RNAO Registered Nurses' Association of Ontario
L'Association des infirmières et infirmiers autorisés de l'Ontario

Speaking out for nursing. Speaking out for health.

REGISTERED NURSES' ASSOCIATION OF ONTARIO

AMENDED AND RESTATED BYLAWS

~~2014~~

2017

TABLE OF CONTENTS

Page

1.0 DEFINITIONS..... **1**

2.0 MEMBERSHIP..... **1**
2.01 Class of Membership..... 1
2.02 Membership Qualifications..... 1
2.03 Admission to Membership..... ~~1~~2
2.04 Transition to new bylaw Membership..... ~~1~~2
2.05 Membership Fees..... ~~1~~2
2.06 Membership – Termination and Reinstatement..... 2

3.0 DIVISION INTO REGIONS..... **2**

4.0 BOARD OF DIRECTORS..... **3**
4.01 Composition..... 3
4.02 Qualification for Directors..... 4
4.03 Transition..... 4
4.04 Election of Directors..... ~~4~~5
~~4.04~~4.05 Nominations..... ~~4~~5
~~4.05~~4.06 Term of Office of Directors..... ~~4~~5
~~4.06~~4.07 Vacancy..... ~~4~~5
~~4.07~~4.08 Filling of Vacancies..... ~~5~~6
~~4.08~~4.09 Quorum for Directors Meetings..... ~~5~~6
~~4.09~~4.10 Notice of Directors Meeting.....~~5~~6

5.0 OFFICERS OF THE ASSOCIATION..... **~~5~~6**
5.01 Officers 6
5.02 Term of Office..... ~~6~~7
5.03 Transition to President and Past-President..... ~~6~~7
5.04 Duties of the Officers..... ~~6~~7
5.05 Chief Executive Officer..... ~~7~~8

6.0 COMMITTEES..... **~~7~~8**
6.01 Committees..... ~~7~~8

7.0 MEETINGS OF THE MEMBERS..... **~~7~~8**
7.01 Meetings..... ~~7~~8
7.02 Notices..... ~~7~~8
7.03 Quorum..... ~~8~~9
7.04 Voting..... ~~8~~9
7.05 Governance and Consultation..... ~~8~~9
7.06 Auditors..... ~~8~~9

8.0 AMENDMENTS..... **~~8~~9**

9.0 REVOCATION AND COMMENCEMENT..... **~~8~~9**

1.0 DEFINITIONS

In this Bylaw and all other Bylaws and resolutions of the Association unless the context otherwise requires:

(1) the singular includes the plural;

(2) the masculine gender includes the feminine;

(3) "Act" means the ~~*Not-For-Profit Corporations Act, 2010*, S.O. 2010 c. 15. as amended, and any statute amending or enacted in substitution, from time to time;~~ *Corporations Act*, R.S.O. 1990, c. C.38, and any statute or regulations that may supersede it, including the ONCA when the ONCA is proclaimed in force and applies to the Association;

(4) "Assembly" means the advisory body established under the policies of the Association, as the same may be amended from time to time;

(5) ~~(4)~~ "Association" means the Registered Nurses' Association of Ontario;

(6) ~~(5)~~ "Board" means the Board of Directors of the Association;

(7) ~~(6)~~ "Bylaw" or "Bylaws" means this amended and restated Bylaw and any other Bylaw of the Association that may be in force;

(8) ~~(7)~~ "Committee" means any ~~Committee~~committee established by the Board pursuant to a ~~bylaw~~Bylaw;

(9) ~~(8)~~ "Director" means a person who is elected as a ~~Director~~director of the Association;

(10) ~~(9) "Provincial Interest Group Chair" means an individual who is a Chair or President of a Provincial Interest Group established by~~"member" means a member of the Association~~.~~;

(11) ~~(10)~~ "Nurse" means a person who holds a General Class or Extended Class Certificate of Registration in good standing, as a Registered Nurse or Nurse Practitioner ~~(see~~or a Temporary Class Certificate of Registration as a Registered Nurse (Temporary)(as provided in subsection 1(1) of Ontario Regulation 275/94~~)~~ made under the *Nursing Act, 1991* ~~(1,(2)1~~), and whose certificate is currently not under suspension or revocation.

(12) "ONCA" means the *Not-For-Profit Corporations Act, 2010*, S.O. 2010 c. 15. as amended, and any statute amending or enacted in substitution, from time to time;

(13) "Provincial Interest Group Chair" means an individual who is a Chair or President of a Provincial Interest Group established by the Association in accordance with its policies;

(14) "Representative of the Interest Group Chairs" means a current or immediate-past Provincial Interest Group Chair.

2.0 MEMBERSHIP

2.01 CLASS OF MEMBERSHIP

There shall be one class or group of ~~Members~~members in the Association.

2.02 MEMBERSHIP QUALIFICATIONS

The following people may qualify for ~~Membership~~membership:

(1) Any person who is a Nurse; and

(2) Any person who previously was a Nurse and who is now retired.

2.03 ADMISSION TO MEMBERSHIP

(1) A person shall become a ~~Member~~member upon demonstrating qualification for ~~Membership~~membership and paying the ~~Membership~~membership fee of the Association set by the Board.

(2) The Board may establish a process to determine applicant's qualifications as a ~~Member~~member.

2.04 TRANSITION TO NEW BYLAW MEMBERSHIP

(1) Each person who ~~immediate~~, immediately before this bylaw came into force, ~~who~~ was a Member Emeritus or Lifetime Achievement Award recipient~~,~~ shall qualify as a ~~Member~~member.

2.05 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 the Association and ratified by the ~~Members~~members.

(2) For greater certainty, the Board may set different fees for ~~Members~~members based on individual characteristics. Despite any differences in ~~Membership~~membership fees, all ~~Members~~members shall be in the same single class of ~~Membership~~membership.

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

2.06 MEMBERSHIP – TERMINATION AND REINSTATEMENT

(1) A ~~Member~~member's ~~Membership~~membership shall terminate:

(a) ~~when Membership~~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 ~~Member~~member shall not be entitled to any compensation upon termination of ~~Membership.~~ membership.

(3) A ~~Member~~member whose ~~Membership~~membership has terminated for non-payment of fees shall be reinstated as a ~~Member~~member upon payment of the fee for the current year.

(4) A ~~Member~~member whose ~~Membership~~membership was terminated under paragraph 2.06(1)(b) because of a certificate of suspension or revocation shall be reinstated upon payment of the fee for the current year and providing satisfactory evidence to Association that the Nurse's certificate with the College of Nurses of Ontario has been restored.

3.0 ~~DIVISION INTO~~ REGIONS

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

(a) There shall be two categories of regions:

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

(b) A region shall apply to the Board 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 Municipality 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 Temiskaming, and the regional municipality of Sudbury; and

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

(3) The references in this section 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 the Association.

4.0 BOARD OF DIRECTORS

4.01 COMPOSITION

(1) The affairs of the Association shall be managed by its Board. The Board shall be composed of ~~twenty persons, as follows~~eighteen (18) Directors, or such other number as may be fixed from time to time in accordance with the Act, and shall consist of the following persons:

(a) the president;

(b) the president-elect in odd numbered years or immediate past-president~~;~~ in even numbered years;

(c) one (1) regional representative from each region, each of whom shall

(i) ~~(c) twelve (12) regional representatives, each of whom shall~~ represent the region where he or she resides or works~~.~~; and

(ii) ~~(d) five (5) members-at-large, including one representative for each of the following areas of interest:~~represent one of the following domains of practice for the period elected on a rotating basis throughout the regions, endeavouring to ensure equitable opportunity across the province:

(I) ~~(i)~~ nursing administration;

(II) ~~(ii)~~ nursing education;

(III) ~~(iii)~~ nursing practice;

(IV) ~~(iv)~~ nursing research;~~ and~~

(V) ~~(v)~~ socio-political affairs

(d) ~~(e) The Representative~~two (2) Representatives of the Interest Group Chairs~~, who shall be a director by virtue of their office.~~;

(e) one (1) undergraduate nursing student representative, who shall be the current president of the Nursing Students of Ontario (NSO), and who shall be a Director with full voice and vote by virtue of that office;

(f) one (1) public representative, who shall be the individual appointed by a patient representative group chosen by the Board, and who shall be a Director with full voice and vote by virtue of that office.

4.02 QUALIFICATION FOR DIRECTORS

(1) Each Director shall:

(a) have maintained a ~~Membership~~membership in the Association for a minimum of two (2) consecutive years preceding his or her nomination;

(b) meet the requirements for directors in the Act;

(c) support the values of the Association;

(d) ~~(c)~~ with the exception of the undergraduate nursing student representative and public representative, be a member in good standing~~,~~ of the College of Nurses of Ontario; and

(e) ~~(d)~~ agree to act as a ~~director ten (10) days~~Director before or within ten (10) days after his or her election or appointment or such other period allowed by the Act.

4.03 TRANSITION

(1) At the first annual meeting following the annual meeting at which these Bylaws are approved, the members shall elect Directors as follows:

(a) one Representative of the Interest Group Chairs shall be elected for a term of two (2) years; and

(b) one Representative of the Interest Group Chairs shall be elected for a term of one (1) year.

(2) At the second annual meeting following the annual meeting at which these Bylaws are approved, the members shall elect Directors as follows:

(a) the president-elect shall be elected for the term set out in section 4.06(1);

(b) regional representatives from odd numbered regions shall be elected for the term of two (2) years;

(c) regional representatives from even numbered regions shall be elected for a term of one (1) year; and

(d) one Representative of the Interest Group Chairs shall be elected for the term set out in 4.06(2).

(3) Other than as set out in paragraphs (1) and (2) of this section 4.03, all Directors will be elected in accordance with section 4.04 for terms of office as set out in section 4.06.

(4) Any Directors elected prior to the approval of these amended and restated Bylaws shall continue to hold office until the expiry of their existing terms.

4.04 ~~4.03~~ ELECTION OF DIRECTORS

(1) At the annual meeting held in each odd numbered year the ~~Members~~members shall elect the president-elect~~ and regional representative directors~~, regional representatives from odd numbered regions and one (1) Representative of the Interest Group Chairs.

(2) At the annual meeting held in each even numbered year the ~~Members~~members shall elect the ~~members-at-large directors~~regional representatives from even numbered regions, and one (1) Representative of the Interest Group Chairs.

(3) ~~In~~Subject to the exceptions noted in this paragraph (3), in the event that any vacancies in the Board exist at the time of the annual general meeting~~ then~~, the ~~Members~~members may elect a replacement ~~director~~Director for the unexpired term of office for each vacancy. Where a vacancy occurs in the position of student representative, the vacancy shall only be filled by the current president of the NSO. Where a vacancy occurs in the position of the public representative, the patient representative group that appointed the individual who has vacated his or her position may appoint a replacement Director for the balance of the unexpired term.

4.05 ~~4.04~~ NOMINATIONS

Nominations for Directors shall be submitted to the Provincial Nominations Committee at a date determined by the Board of Directors not later than 1700 hours on the Monday of the 17th~~ week~~th 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.

4.06 ~~4.05~~ TERM OF OFFICE OF DIRECTORS

(1) The president-elect shall be elected for a four (4) year term of office as a ~~director~~Director and shall hold such ~~director~~Director position until the conclusion of the fourth succeeding annual meeting following the annual meeting at which such ~~directors were~~Director was elected.

(2) The remaining ~~directors~~Directors shall each 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~~Directors were elected.

(3) Directors may be elected to a maximum number of two (2) consecutive terms. Upon completion of ~~the~~a Director's second consecutive term, the ~~director will~~Director may not stand for nomination for the same Board position for one (1) complete term.

~~(4) The Representative of the Interest Group Chairs shall be a director for so long as he or she holds that position, however such term shall not exceed 4 years.~~

4.07 ~~4.06~~ VACANCY

(1) The office of ~~a Member of the Board~~Director shall be vacated if the incumbent ~~director~~Director:

(a) resigns;

(b) dies;

~~(c) is under 18 years old;~~

(c) ~~(d)~~ has been found, under the *Substitute Decisions Act, 1992*, under the *Mental Health Act* or by any court in Canada or elsewhere, to be incapable of managing property;

(d) ~~(e)~~ has the status of bankrupt;

(e) ~~(f)~~ ceases to be a ~~Member~~member of the Association; or

(f) ~~(g)~~ is removed from office as a ~~director~~Director by ~~a majority~~two-thirds of the votes cast at a general meeting of the ~~Members~~members having voting rights, duly called for that purpose.

(2) The ~~Representative of the Interest Group Chairs~~student representative shall no longer be a ~~director~~Director if he or she no longer holds the office of ~~Representative of the Interest Group Chairs.~~ president of Nursing Students of Ontario.

(3) The public representative shall no longer be a Director if he or she no longer is in good standing with the patient representative group chosen by the Board.

4.08 ~~4.07~~ FILLING OF VACANCIES

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

~~(2) In the event that the office of Representative of the Interest Group Chairs is vacant, the Provincial Interest Group Chairs shall elect a new representative in accordance with the Policies of the Association.~~

(2) ~~(3)~~ In the event that any other ~~director~~Director position is vacated, the Board shall appoint a replacement ~~director~~Director for the unexpired portion of that term.

(3) ~~(4)~~ In the event that a vacancy on the Board exists as a result of the removal of a ~~director~~Director by ~~Members~~members, the ~~Members~~members may, by a majority of votes cast at a meeting duly called to remove such ~~director~~Director and elect a ~~director~~Director in place of such removed ~~director~~Director for the remainder of such ~~director~~Director's term.

(4) ~~(5)~~ Replacement ~~directors~~Directors must meet the original requirements of the position they are filling.

4.09 ~~4.08~~ QUORUM FOR DIRECTORS MEETINGS

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

4.10 ~~4.09~~ NOTICE OF DIRECTORS MEETINGS

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

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

~~(3) Unless otherwise provided for in this bylaw, a notice in writing of a meeting of the Board shall be given by the chief executive officer to each director at least two weeks prior to the date of the meeting.~~

~~(4) Unless otherwise required in the Act or this bylaw, the notice of a meeting of the Board need not specify the purpose of the meeting.~~

5.0 OFFICERS OF THE ASSOCIATION

5.01 OFFICERS

The officers of the Association shall be,

(1) president;

(2) current president-elect or the immediate past-president;

(3) secretary;~~ and~~

(4) chief executive officer~~.~~; and

(5) such other officers as the Board may from time to time designate.

5.02 TERM OF OFFICE

(1) The president shall not hold the office of president for more than two (2) years, unless appointed to fill a vacancy in ~~the~~that office.

(2) The president-elect shall not hold the office of president-elect for more than one term of one (1) year unless appointed to fill a vacancy in ~~the~~that office.

(3) The immediate past-president (even years) shall not hold the same office for more than one term of one (1) year, unless appointed to fill a vacancy in ~~the~~that office.

(4) The secretary and chief executive officer shall serve for such term as determined by the Board.

5.03 TRANSITION TO PRESIDENT AND PAST-PRESIDENT

(1) The individual elected as president-elect (unless such person resigns, dies or otherwise ceases to act) shall, immediately following the annual meeting held in the year following the year in which she/he was elected president-elect, automatically become president of the Association.

(2) The president shall automatically become immediate past-president immediately following the second annual general meeting after becoming president.

(3) In the event that the president-elect is appointed president to complete the unexpired term of office of a president who has ceased to act, notwithstanding any other provisions of the ~~bylaw~~Bylaw, after such completion of the unexpired term such person shall automatically

commence his or her own term as president of the Association at the time as such person would have completed the term of office as president-elect.

5.04 DUTIES OF THE OFFICERS

(1) The president of the Association shall,

(a) be chair of the Board;

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

(c) 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

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

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

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

(b) in the absence of the president, perform the duties of the president.

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

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

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

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

(d) notify officers of their election; and

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

5.05 CHIEF EXECUTIVE OFFICER

(1) The chief executive officer of the Association shall:

(a) be appointed by, and be responsible to, the Board.

(b) have the right to notice of, attend and speak at meetings of the Board.

(c) be the secretary of the Board.

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

6.0 COMMITTEES

6.01 COMMITTEES

(1) Committees of the Association may be appointed by the Board for such purposes and upon such terms as set by the Board.

(2) The chair of a Committee of the Association shall be selected from among the ~~Members of the Board~~Directors.

7.0 MEETINGS OF THE MEMBERS

7.01 MEETINGS

(1) The Association shall hold an annual meeting of ~~Members~~members of the Association at such time and place in Ontario as may be determined by the Board.

(2) A general meeting of ~~Members~~members of the Association may be called at any time and place by the Board of the Association.

(3) Members who hold at least ten percent (10%) of votes that may be cast at a meeting of the ~~Members~~members proposed to be held, may request the ~~directors~~Directors to call a general meeting of ~~Members~~members for any purpose connected with the affairs of the Association that is not inconsistent with the Act. The requisition, which may consist of several documents of similar form each signed by one or more ~~Members~~members, must state the business to be transacted at the meeting, and must be sent to each ~~director~~Director and to the registered office of the Association.

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

(5) The Board may provide that the meeting shall be held entirely by electronic or telephonic means.

(6) The Board may provide that ~~Members~~members can attend and/or vote by mail, electronic or telephonic means.

7.02 NOTICES

(1) Notice of meetings ~~shall be~~of the members of the Association shall be sent to each member, each Director and the auditor of the Association, in the case of:

(a) an annual meeting, between thirty (30) days and fifty (50) days before the date of the meeting~~;~~

(b) a general meeting, between ten (10) days and fifty (50) days before the date of the meeting~~.~~

7.03 QUORUM

A quorum for the transaction of business at meetings of the ~~Members~~members shall be the lesser of three hundred (300) Members or one per cent (1%) of all of the ~~Members~~members of the Association entitled to vote, and present in person, by proxy, by electronic means, or by telephonic means, if available.

7.04 VOTING

(1) Each ~~Member~~member shall have one (1) vote on all questions arising at any meeting of the ~~Members~~members.

(2) Unless otherwise required by the provisions of the Act or the Bylaws of the Association, all questions proposed for consideration at a meeting of ~~Members~~members shall be determined by a majority of the votes cast by ~~Members~~members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

(3) At a meeting of the ~~Members~~members, voting shall be by a show of hands unless the chair of the meeting directs otherwise or a ballot is demanded by any ~~Member~~member.

(4) The Board may provide that a ~~Member~~member can vote in advance of or during a meeting by mail, electronic or telephonic means.

(5) In a meeting of the ~~Members~~members in which the Association has provided ~~Members~~members with opportunity to vote by mail, electronic or telephonic means, the ~~Members~~members shall not be entitled to vote by proxy.

7.05 GOVERNANCE AND CONSULTATION

(1) For greater certainty, ~~Members~~members shall only be entitled to vote on such matters as required by the Act, this Bylaw or as determined by the Board.

(2) The Board may consult with anyone, including ~~Members~~members, on other issues of importance to the Association. However, ~~Members~~members are not entitled to vote on such issues.

7.06 AUDITORS

The ~~Members~~members shall appoint at each annual meeting, one or more auditors to hold office until the close of the next annual meeting.

8.0 AMENDMENTS

This Bylaw can be revoked or amended as allowed by the Act.

9.0 REVOCATION AND COMMENCEMENT

(1) This bylaw shall come into effect upon approval by the ~~Members~~members in accordance with the Act. However, to the extent a provision in this bylaw is inconsistent with the *Corporations Act* (Ontario), such section remains inoperative until the day the ~~Act~~ONCA comes into force.

(2) All previous bylaws shall be repealed on the day the Act comes into force.

(3) Until the previous bylaw is repealed, to the extent of an inconsistency between this bylaw and the previous bylaw, this bylaw shall prevail over the previous bylaw.