

BYLAWS COMMITTEE

TERMS OF REFERENCE

PURPOSE

The Bylaws Committee is a standing committee of the Board of Directors, with responsibility to annually review the Association's bylaws, consider recommendations for bylaw changes, and propose revisions to bylaws which are congruent with the Mission, Values and Ends of RNAO

MEMBERSHIP

- Two Members of the Board of Directors (one to be elected as Chair by the Committee membership at the first meeting)
- One Non-Board member of the Assembly
- Two RNAO Members from general membership
- 1 RNAO Undergraduate Nursing Student Associate (must be a member of the Nursing Students of Ontario Interest Group) – non-voting
- President (ex-officio)
- Chief Executive Officer (*Secretary*) (ex-officio)
- Parliamentarian (appointed) – non-voting

TERM OF OFFICE

The Chair will remain during her/his term of office on the Board of Directors. Other Committee members will be appointed for a two-year term of office, renewable once.

Members are expected to participate in all committee meetings. If a member misses two consecutive meetings, they may be asked to resign.

FREQUENCY OF MEETINGS

Meetings will be held annually and at the call of the chair. Teleconference is the preferred choice of meeting. In-person meetings will be held as necessary.

RESPONSIBILITIES

- To clarify, update, redefine and develop new bylaws as required based upon the suggestions from the members, directors, staff and legal counsel to ensure that the bylaws are relevant and meet the changing needs of the Association.
- To keep within budget

Any changes to the terms of reference of an RNAO committee must be approved by the RNAO Board of Directors.

LEADERSHIP SUCCESSION COMMITTEE

TERMS OF REFERENCE

PURPOSE

To facilitate the nomination process of the president-elect position to be presented to the President and the Board of Directors.

MEMBERSHIP

- **President** of the Association who shall be the chair of the committee
- **Immediate Past-President**
- **Immediate preceding Past-President**
- **One member of the Provincial Nominations Committee**
- **One member of the Assembly**
- **Chief Executive Officer (Secretary)** – non-voting

(A Leadership Succession Committee member must not be a campaign committee chair, nor part of an organized committee for any one candidate. The Committee must encourage all candidates.)

TERM OF OFFICE

The president, immediate past-president and immediate preceding past president's term of office are dependent on their position. Other Committee members will be appointed for a two-year term of office, renewable once. Members are expected to participate in all committee meetings. If a member misses two consecutive meetings, they may be asked to resign.

FREQUENCY OF MEETINGS

As often as necessary in order to fulfil its responsibilities in accordance with timeframes specified in the Bylaws and Policies. Teleconference is the preferred choice but in-person meetings will be held as necessary.

RESPONSIBILITIES

- Encourage candidates to run for elected office through personal contact, letter-writing campaigns, and the *Registered Nurse Journal* and Assembly mailings.
- Prepare nomination forms for the president-elect.
- Verify that candidates meet the criteria for the president –elect role
- Prepare and submit the candidates to be added to the Ticket of Nominations at least eight weeks prior to the Annual General Meeting to the President of the Association.
- Comply with RNAO Policy 6.06, in respect of 'lack of nominees', after the deadline.
- To keep within budget

CRITERIA

- In order to demonstrate the leadership competencies necessary to the position of president-elect and possess experiential knowledge, nominees must have held a director position on the RNAO board of directors for a minimum of two years within the past ten years.
- Must have a minimum of five years as a RN and/or NP, with at least five years of continuous RNAO membership.
- Demonstrated support for the mission and values of the association.
- Possess an understanding of fiduciary stewardship of the association, experience in fiscal oversight, and reviewing financial statements and audits.
- Demonstrates an active interest in the work of RNAO and all its domains including, policy/advocacy, communications, membership and IABPG.
- Shall be willing to participate in a panel interview.
- Submit a completed nomination form with attached CV and summary of interest (500 words maximum) explaining how you meet the criteria.
- The nomination form shall be accompanied by the signature of three members of the association, in good standing.

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PROVINCIAL RESOLUTIONS COMMITTEE

TERMS OF REFERENCE

PURPOSE

In accordance with policies and procedures established by the Board of Directors (BOD), to receive and prepare resolutions for presentation to the Annual Meeting.

MEMBERSHIP

- **Four (4) members** of the Association who shall not be Board directors, who shall have maintained membership for a minimum of two (2) years, and who shall be appointed by the BOD
- **President- ex-officio**
- **Chief Executive Officer** (*Secretary*) – non-voting
- **Parliamentarian** – non-voting

The Chair shall be elected by and from the members of the Committee.

TERMS OF OFFICE

The Chair will remain during their term. Committee members will be appointed for a two-year term of office, renewable once, up to and including the conclusion of the second succeeding Annual Meeting following the Annual Meeting at which such members were elected. Members are expected to participate in all committee meetings. If a member misses two consecutive meetings, they may be asked to resign.

In the event that a Member of the committee should resign, die or otherwise cease to act, the Board shall appoint a replacement member for the unexpired portion of that term (RNAO Policy 6.07[4]).

FREQUENCY OF MEETINGS

- Minimum of at least one meeting per year, prior to the Annual Meeting and at the call of the Chair.
- Committee members are expected to participate in committee meetings and to attend at least two-thirds of all meetings, or they may be asked to resign.
- Teleconferenced meetings are the preferred choice. In-person meetings will be held if necessary.
- Meetings will be one hour in length or more if required by the business at hand. However, the first meeting of the committee after the resolution submission deadline, will be always be scheduled for 2 (two) hours.

RESPONSIBILITIES

Committees are responsible for keeping within budget.

RNAO Policy 6.07(6)

Members of the Resolutions Committee shall:

- (a) receive and prepare resolutions for presentation to the Board;
- (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;
- (e) have power to edit resolutions without the intent of the resolution being changed;
- (f) have power to reject a resolution that the Association already considered previously; and
- (g) 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.

6.07(7) The provincial resolutions committee shall prepare a report which shall be circulated to the Board and Members of the Association at least four weeks before the date of the annual meeting. The report shall list the resolutions and those resolutions which have been set aside in accordance with the provisions of the policy.

6.07(8) Before voting on the resolutions the Board may consult and obtain the views of Members and other parties.

6.07(9) The Board will consider the resolutions presented by the provincial resolutions committee.

SUBMITTERS OF RESOLUTIONS

Submitters of resolutions (or a representative who is fully aware of the resolution) shall be required to speak to the resolution at the AGM, to speak to the motion (including attending the informal resolutions session preceding the official AGM business).

RESOLUTIONS RECEIVED AFTER THE DEADLINE

RNAO Policy 6.07(5) states that “...up to [the deadline of] ...*Monday of the 17th 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..... The **Board 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.*”

Therefore, a resolution coming forward from a member of the Association as an additional new business item prior to the commencement of business at the AGM, will **NOT** be accepted. The submitter of such a resolution will be encouraged to meet the deadline for submission of resolutions to the next AGM.

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PROVINCIAL NOMINATIONS COMMITTEE

TERMS OF REFERENCE

PURPOSE

To prepare and submit the Ticket of Nominations to the President and the Board of Directors.

MEMBERSHIP

- **Three (3) Members of the Association**, only one of whom shall be an assembly member, and not be a Director ; shall have been a Member for a minimum of two (2) years; and shall be appointed by the Board;
- **Immediate Past-President** of the Association who shall be the chair of the committee;
- In the event that the Immediate Past-President is unable to act, the chair of the committee shall be elected by and from the members of the committee.
(A Provincial Nominations Committee member must not be a campaign committee chair, nor part of an organized committee for any one candidate. The Committee must encourage all candidates. Provincial Nomination Committee members may be voting delegates)
- **President** (ex-officio)
- **Chief Executive Officer** (*Secretary*) – non-voting

TERM OF OFFICE

The Chair will remain for two years. Other Committee members will be appointed for a two-year term of office, renewable once. Members are expected to participate in all committee meetings. If a member misses two consecutive meetings, they may be asked to resign.

FREQUENCY OF MEETINGS

As often as necessary in order to fulfil its responsibilities in accordance with timeframes specified in the Bylaws and Policies. Teleconference is the preferred choice but in-person meetings will be held as necessary.

RESPONSIBILITIES

- Encourage candidates to run for elected office through personal contact, letter-writing campaigns, and the *Registered Nurse Journal* and Assembly mailings.
- Prepare nomination forms for the Regional Representatives; Interest Groups Representatives; Provincial Nominations Committee, Provincial Resolutions Committee and Bylaws Committee.
- Verify that candidates are members of the Association and in good standing.
- Verify that the consent in writing of each nominee to act, if elected, has been submitted.
- Prepare and submit the Ticket of Nominations at least eight weeks prior to the Annual General Meeting to the President of the Association.
- The assembly and one (of the two) general member on this committee, as selected by the Provincial Nominations Committee, will also sit on Leadership Succession Committee.
- Comply with RNAO Policy 6.06, in respect of 'lack of nominees', after the deadline.
To keep within budget

Any changes to the terms of reference of an RNAO committee must be approved by the RNAO Board of Directors.