



# LICENSED PRACTICAL NURSES ASSOCIATION OF BRITISH COLUMBIA

## BYLAWS

2018

Registered and approved by Corporate Registry

Corporation # S-0007065 Business #87452 2675 BC0001

Incorporated a Society: February 8, 1965

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### Mission

*LPNABC promotes professional excellence and lifelong learning with strength through a unified voice representing the LPNs of BC*

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## Part I - Interpretation

1.1 In these bylaws, unless the context otherwise requires:

“**Association**” means the Licensed Practical Nurses Association of British Columbia sometimes referred to as the LPNABC;

“**College**” mean the College of Licensed Practical Nurses of British Columbia;

“**Directors**” mean the Directors of the Association for the time being;

“**Licensed Practical Nurse**” mean a practical nurse licensed by the College of Licensed Practical Nurses of British Columbia;

“**Society Act**” means the *Society Act of British Columbia* from time to time in force and all amendments to it;

“**Registered address**” of a member means the member’s address as recorded in the register of members;

“**Address of the Association**” shall be the address as determined from time to time by the Board of Directors and filed with the Registrar of Companies;

1.2 The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## Part 2 - Membership

2.1 The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the Directors for membership in the Association and on acceptance by the Directors is a member.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the annual general meeting of the Association.

2.5 A person ceases to be a member of the Association:

- a. By failing to maintain their membership in good standing before the prescribed date set by the Association for the next calendar year.
- b. By delivering his or her resignation in writing or by mailing or delivering it to the address of the Association.
- c. On his or her death or,
- d. On being expelled.

## 2.6 **Classes of Membership**

2.6.1 **Active Member** - an Active Member is a member who:

- a. Has been issued a current license to practice by the College of Licensed Practical Nurses of British Columbia and
- b. Has paid the active membership fee determined by the Association
- c. An Active Member shall have the following rights and privileges:
  - i. Has the right to receive notice of and to attend any general meeting of the members of the Association,
  - ii. Shall have the right to vote at any meeting of the members of the Association;
  - iii. Is eligible to be elected to any office or committee of the Association.
  - iv. and the right to bring forward resolution(s) at any meeting of the members of the Association

2.6.2 **Student Member** - A Student Member is a member who:

- a. Is enrolled in an approved course of training for licensed practical nursing within the province of British Columbia;
- b. Has paid the student membership fee determined by the Association;
- c. A Student Member shall have the following rights and privileges:
  - i. Is entitled to notice of and to attend all general meetings of members of the Association;
  - ii. Shall not have a vote at any meeting of the members of the Association;

- iii. Shall automatically be moved to the Active Member roster upon receipt of their license from the College of Licensed Practical Nurses of BC;

**2.6.3 Honorary Member** - An Honorary Member is an individual who:

- a. Through meritorious service or distinction within the Association, has been nominated at the annual general meeting and passed through resolution and vote.
- b. An Honorary Member shall not be required to be a practical nurse or a member of the College;
- c. An Honorary Member shall not be required to pay a membership fee;
- d. An Honorary Member may be added to the Active Member roster upon payment of registration fees and meeting all other requirements.
- e. An Honorary Member shall have the following rights and privileges:
  - i. Is entitled to notice of and shall have the right to attend all general meetings of the members of the Association;
  - ii. Shall not have the right to vote at any meeting of the members of the Association;
  - iii. Is not eligible to hold office or serve as a member of any committee of the Association;

**2.6.4 Retired Member** - A Retired Member is an individual who:

- a. Has retired from the profession of practical nursing but who previously held Active Membership in the Association;
- b. Has paid the membership fee for Retired Members determined by the Association;
- c. A Retired Member shall have the following rights and privileges:
  - i. Shall have the right to receive notice of and to attend any general meeting of the members of the Association;
  - ii. Shall have the right to vote at any meeting of the members of the Association;
  - iii. Shall be eligible to be elected to any office or committee of the Association.
  - iv. and the right to bring forward resolution(s) at any meeting of the members of the Association

## Part 3 - Complaints and Discipline

3.1 In the event any Active Member is aware that any other member of the Association has:

- a. Committed any act which is contrary to or subversive of the stated objectives of the Association; or
- b. Has acted in such a manner which would bring censure on or cause disrespect of the Association or any of its officers or members; or
- c. Has been convicted of a criminal offence; such member may file, with the President of the Association, a written complaint.

3.2 A written complaint must contain a full and complete description of the alleged offense and must be signed by the Active member making the complaint.

3.3 The President shall refer the complaint to a Disciplinary Committee appointed by the Board of Directors to handle all complaints and disciplinary matters and if no Committee has been appointed, to a Committee which shall consist of the 2<sup>nd</sup> Vice President, and two other directors of the Association appointed by the Board of Directors with the exception of the President and the 1<sup>st</sup> Vice President.

3.4 The Disciplinary Committee shall investigate all complaints and provide a written report and recommendations to the Board of Directors based on factual evidence and in accordance with BC Laws.

3.5 The individual who is the subject of the complaint must be notified in writing and must be given copies of the complaint and all other documentation which will be reviewed by the Committee.

3.6 The individual who is the subject of the complaint shall be entitled to appear before the Committee to defend his or her position, with legal counsel, and no recommendation shall be made by the Discipline Committee to the Board without full and complete due legal process.

3.7 The Board of Directors shall have the power to sanction an individual against whom a complaint has been made, after due process, and review of the report of the Disciplinary Committee, they determine that sanction or punishment is appropriate.

## Part 4 - Meetings of Members

4.1 General meetings of the Association must be held at a time and place and in accordance with the Society Act.

4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

4.3 The Directors may convene an extraordinary general meeting.

4.4 Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.6 The first annual general meeting of the Association must be held not more than 15 months after the date of the incorporation and AGM must be held every year with no other timing requirement.

## Part 5 - Proceeding at General Meetings

5.1 Special Business is:

- a. All business at an extraordinary general meeting except the adoption of rules of order, and
- b. All business conducted at an annual general meeting, except the following:
  - i. The adoption of rules of order;
  - ii. The report of the directors;
  - iii. The election of directors;
  - iv. The appointment of the auditor, if required;
  - v. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors

5.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 A quorum is 3 members present or greater number that the members may determine at a general meeting.

5.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting is convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

- 5.6 Subject to bylaw 5.7, the President of the Association, the 1<sup>st</sup> Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
- 5.7 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.8 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 5.9 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 5.10 A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- 5.11 In the case of a tie vote, the chair shall have a casting or second vote in addition to the vote to which he or she may be entitled as a member.
- 5.12 A member in good standing present at a meeting of members is entitled to one vote.
- 5.13 Voting shall be by show of hands unless a poll is requested by a member in which case the vote shall be by secret ballot.
- 5.14 Voting by proxy are permitted upon approval of the board.
- 5.15 Elections may be held by ballot, tele-voting, mail out ballot, or online. The election process will be chosen by the board and announced to all members 90-120 days in advance.

## Part 6 - Directors and Officers

- 6.1 The directors may exercise all the powers and do all the acts and address all matters that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:
- a. All laws affecting the Association;
  - b. These bylaws, and
  - c. Policies, not being inconsistent with these bylaws that are made from time to time by the Association in a general meeting.
- 6.2 A policy, made by the Association in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.



6.3 The number of Directors must be 6 or a greater number determined from time to time at a general meeting.

6.4 At a minimum, the Executive Board of Directors of the Association shall consist of the following officers:

- a. President
- b. 1<sup>st</sup> Vice President
- c. 2<sup>nd</sup> Vice President
- d. Secretary
- e. Treasurer
- f. Indigenous

Auxiliary Officers of the Board:

- a. Three (3) Members at Large positions will be appointed by the Executive Board for a two-year term. The positions will be reviewed annually at the AGM.
  - I. Members at Large will meet with the Executive Board at least 3 times per year and/or special meeting requests
  - II. Members at Large follow LPNABC Policy and Procedures as Executive board members
  - III. Members at Large agree to sign a Confidentiality Agreement upon acceptance of position

6.5 Directors must disclose material interests in proposed or existing contracts or transactions or in a matter that might put a director's interest in conflict with the director's duties to the society. Disclosures must be recorded and accessible to members.

6.6 The Board may meet at least 4 times in each fiscal year and reasonable notice of meetings must be given to the members of the Association.

6.7 The immediate Past President may be considered an ex-officio member of the Board but shall not have a vote at any meeting of the Board of Directors.

6.8 The Directors must retire from office at each annual general meeting when their successors are elected.

6.9 No Director shall hold the same office for more than two successive terms. A Director may be elected to fill an office he or she has previously held but only upon the condition that he or she has not held office for a minimum of one intervening term.

6.10 Election of Directors shall be coordinated so that only half of the elected Board of Directors is replaced in any given year.

6.11 An elected Board member may be removed by a  $\frac{2}{3}$  of the Board by special resolution, before the expiration of his or her term of office and may appoint a successor to complete the term of office based on due cause.

## Part 7 - Nominations and Elections

7.1 Subject to the Bylaws, the Board of Directors may make policies regarding the nomination and election of Directors.

7.2 The Rules made under subsection (1) must be consistent with the following:

- a. voting shall be by secret ballot
- b. only Active Members and Retired Members who are in good standing are entitled to vote

7.3 Each position is elected to a three (3) year term at the end of a natural term of office

7.4 Separate elections must be held for each office to be filled.

7.5 An election may be by acclamation; otherwise it must be by secret ballot.

7.6 If a successor is not elected, the person previously elected or appointed shall continue to hold office until a successor is elected or appointed to act in her place or stead.

7.7 If a Director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former Director.

7.8 A Director so appointed holds office only until the conclusion of the next annual general meeting of the Association but is eligible for re-election at the meeting.

7.9 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed numbers of Directors in office.

7.10 A Director must not be remunerated for being or acting as a Director but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association. A director or member maybe contracted to perform work for the Association upon approval of the Executive Board.

## Part 8 - Proceeding of Directors

8.1 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- 8.2 The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.
- 8.3 The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the 1<sup>st</sup> Vice President must act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.
- 8.4 A Director may at any time, and the Secretary on the request of a Director, convene a meeting of the Directors.
- 8.5 The Directors may delegate any, but not all, of their powers to committees.
- 8.6 A committee formed in the exercise of the powers so delegated must conform to any policies imposed on it by the Directors and must report every action in exercise of those powers to the earliest meeting of the Directors held after the action.
- 8.7 A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present a Chair may be appointed.
- 8.8 The members of a committee may meet and adjourn as they think proper.
- 8.9 For a first meeting of Directors held immediately following the appointment or election at an annual or other general meeting or for a meeting of the Directors at which an appointment is made to fill a vacancy, it is not necessary to give notice of the meeting for the meeting to be constituted if a quorum of the Directors is present.
- 8.10 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex, email or cable, of any meeting of the Directors and may at any time withdraw the waiver and until the waiver is withdrawn.
- 8.11 Questions arising at a meeting of the Directors and Committee must be decided by a majority of votes.
- 8.12 In the case of a tie vote, the Chair does have a second or casting vote.
- 8.13 A resolution proposed at a meeting of Directors or Committee must be seconded and the Chair of a meeting may not move or propose a resolution.
- 8.14 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is valid and effective as if regularly passed at a meeting of Directors.

## Part 9 - Duties of Officers

### 9.1 The President

The President must:

- a) The President is the chief executive officer of the Association
- b) The President presides at all general and Board meetings of the Association.
- c) The President is the ex-officio for all committees
- d) Sets the agenda for all board meetings including the Annual General Meeting
- e) Is one of three signing officers
- f) PN Canada - point person and representative at national levels

#### **9.2 1st Vice President:**

The 1<sup>st</sup> Vice President must:

- a) In the absence of the President, assumes all presidential duties.
- b) Is the Historian
- c) Chair of Members at Large
- d) Liaises with all standing committees
- e) Receives and distributes committee reports prior to each Board meeting
- f) Is one of three signing officers

#### **9.3 2<sup>nd</sup> Vice President:**

The 2<sup>nd</sup> Vice President must:

- a) Chair of Legislation & Bylaw Committee
- b) Attends meetings with executive and alternate for 1st Vice President
- c) Parliamentarian for LPNABC meetings
- d) Alternate for secretary taking minutes at meetings
- e) Point person, contract negotiations and administrative contracts

#### **9.4 The Secretary**

The Secretary must:

- a) Regional Representative Liaison
- b) Issue notices/agenda of meetings of the Association and Directors
- c) Assists President in preparing:
  - a. Agendas for meetings
- d) Keep minutes of all meetings of the Association and Directors
- e) Have custody of all records and documents of the Association except those required to be kept at the office
- f) keeps the soft copy of all policies and procedures of the association
- g) Receive and coordinate all reports from board members

### 9.5 The Treasurer

The Treasurer must:

- a) Chair the financial committee
- b) Keep the financial records, including books of account, necessary to comply with the Society Act, and
- c) Render financial statements to the Directors, Members and others when required.
- d) Maintain all financial accounts (chequing, PayPal and investments)
  - i. Deposits
  - ii. Bank statements
  - iii. Issuing payments for all accounts payable
- e) Maintain the registry of members
- f) Is one of three signing officers

### 9.6 The Indigenous Director

The Indigenous Director must:

- a) Chair Indigenous Committee
- b) Attends meetings with executive
- c) Indigenous representative for LPNABC meetings
- d) Alternate for secretary taking minutes at meetings
- e) Point person, contract negotiations and administrative contracts pertaining to indigenous matters

### 9.6 Members at Large

- a) Accepts responsibilities for Association assignments as delegated by the Provincial Board Members.
- b) Shall be a working member of at least one LPNABC Committee.
- c) Attends Board, membership, and any committee meetings for which they have responsibility.
- d) Is available to receive direct feedback from members for input to the Association, and to communicate to inquiring members, appropriate information regarding actions of LPNABC

## Part 10 - Seal

10.1 The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

10.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution or if no persons are specified, in the presence of the President and Secretary or President and Treasurer.

## Part 11 - Regions

11.1 The Association shall, for the purpose of providing better access to services and education to its members, designate five health regions within the Province of British Columbia and designated regions shall be:

- Vancouver Coastal (including Providence Health Authority)
- Fraser Valley
- Vancouver Island
- Interior
- Northern

11.2 The Board of Directors shall determine the geographical boundaries of each region from time to time.

11.3 The Board of Directors shall appoint one member of the Association from within each region to represent the designated region as a Regional Representative with a two year term.

11.4 The Board of Directors may delegate whatever responsibilities it determines to be in the best interests of the Association.

11.5 The Board of Directors shall have the right to remove any Regional Representative at any time and to appoint another member to such office at any time when the member is proven to not be in compliance with the Policy and Procedures Manual or stated mandate of the Association.

11.6 The Board may appoint a Regional Representative Liaison to oversee the administration and application of its policies and procedures within the designated region. The structure and responsibilities of each Regional Committee shall be determined by the Board of Directors from time to time.

11.7 The Regional Representative Liaison will chair the Regional Committee until a chair is appointed in his/her jurisdiction.

## Part 12 - Borrowing

- 12.1 The Association does not have the power to borrow money or operate at a deficit budget.

## Part 13 - Fiscal Year and Revenue

### Section A: Fiscal Year

- 13.1 The Association uses the calendar year as the fiscal year.

### Section B: Fees

- 13.2 Membership Fees are determined by resolution.

### Section C: Finances:

- 13.3 The President, the First-Vice President and the Treasurer are the signing officers for the Association. All cheques to be signed by the treasurer and one other signing officer

- 13.4 All securities owned by the Association will be lodged with a secured financial institution.

- 13.5 The Treasurer is responsible for the safekeeping of all financial records.

- 13.6 Financial Committee will review the financial records quarterly.

- 13.7 The financial records of the Association may be examined and reviewed yearly by a qualified accountant if requested by members.

- 13.8 This part applies only if the Association is required or has resolved to have an auditor/trustee. At the time of registering this new Bylaws, we are not a reporting Society therefore an audit is not required but an annual review will be executed.

- 13.9 Provides member access to all corporate records, but directors to restrict access to directors' meeting records and accounting records. Directors may restrict members' access to register of members if access would be harmful to the society or a member

## Part 14 - Notices to Members

- 14.1 A notice may be given to a member, either personally or by mail or electronically to the member at the member's registered address.

- 14.2 Notice of a general meeting must be given to:

- a) Every member shown on the register of members on the day notice is given, and
- b) Date, Time and Location of the AGM/Conference
- c) AGM need not actually be held if all voting members consent to the business.

14.3 No other person is entitled to receive a notice of a general meeting.

14.4 It is the responsibility of every member to notify the office of the Association, in writing, of any change of his or her address.

## Part 15 - Parliamentary Authority

Robert's Rule of Order Newly Revised shall apply to and on all questions of procedure and parliamentary law not specified in these bylaws.

## Part 16 - Bylaws

16.1 On being admitted to membership, each member is entitled to, and the Association must make available to the member, without charge, a copy of the constitution and bylaws of the Association.

16.2 These bylaws must not be altered or added to except by special resolution.

## Part 17 - Dissolution

17.1 In accordance with the Society Act and in the event that the Association is to be dissolved, all of its assets will be liquidated, all of its liabilities will be paid in full or otherwise satisfied and any monies then remaining will be transferred to bursaries for LPNs for advanced education or student practical nurses in British Columbia.