

# **Family Practice Nurses Association of Nova Scotia (FPNANS) By-Laws.**

## **Article 1**

### **Name**

1.1 The name of the association (here-after called the Association), is called the Family Practice Nurses Association of Nova Scotia (FPNANS).

## **Article 2**

### **Registered**

2.1 The FPNANS shall be registered with the Registry of Joint Stock Company yearly to maintain the exclusive use of the name Family Practice Nurses Association of Nova Scotia. (FPNANS)

## **Article 3**

### **Executive Committee**

3.1 The Management of the Society is the responsibility of the directors.

3.2 The Executive Committee/Directors-the members of a society may nominate, elect or appoint any of its members as directors for conducting the business, discipline and management of the society and its affairs. There will be 6 directors. The directors will hold the following offices:

- President
- Vice President
- Treasurer/Membership
- Recording Secretary
- Education Chair
- Member at Large

3.3 Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.

3.4 They will be elected by the current active membership for a two (2) year term. The term of a director is to be no more than 8 years in total. A director may hold more than one position but never more than one vote.

3.5 If an director resigns his/her office or ceases to be a member in the Society, his/her office as director shall; be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

3.6 The members may, by special resolution, remove any director and appoint another person to complete the term of office.

3.7 The Association will hold Executive Committee meetings at a date and location chosen by the executive committee.

3.8 Meetings of the executive shall be held at the discretion of the President. A minimum of 6 (six) executive meetings will be held annually.

3.9 Notice of executive committee meetings will be sent by email to the executive at least 7 (seven) days prior to the meeting.

3.10 The non-receipt of notice by any director shall not invalidate the proceedings.

3.11 Notice can be waived for executive meetings with the unanimous approval of the Board.

3.12 An executive committee quorum shall be 50% of filled positions. There shall not be any voting by proxy.

3.13 See Appendix A for job descriptions for each director position.

#### **Article 4**

#### **Committees**

4.1 The quorum for any committee shall be 50% of committee members.

4.2 Ad Hoc Committees shall be appointed by the executive committee to address a specific topic for specified period of time.

#### 4.3 Education Committee

a. The education committee chair is part of the elected executive committee. The membership of the education committee shall have at least 3 members from the active membership plus the chair.

b. The educational committee will organize a minimum of 8 educational hours every 2 years.

c. As a member of the educational planning committee all conference fees are waived.

#### 4.4 Nominating Committee

a. The Nominating committee shall consist of two active members. The President will act, as Chairperson and the remaining member will be appointed at the Annual General Meeting.

b. They shall be responsible for the preparation of a slate of officers for the voting body of the AGM.

i. They will report the results of the votes to the membership at the AGM.

ii. All persons nominated must signify a willingness to accept the office.

### **Article 5 Membership**

5.1 Membership in the Association is available to all nurses who are registered with a Canadian Regulatory Body, nursing retirees and students of nursing who have an interest in Primary Health Care.

5.2 Active members have voting rights and the right to hold office in the Association.

5.3 Every member may vote at any General meeting of the Society.

5.4 Every member shall have one vote and no more and there shall not be proxy voting.

5.5 Membership in the Association shall cease: upon death or if the member resigns by written notice to the Association, or if the member ceases to qualify for membership in accordance with the by-laws.

5.6 A member may be expelled: if a member is not in good standing with the Nova Scotia College of Nursing and, if by a vote of the majority of the Executive members of the Association, it is deemed that the Member's membership in the Association has terminated.

## **Article 6 Membership Fees**

6.1 The annual registration fees will be collected to include both the national and provincial registration fees. The national fees collected will be forwarded to the national association by the Treasurer. If a member has a membership in more than 1 province, only one national fee will be collected by the association designated by the registrant. The annual fee shall be adjusted to include the cost of the provincial and national fees.

6.2 Annual fees shall be payable by October 31st to the Association. Those members not paid by November 30<sup>th</sup> will be placed on the inactive membership. Annual fees will not be prorated.

6.3 Membership dues shall be determined by the executive committee/directors and approved by the voting membership at an annual general meeting.

## **Article 7 Finance and Audit**

7.1 The fiscal year of the FPNANS shall commence April 1 to March 31<sup>st</sup> of each year.

7.2 Cheques and money orders may be made payable to FPNANS.

7.3 Signing authority shall be granted to two members of the executive committee. One authorized signature is required for all payments from the Association, after approval by two executive officers, one of which shall not be the Treasurer.

7.4 All claims are to be submitted and supported by receipted bills or vouchers. Financial decisions can be made at the discretion of the executive committee and must be supported by a quorum.

7.5 Any two Executive Members, other than the Treasurer, shall audit the financial records of the Association annually. OR a duly qualified accountant may be appointed.

This is to be reported at the AGM.

7.6 The executive committee shall prepare a budget for the fiscal year and submit it to the membership for approval at the AGM.

## **Article 8**

### **Meetings**

8.1 The Association shall hold a General meeting of the membership annually at a date and location chosen by the executive committee for the purpose of electing officers, receiving reports of the officers, intention to propose a special resolution, and all committees and any other business that arises.

8.2 Notice of General meeting and Special Meetings will be sent by email to all members at least 30 days prior to the meeting. The AGM announcement will be posted on online presence (either FPNANS website or FPNANS Facebook page depending on the platform being used at the time of the meeting).

8.3 In all voting procedures the principal of one vote per active member shall pertain.

8.4 The quorum for a General Meeting will be 10 voting members in good standing with the Association.

8.5 No business shall be conducted at any General Meeting unless a quorum is present to open the Meeting and, upon request, before any vote.

## **Article 9 Resolutions**

9.1 Resolutions shall be presented at the AGM and voted on by membership.

## **Article 10 Parliamentary Authority**

10.1 Parliamentary authority shall follow the rules contained in Roberts Rules of Order and shall govern the Association in all cases to which they are applicable.

## **Article 11 Amendments**

11.1

Amendments to the bylaws must be made by Special Resolution, and requires the amendment to be passed by three – quarters (3/4) or more of members who are present at the Annual General Meeting.

Bylaws become effective once reviewed and approved by the Registrar.

## **Article 12 Miscellaneous**

12.1 The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change. There will be no remuneration for executive for attending of Executive meetings and the operational duties of the Association.

12.2 In specific situations whereby a request has been received by a Member of the Executive for representation from the Family Practice Nurses Association of

Nova Scotia (FPNANS) or the executive deems it appropriate to have a member represent the Association, then remuneration will be considered to ensure there is representation. Examples of these requests include: requests from NSCN, CFPNA and Department of Health and Wellness. Other individual requests will be discussed and determined by the Executive based on quorum. All members, either Executive or general members, will qualify. The Executive will determine who is the most appropriate representative and determined by quorum vote.

### 12.3 The following criteria must be adhered:

- a. The Executive member or member of the Association must not be receiving any other salary, honorarium or other form of remuneration for the time attending.
- b. Only one member will receive remuneration per request. Decision regarding most appropriate Executive member will be determined by quorum. If two representatives are requested then it may be appropriate to have a member who is salaried also attend.
- c. Reasonable costs and expenses for an executive member or other member of the Association to carry out the objects of the society that require representation at external meetings would be reimbursed by the Association. These reasonable costs and expenses would include: reimbursement for lost salary, costs for travel by vehicle if travel required is greater than 60 kms. The mileage rate will coincide with the Department of Health and Wellness listed rate at that time. No other expenses and costs will be included in this reimbursement.
- d. A total of \$1000.00 will be allocated per fiscal year to cover total reasonable costs required for representation at external meetings. The total maximum amount will be determined each year as voted on by the membership.
- e. A cheque will be payable to the member and signed by one signing officer.
- f. At all times, attempts for alternate funding will be considered. For example if an honorarium is offered from an external source then further payment for reasonable expenses will not be required or considered by the Association.
- g. A report at the next Executive meeting will be expected to ensure the Executive are updated regarding the initiative. In addition, this report will

be made available/delivered to the membership body at the AGM.

12.4 The borrowing powers of the Society may be exercised by special resolution of the members.

12.5 The Society does not have a seal at present time. In the event a seal is obtained in the future, the seal of the society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Officers.

12.6 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

12.7 The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

12.8 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.



## **APPENDIX A**

### **Job Descriptions and Duties of the Executive**

#### **President**

- a) Serves as a voting member of the Executive Committee
- b) Ensures the executive committee functions as a team
- c) Presides at all meetings of the Association
- d) Provides monthly meeting dates after the AGM in conjunction with discussion with the executive
- e) Conducts the meeting following parliamentary procedure
- f) Along with the secretary, compiles agenda items
- g) Chairs the AGM
- h) Provides a written report of the activities of the Association at the AGM

#### **Vice President**

- a) Serves as a voting member of the Executive Committee
- b) Assumes all the powers and responsibilities in the absence of the President
- c) Regularly reviews and make recommendations to the bylaws for amendment at the Annual General Meeting
- d) Presents the bylaws to the membership at the AGM
- e) Actively contributes in supporting the work of the Association with other responsibilities as assigned

#### **Treasurer/Membership**

- a) Serves as a voting member of the Executive Committee
- b) Manage all financial aspects of the Association, along with membership administration
- c) Keep accurate records of all financial transactions of the association
- d) Keep receipts for 5 (five) years
- e) Pay debts incurred by the association
- f) Submit an annual financial report at AGM
- g) Arrange auditing of the financial reports
- h) Collect membership fees

- i) Develop and distribute membership forms throughout the year and have available at AGM
- j) Mail receipts of membership fees to members
- k) Maintain accurate data base (addresses and emails)
- l) Provides a membership report for the AGM
- m) Ensures transfer of documents to new Treasurer/Membership Secretary
- n) Actively contributes in supporting the work of the Association with other responsibilities as assigned

### **Recording Secretary**

- a) Serves as a voting member of the Executive Committee
- b) Responsible for giving notice of meetings and AGM to members
- c) Compiles agenda items and circulates 1 week prior to the meeting
- d) Emails agenda with confirmation date/time (with call in phone number and password) 48 hours prior to meeting
- e) Records minutes and keeps official records of all executive and Annual General Meetings
- f) Prepare and circulate minutes via email to the Executive Committee within 2 weeks of the meeting
- g) Ensures transfer of minutes and documents to new secretary
- h) Actively contributes in supporting the work of the Association with other responsibilities as assigned

### **Education Chair**

- a) Serves as a voting member of the Executive Committee
- b) Lead role in planning and coordinating the Biennial FPNANS conference
- c) Develops a check list of tasks to be completed for the conference and reviews the checklist at monthly meetings and delegates responsibilities accordingly
- d) Help recognize the educational needs of the membership
- e) Provides a membership report for the AGM
- f) Actively contributes in supporting the work of the Association with other responsibilities as assigned

**Member at Large**

- a) Serves as a voting member of the Executive Committee
- b) Representative for the general membership
- c) Focus on how the activities and the decisions of the executive will affect the membership of the Association
- d) Provides direction to the Association website delegate to post relevant communication
- e) Receives updates from the website delegate and communicates this information back to the executive
- f) Actively contributes in supporting the work of the Association with other responsibilities as assigned

## **APPENDIX B**

### **Family Practice Nurses Association of Nova Scotia Vision, Mission & Values**

#### **Our Vision**

Promote excellence and advocacy for Family Practice Nursing in Nova Scotia.

#### **Our Mission**

To advance Family Practice Nursing in Nova Scotia through collaborative networks and support systems and by promoting our vision and standard of care.

#### **Our Values**

**Advocacy:** for the role of Family Practice Nurse.

**Excellence:** in the diverse care we provide.

**Collaboration:** with interdisciplinary health care stakeholders to promote optimal care in our perspective communities.

**Continuing Education:** adhere to evidence-based practice through lifelong learning.

**Accountable:** to our professional standards for practice and code of ethics.

**Accessibility:** to publicly funded health care.