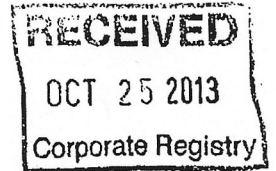


**THE BYLAWS OF  
OPERATING ROOM NURSES OF ALBERTA ASSOCIATION**

**ARTICLE 1 MEMBERSHIP**



**1.1 Admission of Members**

Upon annual payment of the membership fee, any individual who:

- (a) is eligible to be a member of the Operating Room Nurses Association of Canada or its successor organization; and
- (b) holds a practice permit in good standing issued by the College & Association of Registered Nurses of Alberta or the Registered Nurses Association of the Northwest Territories and Nunavut or either of their successor governing bodies;

is eligible to become a member of the society.

The Board of Directors shall prescribe the application process, from time to time.

**1.2 Membership Fee**

The Board of Directors shall determine the membership fee, if any, in the society, from time to time.

**1.3 Rights and Responsibilities of Members**

Members have the right to attend and vote at meetings of the members, are eligible to be appointed as directors or officers, and may serve on committees. Members are responsible for behaving in accordance with the by-laws and objectives of the society.

**1.4 Resignation of Members**

Any member wishing to withdraw from membership may do so upon delivering notice in writing to the Board of Directors through its Secretary.

**1.5 Expulsion of Members**

The Board of Directors may expel a member from the society for any cause that the Board of Directors may deem reasonable, upon a two-thirds majority vote of the members of the Board of Directors who vote, in person or by proxy.

**1.6 Associates**

The society may approve categories of associates as further described in the society's operating policies or guidelines, and which may include but are not limited to Retired Perioperative Registered Nurses and Licensed Practical Nurses. Associates shall not be members of the society and shall have no voting privileges in the society. Upon payment

of the appropriate fee, associates shall have the privileges set out in the operating policies of the society. Such associate status and privileges shall be granted or removed at the sole discretion of the Board of Directors.

## **ARTICLE 2 MEETINGS OF THE MEMBERS**

### **2.1 Annual Meetings**

The society shall hold an annual meeting of the members at a place and time determined by the Board of Directors in each year, of which notice to the last known address of each member shall be delivered by mail, e-mail, facsimile, or telephone, not less than twenty-one days before the date of the meeting.

### **2.2 General Meetings Initiated by Board of Directors**

General meetings of the society may be called at any time by the President by notice to the last known address of each member, delivered by mail, e-mail, facsimile, or telephone, not less than twenty-one days before the date of such meeting. At a general meeting, the Board of Directors may present any matters to be voted upon by the members, including those matters that require a special resolution of the members.

### **2.3 Special Meetings Initiated by Members**

A special meeting shall be called by the President upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. The President shall send notice to the last known address of each member, delivered by mail, e-mail, facsimile, or telephone, not less than twenty-one days before the date of such meeting.

### **2.4 Quorum**

A quorum at any meeting of the members shall be ten percent (10%) of members in good standing. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

### **2.5 Voting**

Any member who has not withdrawn from membership nor has been expelled shall have the right to vote at any meeting of the society. Each member entitled to vote may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing. A proxy is valid only at the meeting in respect of which it is given, or if that meeting is adjourned, at that rescheduled meeting, and may be revoked in writing by the member.

## 2.6 Attendance At Meetings By Electronic Means

A member may participate in a meeting of the members or a committee meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other, and a member participating in a meeting by those means is deemed to be present at that meeting.

# ARTICLE 3 DIRECTORS & OFFICERS

## 3.1 Appointment of Directors

The members elect the directors. To the extent that there are district committees of the society, the members shall elect a minimum of one and a maximum of 2 representatives from within their district committee to serve on the Board of Directors. Such election may be done at the district annual meeting of the members, or by such other method as the Board of Directors may deem suitable from time to time. The directors so elected shall form a Board of Directors, and shall serve a minimum term of 2 years, or until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting of the members, provided it is so stated in the notice calling such meeting. Directors must be members of the society.

## 3.2 Powers of Directors

The Board of Directors shall, subject to these bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Where the President is a director, the President shall not be entitled to vote at a meeting of the directors until after a vote of the Board of Directors indicates that there is a tie, in which case the President shall place the casting vote.

## 3.3 Meetings of the Directors

Meetings of the Board of Directors shall be held as often as may be required, but at least once every six months, and shall be called by the President. A special meeting of the Board of Directors may be called on the instructions of any two members on the Board of Directors provided they request the President in writing to call such meetings, and state the business to be brought before the meeting.

## 3.4 Notice of Directors' Meetings

Meetings of the Board of Directors shall be called with notice to the last known address of each director, delivered by mail, e-mail, facsimile, or telephone, not less than twenty-one days before the date of such meeting.

## 3.5 Quorum at Directors' Meetings

A quorum for meetings of the Board of Directors shall be fifty percent (50%) of the directors, and meetings shall be held without notice if a quorum of the Board of Directors is present, provided however, that any business transactions at such meeting shall be

ratified at the next regularly called meeting of the Board of Directors; otherwise they shall be null and void.

### 3.6 Attendance At Meetings By Electronic Means

A director may participate in a meeting of directors or a committee meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other, and a director participating in a meeting by those means is deemed to be present at that meeting.

### 3.7 Consent to Act as Directors

A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

### 3.8 Officers

The Board of Directors may, from time to time, appoint officers as it deems necessary, such officers to have the following powers and duties:

- (a) President – The President shall be, by virtue of being President, a member of all committees. He/she shall, when present, preside at all meetings of the society and of the Board of Directors. The President shall send all notices of the various meetings as required. In his/her absence, the President Elect shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. The office of President is intended to be held for a term of 2 years.
- (b) President Elect – The President Elect shall perform the duties of the President in the absence of the President, and such other duties as may be assigned by the Board of Directors from time to time. The office of President Elect is intended to be held for a term of 2 years.
- (c) Secretary - It shall be the duty of the secretary to attend all meetings of the society and of the Board of Directors, and to keep accurate minutes of the same. He/she shall have charge of the seal of the society which whenever used shall be authenticated by the signature of the Secretary or the President, or, in the case of the inability of either to act, by the President Elect. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board of Directors. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board of Directors. The Secretary or the Board of Directors shall ensure that a record of all the members of the society and their addresses is kept. The Secretary shall keep and maintain all records of the society.

- (d) Treasurer - The Treasurer shall collect and receive the annual dues or assessments levied by the society. The Treasurer shall receive all funds paid to the society and be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the Board of Directors may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare for submission to the annual meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The office of the Secretary and Treasurer may be filled by one person if any meeting for the election of officers shall so decide.

An officer does not need to be a director of the Society.

### 3.9 Removal of Directors and Officers

Any director or officer, upon a majority vote of the members in good standing, may be removed from office for any cause that the members may deem reasonable. Also, to the extent that there are district committees of the society, the members in good standing of a district committee may by majority vote remove a director from their district committee for any cause that those members may deem reasonable. In addition, an officer, upon a majority vote of the Board of Directors, may be removed from office for any cause that the directors may deem reasonable.

### 3.10 Remuneration

Unless authorized at any meeting of the members and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

## ARTICLE 4 FINANCIAL AFFAIRS

### 4.1 Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the society.

The fiscal year end of the society in each year shall be as determined by the Board of Directors.

### 4.2 Books

The books and records of the society may be inspected by any member of the society at the annual meeting or upon giving reasonable notice and arranging a time and place satisfactory to the officer or officers having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.



#### 4.3 Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

#### 4.4 Dissolution

Upon dissolution or liquidation, any assets remaining after payment of the society's debts and obligations shall be distributed to the Operating Room Nurses Association of Canada if the society is contractually obligated to do so or if the members choose to distribute to the Operating Room Nurses Association of Canada, or alternatively, to a non-profit corporation, association, society, charity, or other entity with similar objects.

### **ARTICLE 5 DISTRICT COMMITTEES**

#### 5.1 Establishment of Districts

The society may establish and maintain one or more district committees of the society.

#### 5.2 Powers of Districts

A district committee shall have the powers, not exceeding the powers of the society, that the society may from time to time confer.

### **ARTICLE 6 MISCELLANEOUS PROVISIONS**

#### 6.1 Amendments to Bylaws

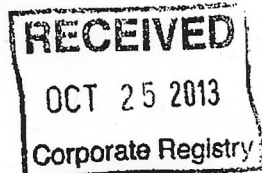
The bylaws may be rescinded, altered or added to only by a "Special Resolution", as defined by the *Societies Act*, RSA 2000, c S-14, as revised from time to time, or its successor legislation.

## SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of OPERATING ROOM NURSES OF ALBERTA ASSOCIATION on October 19, 2013.

The bylaws were changed as follows:

- The existing bylaws are repealed.
- They are replaced with the attached bylaws.



Date:

October 24, 2013

Authorized Official  
Signature:

Lucia Prenti

Printed Name:

Lucia Prenti

Title:

ORNA President

