

**SOCIETY ACT**

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**CONSTITUTION**

1. The name of the society is the Gerontological Nurses Association of British Columbia hereinafter referred to as the Association.

2. The purposes of the society are:

- a) to provide a sustainable and professional organization for all nurses involved in Gerontological nursing within the province of British Columbia
- b) to promote and assist in the development of provincial and national standards of excellence in Gerontological nursing
- c) to promote educational programs to facilitate best practice in the care of the older adult
- d) to promote networking opportunities and foster inter-professional connections for nurses and other health care providers who participate in the care of the older adult
- e) to promote and disseminate Gerontological nursing research
- f) to influence government, the public, educational institutions, professional and other organizations involved in care of the older adult
- g) to advocate on behalf of the older adult in regard to health care issues
- h) to provide opportunities for affiliations with other provincial and national nursing organizations
- i) to communicate information about the College of Registered Nurses of BC (CRNBC), the College of Licensed Practical Nurses of BC (CLPNBC), and the College of Registered Psychiatric Nurses of BC (CRPNBC) and Canadian Gerontological Nurses Association (CGNA) as it pertains to the members of GNABC.

**SOCIETY ACT**

**BYLAWS**

**Of the**

**GERONTOLOGICAL NURSES ASSOCIATION OF BRITISH COLUMBIA**

**Section 1**

**INTERPRETATION**

1.1 Definitions

In these Bylaws and Constitution of the Association unless the context otherwise requires:

- a) Address of the Association means the address of the Association as filed from time to time with the Registrar in the Notice of Address
- b) Bylaws means the bylaws of the Association as filed in the office of the Registrar
- c) Constitution means the constitution of the Association as filed in the Office of the Registrar
- d) Directors means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a director means any one of them and except with respect to the election procedures and term limits described in Section 4 of these Bylaws, includes the President and president Elect
- e) Good Standing means a person who has paid the dues in accordance and meets the membership eligibility requirements and who was not expelled from the association without subsequent reinstatement.
- f) Members means those Persons who have become Full, Student, Honorary or Associate members in accordance with these bylaws and, in either case, have not ceased to be members.
- g) Full member means the member will be a voting member of the Association and will have full membership in Canadian Gerontological Nurses Association (CGNA).
- h) Student member means the member will be a voting member of the Association but does not have the right to hold office on the Board, and will be an associate of the Canadian Gerontological Nurses Association (CGNA).

# Gerontological Nurses Association of British Columbia, Constitution and By-laws

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- i) Honorary member means a Full member upon whom the Board has conferred Honorary Lifetime membership in the Association, and who retains voting privileges until his or her death, resignation or expulsion from the Association
- j) Associate member means the member will have an interest in the health care of the older adult, will be non-voting member of the Association and does not have the right to hold office on the Board, and will be an associate of the Canadian Gerontological Nurses Association (CGNA).
- k) Ordinary Resolution means a resolution passed at a general meeting by the members by a simple majority of the votes cast in person by those persons entitled to vote
- l) Person means a natural person
- m) President means a Person appointed to the office of president in accordance with these bylaws
- n) Registered Address of a member or Director means the address of that Person as recorded in the register of members or the Register of the Directors
- o) Society Act means the Society Act R.S.B.C.1996, c.433, as amended from time to time and;
- p) Special Resolution means a resolution passed at a general meeting of the members by a majority two thirds (2/3) votes cast in person by those persons entitled to vote

## 1.2 Society Act Definitions

The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws and the Constitution

## **Section 2** FINANCIAL AND OTHER MATTERS

### 2.1 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 31<sup>st</sup> day of December in each year and the membership year will be from April 1st to March 31st of the succeeding year.

## 2.2 Annual Dues

The annual dues for all members will be payable by April 1st of each year, and if not paid within thirty (30) days thereafter, the membership shall lapse and the individual will no longer be a member of the Association

## 2.3 Banking Business

The banking business of the Association shall be transacted at such bank as the Board may designate or authorize from time to time. The banking business shall be transacted by an officer or Director of the Association designated from time to time

## 2.4 Financial review/Audit

The Annual Financial statement shall be reviewed by two members of the Association who are not Officers or Directors of the Association. They will provide a written report to the Board which may include recommendations. The membership of the Association may by ordinary resolution at the annual general meeting request an audit of the Association's financial statements.

## 2.5 Inspection of Records

The documents, including the financial accounts, of the Association and the minutes of meetings of the Association and the Board will be open to inspection of any member upon reasonable notice to the keeper of the documents.

## 2.6 Liability Insurance

The Association shall bear the cost of liability insurance for the Directors and Officers

## 2.7 Borrowing Powers

In order to carry out the purposes of the society the Executive of Association may, on behalf of the Association, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting that power, by the issue of debentures. A debenture will not be issued without the authorization of a special resolution.

The members may, by special resolution, restrict the borrowing powers of the Executive, but the restriction imposed expires at the next Annual general meeting.

**Section 3**

**MEMBERSHIP**

**3.1** Classes of membership

There will be 4 classes of membership in the Association, Full membership, Student membership, Honorary Lifetime membership and Associate membership

**3.2** Eligibility for Full membership

In order to be eligible for Full membership, a person must be registered, either practicing or non-practicing, as a Registered Nurse, a Licensed Practical Nurse or a Registered Psychiatric Nurse with the corresponding provincial licensing body

**3.3** Eligibility for Student membership

In order to be eligible for Student membership, a person must be registered as a student member of the provincial nursing licensing body AND be enrolled in a nursing program

**3.4** Eligibility for Associate membership

In order to be eligible for Associate membership, a person shall have an interest in the health care of the older adult.

**3.5** Eligibility for Honorary Life Membership

In order to be eligible for Honorary Life membership, a person must be recommended to the Board, as a Full member who has made outstanding contributions to the field of Gerontology, the Gerontological nursing profession, or the Association.

**3.6** Membership Composition

At all times the number of Associate members may not exceed the combined number of Full, Student and Honorary members

**3.7** Membership dues

The Board may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing by mail or electronic mail of the dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall thereupon cease to be members of the Association

**3.8** Cessation of membership:

A person will cease to be a member in the Association

- a) on delivery of his/her resignation in writing to the secretary of the association or by mailing or delivering it to the address of the association.
- b) upon his or her death
- c) upon his or her expulsion
- d) upon failing to pay his or her annual membership fee within the time specified by the Board
- e) upon no longer meeting the membership eligibility requirements.

## **Section 4**                      OFFICERS AND DIRECTORS

### 4.1 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association

### 4.2 Number of Directors

The Board shall consist of a number of Directors between the minimum and the maximum number of Directors specified in the Articles and Officers. The precise number of Directors and Officers on the board shall be determined from time to time by the members by ordinary resolution, or if the Ordinary Resolution empowers the Directors to determine the number of Directors by resolution of the Board.

### 4.3 Board Composition

The Board shall as much as possible be composed of the following;

An executive committee composed of;

One Officer who shall be the president

One Officer who shall be the president elect

One Officer who shall be the secretary

One Officer who shall be the treasurer

One Officer who shall be the past president and

Subcommittees, three officers who will chair media, membership and education, or any other ad hoc committee as determined by the Board, and

For each geographical area that has a Gerontological Nursing Association chapter;

One Officer who is a Full member (Section 3.2) of the Association

#### 4.4 Election of Directors and Officers

Subject to the Articles, the president-elect from the prior year shall be appointed at the Annual General Meeting, to the position of President at the completion of the President's term (section 4.5)

Subject to the Articles the President-Elect, the Secretary, the Treasurer and the Officers of the subcommittees shall be elected by the members, by Ordinary resolution, at the Annual General Meeting

The Directors and officers of the Executive and sub committees shall be elected by membership during the Annual general meeting. If there is only one candidate for an office, the vote will be dispensed with and the candidate will be declared elected by acclamation. If there are two or more candidates for the same office, a ballot will be taken and the candidate receiving the largest number of votes will be declared elected. In the event of a tie between the top candidates the winner will be determined by lot.

The Officers representing chapters on the Board will be elected at local chapter meetings using the process described above.

#### 4.5 Terms of Office

The term of office for each Director and Officer shall be for a two year period, commencing following the Annual general meeting where the Director or officer is elected.

The President-Elect, the media chair and the membership chair shall commence office upon the adjournment of the Annual general Meeting in even number years. The Secretary, the Treasurer and the Education chair shall commence office upon adjournment of the Annual general meeting in odd numbered years

A member shall not hold the same office for more than two consecutive terms nor will a member serve as a Director or Officer for more than four consecutive terms

These restrictions may be lifted by a two thirds  $\frac{2}{3}$  vote of the membership during the Annual general meeting, such suspension applying only to a specific Director or Officer and only to a specific election.

Filling a vacancy in office for more than three quarters  $\frac{3}{4}$  of a term shall count as serving a full term

#### 4.6 Conflict of Interest

A Director or Officer must disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction which would impede their role as a Board member of the Association

#### 4.7 Confidentiality

A Director or Officer shall respect the confidentiality of the matters brought before the Board or before any committee of the Board

#### 4.8 Filling vacancies

Vacancies in office between elections may be filled by the Executive Committee and will be valid until the succeeding election at which time the voting membership will elect an officer to serve for the remainder of the term (if any) except that:

In the event of a vacancy in the office of the President, the Board shall appoint the president elect to the president position for the remainder of the term. Such appointment shall not be considered as part of the term as president. At the succeeding Annual general meeting the membership shall confirm the appointment and approve the term of office if more than two years. If however the President Elect is unavailable or unable to assume the presidency, the Board may appoint a president to serve only until the next election

In the event of a vacancy in the office of President-Elect, the office shall remain vacant until the next election.

In the event of a vacancy on the Executive Committee the Board shall fill the vacancy as deemed appropriate until the next election.

### **Section 5**

### **MEETINGS**

#### 5.1 Types of meeting

General meetings, special meetings and the Annual General Meeting (AGM) are all General Membership meetings and will be held at the time and place that the Executive decides in accordance with the Society Act. General meetings will be called by the Executive upon receipt of a petition signed by at least 10% of the membership, provided that the petition specifies the business for which the General Meeting is to be called. General meetings may be held through electronic medium provided appropriate notice has been given (Section 5.2)

Board meetings are held four (4) times a year. The meetings may be held as determined by the Board.



## 5.2 Notice of meetings

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

b) Notice for meetings will be by mail, telephonic, electronic or other communication facility to each member entitled to vote at the meeting

c) The Executive will notify all members of an upcoming General Meeting at least 28 calendar days (not counting the day of mailing or the day of the meeting) before the general meeting, and such notice will specify the business to be transacted during the meeting, including, but not limited to, motions for which notice is required.

## 5.3 Quorum

The quorum for General meetings will be 15 members of the membership who are entitled to vote, who are present and in good standing at the time of the meeting. Voting for general business other than for election of officers will be by a show of hands. Voting by proxy is not allowed.

The quorum for a Board meeting is a simple majority of board members

## 5.4 Annual General Meeting

An Annual General Meeting will be held at least once in every calendar year and not more than 15 months after the last preceding Annual General Meeting.

## 5.5 Rules of Order

The current edition of Robert's Rules of Order (Newly Revised) shall be the Parliamentary Authority of Association and shall govern the Association in all cases to which it applies and in which it does not come into conflict with bylaws and policies or with the Society Act itself

# **Section 6**

## **DIRECTORS AND OFFICERS**

### 6.1 Appointment

The Board may designate the offices of the Association, appoint Officers, specify their duties and subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this bylaw provides otherwise. Two or more offices on the Board may be held by the same person provided that only one office is on the Executive committee

## 6.2 Description of Offices

Unless, otherwise specified by the Board the Offices of the Association shall have the following duties and powers as well as other such duties and powers as the Board may specify from time to time.

### a) President

The President shall be a director. The president shall when present preside at all meetings of the Board and members. The president is an ex- officio member on all Association Committees.

The President will sign all by-laws and approve all agendas and minutes of meetings, and prepare a report for the AGM. The president delegates responsibilities to the President Elect and other members as necessary. The President acts as the liaison with other professional and community organizations.

During the absence or inability of the President, his/her duties and powers may be exercised by the President Elect. Both the President and President Elect will be signing members of the Association.

### b) President-Elect

The President Elect shall be a Director. The president Elect shall succeed and is appointed to the office of president upon expiration of the president's term of office and in the event of the death, resignation, removal or incapacity of the president. The President Elect assists the President in the performance of duties and will also be responsible for acquisitions and management of promotional items. The President Elect is co-chair of the annual conference.

### c) Past President

The Past President shall be a Director. The Past president acts in an advisory capacity, to the President and Executive and is the chair of the nominations committee.

### d) Secretary

The Secretary shall be a Director. The Secretary will be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to Association, except those required to be kept by the Treasurer. The Secretary will record and distribute minutes of all proceedings in the books kept for that purpose.

The secretary maintains an accurate record of the names and contact information for all members of the provincial and chapter executives.

The secretary gives notices to members of the Annual General Meeting at least twenty eight (28) calendar days prior to the scheduled meeting. The secretary gives notice of vacant positions not less than sixty (60) days prior to circulation of ballots.

The Secretary will also perform such other duties as may from time to time be determined by the Executive.

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e) Treasurer

The Treasurer shall be a Director. The Treasurer supervises the collection of and keeps on deposit, the funds and securities of Association.

The Treasurer will prepare an annual budget for approval by the Executive and the membership at each Annual General Meeting. The Treasurer will attend to all financial affairs of Association, which will include, but not be limited to, arrangement of the annual review within two months of the fiscal year end and make application for available financial funds as directed by the executive.

The Treasurer will also perform such other duties as may from time to time be determined by the Executive.

f) Education Chair

The Education Chair will be responsible for advising the executive on educational themes for annual conferences, researching current issues in older adult health to inform the executive and, coordinates the awarding of the Association's annual education grant.

g) Media Chair

The Media Chair will collect pertinent information to be included in the Association website. This will include soliciting articles, reports, and advertising. The chair will work closely with the webmaster to keep the website current and available to all members.

h) Membership Chair/Chapter Development

The membership Chair/Chapter Development will be responsible for maintaining a directory of all members of the GNABC and prepare reports on membership for each executive meeting. The chair will maintain effective relationships and provide support and exchange of effective recruiting techniques amongst the Chapters. The Membership Chair liaises with the Chapters as to the status of each Chapter membership numbers as he/she receives this information from the Registrar.

## Section 7

## COMMITTEES

### 7.1 Executive Committee

The Board may appoint an Executive Committee comprised of the president, the president Elect, the Secretary, the Treasurer, the past president or such other individuals as the Board may from time to time determine

The Executive committee shall exercise such powers as are authorized by the Board. Unless otherwise determined by the Board the committee shall have the power to fix quorum at not less than a majority of its members.

## 7.2 Other Committees

a) Standing Committees are those committees designated by the Board to work in the following areas

1. Media
2. Membership
3. Education
4. Nominations

Each standing committee shall have a chair who is an Officer of the Board

b) Ad Hoc committees will be called and assume such duties as deemed advisable by the Board

## **Section 8** REMUNERATION

8.1 Directors and Officers shall serve without remuneration and no director or officer shall directly or indirectly receive any profit from his or her position as such. Subject to available funds, a Director or Officer may be reimbursed for expenses necessarily and reasonably incurred in performing his or her duties

## **Section 9** DIRECTORS AND INSURANCE

### 9.1 Number of Directors

The Association will have minimum of three (3) directors from the executive board.

### 9.2 Protection of Directors and Officers

No director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for, or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to the Association shall be placed out of, or invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his/her part for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto, unless the same shall happen by or through his/her own willful act or default.

No act or proceeding of any member of the Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity, in regard to such act or proceeding or the qualification of such director or directors

Board members may rely on the accuracy of any statement or report prepared by the Association's treasurer, and shall not be responsible or held liable for any loss or damage resulting from the paying of any dividends, or otherwise acting upon such statement or report.

### **9.3 Indemnity of Directors and Officers**

Every director or officer of the Association and his/her 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 Association (Section 2.6) from and against:

(a) All cost, charges and expenses whatsoever which such directors or officers may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office.

(b) All other costs, charges and expenses which he/she may sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## **Section 10                      CHAPTERS OF THE ASSOCIATION**

### **10.1 Establish a chapter**

The executive of the Association will approve, by 2/3 vote and with notice given, and establish subgroups, called Chapters, to serve the needs of members in a region of the province of British Columbia or the needs of members with a special interest in care of the older adult, provided that there are at least 5 (five) Association Full members indicating an interest in pursuing chapter activities. Chapters will establish their own educational programs and will elect their own presiding officers. Chapters will follow the bylaws and policies of the Association. The Association shall provide seed funding for new chapters, the amount to be decided from time to time by the Board

### **10.2 Chapter president**

The Chapter president shall be an officer of the Board as specified in Section 4.3

### **10.3 Dissolution of a Chapter**

By a 2/3 vote and with notice given the Association may withdraw a Chapter's funding and rescind its relationship with the Association, if the Association members deem that a Chapter

has not been active for longer than a year or that the Chapter has not followed the Association bylaws and policies. Funds from the chapter shall be transferred to the Treasurer who shall place the monies in trust for two years. When a period of two (2) years has elapsed and the Chapter has not been revived the monies will be directed to general revenue.

**Section 11**

**BYLAW AMMENDMENTS**

11.1 The Bylaws of GNABC may be amended or altered by a  $\frac{2}{3}$  majority vote of the full, student and honorary members present at the meeting where the amendments are discussed, provided a notice of the proposed amendments has been given, as specified in Section 5.2c.