

# **Bylaws**

## **Association of Canadian Trauma Nurses**

### **ARTICLE I - Membership**

#### **Section 1.01 Classifications**

- A. Active Members: Licensed to practice as a Registered Nurse in Canada.
- B. Associate Members: An individual who is interested in membership in ACTN, but is not licensed to practice as a Registered Nurse in Canada. The associate member is eligible to the same benefits as active members of ACTN except that they will be non-voting members and will not be able to hold office or chair a committee.
- C. Retired Members: An individual who is interested in membership in ACTN, but is retired as a licensed to practice Registered Nurse in Canada. The retired member is eligible to the same benefits as active members of ACTN except that they will be non-voting members and will not be able to chair a committee.
- D. The number of associate and retired members shall not exceed the number active members.

#### **Section 1.02 Privileges**

- A. All members are entitled to:
  - 1) Receive membership publications;
  - 2) To participate in all activities of the organization;
  - 3) To submit proposals for consideration by ACTN.
- B. In addition, Active Members:
  - 1) Have the right to vote on all matters submitted to the membership concerning ACTN.
  - 2) Are eligible, according to ACTN's Bylaws, to be elected or appointed to office.

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### **Section 1.03 Responsibility of Membership**

- A. Each Active Member has the responsibility to support the purposes and functions of ACTN and to abide by The Canadian Nurses Association's Code of Ethics and ACTN's Bylaws.
- B. Each Associate Member shall have the responsibility to support the purposes and functions of ACTN.
- C. Each Retired Member shall have the responsibility to support the purposes and functions of ACTN.
- D. Membership is a privilege and is contingent on compliance with requirements as specified in these Bylaws

### **Section 1.04 Dues**

- A. Active Members - \$50.00 annually
- B. Associate Members - \$40.00 annually
- C. Retired Members - \$20.00 annually

### **Section 1.05 Termination of Membership**

- A. Causes – The membership of any member of ACTN may terminate upon the occurrence of any of the following events:
  - 1) Discovery of the revocation or suspension of a member's nursing license or registration as a nurse. When reinstated by the professional association, the member shall be eligible to apply to the Executive Board for membership reinstatement.
  - 2) Nonpayment of dues.
  - 3) ACTN members may have their membership terminated by a vote of the Elected Board for failure to adhere to ACTN's Bylaws; representing ACTN without prior authorization, or for other cause which ACTN may deem reasonable. Such action shall not be taken until a member is advised of specific charges and given opportunity to respond.
  - 4) Any member upon a majority vote of all members of ACTN in good standing may be expelled from membership for any cause which the association may deem reasonable.

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- B. Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive Board.
- C. Refunds of membership fees will only be issued if notice of resignation is received within thirty (30) days of payment of annual fees.

### **ARTICLE II - Meetings**

- A. Meetings - Any one or more members of the Board of Directors or any Committee member may participate in a meeting by means of a conference/telephone call or similar communication which allows all persons participating the meeting to hear/read discussion. Participation by such means shall be equivalent to face-to-face meetings.

#### **Section 2.01 Annual Meeting**

- A. The Annual General Meeting of ACTN shall be held on or before June 30 in each year, at a time and place decided upon by the President.
- B. A notice in writing to the last known address of each member shall be delivered by fax, email or by mail thirty (30) days prior to the date of the meeting.
- C. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, and two or more Directors. The officers and directors so elected shall serve as a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in ACTN.

#### **Section 2.02 Meeting Notice**

- A. General meetings of the association may be called at any time by the Secretary upon the instructions of the President or Board of Directors by notice in writing to the last known address of each member, delivered by fax, email or by mail eight (8) days prior to the date of such meeting.

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### **Section 2.03 Special Meetings**

- A. A special meeting shall be called:
- 1) By the President upon a majority vote of the Board of Directors.
  - 2) By the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of such meeting shall be by fax, email or by letter to the last known address to each member, delivered eight (8) days prior to the date of such meeting.

## **ARTICLE III - Quorum**

- A. A majority of members voting in person or electronically with personal verification at an annual, special or regular meeting shall constitute a quorum unless otherwise stated in these bylaws.
- B. A quorum for Board of Director meetings shall be fifty percent plus one (50% + 1).

## **ARTICLE IV – Board of Directors**

### **Section 4.01 Description**

- A. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of ACTN.

### **Section 4.02 Responsibilities**

- A. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted:
- 1) Abide by the Bylaws, Policies and Procedures of ACTN.
  - 2) Supervise and direct the business and financial affairs of ACTN.
  - 3) Develop, monitor, and evaluate programs, which implement ACTN's policies established by the Bylaws and the Membership.

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- 4) Prioritize/assign relevant professional issues and assign to committees or work groups for discussion and development prior to presentation and action by ACTN.
- 5) Develop and promote a means of open communication between the ACTN and other specialty organizations, governing agencies.
- 6) Speak with one voice through motions.
- 7) Direct, control and inspire ACTN through careful establishment of organizational policies and practices that reflect the guiding principles and values.
- 8) Monitor and discuss organizational process and performance.
- 9) Fulfill their legal fiduciary responsibilities.
- 10) Ensure the implementation of all resolutions approved by the members.

### **Section 4.03 Composition**

A. The Board of Directors shall be composed of a minimum of seven (7) voting members consisting of four elected Officers and two or more elected Directors-At-Large. The Past President shall also be a member of the Board. The number of Directors-At-Large may be increased as per the needs of ACTN, provided there is always an odd number of voting board members.

#### **B. Officers:**

- 1) Description:
  - i. There shall be four (4) voting officers: President, Vice President, Secretary and Treasurer, these will be the Executive Officers of the Board.
- 2) Eligibility Requirements:
  - i. Officers of the Board must be licensed to practice as a Registered Nurse.
  - ii. Officers of the Board must be voting members of ACTN.
- 3) Responsibilities:
  - i. Each Officer shall exercise their duties and responsibilities specified in the Bylaws as a member of the Board of Directors.

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- 4) Signing Authority:
  - i. Signing Authority shall be assigned to three Officers: President, Vice-President and Treasurer. Any two (2) of these Officers shall sign all cheques.
- 5) Term of Office:
  - i. The term of office for each officer shall be two (2) years.
  - ii. The initial term of office for the President and Secretary will be three (3) years to allow for staggering terms of executive positions

### **C. Directors-At-Large:**

- 1) Description:
  - i. There will be at minimum two (2) voting Directors-At-Large. The number of Directors-At-Large may be increased as per the needs of the ACTN, provided there is always an odd number of voting board members.
- 2) Eligibility Requirements:
  - i. Directors-At-Large must be current Active Members of ACTN.
  - ii. A Nominee for Director-At-Large must be a current, Active Member in good standing.
  - iii. Directors-At-Large shall exercise the responsibilities specified in the Bylaws for members of the Board of Directors.
- 3) Term of Office:
  - i. Directors-At-Large shall serve for a two (2) year term.

D. Any Director may be removed from office as stated in Article 5.05.

E. A Director may fill a vacancy in an Officer's position, on an interim basis. The appointee will subsequently be elected or ratified at a legally constituted Annual or Regular General Meeting of the members.

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### **Section 4.04 Elections**

A. Elections shall be held annually.

B. Nominations Committee:

1) Composition:

- i. Will be made up of two (2) executive board members, one of which will be the Immediate Past President, when this position commences.

2) Responsibilities:

- i. The Nominations Committee shall solicit candidate nominations for all open Board and Officer Positions.
- ii. Nominations for Office may also be submitted to the Secretary prior to the Annual General Meeting.
- iii. This committee shall prepare a slate of candidates to be presented for consideration and approval by the Board of Directors.
- iv. Further nominations may be accepted from the floor at the Annual General Meeting.

C. Electoral:

- 1) The electoral process shall be conducted in accord with procedures developed by the Board of Directors.
- 2) The slate of candidates must be approved by the Board of Directors.
- 3) Active Members of ACTN shall elect Officers and the Directors at Large by ballot as determined by the Board of Directors using available technology.
- 4) Votes may be cast in person or be proxy. No Active Member may cast more than three (3) proxy votes.
- 5) A completed proxy vote form must be presented to the attending Secretary before the meeting is called to order.
- 6) Candidates receiving the highest number of votes for each position shall be declared elected.

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- 7) Tie Votes:
- i. In the event of a tie vote for the position of President-Elect, there shall be a second balloting of ACTN's active members.
  - ii. In the event of a tie vote for all other executive board positions, the Officer presiding in the chair shall cast the deciding vote.

### **Section 4.05 Resignations, Removal and Vacancies**

- A. Resignation - A Board member of ACTN may give notice of resignation by a written letter to the President of ACTN.
- B. Removal – A Board member may be removed by the Board of Directors for just cause. A quorum of fifty percent plus one (50% +1) by secret ballot is required to remove a board member. There will be thirty (30 days) notice to the elected board that removal vote shall occur.
- C. Vacancy - In the event of a vacant position on the Board of Directors, the President shall appoint an eligible member to fill that position until the next scheduled balloting; with the exception of the Office of President.
- D. If the Office of President becomes vacant;
- 1) The Vice President shall succeed to the Office of President.
  - 2) The Vice President position shall remain vacant until the next scheduled balloting unless a special election is called.
  - 3) The Vice President shall subsequently serve the completion of the term of Office as President to which elected.
- E. Any extraordinary circumstances will be addressed by the Board of Directors.

### **Section 4.06 Expense Policy**

- A. Purpose:
- 1) This policy indicates the duty of knowledge of the elected or appointed Board of Directors of the ACTN. This policy provides direction towards expense authority and reimbursement.
- A. Responsibilities:
- 1) Board members are expected to pay for their expenses at conventions and meetings and be reimbursed through pre-approved board resolutions.
  - 2) Board members may have their registration, travel and accommodation paid for with respect to Board sanctioned



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events should their position require their presence (Policy, President or Designate) or they have been voted by resolution of the Board to attend.

- 3) Board members will not submit expenses for their spouses or family members travelling with them on ACTN events.
- 4) Directors will submit their expenses with original receipts to the President for approval before submitting them to the Treasurer for payment. At no time will alcohol be reimbursed and must not appear on the original GST receipt.
- 5) The President will submit their expenses to the Board of Directors for approval before submitting them to the Treasurer for Payment.
- 6) Expenses will be submitted within thirty (30) days of approved event travel.

### **ARTICLE V – Duties of the Board**

#### **A. Past-President**

- 1) The Past-President sits on the Board, appoints an Ad-Hoc nominating committee and conducts the elections.

#### **B. President**

- 1) The President shall/may attend all meetings of ACTN and of the Board.
- 2) The President shall be an ex-officio member of all committees.
- 3) She/he shall, call meetings as required.
- 4) She/he shall, when present, preside at all meetings of ACTN and of the Board. In her/his absence the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 5) She/he reports to the membership regularly.
- 6) She/he has signing authority for ACTN.

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### **C. Vice-President**

- 1) The Vice-President shall/may attend all meetings of ACTN and of the Board.
- 2) The Vice-President carries out duties assigned by the Board.
- 3) She/he has signing authority for ACTN.

### **D. Secretary**

- 1) The Secretary shall/may attend all meetings of ACTN and of the Board.
- 2) She/he shall keep accurate minutes of all meetings of ACTN and of the Board.
- 3) In case of the absence of the Secretary, her/his duties shall be discharged by such officer as may be appointed by the Board.
- 4) The Secretary shall have charge of all the correspondence of ACTN and be under the direction of the President and the Board.
- 5) The Secretary shall also keep a record of all the members of ACTN and their addresses.
- 6) She/he shall send all notices of the various meetings as required.
- 7) She/he shall collect and receive the annual dues or fees levied by ACTN.
- 8) Such monies shall be promptly turned over to the Treasurer.
- 9) She/he submits the required Annual Society Report to the Office of Corporate Registries.

### **E. Treasurer**

- 1) The Treasurer shall/may attend all meetings of ACTN and of the Board.
- 2) The Treasurer shall receive all monies paid to ACTN and be responsible for the deposit of same in whatever Bank, Trust Company, Credit union or Treasury Branch the Board may order.

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- 3) She/he shall properly account for the funds of ACTN and maintain financial records as may be directed.
- 4) She/he shall present detailed accounting of receipts and disbursements to the Board.
- 5) She/he prepares the financial statements for the audit or review committee and presents the audited/reviewed annual financial statement to the Annual General Meeting. Two copies of such statements shall be prepared: one for ACTN's files and one for the Annual Societies Report to the Office of Corporate Registries.
- 6) She/he has signing authority for ACTN.

#### **F. Secretary/Treasurer**

- 1) If a volunteer does not step forward for each of the positions of Treasurer and Secretary, these two positions can be combined and be undertaken by one person at the discretion of the Board.

#### **G. Director-At-Large**

- 1) The Director-At-Large shall/may attend all meetings of ACTN and of the Board.
- 2) A person appointed or elected, becomes a director if they accept the nomination at the Annual General Meeting.
- 3) They may also become a Director if they were not present at the meeting but consented in writing to act as Director.

### **ARTICLE VI - Other Committees**

The Board of Directors may convene committees, subcommittees and task forces as necessary to accomplish the business of the Association.

#### **Section 6.01 Ad-Hoc Committees:**

- 1) May be established as needed. Ad-Hoc committees may be formed from time to time for a specific project, including research and reporting.

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- 2) The Ad-Hoc committee will be disbanded once that project is completed. Ad-hoc chairs may or may not be Board members, but they must report to the Board.

### **ARTICLE VII - Auditing**

- A. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) members of the association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of ACTN. The fiscal year end of ACTN in each year shall be March 31.
- B. The books and records of ACTN may be inspected by any member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers who have charge of same. Each member of the Board shall at all times have access to such books and records.

### **ARTICLE VIII – Records and Confidentiality**

- A. Designated Records:
  - i. Records of Governance Policies and governance decision through resolution of the Board shall be kept under the auspice of the President.
- B. Notice of Privacy Practices:
  - i. Records of ACTN shall be kept in accordance with the FOIP regulation of the Province of Alberta or other such governing regulators.
- C. Minimum Necessary Policy:
  - i. This policy shall be distributed to all Board Directors duly elected, and will be available for membership viewing.

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### **ARTICLE IX - Remuneration**

Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of ACTN shall receive any remuneration for his/her services.

### **ARTICLE X - Borrowing Powers**

For the purpose of carrying out its objectives, ACTN may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of ACTN, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

### **ARTICLE XI – Special Interest Groups**

#### **Section 11.01 Categories**

The Association may have Special Interest Groups, which provide a forum for members who have a common interest. The Board of Directors will approve formation of a special interest group.

#### **Section 11.02 Membership**

Membership in an Association Special Interest Group is limited to members of ACTN.

#### **Section 11.04 Responsibilities**

- A. The Interest Group may determine its own goals which must be communicated to the Board of Directors.
- B. The Interest Group may not speak in the name of ACTN unless a statement or policy has been approved in advance by the Board of Directors.

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**ARTICLE XII – Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or Association policy.

**ARTICLE XIII - Indemnification**

ACTN shall indemnify all Officers, Directors and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an Officer, Director or employee. Unless a judgment or adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

**ARTICLE XIV - Dissolution**

In the event of dissolution of ACTN, the net assets of the Association shall be applied and distributed as follows:

- A. Liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
- B. Distribution of Assets: The Board will determine the remaining assets and the distribution of assets to trauma-related projects and/or organizations.

**ARTICLE XV – Bylaw Amendments**

**Section 15.01 Submission**

- A. Amendments to the Bylaws shall be proposed by the Board of Directors or by written request of five (5) Active Members in accordance with procedures.
- B. Amendments shall be submitted to the Board of Directors for approval to be presented to the membership.

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### Section 15.02 Approval

- A. Amendments, which are in accordance with ACTN’s philosophy, purpose and functions, as well as Federal and Provincial Laws, shall be presented to the membership as a Special Resolution at an Annual or Special Meeting. A minimum of 75% (3/4) of the members present at the meeting must vote in favour of the Special Resolution for the Bylaws to be changed.
- B. Results of amendment votes shall be reported in the minutes of the Association and at the Annual Meeting.

### ARTICLE XVI – Society Seal

ACTN shall not adopt a Society Seal.

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Date: \_\_\_\_\_.

Signature:	Address:
Print Name:	
Signature:	Address:
Print Name:	
Signature:	Address:
Print Name:	
Signature:	Address:
Print Name:	
Signature:	Address:
Print Name:	
Witness Signature:	Address:
Print Name:	