

BYLAWS

YUKON NURSES' ALLIANCE

(the Society)

Part 1 - Definitions and Interpretation

1. Definitions

In these bylaws:

1.1. "Act" means the *Yukon Societies Act* and the regulations under the Act, as amended from time to time.

1.2 "Annual General Meeting" is a type of General Meeting that has timing and reporting requirements as laid out in the Act, Division 2.

1.3. "Board" means the directors of the Society.

1.4 "Directors' Resolution" means a consent resolution of directors passed in accordance with 58(4-6) of the Act and as allowed in s. 31 of these bylaws, and is distinct from Ordinary Resolution and Special Resolution.

1.5. "Bylaws" means these bylaws.

1.6. "Constitution" means the constitution of the Society.

1.7. "Director" means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society. The terms "Board Director", "Member of the Board", or "Board Member" all refer to a Director.

1.8. "General Meeting" means a General Meeting of the members of the Society.

1.9. "Member" a person who is currently, in accordance with these Bylaws, a member of the Society

1.10 "Members' Proposal" means a notice of a matter that a member or members propose for consideration at an annual General Meeting, as outlined in s. 86 of the

Act.1.11. "Officer" means an individual appointed by the directors to designated position(s) of the Society to exercise the directors' authority to manage the activities or internal affairs of the Society in whole or in part. These may be directors but are not required to be directors.

1.12. "Ordinary Resolution" means a resolution passed by simple majority of the votes cast by the Members on that resolution; or consented to in writing, after being sent to all of the Members, by at least 2/3 of the Members.

1.13. "Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the Members on that resolution; or consented to in writing by all of the Members.

2. Definitions in Act

2.1. The definitions in the Act apply to these Bylaws.

3. Conflict with Act

3.1. If there is a conflict between these Bylaws and the Act, the Act shall prevail subject to any exceptions set out in the Act.

4. Act Applies

4.1. These Bylaws are intended to be read in conjunction with the Act.

5. Delivery and Receipt of Notice

5.1. Any provisions in these Bylaws which require notice to be delivered in writing to Members shall be deemed to have been met either by:

5.1.1. Mailing such notice to the Member at their last known address known to the Society; or

5.1.2. Emailing such notice to the Member at their last known email address known to the Society,

5.2. Notice shall be deemed to have been delivered to the member:

5.2.1. For notices delivered by mail, two business days after being placed in the mail; or

5.2.2. For notices delivered by email, upon transmission from the Society to the Member.

Part 2 - Members

6. Qualifications for Membership and Application to Become a Member

6.1. Membership in the Society is open to:

6.1.1 individuals who are interested in furthering the Society's purposes, and

6.1.2 who are studying to become, practicing or previously practiced as an LPN, NP, RN, RPN, or nurse midwife.

6.1.3 Current registration is not required.

6.4. A person who meets *the* qualifications for membership as set out in section 6.1 may apply for membership by submitting an application in the form established by the Board, and paying such application and membership fees as set by the Board.

6.5. A person becomes a member of the Society upon acceptance by the Board of their application and receipt of payment of membership fees as set by the Board.

7. Rights of Members

7.1. Every Member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors

8. Duties of Members

8.1. *Every* Member must uphold the Constitution and comply with these Bylaws.

9. Classes of Members

9.1. There is only one class of Members in the Society.

10. Membership Fees

10.1. Membership fees and the date by which Members must pay those fees to become a Member or renew their membership shall be set by the Board. Payment of membership dues shall be a condition of membership.

11. Termination of Membership.

11.1. A person's membership in the Society is terminated when:

11.1.1. The person neglects or fails to pay membership fees when due;

11.1.2 The member resigns in writing with the effective date as set out in the letter of resignation;

11.1.3 The member is expelled in accordance with any discipline of members as outlined in 11.2

11.2 The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

11.2.1 violating any provision of the by-laws or written policies of the Society,

11.2.2 carrying out any conduct which is likely to endanger the reputation or hinder the interests of the Society, or

11.2.3 In such other circumstances as set out in the Act.

12. Discipline and Expulsion of a Member

12.1. A Member may be disciplined or expelled from the Society in accordance with the Act.

Part 3 - General Meetings of Members

13. General Meetings

13.1. A General Meeting *of* the Society is one that is called in accordance with the Act and the Bylaws and includes the annual General Meeting.

13.2. An annual General Meeting must be held in accordance with the Act at the time and in the manner the Board determines. The Board may, at any time, call other General Meetings.

13.3. Any meeting *of the* Society whether an annual General Meeting, a General Meeting, or meeting of the Board, directors, or committees *may* be held in person, electronically, or a combination of in person and electronically.

13.4 A member may call for a General Meeting as outlined in s. 80 of the Act.

13.5 If necessary, resolutions in lieu of meetings are permitted, as outlined in the Act including s. 77.

14. Notice of a General Meeting

14.1. Written notice of the date, time and location of a General Meeting must:

14.1.1. Be given in accordance with the Act;

14.1.2. Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;

14.1.3. State the nature of any business, other than ordinary business, to be transacted *at* the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and

14.1.4 Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a Special Resolution.

15. Quorum for Society Meetings

15.1. A quorum for the transaction of business at a General Meeting is the greater of three members or 25% of the members

16. Requirement for a Quorum to Conduct Business

16.1. Business, other than the election of the Chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of Members is present.

17. Adjournment of General Meetings + Quorum at Continuation

17.1. The Chair of a General Meeting may adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting, It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted *at* a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice *of* the continuation of the adjourned meeting must be given in accordance with the Act and these Bylaws.

17.2. The Members present at a General Meeting constitute a quorum for the purposes of the meeting if the meeting is a continuation of a General Meeting that was adjourned because a quorum was not present and a quorum is again not present at the continuation meeting.

18. Voting

18.1. All members in good standing, whether attending a meeting in person or electronically, shall be entitled to vote on such matters put before them *by* the Board for voting.

18.2. Each member has one and only one vote for any matter requiring a vote.

18.3. Members cannot assign their vote to another member - no proxy voting is permitted.

18.4. Meetings held electronically or partially in person and electronically and where voting may be required must include means by which those Members who attend electronically:

18.4.1. Have their voting privileges verified; and

18.4.2. Are able to cast a vote which can be counted along with votes cast by members who attend in person.

18.5. Voting can be conducted in a variety of ways, including electronic balloting, paper ballots, voice votes or a show of hands.

18.5.1. No matter what method of voting is chosen for any one particular matter requiring a vote, that method must ensure that each person entitled to vote is able to have their vote counted.

18.6. The Chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

19. Business to be Conducted at the Annual General Meeting

19.1. The business to be conducted at the annual General Meeting shall be:

19.1.1. Election of Directors if a vacancy exists at the time of the annual General Meeting or if the term of office for one or more Director expires at the annual General Meeting;

19.1.2. Report to the Members on activities of the Society over the past year;

19.1.3. Presentation of year-end financial statements to the Members;

19.1.4. Discussion and voting on any Members' Resolutions received in accordance with the procedures set out under section 20.

20. Members' Proposals

20.1. Members may submit Proposals to the Society in accordance with the Act s. 86.

Part 4 -Directors and Committees

21. Number of Directors

21.1. The Society must have no fewer than three, and no more than 12, Directors. The Board shall determine the fixed number of Directors from time to time

22. Qualification to be a Director

22.1. Directors must be members in good standing of the Society and must remain so throughout their term.

22.1.1. If a Director ceases to be a member in good standing with the Society or fails to continue to meet the qualifications for membership set out in section 6, *they* shall cease to be a Director upon the date their eligibility to be a Member of the Society ceases.

22.2. The majority of Directors must be ordinarily a resident in Yukon.

22.3. Directors must meet the qualification requirements set out in the Act and these Bylaws.

22.4. The Board of Directors shall broadly represent the nursing profession and workplace settings, to be outlined in board policy.

22.5. Members who wish to apply to run for election, must submit their application in the form and manner specified by the Board and within the timelines established by the Board to ensure sufficient notice before an election at the annual General Meeting.

23. Cooling off Periods

23.1. No person may be or may remain a board member, a director or an officer of the Society if they hold an employment, board, director or officer position elsewhere which can lead to a reasonable apprehension of conflict of interest between their fiduciary duties to the Society.

23.2 Without limiting the range of such positions, persons who currently hold or held within the last six months the following positions:

23.1.1. YRNA Board or Staff member;

23.1.2 Member of public office;

23.1.3. Executive or senior management role (ADM, Executive Director or higher) with:

23.1.3.1. Health and Social Service or Community Service ministries (or such successor ministries) within Yukon Government or any such other ministry of office having jurisdiction over healthcare or health delivery;

23.1.3.2. Yukon Hospital Corporation or similar organization/institution including health authority;

23.1.3.3. Any health related labour, union or employer association/organization.

24. Election of Board Members.

24.1. First Board of Directors.

24.1.1. The first Directors are the individuals who are designated as the Society's Directors on the first statement of directors filed in respect of the Society. The first Directors hold office until the close of the second annual General Meeting.

24.2. Directors are elected by Ordinary Resolution of the Members for positions that are open at the time of the General Meeting.

25. Term of Office

25.1. A Director's term of office may be 1, 2 or 3 years, such that a reasonable number of Directors are replaced and remain at each AGM.

25.2. A Director may serve no more than eight consecutive years in office.

25.3. A former Director who has served eight years in office may apply to be considered for election no less than one year after that Director ceased to hold office as a Director.

25.4 The above may be modified by board resolution.

26. Appointment of Directors to fill Vacancies

26.1. The Directors may appoint a Member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term *of* office, except where the Director was removed from office in accordance with these Bylaws and the Act.

26.2. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

26.3. The Directors may appoint a Member, including a Director who has served the maximum number of consecutive terms, to fill a vacancy caused by the lack or failure of qualified candidates to stand *for* election as a Director.

26.4 The Board will advertise the interim role to members and interested parties will submit using the same form as referenced in 22.5.

27. Removal of Directors

27.1. A Director may be removed from office via a Member Proposal as outlined in s. 53 of the Act.

27.2 If a Director is removed from office by Member proposal, the Members may elect or appoint an individual by Ordinary Resolution to serve as Director for the balance of the term of the Director who was removed.

27.3 The Board may, by Board resolution, remove a Director for cause, including breach of fiduciary duty, persistent non-attendance, lapsed membership, or behaviour contrary to the Society's interests.

27.4 A Director may be removed from office upon their resignation of the position.

27.5 If a Director is removed by Board resolution or through resignation, appointment to fill the vacancy will occur per s. 26 of these bylaws.

28. Remuneration for being a Director

28.1. The Society must not remunerate a Director for being a Director.

28.2. The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

28.3. The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director or in advancing their governance capacity. .

29. Additional Conflicts of Interest Provisions

29.1. Directors must comply with the conflict of interest provisions under the Act.

30. Officers and Committees

30.1 The Board shall, as often as may be required, elect or appoint, from among the Directors, a Chair, a Vice-Chair, and a Secretary/Treasurer or a Secretary and a Treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.

30.2 The duties of officers are outlined in the board policy.

30.3 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

30.3.1 In the event the Board decides to create a committee or advisory body, it must establish terms of reference for such committee.

30.3.2 Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

30.3.3 Any committee member may be removed by resolution of the Board.

Part 5 - Board of Directors Meetings

31. Calling and Conduct of Board Meeting

31.2. Board meetings may be held in person, electronically or as a hybrid of in person and electronic.

31.4. The Chair will establish meetings per the Act.

31.5. Quorum for Board meetings is a majority of the Directors holding office as of the date of the meeting.

31.7. The Board may make a decision or pass a resolution without a meeting so long as:

31.7.1. Board members have had a chance to discuss the matter either via email or electronic meeting; and

31.7.2. The majority of Board members consent to the decision making process.

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Part 7 - Signing Authority and Financial Controls

32. Signing Authority

32.1. A contract or other record to be signed by the Society must be signed on behalf of the Society by either the Chair or Vice Chair and at least one other Director, or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

32.2. The Director, or individual authorized by the Board, may certify a copy of any instrument, resolution, bylaw, or other document of the Society to be a true copy thereof.

33. Borrowing

33.1. The Society may, subject to approval by the members at a General Meeting:

33.1.1. Borrow money; and

33.1.2. Issue debt obligations to any person and for any consideration.

34. Investment

34.1. If the Board is required to invest funds on behalf of the Association, the Board may invest the property of the Association in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Association.

35. Bookkeeping and Audit

35.1. Financial statements shall be presented as required at the annual General Meeting, and auditing of financial statements will occur should the Society meet the threshold of Class A as outlined in the Act.

Part 8 - Restricted Activities and Powers

36. Society Must Act in Accordance with its Purposes and Bylaws

36.1. The Society must not carry on any activity or exercise any power in a manner contrary to its purposes or these Bylaws.

Part 9 - Amending these Bylaws

37. Amendment Procedures

37.1 These Bylaws will not be altered or added to except by Special Resolution and in accordance with s. 19 of the Act. 39.3. The amendments or alterations take effect on the date on which they are filed with the registrar of societies.