

NURSE PRACTITIONER ASSOCIATION OF ALBERTA BY-LAWS (FEB 2016)

ARTICLE 1: NAME AND OBJECTIVES

1.1 The name of this organization shall be the Nurse Practitioner Association of Alberta (NPAA).

1.2 The NPAA is organized as a society under the Alberta Society Act. The NPAA operates as an independent association and is the professional voice for Nurse Practitioners in Alberta. 1.3 The objective of the NPAA is to advocate for and advance the Nurse Practitioner profession and improve Albertan's access to the healthcare provide by Nurse Practitioners thereby building a healthier Alberta.

ARTICLE 2: DEFINITIONS

2.1 "Board" means the Board of Directors of the NPAA as defined by these bylaws.

2.2 "Director" means an elected or appointed member of the Board.

2.3 "Executive" means the members of the Board identified as the executive officers of the NPAA as identified by these bylaws.

2.4 "Member in good standing" means a member of the NPAA who has paid the annual membership dues for the current year.

2.5 “Nurse Practitioner” (NP) in these by-laws means a regulated health professional holding a current practice permit on the NP roster of the CARNA as either a Nurse Practitioner or Graduate Nurse Practitioner.

2.6 “President” is the member of the Board elected by the membership as president of the association.

ARTICLE 3: MEMBERSHIP

3.1 Active membership and membership in good standing in all categories of membership is contingent on acceptance of a membership application by the NPAA and payment of annual dues.

3.2 Regular Member: Regular members shall be Nurse Practitioners as defined by Article 2. Regular members shall have the right to vote and seek election to office or serve on committees in the NPAA.

3.3 Student Member: Student members shall be Registered Nurses enrolled in university graduate program leading to eligibility for entry-to-practice as a NP in Alberta. Student members shall not be entitled to vote or to hold office, other than as an appointed student representative on the Board. Student members may serve on committees. Student members are entitled to receive all correspondence and publications of the NPAA and on request with reasonable notice, to inspect the books or records of the NPAA.

3.4 Associate Member: Associate members are any person who is not a NP or member in another membership category who is interested in fostering the objectives of the organization. Associate members have the right to hold office and are entitled to receive publications of the NPAA, but do not have voting rights. They can only be a board member once voted by the membership at an AGM or by the board with a $\frac{2}{3}$ majority.

3.5 Organization Member: Organization members are any organization with five or more members that is interested in fostering the objectives of the organization. Organization membership does not confer the right to vote, serve as a member of a committee or hold office either as a group or as an individual member of the organization who is not also a member of the NPAA.

3.6 Memberships are non-transferrable.

3.7 Memberships in all categories are for a twelve month period commencing from the time of membership purchase.

3.8 Membership may be terminated by a majority vote decision of the Board for any cause that the Board deems is reasonable. No member shall have membership terminated without first having been notified of the reason(s) for termination and without first having been given an opportunity to be make representation to the Board. Termination of membership does not entitle a member to any refund of membership dues.

3.9 Any member may voluntarily terminate membership in the NPAA by notifying the executive board of the NPAA in writing and discharging any lawful liability which is standing on the books of the NPAA against the member at the time of giving such notice. Voluntary termination of membership does not entitle the member to a refund of any membership dues.

3.10 A member suspended from the CARNA shall be subsequently and immediately suspended from the NPAA. Upon confirmation of reinstatement in good standing to the CARNA, a member shall be reinstated to the NPAA, subject to any conditions set by the Board.

3.11 A member who is delinquent in paying the annual membership dues for greater than 60 days shall have membership terminated unless the Board approves an extension to the payment deadline. An opportunity for representation to the Board prior to termination for non-payment is not required.

ARTICLE 4: MEMBERSHIP DUES AND ASSESSMENTS

4.1 The annual membership fee, and any prorated amount, shall be determined by the Board.

4.2 Other assessments may be applied to members as determined annually by the Board and subject to approval of the annual operating budget by the membership.

ARTICLE 5: OFFICERS AND DIRECTORS

5.1 The business of the NPAA shall be managed by a Board of Directors comprised of:

5.1.1. The President and Executive Committee of the Association;

5.1.2. A maximum of three student members appointed by the Board normally one representing each of the three Alberta entry-to practice NP programs (i.e. Athabasca University, University of Alberta, and University of Calgary); and

5.1.3.. Members elected from the membership to bring the total number of Directors to a maximum of 15.

5.2 As the governing body of the NPAA, members of the Board shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the function of their positions. A Director shall discharge the director's duties in good faith and with ordinary care and in a manner the director reasonably believes to be in the best interest of the NPAA. A director is not liable to the NPAA, a member, or another person for an action taken or not taken as a director if the director acted in compliance with this bylaw provision. A person or organization seeking to establish liability of a director must prove that the director did not act (a) in good faith (b) with ordinary care and (c) in a manner the director reasonably believed to be in the best interest of the NPAA.

5.3 There shall be at least six meetings of the Board in each operating year. More frequent meetings may be at the call of the President. Meetings may take place by physical gathering of the Board, through the use of video and/or teleconferencing, or by a

combination of these means. Announcement of board meetings shall be done by official NPAA email or another appropriate means as deemed by the president within one month.

5.4 In the event that a member of the Board is unable to participate in an official meeting of the Board member shall inform the President of the absence prior to the meeting.

Members of the Board absent from official meetings shall not have the right to have another person attend and/or vote on their behalf.

5.5 In the event that a vacancy occurs on the Board due to a change in status of any member, such position shall be filled in the following manner: a. President: the Vice-President shall accede to the position for the completion of the term. If the Vice-President is unable or unwilling to accede to the position of President, the Board shall appoint another member of the Board to the position by majority vote. b. The Board shall appoint replacements for all other vacancies by a majority vote.

5.6 The Officers of the Association shall be the Executive Committee of the Board of Directors: a. the President, who shall also be Chair of the Board of Directors; b. the Vice-President, who in the absence of the President, the Vice President shall perform the duties of the President; c. the Immediate Past President; d. the Treasurer; e. the Secretary; and f. the Registrar.

5.7 The Executive Committee shall:

5.7.1. Make decisions on behalf of the Board that require immediate action between scheduled meetings of the Board;

5.7.2. Keep Directors advised on all matters dealt with by the Executive Committee; c. act on all matters referred to it by the Board;

5.7.3 Be responsible for all matters pertaining to the proper maintenance of all property owned, leased, or rented by the NPAA and make recommendations to the Board on the leasing, purchasing, or altering of NPAA property, premises, leaseholder space, furniture and fixtures, and equipment.

5.8 No Officer or Director shall enter into any business arrangement in which the Officer or Director has a direct or indirect interest with the NPAA, except on a competitive basis, and having declared any interest therein, the Officer or Director shall refrain from voting thereon and may not participate in the discussion.

5.9 Any 50% plus one of members of the Board, met in accordance with these bylaws, shall be a quorum and a majority of such quorum may do all things within the power of the Board. Board members granted a leave of absence shall not be considered in the total number of Board members for purposes of determining a quorum.

5.10 Officers and Directors of the NPAA shall receive no remuneration for services rendered, but may be reimbursed for reasonable expenses incurred on behalf of the NPAA. Receipts of expenses incurred by an Officer or Director for NPAA business shall



submit their expense claim to the treasurer within one month of expenditure. The treasurer shall reimburse the respective claimant within one month via check delivered by postal service or in person. Records of the respective transitions shall be scanned or photographed for digital storage on the official NPAA cloud storage service for a minimum of seven years.

5.11 An employee of the NPAA shall not be eligible to be a member of the Board.

5.12 The term of office for all Officers and Members of the Board is two years with service in any position for no more than two consecutive terms. Should an elected position remain unchallenged by the membership the serving Board member may be appointed to the position for a further one year term while active recruitment takes place for replacement. Officers and Members of the Board shall hold office, subject to the preceding limitations, until new Officers and Members elected from the membership are sworn in following an election.

5.13 Student members of the Board shall be appointed for a one year term with service for no more than two consecutive terms. A student member appointed to the Board who becomes a regular member during such appointment may serve to the completion of the student member's term.

5.14 In the event that an elected or appointed officer or director violates the bylaws of the NPAA or fails to perform the duties associated with their office with the loyalty and due

care attendant to the office held, that officer or director shall be provided with a written request for resignation approved by a majority of the remaining members of the Board. Upon written request, such officer or director is entitled to a public hearing before the Board. If the officer or director served with a request for resignation does not choose to resign the officer or director may be removed by a three-quarters majority vote of the Board. The officer or director shall be provided final written notice of the decision of the Board.

5.15 All NPAA Officers and Directors communicating to third party organizations by email which may include but are not limited to; associations, governing bodies, the media, professional colleges; shall utilize the respective official NPAA email service provided by the NPAA.

ARTICLE 6: COMMITTEES

6.1 Committees of the NPAA shall be standing or ad hoc. Each committee shall have a chair or co-chairs appointed by the President, subject to approval of the Board, unless the position is otherwise specified in the bylaws. Committee members shall be appointed by the committee Chair, subject to approval by Executive, unless membership is otherwise specified in the bylaws.

6.2 All committees are advisory to the Board. Committees shall assume such duties as specified in the bylaws or as designated by the Board. Each committee shall review its

activities and functions annually and submit an annual report to the membership at the Annual General Meeting.

ARTICLE 7: ELECTIONS

7.1 In each year the Board shall fix a nomination day and an election day and shall notify the members ten days in advance of the nomination day. There shall be no more than thirteen months between elections without consent of the membership at a special meeting.

7.2 The secretary shall be the chair of the Nomination Committee. In the absence of a secretary, the President shall appoint another willing member of the Board to be the chair of the Nomination Committee. The Nomination Committee shall be comprised a minimum of three members, including the Chair and shall be responsible for:

7.2.1 Utilising the NPAA position descriptions, prepare a slate that optimally consists of at least two, but not more than three, nominees for each available position on the Board; 7.2.2. Ensuring that any nominee is eligible for Board membership;

7.2.3. Ensuring that any nominee has consented to being nominated and is seconded by at least one other voting member in good standing;

7.2.4. Presenting a slate of nominees for Board vacancies to the Board for their approval within seven days after nomination day;

7.2.5. Preparing a ballot on which the names of each nominee for each office shall be listed alphabetically. This may be done in person or via an appropriate online voting tool as deemed appropriate by a majority vote of the board;

7.2.6. Appointing three scrutineers to distribute, collect, and tabulate ballots on election day if voting done in person. If voting is done electronically, results shall be posted by the administrator on the NPAA members-only website within two weeks; and

7.2.7. At the close of voting, shall report the results of the election and declare the results of the election.

7.3 The Board may approve or revise the slate of nominees. The approved slate of nominees shall be forwarded to each voting member of the NPAA at least ten days before the election day.

7.4 In the event that only one nomination has been received for any office, and the nominee is qualified for office in accordance with these bylaws, that person shall be acclaimed and be declared elected.

7.5 Elections may be conducted by paper or electronic ballot. The Board shall approve the balloting method each year and give notice of the method at the same time as giving notice of the election date.

ARTICLE 8: MEETINGS

8.1 The Annual General Meeting of the NPAA shall be held at a time and place determined by the Board. A minimum of one month notice shall be given to all members advising them of the date and location of the meeting. Such notice may be in written or electronic form. Posting of the notice to the NPAA website shall constitute notice of the meeting for any member. A copy of the notice shall be entered into the Annual General Meeting minutes. Members may attend meetings by physical gathering, by video or teleconference, or by any combination of these means.

8.2. Regular meetings of the NPAA shall be held at a time and place designated by the Executive. Notice of such meetings shall follow the same procedure as notice for an Annual General Meeting in the preceding paragraph.

8.3. Special meetings of the NPAA may be held anytime when summoned by the President or when requested in writing by a majority of the members of the Board, or when requested in writing by 25% of the general membership. A minimum of seven days notice of special meetings shall be given and may be in written or electronic form. Posting of the notice to the NPAA website shall constitute notice of the meeting for any member. An agenda for the special meeting shall be posted with the notice of meeting and only the business indicated in the agenda shall be addressed at the special meeting. No additions to a special meeting agenda shall be made once the agenda is published.

Members may attend meetings by physical gathering, by video or teleconference, or by any combination of these means.

8.4. At any Annual, Special or Regular meeting of the NPAA, fifty (50%) of the members present for the meeting shall be a quorum, and unless otherwise specifically provided, a majority of members present and upon proof of membership on a sign-in sheet, shall be competent to do and perform all acts which are, or shall be, directed to be done at such meeting.

ARTICLE 9: ENACTMENT, AMENDMENT AND REPEAL OF BYLAWS

9.1. Notice of a proposed enactment, amendment, or repeal of a Bylaw shall be posted on the NPAA website with at least 30 days notice before the date of any meeting at which it is to be voted on.

9.2. The notice referred to in subsection 9.1 shall contain full particulars of the proposal.

9.3. Any voting member of the NPAA shall be afforded the opportunity to make representation on the proposal at the meeting at which the proposal is to be voted on.

9.4. The persons entitled to vote on a proposed enactment, amendment, or repeal of a Bylaw are the members of the Board of Directors.

9.5. No enactment, amendment, or repeal of a Bylaw is effective unless at least two-thirds of those eligible to vote at a meeting vote in favour of the proposal.

9.6. Whenever amendments are made to Bylaws, consequential editorial changes may be made to the Bylaws as required.

ARTICLE 10: AFFILIATIONS

10.1 The Board may affiliate with any organization, or apply for organizational membership in any organization, in which it determines may be in the best interests of the NPAA.

ARTICLE 11: FINANCIAL

11.1 The fiscal year shall commence on the first day of April in each calendar year.

11.2 The President, Treasurer, and Vice-President, and Registrar shall be signing officers on the accounts of the NPAA.

11.3 All financial transactions of the NPAA shall be reviewed and reconciled monthly by the treasurer. Reconciliation records must be maintained for a minimum of three years and stored on the official NPAA cloud storage service.

11.4 The Financial Committee shall comprise the Treasurer who is the Chair and not less than two other voting members of the NPAA and is responsible for:

- 11.4.1. conducting a review of the books and accounts of the NPAA not less than quarterly with a report to the Board at the next meeting following the end of the quarter;
- 11.4.2. preparing a financial report for review of the membership at the Annual General Meeting; and

11.4.3. preparing an annual budget for approval of the Board not later than one month prior to the end of the fiscal year.

11.5 The Board may engage a professional accounting or bookkeeping firm to conduct an annual review of the books and accounts of the NPAA and the report of any such review shall be reported to the membership at the Annual General Meeting.

ARTICLE 13: PARLIAMENTARY PROCEDURE

13.1 Parliamentary procedure for all meetings of the organization shall be that of “Robert’s Rules of Order” most recent edition.

ARTICLE 14: SEAL

14.1 Custody of the seal of the Association remains with the Secretary. The seal shall be countersigned by a minimum of two signing officers of the Association.

ARTICLE 15: APPROVAL/AMENDMENTS

15.1 These bylaws have been ratified on the 1st day of March 2016 in the city of Calgary, AB.