

CONA

Chapter Bylaws

TABLE OF CONTENTS

A) ARTICLE ONE: Name.....	3
B) ARTICLE TWO: Corporate Seal.....	3
C) ARTICLE THREE: Association Contact Information.....	3
D) ARTICLE FOUR: Objectives.....	3
E) ARTICLE FIVE: Membership.....	4
F) ARTICLE SIX: Dues.....	5
G) ARTICLE SEVEN: Board Members.....	6
H) ARTICLE EIGHT: Board Members Portfolio.....	7
I) ARTICLE NINE: Vacancies.....	12
J) ARTICLE TEN: Election of Board Members.....	12
K) ARTICLE ELEVEN: Fiscal Year.....	13
L) ARTICLE TWELVE: Meetings.....	13
M) ARTICLE THIRTEEN: Delegates.....	13
N) ARTICLE FOURTEEN: Amendments.....	14
O) ARTICLE FIFTEEN: Financial Review.....	14
P) ARTICLE SIXTEEN: Signature and Certification of Documents.....	14
Q) ARTICLE SEVENTEEN: Provision for Board Member Liability Insurance.....	15

CONA Bylaws

The Bylaws are maintained and revised under the leadership of the Past President/Nominating/ Bylaws chairperson. They are located on the CONA website <http://www.cona-nurse.org>.

A) ARTICLE ONE: Name

- A.1 The name of the Association is the Canadian Orthopaedic Nurses Association, hereafter referred to as CONA, or the “Association.”

B) ARTICLE TWO: Corporate Seal

- B.1 The seal of the Association shall be in such form as shall be prescribed by the provisional directors of the Association and shall include the words, “The Canadian Orthopaedic Nurses Association.”
- B.2 The seal shall remain in the care and custody of the Treasurer.

C) ARTICLE THREE: Association Contact Information

- C.1 The head office of the Association shall be located at the City of Toronto in the Municipality of Metropolitan Toronto in the Province of Ontario, Canada, at the place therein where the business of the Corporation may, from time to time, be carried on. All association mail will be forwarded to the Treasurer Chairperson’s home address.
- C.2 The Association may establish, by resolution, such other offices and agencies elsewhere within Canada, as the Board of Directors may deem expedient.

D) ARTICLE FOUR: Objectives

- D.1 To establish identification as a unique group with a specific Board of knowledge.
- D.2 To promote the highest standard of practice in orthopaedic nursing.
- D.3 To foster professional growth of the membership in the practice of orthopaedic nursing.
- D.4 To facilitate the sharing of knowledge within nursing and with other disciplines.

- D.5 To communicate openly and effectively within the Association and with other individuals and groups.
- D.6 To promote nursing research related to orthopaedics.
- D.7 To promote the active involvement of the membership in health promotion and disease prevention activities as appropriate to orthopaedic nursing.

E) ARTICLE FIVE: Membership

- E.1 Membership Privileges - Membership in the Association is a privilege and is contingent on compliance with the requirements as specified in these by-laws, recommendation by membership committee and acceptance by the Board.
- E.2 Membership Categories shall be:
 - A. Active
 - B. Associate
 - C. Members at Large
 - D. Honorary
 - E. Retired
- E.3 Active Membership
 - E.3.1 Active members shall be any Registered Nurse who has an interested in the practice of Orthopaedic Nursing.
 - E.3.2 Active members shall be eligible to serve on elected or appointed committees, vote and serve as delegates, with the exception of the members-at-large (9.E.5), to the annual Conference. Only members, who are Registered Nurses and are actively engaged in the practice of orthopaedic nursing, may serve as members of the National Board .
- E.4 Associate Membership
 - E.4.1 Associate membership shall be any other health care professional who has an interest in the practice of orthopaedics.
- E.5 Members At Large

Members at large shall be any persons who would otherwise qualify for active or associate membership but who, for geographical reasons, are unable to join a local chapter.

The provisions of Article E.3.1 and E.3.2 shall apply mutatis mutandis (means with the necessary changes) to this article. Members at large shall be eligible to serve on elected or appointed committees and may vote, but shall have no delegate power.

E.6 Honorary Membership

Honorary members shall be individuals elected to this category by the Board in recognition of their contribution to orthopaedics or to the Association. Such members may serve the Association in any manner mutually agreeable to themselves and to the Board. Honorary members must complete the membership application form each year indicating this status.

E.7 Retired Members

Retired member status shall be open to nurses who have retired from nursing, but still wish to be involved with CONA.

E.8 Membership Renewal

E.8.1 The membership year shall be June 1 - May 31.

E.8.2 Renewal notices shall be sent/mailed to all categories of membership.

E.9 The Board may censure, suspend or expel any member after giving such member an opportunity to be heard.

E.10 Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the Board. A majority shall consist of fifty percent (50%) plus one (1) of the total votes cast.

F) ARTICLE SIX: Dues

F.1 Active, Associate, Honorary, and Retired Membership Dues

F.1.1 Dues for each fiscal year shall be determined by the Board and approved by vote of the members.

F.1.2 Membership cards shall be issued contingent upon receipt of current dues.

F.1.3 Members, whose dues are not received by the last day of the membership year, shall be removed from the membership roster.

F.1.4 Upon receipt of dues, membership may be reinstated.

G) ARTICLE SEVEN: Board Members

- G.1 The governing Board of the Association shall consist of seven (7) members, all of whom shall be engaged in the practice of orthopaedic nursing in Canada.
 - G.2 To be eligible for election, candidates for the Board will be Active members in the Association.
 - G.3 Term of Office
 - G.3.1 The President, President Elect and Past President shall serve a one (1) year term. All other board members shall serve a two- (2) year term.
 - G.3.2 Terms of office shall officially begin and coincide with the end of the Annual Conference.
 - G.4 Duties of the Board Members
 - G.4.1 Direct the business and financial affairs of the Association.
 - G.4.2 Establish goals and objectives for the organization.
 - G.4.3 Establish administrative policies.
 - G.4.4 Authorize the formulation and awarding of all contracts.
 - G.4.5 Fill all vacancies on the Board with the exception of the President.
 - G.4.6 Foster growth and development of the Association.
 - G.4.7 Review committee reports and determine actions to be taken.
 - G.4.8 Selected members of the Board may serve as chairpersons of the standing committees as determined by the Board .
 - G.4.9 Authorize the official acts of the elected officials and committees.

Quorum

 - G.4.10 Two thirds (2/3) of the Board must be present to constitute a quorum.
- G.5 Removal and Remuneration
 - G.5.1 A Board member who is not fulfilling their assigned roles and responsibilities may be removed from the Board permanently, or for such a period of time as deemed appropriate. Two thirds of the Board members will be required to approve the removal of a Board member. The Board member being removed will be given an opportunity to make representation to the Board prior to the decision.

- G.5.2 The Board members shall not receive any remuneration, but shall receive compensation for any reasonable expenses incurred in the performance of their duties.

H) ARTICLE EIGHT: Board Members Portfolio

- H.1 The Board members of the Association shall be:
 - H.1.1 President
 - H.1.2 President-Elect/Secretary
 - H.1.3 Past-President/Nominating/Bylaws
 - H.1.4 Treasurer
 - H.1.5 Member Services/Website
 - H.1.6 Chapter Development/Orthoscope Editor
 - H.1.7 Continuing Education/Industry Liaison
- H.2 All Board members shall be elected or appointed as provided in these bylaws.
- H.3 Eligibility for office shall be dependent upon:
 - H.3.1 Active membership in the Association for one (1) year preceding nomination, with the exception of the office of the President which is automatically filled by the President-Elect and Past-President which is automatically filled by the President.
 - H.3.2 The President-Elect shall succeed to the Presidency upon completion of a one (1) year term as President-Elect.
 - H.3.3 President, President-Elect, and Past-President shall be members of the Canadian Nurses' Association.
- H.4 Terms of Office
 - H.4.1 The President shall serve a term of one (1) year.
 - H.4.2 The President-Elect shall be elected every one (1) year and shall serve a term of one (1) year. The President-Elect shall be secretary for all board meetings and work closely with the Treasurer regarding the budget.
 - H.4.3 The Past-President shall serve a term of one (1) year. The Past-President shall serve as the Nominating and Bylaw director.
 - H.4.4 The Treasurer shall be elected every two (2) years and shall serve a term of two (2) years.

- H.4.5 The Member Services and Website Board member shall be elected every two (2) years and shall serve a term of two (2) years.
- H.4.6 The Chapter Development/Orthoscope Editor shall be elected every two (2) years and shall serve a term of two (2) years.
- H.4.7 The Continuing Education/Industry Liaison Board member shall be elected every two (2) years and shall serve a term of two (2) years.
- H.4.8 All Board members of the Association shall serve until a successor has assumed office.
- H.4.9 Terms of office shall begin and terminate with the end of the Annual Conference. Out-going Board members shall remain available as consultants to in-coming Board members for one year.

H.5 Duties

- H.5.1 The President shall:
 - H.5.1.1 Be responsible to the Board for the administration of the Association.
 - H.5.1.2 Preside at all business meetings of the Association.
 - H.5.1.3 Appoint Committee Chairpersons from the Board members. Appoint special committees, subject to the approval of the Board.
 - H.5.1.4 Terminate committee appointments, subject to the approval of the Board, when in the Board's opinion such committee is not adequately functioning, or is no longer required.
 - H.5.1.5 Be a member, ex-officio, of all committees except the nominating committee.
 - H.5.1.6 Countersign cheques equal to or over \$500.00.
 - H.5.1.7 Perform other duties as usually pertain to the office of President, or as directed by the Board.
- H.5.2 The President-Elect/Secretary shall:
 - H.5.2.1 Perform the duties of the President in the absence of the President.
 - H.5.2.2 Perform such duties as may be delegated by the President or by the Board.

- H.5.2.3 Fill the office of the President should that office become vacant.
 - H.5.2.4 Record the minutes of all meetings of the Association.
 - H.5.2.5 Transcribe and distribute copies of minutes of all official meetings to the members of the Board of Directors within thirty (30) days.
 - H.5.2.6 Send meeting notices to members of the Board of Directors.
 - H.5.2.7 Review the financial affairs of the Association as necessary, with legal counsel or chartered accountant, as approved by the Board of Directors.
- H.5.3 The Past-President/Nominating/Bylaws Director shall:
- H.5.3.1 Be responsible for bylaws and nominations for upcoming vacancies on the Board.
 - H.5.3.2 Not be aspirant for office.
 - H.5.3.3 As Nominating Chair shall search for suitable nominees for office.
 - H.5.3.4 Obtain verbal or written consent to stand for election.
 - H.5.3.5 Verify eligibility to serve.
 - H.5.3.6 Submit to the Board, a list of nominees, their credentials and biographical data prior to Annual General Meeting.
 - H.5.3.7 Prepare the ballots and biographical material for publication if necessary.
 - H.5.3.8 Notify all nominees of their status regarding candidacy.
 - H.5.3.9 Inform Chapter presidents of eligible nominees prior to the Annual General Meeting
 - H.5.3.10 Review by-laws and submit proposed changes to the membership at the Annual General Meeting to be voted upon. Approved bylaw changes shall be submitted to Industry Canada for their approval.
 - H.5.3.11 Act as liaison to the National Conference Planning Committee.
 - H.5.3.12 Archive all events of the association

H.5.4 The Treasurer shall:

- H.5.4.1 Be responsible for the documentation of the business of the Association and the disbursements of accounts payable and receivable.
- H.5.4.2 Handle all correspondence of the Association and re-direct any correspondence to appropriate Board members.
- H.5.4.3 Excerpt and submit pertinent data to the respective committee chairpersons where applicable.
- H.5.4.4 Preserve correspondence, reports and records for a permanent file.
- H.5.4.5 Assume responsibility for the investments and the cash flow of the Association and maintain said in a financial institution(s) approved by the Board. As well, review the records with legal counsel or chartered accountant, as directed by the Board.

Sign Association cheques according to provisions below: Pay bills equal to or under \$500.00 with one signature.

Cheques over \$500.00 are to be signed by two signing officers of the Board one shall be the Treasurer and the other shall be either the President or President-Elect. In the event of an emergency, the President and President-Elect may sign cheques with the Treasurer's acknowledgement.

- H.5.4.6 Following elections of Board positions at the AGM, when there are two signing officers leaving their Board positions,(one being the Treasurer), and only one officer remaining on the Board who has signing authority, the Treasurer maintains signing privileges until the transfer of said privileges is completed with the incoming officers.
- H.5.4.7 Receive and reimburse expenses accompanied by receipts from the Board.

- H.5.4.8 Present financial reports biannually to the Board.
- H.5.4.9 Be a resource for the conference planning committee for financial aspects and reporting.
- H.5.5 The Members Services and Website Board member shall:
 - H.5.5.1 Oversee the membership application/renewal and maintenance process of all registered members of the Association.
 - H.5.5.2 Maintain and update the CONA website.
 - H.5.5.3 Recommend maintenance and advertising rates to the Board.
- H.5.6 The Chapter Development/Orthoscope Editor shall:
 - H.5.6.1 Administer the official publication of the on-line CONA Orthoscope Newsletter.
 - H.5.6.2 Assist the Chapters in recruitment of new membership.
 - H.5.6.3 Assist with new chapter formation and maintain a list of established chapters.
 - H.5.6.4 Liaise with chapters.
- H.5.7 The Continuing Education/Industry Liaison Board member shall:
 - H.5.7.1 Maintain a list of applicants/ award recipients of awards of the Association.
 - H.5.7.2 Review applications for awards and provide a list for the Board members for review two (2) months prior to conference.
 - H.5.7.3 Monitor and maintain a list of industry support for awards and provide the Board with information on industry partners interested in supporting an award.
 - H.5.7.4 Generate new industry support.
 - H.5.7.5 Promote and support Orthopaedic Nursing Certification.

I) ARTICLE NINE: Vacancies

- I.1 Vacancies occurring in any elective office of the Association due to the inability or ineligibility of the incumbent to perform the duties of the office, or the incumbent's removal from office, shall be filled in the following manner:
 - I.1.1 President: The President-Elect shall immediately assume office.
 - I.1.2 President-Elect:
 - I.1.2.1 A vacancy in the office of President-Elect shall be filled by a vote of the Board from a list submitted by the Nominating Chair (Past-President) in consultation with the chapter presidents.
 - I.1.2.2 Under conditions as stated in Article Nine, Section I.1.2.1, candidates for the office of President-Elect shall be included in the slate prepared by the Nominating Chair.
 - I.1.3 The Board shall fill all other vacancies by appointment.
 - I.1.4 Any member filling a vacancy for an unexpired term of one (1) year or more shall be deemed to have served one (1) term.

J) ARTICLE TEN: Election of Board Members

- J.1 Elections shall be held annually at the Annual General Meeting
- J.2 The Past-President will accept nominations up to 6 weeks prior to the Annual General Meeting by e-mail.
- J.3 If there is only one nomination that person is deemed elected by acclamation at the Annual General Meeting.
- J.4 If there is more than one nomination, an election shall take place at the Annual General Meeting by secret ballot.
- J.5 If no nomination for positions are secured prior to the Annual General Meeting, the Past-President shall call for nominations from the floor at the Annual General Meeting.
- J.6 In the event of more than one nomination from the floor for a vacancy, an election by secret ballot would take place.
- J.7 If there are no nominations from the floor, the elected officers shall remain in place until a candidate is found.

- J.8 The Past-President shall appoint tellers to count the vote in the event of an election. The successful candidate shall be determined by a majority vote. A tie is to be broken by drawing lots.
- J.9 Results of the election shall be announced at the Annual General Meeting and to the membership in the web based newsletter, Orthoscope.
- J.10 All Board members shall deliver all records or other properties of the Association to their successors at the end of the Annual Conference.

K) ARTICLE ELEVEN: Fiscal Year

- K.1 For purposes of financial statements and proper accounting practices the fiscal year of this Association shall be from June 1 to May 31.

L) ARTICLE TWELVE: Meetings

- L.1 The Annual General Meeting shall be held in conjunction with the Annual National conference.
- L.2 The President or a majority of the Board members may call special meetings.
- L.3 The President shall send a notice by email of special meetings no later than thirty (30) days prior to the meeting.
- L.4 For purposes of transacting business, two-thirds (2/3) of the Board shall constitute a quorum.

M) ARTICLE THIRTEEN: Delegates

- M.1 All members of the Board shall automatically become delegates.
- M.2 Local chapters shall select one delegate and one alternate delegate for every twenty (20) members or portion thereof, eight (8) weeks prior to the date of the Annual General Meeting.
- M.3 The President of each local chapter shall submit to the Online Members Services/Website of the Association, a list of delegates and alternates, no later than four (4) weeks prior to the date of the Annual General Meeting.
- M.4 Annual General Meeting shall be open to all members. Each member shall be allowed to speak.

- M.5 Only Delegates or their alternates may vote.
- M.6 Delegates or their alternates must be present in order to vote.

N) ARTICLE FOURTEEN: Amendments

- N.1 Amendments to the bylaws, to be presented at the next Annual General Meeting, shall be referred to the Past-President for study and necessary revision no later than three (3) months prior to the proposed conference. Amendments shall be submitted on a Bylaw change form.
- N.2 Proposed bylaw amendments shall be circulated to the Chapter presidents in advance of the Annual General Meeting for chapter discussion.
- N.3 Proposed bylaws changes shall be voted upon at the Annual General Meeting and must be approved by a two-thirds (2/3) majority of the voting delegates.
- N.4 The enactment, repeal or amendment of any by-law shall not be enforced or acted upon until the approval of Industry Canada has been obtained in writing.

O) ARTICLE FIFTEEN: Financial Review

- O.1 The accounts of the Association shall be reviewed each fiscal year by a chartered accountant.

P) ARTICLE SIXTEEN: Signature and Certification of Documents

- P.1 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two of the President, President-Elect, or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board members shall have power from time to time, by by-law, to appoint a Board member on behalf of the Association either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents and instruments in writing.
- P.2 The Association shall not sign any documents or contracts for the sole purpose of endorsing a product or company. Advertising on the CONA website is not considered an endorsement by the Association.

- P.3 The seal of the Association, when required, shall be affixed to contracts, documents and instruments in writing, as aforesaid, or by any Board member(s) appointed by resolution of the Board.

Q) ARTICLE SEVENTEEN: Provision for Board Member Liability Insurance

- Q.1 Every Board member or officer of the corporation or other person who has undertaken or is about to undertake a liability on behalf of the corporation or any company controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:
- Q.1.1 All costs, charges and expenses which such Board member, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.
- All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.