Board of Directors shall forthwith call the meeting, specifying in the notice calling the meeting, the time and place thereof and the business to be transacted thereat, provided, however, that the meeting shall be called to be held on a date no more than 60 days following receipt of the request by the secretary.

(3) Only such business as is specified in the notice calling the meeting may be transacted at a general meeting of a Chapter/Region without Chapters.
6.08 QUOROM FOR CHAPTER/REGION WITHOUT CHAPTERS MEETINGS

The number of Chapter/Region without Chapters members who are members of the Association present at any annual or general meeting of a Chapter/Region without Chapters shall constitute a quorum.

6.09 TIME OF CHAPTER/REGION WITHOUT CHAPTERS ELECTIONS

(1) Elections shall be held no later than the end of February.

(2) The members of Region without Chapters shall elect two Assembly representatives, one each year, prior to the end of April. The term of office for these positions shall be two (2) years, commencing the first day of May in the same year of the election.

6.10 CHAPTER/REGION WITHOUT CHAPTERS REFUNDS

A fixed per capita refund of membership and associate fees, determined annually by the Board of Directors of the Association, shall be provided to the Chapter/Region without Chapters.

6.11 PROPERTY OF THE CHAPTER/REGION WITHOUT CHAPTERS

(1) It shall be the duty of every Chapter/Region without Chapters members to turn over to her/his successor upon retirement from any Chapter/Region without Chapters position, all property of the Chapter/Region without Chapters which is within her/his possession, custody or control.

(2) It shall be the duty of every Chapter/Region without Chapters member, Chapter/Region without Chapters officer and chair of a Chapter/Region without Chapters committee to turn over to provincial office, upon dissolution of a Chapter/Region without Chapters, all property of such Chapter/Region without Chapters which is within her/his possession, custody or control.

6.12 DISSOLUTION OF CHAPTER/REGION WITHOUT CHAPTERS

The Board of Directors may, if it considers it is in the best interests of the Association to do so, dissolve by resolution any Chapter/Region without Chapters if:

(1) such Chapter/Region without Chapters ceases at any time to have the minimum number of members of the Association therein;

(2) the Chapter/Region without Chapters fails to nominate the responsible persons specified in bylaw 6.05;

(3) a majority of the Chapter/Region without Chapters members has indicated in writing to the Board of Directors of the Association their desire to dissolve the Chapter/Region without Chapters; or

(4) the Chapter/Region without Chapters has indicated to the Board of Directors its desire to be dissolved, evidenced by a resolution to that effect passed by Chapter/Region without Chapters members who are members of the Association at a meeting thereof validly called and held for the purpose.

7.0 RNAO INTEREST GROUPS

7.01 FUNCTIONS OF INTEREST GROUPS

The functions of interest groups shall be:

(1) to optimize the effectiveness of the nurse through promotion of participation in interest and affiliate groups, committee and other Chapter/Region without Chapters activities;

(2) to maintain unity of the Association while serving the interests of members of the interest group;
(3) to serve members of the interest group via regular communications with a minimum of two communications (letters/emails/phone calls/newsletters) to all members of the interest group per year, and a minimum of one membership meeting (face-to-face, audio or video-conference) per year;

(4) to be proactive in keeping the Association informed and offer their expertise on clinical and/or functional issues of health care and to represent the Association on their clinical and/or functional area of health care;

(5) to control and administer funds collected from members for interest group programs;

(6) to elect delegates to attend general or annual meetings of the Association (as set out in bylaw 9.04);

(7) to elect a representative to attend the Assembly (as set out in bylaw 8.01); and

(8) to consider nominations to the Board of Directors of the Association.

### 7.02 PROVINCIAL INTEREST GROUPS

(1) Any group of members and associates of the Association who are interested in a clinical and/or functional aspect of health care may apply to the Board of Directors of the Association for recognition as a provincial interest group.

(2) The Board of Directors of the Association may, on such terms and conditions and as the Board of Directors may, from time to time, determine by resolution, recognize as a provincial interest group any group which has applied for recognition in accordance with bylaw 7.02(1) and meets the following terms and conditions:

   - (a) its objectives are compatible with those of RNAO;
   - (b) the group agrees to share with RNAO copies of all newsletters, reports, briefs and other relevant documents; and
   - (c) the group shall be financially self-supporting.

(3) The Board of Directors may rescind recognition granted to a provincial interest group in accordance with the terms and conditions of bylaw 7.02(2) if such provincial interest group fails at any time to meet or to continue to meet any or all such terms and conditions.

(4) A group recognized by the Board of Directors of the Association as a provincial interest group shall be entitled to receive the annual fee which is set by the interest group and collected by the Association on behalf of the interest group, and such benefits and services as may, from time to time, be determined by resolution of the Board of Directors of the Association.

(5) Upon being recognized by the Association as a provincial interest group, such provincial interest group shall:

   - (a) submit to the Association annually, upon request, a list of the members and officers of such provincial interest group;
   - (b) hold an annual meeting;
   - (c) cause to be sent to the Association copies of the annual report and minutes of all meetings of such provincial interest group; and
   - (d) inform the association from time to time of issues coming to the attention of the provincial interest group which may have relevance for the Association.

(6) The provincial interest group shall have a committee on finance which shall be composed of the executive committee of the provincial interest group.

   - (a) The provincial interest group committee on finance shall:
(i) prepare an annual budget for the operating expenses of the provincial interest group based on the funds received in accordance with bylaw 7.02(4);
(ii) make recommendations with respect to the budget for the provincial interest group;
(iii) keep a record of all money received from the Association and expended by the provincial interest group; and
(iv) cause to be sent to the Association vouchers, bank passbooks and bookkeeping records of the provincial interest group concerning funds received from the Association for audit when instructed to do so.

7.03 ASSOCIATED INTEREST GROUPS

(1) Any group of registered nurses of which the majority are RNAO members who are interested in a clinical and/or functional aspect of health care may apply to the Board of Directors of the Association for recognition as an associated interest group.

(2) The Board of Directors of the Association may, on such terms and conditions as the Board of Directors may, from time to time, determine by resolution, recognized as an associated interest group any group which has applied for recognition in accordance with bylaw 7.03(1) and meets the following terms and conditions:

(a) its objectives are compatible with those of RNAO;
(b) the members of its executive committee are RNAO members;
(c) the group agrees to share with RNAO copies of all newsletters, reports, briefs and other relevant documents;
(d) the group agrees to urge its members to be available to respond to RNAO requests for special expertise at the provincial, Chapter/Region without Chapters or regional level; and
(e) the group shall be financially self-supporting.

(3) The Board of Directors may rescind recognition granted to an associated interest group in accordance with the terms and conditions of bylaw 7.03(2) if such associated interest group fails at any time to meet or to continue to meet any or all such terms and conditions.

(4) A group recognized by the Board of Directors of the Association as an associated interest group shall be entitled to receive the annual fee which is set by the associated interest group and collected by the Association on behalf of the associated interest group, and such benefits and services as may, from time to time, be determined by resolution of the Board of Directors of the Association.

(5) Upon being recognized by the Association as an associated interest group, such an associated interest group shall:

(a) submit to the Association annually a listing of RNAO members and officers of such an associated interest group;
(b) hold an annual meeting;
(c) cause to be sent to the Association copies of the annual report and minutes of all meetings of such associated interest group; and
(d) inform the Association, from time to time, of issues coming to the attention of the associated interest group which may have relevance for the Association.

7.04 PENDING ASSOCIATED INTEREST GROUPS

(1) Any group of registered nurses of which less than the majority are RNAO members who are interested in a clinical and/or functional aspect of health care may apply to the Board of Directors of the Association for recognition as a pending associated interest group.
(2) Upon being recognized as a pending associated interest group, a pending associated interest group shall undertake activities with the purpose of increasing its RNAO membership towards associated interest group status over a maximum of a five-year period.

(3) The Board of Directors of the Association may, on such terms and conditions as the Board of Directors may, from time to time, determine by resolution, recognize as a pending associated interest group any group which has applied for recognition in accordance with bylaw 7.04(1) and meets the following terms and conditions:

(a) its objectives are compatible with those of RNAO;

(b) the members of its executive committee are RNAO members;

(c) the group maintains a minimum of twenty (20) RNAO members;

(d) the group agrees to share with RNAO copies of all newsletters, reports, briefs and other relevant documents;

(e) the group agrees to urge its members to be available to respond to RNAO requests for special expertise at the provincial, Chapter/Region without Chapters or regional level; and

(f) the group shall be financially self-supporting.

(4) The Board of Directors may rescind recognition granted to a pending associated interest group in accordance with the terms and conditions of bylaw 7.04(3) if such pending associated interest group fails at any time to meet or to continue to meet any or all such terms and conditions.

(5) A group recognized by the Board of Directors of the Association as a pending associated interest group shall be entitled to receive the annual fee which is set by the pending associated interest group and collected by the Association on behalf of the pending associated interest group, and such benefits and services as may, from time to time, be determined by resolution of the Board of Directors of the Association.

(6) Upon being recognized by the Association as a pending associated interest group, such a pending associated interest group shall:

(a) submit to the Association annually a list of the RNAO members and officers of such a pending associated interest group;

(b) hold an annual meeting;

(c) cause to be sent to the Association copies of the annual report and minutes of all meetings of such a pending associated interest group; and

(d) inform the Association, from time to time, of issues coming to the attention of the pending associated interest group which may have relevance for the Association.

7.05 AFFILIATED GROUPS

(1) Any group of nurses or group of nurses and other persons recognized under the Nursing Act 1991.

(2) The Board of Directors of the Association may, on such terms and conditions as are approved by the Board of Directors, recognize as an affiliated group which has applied for recognition as an affiliated group in accordance with bylaw 7.05(1); and

(a) of which a majority of its members are members of the Association;

(b) which, in the opinion of the Board of Directors of the Association, has stated objectives and an identifiable structure;

(c) whose stated objectives are, in the opinion of the Board of Directors of the Association, compatible with those of the Association; and
(d) which, in the opinion of the Board of Directors of the Association, is self-supporting.

(3) A group recognized by the Board of Directors of the Association as an affiliated group shall be entitled to receive the annual fee which is set by the affiliated and collected by the Association on behalf of the affiliated group, and such benefits and services as may, from time to time, be determined by resolution of the Board of Directors of the Association.

(4) Upon being recognized by the Association as an affiliated group, an affiliated group shall, from and after such affiliation:

(a) submit to the Association annually, upon request, a list of the members and officers of such affiliated group;

(b) file with the Association, upon request, an annual resume of the activities of the affiliated groups; and

(c) inform the Association, from time to time, of issues coming to the attention of the affiliated group which may have relevance for the Association.

7.06 RESPONSIBLE PERSONS

(1) Each Provincial Interest Group, Associated Interest Group, Pending Associated Interest Group or Affiliated Group must elect one person to be responsible for providing leadership of the affairs of the Interest Group, and one or more additional persons to be responsible with the first elected responsible person for the following duties:

(a) preside at meetings of the Interest Group;

(b) present the annual budget at the end of the fiscal year for the following fiscal year to provincial office;

(c) keep all records of the Interest Group including a record of all meetings of the Interest Group;

(d) cause to be sent a copy of the minutes of any such meeting to provincial office;

(e) arrange for notice of Interest Group meetings according to the procedure designated by provincial office;

(f) keep available for reference the current list of members of the Interest Group as supplied by the provincial office of the Association;

(g) keep a correct record of all monies received and expended;

(h) issue and sign cheques for payment of authorized expenditures and present these cheques to another previously authorized member for countersignature;

(i) report the state of the Interest Group finances;

(j) send vouchers, bank passbooks and bookkeeping records to the provincial office for audit when instructed to do so; and

(k) in the event the responsible person elected to provide leadership is unable to continue then the additional persons shall assume responsibility for the remaining term of office.

(2) The term of office for the most responsible person(s) shall be two (2) years, renewable at the discretion of the Interest Group.

(3) One person may be responsible for more than one duty set out above, and such duties will be allocated among elected responsible persons as determined by such persons.
7.07 MEMBER GROUPS

(1) A group of nurses which is interested in group membership status and is functioning in a formal and organized manner for the purpose of studying, developing, furthering, or dealing with a clinical and/or functional aspect of health care and/or which is so organized and functioning for furtherance of its members socio-economic welfare may apply to the Board of Directors of the Association for recognition as a group member group.

(2) The Board of Directors of the Association may, at its sole discretion on such terms and conditions as the Board of Directors may, from time to time, determine by resolution, recognize as group membership any group which has applied for recognition in accordance with bylaw 7.07(1).

7.08 DISSOLUTION OF INTEREST GROUPS

Any Provincial Interest Group, Associated Interest Group, Pending Associated Interest Group, Affiliated Group or Member Group may apply to the Board of Directors to dissolve if:

(1) A majority of the Interest Group members has indicated in writing to RNAO’s Board of Directors their desire to dissolve the Interest Group; or

(2) The Interest Group has indicated to RNAO’s Board of Directors its desire to be dissolved, evidenced by a resolution to that effect passed by Interest Group members.

7.09 MINIMUM NUMBER OF MEMBERS TO BECOME RNAO INTEREST GROUPS

The minimum number of members required to become or maintain an RNAO interest group shall be twenty (20) members.

8.0 ASSEMBLY

8.01 COMPOSITION

There shall be an Assembly which shall be composed as follows:

(1) as voting members:

(a) the president of the Association;

(b) the current president-elect (odd years) of the Association; or

(c) the immediate past-president (even years) of the Association;

(d) (i) the most responsible person of each Chapter/Region without Chapters or their designate; or
(ii) the Assembly representatives from each Region without Chapters or their designates;

(e) five (5) members-at-large;

(f) twelve (12) regional representatives;

(g) interest group representative on the Board of Directors; and

(h) provincial interest group and associate interest groups chairs or their designates.

(2) as a non-voting member the Executive Director of the Association, and chairs of affiliated groups and pending associated interest groups or their designates.

8.02 FUNCTIONS OF THE ASSEMBLY

The functions of the Assembly shall be:
(1) to exchange information relevant to the conduct of the business of the Association and its Chapters/Region without Chapters;

(2) to provide a provincial viewpoint for the Board of Directors; and

(3) to make recommendations to the Board of Directors.

8.03 MEETINGS OF THE ASSEMBLY

The Assembly shall meet at least twice each year at a time and a place specified in a notice for such meeting and at the call of:

(1) the president; or

(2) at least one third (1/3) of the total Assembly members as described in 8.01(1), expressed in writing.

8.04 QUORUM FOR ASSEMBLY

(1) A quorum of the Assembly shall be a majority of the Assembly members as described in 8.01(1)(d) or their alternates.

(2) Unless expressly otherwise directed by the bylaws of the Association, the Assembly shall establish its own rules of conduct and procedure, including the conduct of its business and meetings, as it may, at its own discretion, deem expedient or appropriate.

9.0 ANNUAL OR GENERAL MEETING

9.01 MEETINGS OF THE ASSOCIATION

The Association shall hold an annual meeting of members of the Association at such time and place as may be determined by the Board of Directors.

(1) A general meeting of members of the Association may be called at any time and place by the Board of Directors of the Association or upon the request in writing of the executive committees of at least one third (1/3) of the total number of Chapters/Region without Chapters.

(2) Only such business as is specified in the notice calling the meeting of members may be transacted at a general meeting.

9.02 NOTICES OF MEETING OF THE ASSOCIATION

Notice of meetings shall be, in the case of:

(1) annual meeting, at least 30 days; and

(2) general meeting, at least 10 days.

9.03 QUORUM

The voting delegates of at least two thirds (2/3) of the total number of Chapters/Region without Chapters shall constitute a quorum at any annual or general meeting.

9.04 VOTING AT GENERAL MEETING/OR ANNUAL MEETING – VOTING DELEGATES

(1) At each general or annual meeting of the Association, the voting body shall consist of the voting delegates hereinafter described.

(2) (a) Each Provincial Interest Group shall be entitled to elect one voting delegate and that voting delegate must be a regular member of RNAO. Notwithstanding the foregoing, Nursing Students of Ontario shall be entitled to elect one voting delegate and that voting delegate must be an
undergraduate nursing student as provided in bylaw 3.01(3). For greater certainty, Associated Interest Groups, Pending Associated Interest Groups and Affiliated Groups shall have no right to elect voting delegates.

(b) Each Chapter/Region without Chapters shall be entitled to elect one or more voting delegates for the purpose of attending and acting on behalf of the Chapter/Region without Chapters at any general meeting of the Association. The number of voting delegates shall be based upon the number of members according to the following formula:

- up to 200 members – one voting delegate; or
- between 201 and 300 members – two voting delegates
- plus, each additional 200 members or any part thereof – one additional voting delegate

(3) The date for determining the number of members of the Association of each Chapter/Region without Chapters for the purpose of allocating the number of voting delegates to each Chapter/Region without Chapters shall be the 31st day of October immediately preceding the annual meeting of the Association.

(4) (a) Any two Chapter/Region without Chapters members, who are members of the Association, may nominate one or more voting delegates by filing with the most responsible person of the Chapter/Region without Chapters, at any time before the election, a nomination signed by the two members with a statement in writing by the nominee that such nominee consents to act if elected.

(b) Additional nominations may be made by any two Chapter/Region without Chapters members of the Association at the election meeting providing either that any such nominee is present at such meeting and consent to act or that the consent in writing of such nominee has been obtained prior to the meeting.

(5) (a) The voting delegates and alternate delegates for each Chapter/Region without Chapters shall be elected annually by ballot and shall hold office until their successors are elected by those Chapter/Region without Chapters members who are members of the Association attending a general meeting of the Chapter/Region without Chapters held for such purpose, and the alternate delegates shall act in order according to the number of votes received whenever a voting delegate is unable to act.

(b) The number of alternate delegates for a Chapter/Region without Chapters shall be determined by the Chapter/Region without Chapters executive but shall be not less than the number of voting delegates.

(6) In the event that a voting delegate or alternate voting delegate should resign, die or otherwise cease to act prior to an annual or general meeting of the Association, the Chapter/Region without Chapters executive committee shall arrange for an election for a replacement, which shall conform so far as possible to the procedure for the original election.

(7) The voting delegates and alternate delegates shall be elected from the Chapter/Region without Chapters members who are members of the Association.

(8) The Chapter/Region without Chapters shall notify the Executive Director of the names of voting delegates/alternate delegates no later than the Monday of the 8th week immediately preceding the week in which the annual general meeting is to be held. If Monday is not a regular working day, names shall be provided on the first working day following that Monday.

(9) If any voting delegate appearing on the list in bylaw 9.04(8) is unable or unwilling to act, a duly elected alternate may apply to the Executive Director of the Association to be made a voting delegate for the Chapter/Region without Chapters and the list of voting delegates referred to in bylaw 9.04(8) shall be amended accordingly.

(10) Only the voting delegates named in the list shall have the right to vote.
(11) Each voting delegate identified in 9.04(8) shall be furnished with a letter or card of identification signed by the Executive Director of the Association and this letter or card shall be presented at the time of the registration of such voting delegate for the meeting or portion of the meeting at which such voting delegate is to vote.

(12) Before any vote is taken, the chair of the meeting shall appoint two or more members of the Association who are not voting delegates to act as scrutineers.

(13) The Executive Director shall furnish to each scrutineer, from time to time, a certified, current list of the voting delegates entitled to vote at the meeting.

(14) Any questions arising at a meeting shall be decided by a majority of the votes cast by the voting delegates and, in the case of a tie, the chair of the meeting shall be entitled to vote, but not otherwise.

(15) Voting shall be by a show of hands unless the chair of the meeting directs otherwise or a poll is demanded by any voting delegate.

(16) The scrutineers shall arrange for the holding of any vote, shall distribute, collect and count the ballots if used, and report the results in writing to the chair of the meeting.

(17) Each voting delegate shall have one vote.

(18) In the event that a Chapter/Region without Chapters has complied with the procedure to elect voting delegates and alternates but, at the time of or during an annual or general meeting, none of the authorized voting delegates or alternates is able to attend or, because of illness, able to act, the Chapter/Region without Chapters president shall be authorized to be a voting delegate for that Chapter/Region without Chapters.

9.05 DISCUSSION

Except as otherwise provided in these bylaws, voting upon any question at an annual or general meeting of the Association shall be restricted to the voting delegates, but any member of the Association may participate in the discussion according to the rules of procedure prevailing at the meeting.

9.06 COUNTING OF BALLOTS

(1) The president shall appoint scrutineers who are not voting delegates, to distribute, collect and count the ballots for the election.

(2) The scrutineers shall compile a list of the persons receiving the greatest number of votes for the offices for which there are more than one nominee and shall report the list in writing to the annual meeting, whereupon the persons named in the list shall be declared to be elected to the offices for the ensuing term. In any case where only one nominee is nominated for any office, the scrutineers shall report to the annual meeting that such nominee has been elected to such office by acclamation.

(3) In the event of a tie on any vote taken for any office, the chair shall order another vote for such office to be taken forthwith and, on any such further vote, the only nominees for the office in question who shall be listed on the ballot and voted upon shall be those nominees who, on the previous vote, formed the tie.

(4) In the event of a second tie on any vote taken for any office, the chair shall again order another vote for such office to be taken and, on any such further vote, the only nominees for the office in question who shall be listed on the ballot and voted upon shall be those nominees who, on the previous vote, formed the tie. Should there be a tie again on the third ballot, the chair shall then have the power to institute any tie breaking procedure that she/he has advised the meeting of her/his intention to do so.

10.0 AMENDMENTS

10.01 The Board of Directors may revoke, amend or re-enact these bylaws provided notice in writing is given to each member of the Association at least four weeks before the general or annual meeting of the Association at which such revocation, amendment or re-enactment is proposed to be implemented.
10.02 Any revocation, amendment or re-enactment shall not come into force unless and until it has been ratified by the voting delegates at a general or annual meeting of the Association.

10.03 In the event that a majority of voting delegates ratifies the change, such change shall come into force on a date to be determined by the Board of Directors.

11.0 REVOCATION AND COMMENCEMENT

11.01 These bylaws or any of them shall come into force on a date or dates to be determined by the Board of Directors of the Association.

11.02 Any bylaws enacted and in force prior to coming into force of a replacement or revocation thereof by any one or more of these bylaws, numbers 1.01 to 11.02, shall be revoked upon the coming into force of the bylaw or bylaws replacing them or their revocation or revocations as the case may be.