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Article 1 General

1.1 Property of the Association

It shall be the duty of every officer and director to turn over to his/her successor, upon retirement from office, all property of the Association, including passwords, which is within his/her possession, custody or control.

Such transfer of materials of office must occur with 1-5 business days.

1.2 Fiscal Year

The fiscal year of CNIA shall begin on the 1st of January and end on the 31st day of December every year.

1.3 Appointment of Auditors

The appointment of auditors shall be initiated as determined by the Executive. Audits shall be conducted no less than every three years.

Article 2 Membership

2.1 Membership Categories

Regular Membership shall be available to any registered nurse, registered psychiatric nurse, graduate nurse, registered practical nurse or licensed practical nurse in good standing with their provincial or territorial nursing licensing body within Canada, or with their national licensing body outside of Canada. Regular members may be individuals who are providers, coordinators, users or potential users of health information systems, or individuals interested in contributing to the advancement of informatics in nursing.

Institutional Membership is open to any organization that employs registered nurse, registered psychiatric nurse, graduate nurse, registered/licensed practical nurses. **Institutional Membership** provides for 5 voting members, however, not more than 1 institutional member shall hold office at any given time on behalf of their organization..

All students formally registered in full time accredited nursing programs are eligible to join as **Student Members**. Students shall not be eligible to vote on matters of the association, but otherwise retain all rights and privileges of Regular Members

Regular Affiliated Membership is open to any member in good standing from an existing jurisdictional nursing informatics association. This membership provides for full voting privileges in all association matters.

Non-nurse health care professionals may join CNIA as **Associate Members**. Associate Members will not be eligible to vote on matters of the association, but otherwise retain all rights and privileges of nursing members.

2.2 Membership Fees

The annual membership fee shall be such an amount as fixed by resolution of the Executive Committee. Notice shall be provided to all members at least 30 days prior to renewal date. The annual fee shall be due and payable on or before January 1st in each year, to align with the fiscal year.

2.3 Termination of Membership

A member of the Association shall forfeit membership when membership fees are in arrears. A letter of reminder will be sent February 1st to any member with fees in arrears. All inactive members will have membership privileges terminated on March 1st of each year.

A member may withdraw from CNIA by delivering a written resignation to a member of the executive board who will forward information to the Director of Membership.

Article 3 CNIA Board

3.1 Qualifications

All members of the CNIA board shall:

1. Be a member in good standing with CNIA.
2. Be a member in good standing with a recognized provincial or territorial nursing licensing body in Canada (which shall be validated by the Director of Member Services at the time of appointment).

3.2 Composition of CNIA Board

It is the intention of CNIA to be as cross Canadian and inclusive in its representation as possible, The CNIA Board shall be composed of:

A. CNIA Executive Board

Comprised of seven (7) elected members:

1. President,
2. President Elect,
3. Past President,
4. Treasurer,
5. Director of Communications,
6. Director of Education,
7. Director of Member Services,

B. Jurisdictional Members

A single jurisdictional representative from each Canadian province and territory. The jurisdictional representative will be selected by the nursing informatics interest group for that province or territory. In the event that an interest group does not exist for the province or territory, the executive board shall assume responsibility for the appointment of jurisdictional representatives.

C. An appointed position on an as needed basis:

- Director, Special Appointment (appointed as necessary for a specified period of time)

Board members may not hold multiple elected roles on the Executive Board concurrently, other than as a jurisdictional representative and an Executive Board office. Should need arise as to warrant appointment to a vacant office, the Executive Board as a whole shall vote on an appointed member, who is not an existing member of the Executive Board.

3.3 Composition of Executive Management Committee

The CNIA Executive Management Committee shall be composed of four (4) elected members:

1. President
2. President Elect
3. Past President

4. Treasurer

Decisions may be made by the consensus among three of the Executive Management Committee. All financial decisions must include the vote of the Treasurer.

3.4 Responsibilities of the CNIA Board

The CNIA Board shall:

1. Attend 80% of scheduled Board meetings and assign proxy¹ if unable to attend. Non-attendance must be communicated to the President in advance of the meeting.
2. Control and administer the affairs of the Association including its finances;
3. Designate the officers and officials who shall have power to receive monies belonging to the Association and to give acquittance for the same;
4. Designate the officers or officials who shall have power to draw, accept, sign and make bills of exchange, promissory notes, bank overdrafts, cheques and orders for payment of money and, for the credit of the Association only to assign and transfer stocks, bonds and other securities;
5. Arrange for an annual audit of the accounts of the Association, if appropriate;
6. Have power to direct the expenditures of the funds of the Association and to arrange for the payment of all expenses and charges incurred in the administration of the affairs of the Association;
7. Assess, plan and implement strategic initiatives on behalf of the association.
8. Regularly evaluate and report status of initiatives. Reports to the Board shall occur no less frequently than semi-annually.

3.5 Responsibilities of Executive Management Committee

The CNIA Executive Management Committee shall:

1. Address urgent decisions regarding CNIA when the convening of a full Board meeting or solicitation of membership input is not feasible.

3.6 Meetings of the CNIA Board

The CNIA Board shall meet, in person or through other means, not less than bi-monthly or six (6) times a year. In each case at the time and the place specified in the notice for such meeting at the call of:

1. A member of the Association expressed by resolution;
2. One half (1/2) or more Members of the CNIA Board expressed in writing;
3. The President of the Association.

The Executive Board may meet, at their discretion or that of the President, between regular CNIA Board meetings.

3.7 Resignation or Termination of CNIA or Executive Board Member

A member of the CNIA Board or Executive Board shall forfeit their position:

1. by failing to exercise his/her obligations of office
 - The Executive Board shall take the initial step is to address the issue directly with the affected officer
 - Failing resolution or satisfactory performance within 3 month period, the Executive Board may hold a discussion to determine next steps
 - reassignment of office activities on a temporary basis

¹ Proxy is defined as the formal transfer of voting privilege to an individual designated to act on one's behalf. In the case of CNIA, the formal transfer of one's voting privilege to a designated representative is time limited to **one meeting** unless a formal confirmation of standing proxy is expressed by the assigning CNIA member, and duly confirmed by the CNIA Executive Council. Proxy may be assigned for a defined number or meetings or as an ongoing representation.

- suspension from office
 - removal from office
2. Membership may be forfeited consequent to loss of good standing with the member's licensing nursing association
 3. Resignation from board positions may be executed by delivering a written resignation to president of the Executive Board.
 4. Board members may be terminated from their office as a result of grave professional misconduct or illegal activities. Such termination may occur by submission of a motion to the Board and a majority vote. The affected Board member would be notified by mail of such action.

Article 4 Elections

4.1 Election and Term

All positions on the Executive Board shall be elected positions and shall commence in staggered phases. No more than 50% of Board members may be new in any given year (excluding returning members). The Board may extend any term in the CNIA Board for a period of one year without election to ensure business continuity and membership stability. After the one year extension, the position shall be declared open to election.

Each member of the executive board shall hold office for the term for which he or she is elected for a period of 2 years. All terms except the President roles may be renewed up to three consecutive terms upon successful election or acclamation. The maximum time any member may spend in the President stream of office is 6 consecutive years.

Terms of Office shall commence on the date of the Annual General Meeting and progress 2 years forward until the next AGM. The office shall be declared vacant upon the member's early resignation, removal or death. All offices shall be declared open for election after 2 years.

4.2 Election Committee

At least 60 days prior to an election, the executive board is responsible for the formation of an Election Committee.

The Election Committee shall be chaired by the Past President. Additional members may include outgoing members of the executive board, members of the association, or other volunteers as deemed appropriate by the executive board. The role of the election committee will be to oversee the distribution, collection and counting of nomination and election ballots.

4.3 Notice of Election

Notice stating the position(s), and date of the election shall be delivered not less than forty five nor more than ninety days before the date of the election to each member of the association entitled to vote in such election.

All such notices and supporting forms (nomination forms, etc) are required to be displayed prominently in the public space of the CNIA website. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the member at his or her address as it appears in the membership records.

4.4 Nominations and Voting

Nomination ballots (either paper or equivalent electronic means), shall be provided to each member of the association no less than 45 day prior to the election date. Twenty days after mailing the nomination ballots, the Election Committee shall close nominations and shall make a preferential count of nominees for the required position(s). The Election Committee shall contact the nominees to

confirm their interest in the nominated position. In the event of nomination for multiple positions, the nominee shall be required to choose only one, and only votes specific to that position shall be included in the preferential count. The Election Committee shall then prepare for the final election ballot a slate including the names of the four persons who receive the largest numbers of nominating votes for each position.

4.5 Results

All ballots postmarked on or before the closing date of the nomination and election shall be included in the respective counts. Those successful in receiving the greatest percentage of the total vote shall be deemed the winner. Results shall be communicated to all nominees first, no more than 15 days after the election. Members of the association shall be notified of election results by any means deemed appropriate by members of the Executive Board.

All such announcements of election results are required to be displayed prominently in the public space of the CNIA website 30 days of the elections

Article 5 Meetings of Members

5.1 Place of Meetings

Meetings of the members shall be held at any place in Canada as designated in the notice of the meeting.

5.2 Annual General Meeting

A meeting of the members shall be held annually at such time and place as the Executive Board may determine.

The meeting shall occur not more than thirteen (13) months after the date of the last annual meeting, at which annual meeting the members shall elect an Executive Board and transact other proper business. The preferred time frame for the annual general meeting is October of each year.

The Annual General Meeting shall be the office transition date of all offices. All documents, licenses, signing authorities, electronic passwords and website authority, etc. required to execute the specific offices must be handed over to the incoming officers not later than the day of the AGM. Should the officers not be present at the AGM, such transfer of materials must occur prior to the AGM.

In the event that incoming officers are not known or confirmed in advance of the AGM, such transition shall occur at or within 5 business days following the meeting

5.3 Special Meetings

Special meetings of the members shall be held when directed by the President or the Executive Board, or when requested in writing by not less than ten percent (10%) of all voting members.

The call for the meeting shall be issued by the Director of Communications, unless the President, Executive Board or members requesting the meeting shall designate another person to do so.

5.4 Notice

Notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than ninety (90) days before the date of the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the member at his or her address as it appears in the membership records.

5.5 Member Quorum

Except as otherwise required by law, or by these Bylaws, one-third (1/3) of the members entitled to vote, represented in person or represented by proxy, shall constitute a quorum at a meeting of members. Jurisdictional members attending the Annual General Meeting shall be deemed to represent the proxy votes of all members within their respective jurisdictions, except for those members present at the meeting. All such proxy votes shall contribute toward quorum.

If a quorum is present, the affirmative vote of a majority of the members (50% + 1) represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by these Bylaws. A consensus based vote is deemed to require a 2/3 majority in the presence of quorum,

5.6 Voting

Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. A member may vote either in person or by proxy executed in writing or as directed by the board.

5.7 Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent to actions of the Association, may do so without attending the meeting, either in writing or by other means as directed by the board. No proxy shall be valid after one (1) year from its date of issue. All proxies may be withdrawn by the voting member.

5.7 Resolutions from the Floor

Resolutions from the floor are accepted at the AGM. Such motions will be debated with a vote called for approval. Such motions from the floor are required to pass with a supporting majority vote (67%) of participating CNIA membership.

Article 6 Amendments

6.1 Notice

The Executive Board may revoke, amend or re-enact the bylaws provided notice in writing is given to each member of the association at least four weeks before the general or annual meeting of the association at which such revocation, amendment or re-enactment is proposed to be implemented.

Resolutions to amend the bylaws may occur at the AGM. In such instances, processes identified in Clause 5.7 are to be followed.

6.2 Commencement

Any revocation, amendment or reenactment shall not come into force unless and until it has been ratified by the voting members at a general or annual meeting of the Group. In the event that a majority of voting members ratifies the change, such change shall come into force on a date to be determined by the Executive Board.

Appendices:

Appendix A - References:

Bylaws of Ontario Nursing Informatics Group

Bylaws of the Apache Software Foundation - <http://www.apache.org/foundation/bylaws.html>

Bylaws of the American Psychological Association - <http://www.apa.org/governance/bylaws/>

Bylaws of the Canadian Nursing Informatics Association

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