



**REGISTERED NURSES'
ASSOCIATION OF ONTARIO**

**AMENDED & RESTATED
BYLAWS
2020**

TABLE OF CONTENTS

1.0	DEFINITIONS.....	3
2.0	MEMBERSHIP	3
2.1	CLASS OF MEMBERSHIP	3
2.2	MEMBERSHIP QUALIFICATIONS	4
2.3	ADMISSION TO MEMBERSHIP	4
2.4	TRANSITION TO NEW BYLAW MEMBERSHIP	4
2.5	MEMBERSHIP FEES	4
2.6	MEMBERSHIP – TERMINATION AND REINSTATEMENT	4
3.0	REGIONS	5
4.0	BOARD OF DIRECTORS.....	6
4.1	COMPOSITION	6
4.2	QUALIFICATION FOR DIRECTORS	7
4.3	ELECTION OF DIRECTORS	8
4.4	NOMINATIONS	8
4.5	TERM OF OFFICE OF DIRECTORS	8
4.6	VACANCY	9
4.7	FILLING OF VACANCIES	9
4.8	QUORUM FOR DIRECTORS MEETINGS	9
4.9	NOTICE OF DIRECTORS MEETINGS.....	9
5.0	OFFICERS OF THE ASSOCIATION	10
5.1	OFFICERS	10
5.2	TERM OF OFFICE	10
5.3	TRANSITION TO PRESIDENT AND PAST-PRESIDENT	10
5.4	DUTIES OF THE OFFICERS	10
5.5	CHIEF EXECUTIVE OFFICER.....	11
6.0	COMMITTEES	11
6.1	COMMITTEES	11
7.0	MEETINGS OF THE MEMBERS	12
7.1	MEETINGS.....	12
7.2	NOTICES.....	12
7.3	QUORUM	12
7.4	VOTING.....	12
7.5	GOVERNANCE AND CONSULTATION	13
7.6	AUDITORS	13
8.0	AMENDMENTS.....	13
9.0	REVOCATION AND COMMENCEMENT	13

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 *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) “Association” means the Registered Nurses’ Association of Ontario;
- (6) “Board” means the Board of Directors of the Association;
- (7) “Bylaw” or “Bylaws” means this amended and restated Bylaw and any other Bylaw of the Association that may be in force;
- (8) “Committee” means any committee established by the Board pursuant to a Bylaw;
- (9) “Director” means a person who is elected as a director of the Association;
- (10) “member” means a member of the Association;
- (11) “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 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*), 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

2.1 CLASS OF MEMBERSHIP

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

2.2 MEMBERSHIP QUALIFICATIONS

The following people may qualify for membership:

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

2.3 ADMISSION TO MEMBERSHIP

- (1) A person shall become a member upon demonstrating qualification for membership and paying the membership fee of the Association set by the Board.
- (2) The Board may establish a process to determine applicant's qualifications as a member.

2.4 TRANSITION TO NEW BYLAW MEMBERSHIP

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

2.5 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.
- (2) For greater certainty, the Board may set different fees for members based on individual characteristics. Despite any differences in membership fees, all members shall be in the same single class of 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.

2.6 MEMBERSHIP – TERMINATION AND REINSTATEMENT

- (1) A member's membership shall terminate:
 - (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 member shall not be entitled to any compensation upon termination of membership.
- (3) A member whose membership has terminated for non-payment of fees shall be reinstated as a member upon payment of the fee for the current year.
- (4) A member whose membership was terminated under paragraph 2.6(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 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, as defined in the terms of provincial electoral districts, of the regions shall be:
 - (a) Region 1:
Essex, Windsor West, Windsor-Tecumseh, Sarnia-Lambton, Lambton-Kent-Middlesex, Chatham-Kent-Leamington
 - (b) Region 2:
Huron-Bruce, Perth-Wellington, London North Centre, London West, London-Fanshawe, Elgin-Middlesex-London, Oxford
 - (c) Region 3:
Brantford-Brant, Haldimand-Norfolk, Flamborough-Blanbrook, Hamilton Centre, Hamilton East-Stoney Creek, Hamilton Mountain, Hamilton West-Ancaster-Dundas, Niagara Centre, Niagara Falls, Niagara West, St. Catharines
 - (d) Region 4:
Burlington, Milton, Oakville, Oakville North-Burlington, Dufferin-Caledon, Cambridge, Kitchener Centre, Kitchener South-Hespeler, Kitchener-Conestoga, Waterloo, Guelph, Wellington-Halton Hills, King-Vaughan, Thornhill, Vaughan-Woodbridge, Mississauga-Centre, Mississauga East-Cooksville, Mississauga-Erin Mills, Mississauga-Lakeshore, Mississauga-Malton, Mississauga-Streetsville, Brampton Centre, Brampton East, Brampton North, Brampton South, Brampton West
 - (e) Region 5:
Bruce-Grey-Owen Sound, Parry Sound-Muskoka, Simcoe North, Barrie-Springwater-Oro-Medonte, Simcoe-Grey, Barrie-Innisfil, York-Simcoe
 - (f) Region 6:
Davenport, Etobicoke Centre, Etobicoke North, Etobicoke-Lakeshore, Parkdale-High Park, Spadina-Fort York, York Centre, York South-Weston, Eglinton-Lawrence, Humber River-Black Creek, Toronto-St.Paul's, University-Rosedale
 - (g) Region 7:Beaches-East York, Don Valley West, Scarborough Centre, Scarborough North, Scarborough Southwest, Scarborough-Agincourt, Scarborough-Guildwood, Scarborough-Rouge Park, Toronto Centre, Toronto-Danforth, Don Valley East, Don Valley North, Willowdale
 - (h) Region 8:
Ajax, Durham, Oshawa, Pickering-Uxbridge, Whitby, Peterborough-Kawartha, Haliburton-Kawartha Lakes-Brock, Northumberland-Peterborough South, Markham-Thornhill, Markham-Stouffville, Markham-Unionville, Richmond Hill, Aurora-Oak Ridges-Richmond Hill, Newmarket-Aurora, Bay of Quinte, Hastings-Lennox and

Addington

- (i) Region 9:
Kingston and the Islands, Leeds-Grenville-Thousand Islands and Rideau Lakes, Lanark-Frontenac-Kingston, Stormont-Dundas-South Glengarry, Glengarry-Prescott-Russell, Renfrew-Nipissing-Pembroke
 - (j) Region 10:
Carleton, Kanata-Carleton, Nepean, Orleans, Ottawa Centre, Ottawa South, Ottawa West-Nepean, Ottawa Vanier
 - (k) Region 11:
Sault Ste. Marie, Algoma-Manitoulin, Timiskaming-Cochrane, Nipissing, Nickel Belt, Sudbury; and
 - (l) Region 12:
Kenora-Rainy River, Thunder Bay-Atikokan, Thunder Bay-Superior North, Timmins, Mushkegowuk-James Bay, Kiiwetinoong
- (3) The references in this section are, in all cases, aligned with the Ontario provincial electoral districts as defined by Elections Ontario.
 - (4) The Board shall determine the chapters that are included in each region, and may from time to time, in its discretion, revise the allocation of chapters among the regions.

4.0 BOARD OF DIRECTORS

4.1 COMPOSITION

- (1) The affairs of the Association shall be managed by its Board. The Board shall be composed of 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. represent the region where he or she resides or works; and
 - ii. represent one of the following domains of practice for the period elected on a rotating basis throughout the regions, endeavoring to ensure equitable opportunity across the province:
 - a. nursing administration;
 - b. nursing education;
 - c. nursing practice;
 - d. nursing research;
 - e. socio-political affairs
 - d) two (2) Representatives of the Interest Group Chairs;

- 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.

4.2 QUALIFICATION FOR DIRECTORS

- (1) Each Director shall:
 - a) have maintained a 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) 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) agree to act as a Director before or within ten (10) days after his or her election or appointment or such other period allowed by the Act.
- (2) The president-elect shall:
 - a) have been a Director for a minimum of two (2) years within the ten (10) year period immediately preceding his or her nomination as president-elect;
 - b) meet the requirements for directors in the Act;
 - c) be a member in good standing of the College of Nurses of Ontario
 - d) have a minimum of five (5) years' experience as a registered nurse and/or nurse practitioner;
 - e) have maintained a membership in the Association for a minimum of five (5) consecutive years preceding his or her nomination;
 - f) have demonstrated support for the mission and values of the Association
 - g) possess an understanding of fiduciary stewardship of the Association and experience in fiscal oversight, including reviewing financial statements and audits;
 - h) demonstrate an active interest in the work of the Association and all its domains, including policy/advocacy, communications, membership and International Affairs and Best Practice Guidelines;
 - i) have been nominated by at least three (3) members of the Association in good standing in the form required by the Board and received approval from the

Provincial Nominations Committee to stand for election; and

- j) agree to act as a Director before or within ten (10) days after his or her election or appointment or such other period allowed by the Act.
- (3) The Board shall establish appropriate procedures, consistent with these Bylaws, to ensure that all candidates for the office of president-elect meet the eligibility requirements in section 4.2(2).

4.3 ELECTION OF DIRECTORS

- (1) At the annual meeting held in each odd numbered year the members shall elect the president- elect, 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 shall elect the regional representatives from even numbered regions, and one (1) Representative of the Interest Group Chairs.
- (3) 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, the members may elect a replacement 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.

4.4 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 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.

4.5 TERM OF OFFICE OF DIRECTORS

- (1) The president-elect shall be elected for a four (4) year term of office as a Director and shall hold such Director position until the conclusion of the fourth succeeding annual meeting following the annual meeting at which such Director was elected.
- (2) The remaining 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 were elected.
- (3) Directors may be elected to a maximum number of two (2) consecutive terms. Upon completion of a Director's second consecutive term, the Director may not stand for nomination for the same Board position for one (1) complete term.

4.6 VACANCY

- (1) The office of Director shall be vacated if the incumbent Director:
 - a) resigns;
 - b) dies;
 - c) 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) has the status of bankrupt;
 - e) ceases to be a member of the Association; or
 - f) is removed from office as a Director by two-thirds of the votes cast at a general meeting of the members having voting rights, duly called for that purpose.
- (2) The student representative shall no longer be a Director if he or she no longer holds the office of 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.

4.7 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 any other Director position is vacated, the Board shall appoint a replacement Director for the unexpired portion of that term.
- (3) In the event that a vacancy on the Board exists as a result of the removal of a Director by members, the members may, by a majority of votes cast at a meeting duly called to remove such Director and elect a Director in place of such removed Director for the remainder of such Director's term.
- (4) Replacement Directors must meet the original requirements of the position they are filling.

4.8 QUORUM FOR DIRECTORS MEETINGS

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

4.9 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 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 shall be required in the case of a meeting held within 24 hours of an annual or general meeting of the Association.

5.0 OFFICERS OF THE ASSOCIATION

5.1 OFFICERS

The officers of the Association shall be,

- (1) president;
- (2) current president-elect or the immediate past-president;
- (3) secretary;
- (4) chief executive officer; and
- (5) such other officers as the Board may from time to time designate.

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

5.3 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, 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.

5.4 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 Directors;
 - (c) send such communiqué or 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.

5.5 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

6.1 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 Directors.

7.0 MEETINGS OF THE MEMBERS

7.1 MEETINGS

- (1) The Association shall hold an annual meeting of members of the Association at such time and place in Ontario as may be determined by the Board.
- (2) A general meeting of 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 proposed to be held may request the Directors to call a general meeting of 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, must state the business to be transacted at the meeting, and must be sent to each Director and to the registered office of the Association.
- (4) Only such business as is specified in the notice calling the meeting of 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 can attend and/or vote by mail, electronic or telephonic means.

7.2 NOTICES

- (1) Notice of meetings 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.

7.3 QUORUM

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

7.4 VOTING

- (1) Each member shall have one (1) vote on all questions arising at any meeting of the 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 shall be determined by a majority of the votes cast by 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, voting shall be by a show of hands unless the chair of the meeting directs otherwise or a ballot is demanded by any member.
- (4) The Board may provide that a member can vote in advance of or during a meeting by mail, electronic or telephonic means.
- (5) In a meeting of the members in which the Association has provided members with opportunity to vote by mail, electronic or telephonic means, the members shall not be entitled to vote by proxy.

7.5 GOVERNANCE AND CONSULTATION

- (1) For greater certainty, 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, on other issues of importance to the Association. However, members are not entitled to vote on such issues.

7.6 AUDITORS

The 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 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 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.