



NATIONAL BYLAWS Of The Legal Nurse Consultants Association of Canada

ARTICLE I

NAME

The name of the organization will be the "Legal Nurse Consultants Association of Canada".

ARTICLE II

PURPOSES

Section 1 Not-For-Profit: The Association is a not-for-profit national association.

Section 2 Purpose: The purpose of the LNCAC is to:

- promote the professional advancement of registered nurses practicing in a consulting capacity within the legal arena,
- provide a resource for information on matters relating to legal aspects of nursing and health care law, and,
- To promote the awareness of LNC as a specialty practice area of nursing by promoting leadership, collaboration, and opportunities for innovation that advances the delivery of nursing in a medical-legal environment.

Section 3 Rules: The following rules will apply to the LNCAC and all persons acting for or on its behalf:

- a. No part of the net earnings of the Association will benefit or be distributable to its trustees, officers, or other private persons, except when the Association is authorized and empowered to pay reasonable compensation for services rendered and / or to make payments and distributions that further the purposes of this organization.
- b. Upon the dissolution of the Association, the Executive Committee will determine, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association by donating those funds in the name of the LNCAC to Canadian Nurses Foundation of the Canadian Nurses Association which promotes the education of a registered nurses in Canada.

ARTICLE III

MEMBERSHIP

- Section 1** Classes: Membership of the Association will be composed of Active, Associate, and Corporate.
- a. Active Membership: may be granted to a Canadian or Internationally Registered Nurse, Nurse Practitioner, Licensed/Registered Practical Nurse, or Registered Psychiatric Nurse actively registered with their respective licensing body. Active Members have the right and privilege to pay dues; express opinions in the proper venue about Association programs, provide input in the assigned forum, make nominations for officer elections; vote; hold office; and serve on committees, task forces, special interest groups, or other volunteer activities as chairpersons or members.
- b. Associate Membership: may be granted to Canadian or Internationally Registered Nurse, Nurse Practitioner, Licensed/Registered Practical Nurse, or Registered Psychiatric Nurse with a professional interest in legal nurse consulting or legal issues in nursing. Associate member status can also be extended to Graduate Nurses, Student Nurses, Allied health care professionals, Pharmacists, Coroners, etc. They will pay dues and may serve on committees, task forces, special interest groups or other volunteer activities, but they shall neither hold elected office, vote, or Chair any committee.
- c. Corporate Membership: Corporate Members shall be corporations or foundations who support the mission of the LNCAC. Membership shall be upon invitation. Corporate Members may serve as members of committees, task forces, special interest groups or other volunteer activities, and this category is non-voting.
- Section 2** Application for Membership: Any person interested in becoming a member of LNCAC shall submit an application and membership fee. Any person submitting an application for membership may be approved under procedures established by the Executive Board.
- Section 3** Voting Rights: Only Active Members will be entitled to vote on all matters coming before the membership. Voting may take place in person, by mail, and/or electronic ballot as the executive so chooses.
- Section 4** Establishing membership fees shall be set by the Executive Board with input of the membership.
- The Executive Board shall notify the membership of any changes in the fee structure within 60 days of the adoption of the changes.
- Delinquent Fees: members whose fees are not paid at the time they become due shall be automatically removed from the membership roster and forfeit all rights



and privileges of membership. In this instance, this is also construed as notice to resign membership in the Association. The Association will not refund any portion of fees paid by an individual during the period of their membership in the Association.

Membership Reinstatement: A member who has been removed from membership for non- payment of fees, may be reinstated by payment of the current years' fees.

Membership fees will not be pro-rated.

Section 5 **Membership Status:** Membership renewal and new member fees are due by January 30th of each year. Membership renewal follows the business calendar, January 1st to December 31st.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1 **Annual General Meeting:** An Annual General Meeting of the members will be held in the Spring at such day, time and place as may be determined by the Executive Board. The annual general meeting of the LNCAC may coincide with a yearly signature event.

Section 2 **Special Meeting:** The President or the Executive Board may call a special meeting of members. As well, members may call a special meeting by submitting written application to the Executive representing twenty-five percent (20%) of active members. No business will be transacted at a special meeting except that stated which is stated in the notice of such meeting.

Section 3 **Notice:** Notice of the annual general meeting and or any special meetings will state the time, date and place of the meeting no fewer than 30 days in advance of the meeting.

Section 4 **Quorum:** For the purposes of conducting business 20% of year to date membership is required for the purposes of conducting business at any Annual or Special meeting.

ARTICLE V

EXECUTIVE BOARD



Section 1 Composition and General Power: The Executive Board will be comprised of the following positions:

- a. President,
- b. Vice-president,
- c. Director-at-Large,
- d. Secretary, and
- e. Treasurer.

The Executive Board may change the composition of the Board as needed by the organization from year to year.

Chapter Presidents will be included at Executive Meetings reporting Chapter activities to the Executive. They have non-voting status at Executive meetings.

The Executive Board will have supervision, control and direction of the affairs of the Association and will determine policies or policy changes within the limits of these Bylaws.

The Executive Board will actively carry forth its purpose and have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as deemed advisable, and in the execution of the powers granted, create such committees and appoint such agents as it may consider necessary.

Section 2 Election: The duration of term will be two (2) years and elections will be held annually by mail/electronic ballot of the active members. Requests for nominations will be distributed to the membership 30 days prior to the AGM. Members will be provided with a slate of officers 7 days prior to the AGM, and will be able to cast their vote at the AGM and/or send their vote in writing to be received no later than 1 calendar day prior to the AGM.

Section 3 Election: Executive Board member positions will be elected based on majority of votes cast.

Please note that a two (2) year term will commence at the annual general meeting immediately following election and ends at the next annual general meeting in the second year of the elected office.

In the event there are not enough individuals to run for a specific office, the current individual serving in that capacity may be asked to fulfill another term, or an individual from the active membership may be asked to serve the remainder of the term.



- Section 4** Regular Meetings: The Executive Board may provide, the time, date and place for the annual general meeting and additional regular meetings of the Executive Board.
- Section 5** Special Meetings: Special meetings of the Executive Board may be called by, or at the request of, the President and will be held only upon five (5) days notice to all Board members.
- Section 6** Quorum: 50% of Executive Board Members will constitute a quorum for the transaction of business at any meeting of the Executive Board.
- Section 7** Resignation: Any member of the Executive Board may resign at any time by written notice to the President.
- Section 8** Removal: A Person may be removed as an officer of the Executive Board by a resolution passed at a meeting of the Board by a majority of not less than two-thirds (2/3) of the Board members present.
- Section 9** Virtual Meetings: Members of the Executive, or of any other meeting or committee designated by the Executive Board, may take any action permitted or authorized by these Bylaws, by virtual conference with each other or members of any committee.
- Section 10** Mail/Electronic Vote: Any action requiring a vote of the Executive Board may be taken by mail or electronic ballot.
- Section 11** Chair of Meetings: The President of the Association, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the President or such alternate Person appointed by a Board Resolution is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

ARTICLE VI

TERMS OF OFFICE

- Section 1** Qualifications and Terms of Office: Any active member will be eligible for an elective position for the offices of;
- President,
 - Vice-President
 - Director at Large
 - Treasurer
 - Secretary



Section 2 **Vacancies:** A vacancy of the President’s office will be filled by the Vice-President for the remainder of the term as set forth in Section 4 and 5 below.

If the Secretary or Treasurer’s office is vacated before the end of term, the Board can appoint someone from general or committee membership to serve out the remainder of the term.

Any officer selected according to this provision will serve the unexpired portion of the term until he or she or his or her successor has been duly elected and qualified pursuant to the election procedures set forth in Section 1 above.

Section 3 **President:** The President will be the principal executive officer of the Association and will, in general, supervise and control all of the affairs of the Association.

The President will preside over all meetings of the Association and the Executive Board. The President will be an *ex officio* member of every committee of the Association, except the Nominating Committee, and will serve as Chair of the Executive Committee, with voting rights on Executive Committee matters.

The President will appoint all committee chairs and members, except as otherwise provided in these Bylaws.

Section 4 **Vice-President:** The Vice-President is familiar with the duties of President and performs such duties as may be delegated to him/her by the President or the Executive Board and will represent the President in the event of the absence or inability to act of the President.

The Vice-President will perform the duties of the President, and when so acting, will have all of the powers of, and be subject to, all of the restrictions on the President.

The Vice-President shall immediately become President if there is a vacancy in the office of President prior to the expiration of the President’s term.

Section 5 **Director-At-Large:** The Director-At-Large oversees the Chapters:

- forums for discussion – vital communication agent with chapter members
- collects & reviews yearly chapter reporting tools and provides these to LNCAC Secretary for record keeping,
- reviews new applications for chapter formation

The Director-at-Large will oversee AGM planning.

The Director-at-Large will perform such duties as may be delegated to him/her by the President or the Executive Board.



Section 6 Treasurer: The Treasurer will be the principal financial officer of the Association and will be responsible for the maintenance of an adequate book of accounts for the Association, and will have charge and custody of all funds and securities of the Association. The duties of the Treasurer may be assigned by the Executive Board.

The Treasurer will also be responsible for the receipt and disbursement of all Association funds and will deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as will be selected in accordance with the provisions of these Bylaws.

Section 7 Secretary: The Secretary will be custodian of records, except those required to be kept by the Treasurer; will keep or cause to be kept at the principal office of the Association, a record of all proceedings of the Association and of the mailing address of each member; and will see that all notices are duly given in accordance with applicable law, and these Bylaws.

ARTICLE VII

COMMITTEES

Section 1 **Standing Committees:**

Nominating Committee: The Nominating Committee will consist of the Director at Large Chair and minimally two LNCAC members.

Members of the Nominating Committee will not be excluded from running for office.

All members of the Nominating Committee will have been members for the past year.

Other Standing Committees: The Association will also maintain any other standing committees as may be determined from time to time by the Executive Board.

Section 2 Special Committees: Special committees may be established as needed from time to time by the Executive Board. Such special committees will limit their activities to the purpose for which they were created, and will be dissolved upon the completion of their appointed tasks.

Section 3 Committee Membership: Members of committees will be recruited from the membership and approved by the Executive Board. Members of committees can be chosen from either active or associate categories but only active members can be appointed to Chair committees. Members will complete a willingness to serve form indicating committee choice(s). Not all volunteers will be selected for committee work. Factors to be considered in selection: number of members on



any given committee, any previous experience, ability to commit to deliverable deadlines.

Section 4 Terms of Reference

Terms of Office: Each member of a committee will continue until such a time as his or her successor has been approved by the Executive Board, unless the committee is terminated.

Chair: Committee Chair will be appointed by the Association President from active membership.

Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Minutes: Minutes of all committee meetings will be documented and the copy provided to the Executive Board. The Secretary will share these minutes with the Director-at-Large.

Rules: Each committee will follow a procedural format for completion of tasks and responsibilities.

ARTICLE VIII

LOCAL CHAPTERS

The Executive Board may authorize the establishment of local chapters which will be organized and operated in accordance with the rules and policies adopted by the Association Executive Board. Members of the association may also be members of a chapter.

ARTICLE IX

CONTRACTS, CHEQUES, DEPOSITS AND FUNDS

Section 1 Contracts: The Executive Board may authorize in writing any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2 Cheques, Drafts, Etc: All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association will be signed by such officers, agent or agents of the Association and in such manner as determined by resolution of the Executive Board.



In the absence of such determination by the Executive Board, such instruments will be signed by the Treasurer and countersigned by one other member of the Executive Board.

Section 3 Deposit: All funds of the Association will be deposited as soon as possible to the credit of the Association in such banks, trust companies or other depositories as the Executive Board has selected.

Section 4 Bonding: The Executive Board may consider the bonding of such officers of the Association as required.

Section 5 Gifts: The Executive Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X

BOOKS AND RECORDS

Section 1 Maintenance: The Association will maintain correct and complete books and records of account and will also keep minutes of the proceedings of the Executive Board and Committees for seven (7) years.

Section 2 Inspection: All books and records of the Association may be inspected by a Member when the request is reasonable and relevant to ongoing Association business and at a time deemed reasonable by the Secretary and all fees associated with this review will be paid for by the individual or group requesting same. All fees will be paid prior to the inspection by the individual or group requesting same.

Section 3 Annual Report: Within ninety (90) days of the end of the fiscal year, the Association will provide the Executive Board, and make available to any Member upon request, a report consisting of:

- a. the assets and liabilities of the Association as of the end of the fiscal year and the principal changes in assets and liabilities during the year.
- b. the revenue and expenses of the Association during the fiscal

ARTICLE XI

FISCAL YEAR



The fiscal year of the Association will end on December 31st.

ARTICLE XII

INDEMNIFICATION

The Association will indemnify all officers, employees, and agents of the Association to the full extent permitted by General Non-Profit Corporation Law, and will be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Executive Board.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be amended with the approval of a majority of a quorum of the Active Membership, provided the substance of any such amendment has been approved by a two-thirds (2/3) vote of the Executive and has been circulated to the Active Membership.