

## Bylaws of the Lower Mainland Foot Care Nurses Association (the "**Association**")

  
CAROL PREST

### Part 1. Definitions and Interpretations

#### 1.1 Definitions in these Bylaws:

- (a) The name of the Association is called the Lower Mainland Foot Care Nurses Association (the "**Association**").
- (b) "Act" means the Societies Act of British Columbia as amended from time to time;
- (c) "Board" means the directors of the Association;
- (d) "Bylaws" means these Bylaws as altered from time to time;
- (e) "General Meeting" means a general meeting of the Members of the Association;
- (f) "Member in Good Standing" means having annual membership fees, if applicable, paid in full, no arrears; and
- (g) "Voting Member" means Full Member or Lifetime Member as hereinafter defined.

#### 1.2 Definitions in Act Apply: The definitions in the Act apply to these Bylaws.

#### 1.3 Conflict with Act or Regulations: If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### Part 2. Members

#### 2.1 The members of the Association are those person who become members in accordance with the Bylaws, and have not ceased to be members (the "**Members**"). Membership in the Association will be limited to persons interested in furthering the objectives of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Board of the Association.

#### 2.2 Application for membership:

- (a) A person may apply to the Board for membership in the Association, and the person becomes a Member on the Board's acceptance of the application.
- (b) The Directors may in their absolute discretion, at any time, postpone, on the terms and conditions that they see fit, the consideration of all or some applications for membership.
- (c) The Directors may, by a majority of votes, accept or refuse an application for membership at their sole discretion with or without reasons.

- (d) Each Member shall inform the Secretary or his designate in writing of the Member's up- to-date address and e-mail address, if any, and fax number, if any, for the purposes of receiving notices from the Association. This is an ongoing obligation.

2.3 Full membership ("**Full Membership**") is open to:

- (a) Registered Nurses (RN);
- (b) Licensed Practical Nurses (LPN);
- (c) Registered Psychiatric Nurses (RPN), and
- (d) Nurse Practitioners (NP).

2.4 Full Members: Applications to the Board for Full Membership must include the following:

- (a) Proof of active nursing registration with the College of Registered Nurses of British Columbia, the College of Registered Psychiatric Nurses of BC or the College of Licensed Practical Nurses of BC;
- (b) Documented completion of a nursing foot care program from a recognized post-secondary institution in British Columbia;
- (c) The Board may, in its sole discretion, agree to receive an application for Full Membership based on a foot care program that was developed outside of a recognized post-secondary institution in British Columbia ("**Other Foot Care Program**"). If the Board agrees, in its discretion, to consider such Other Foot Care Program, the Board may request a course outline or such other information it deems necessary.
- (d) Proof of individual liability insurance of at least \$2,000,000 to be provided upon request by the Board.

Full Membership shall be available only to individuals who have applied for and have been accepted for Full Membership in the Association ("**Full Member**"). A Full Member in Good Standing is entitled to vote at any meeting of the Association at which the adopted rules of procedure, these Bylaws or the Act require a vote. Full Members may be elected to the Board.

2.5 Each Full Member shall immediately inform the Secretary or his designate in writing of any change to the Full Member's registration status in paragraph 2.4(a). This requirement includes but is not limited to the following changes;

- (a) registration status becoming inactive for any reason;
- (b) a lapse in registration status whether intentional or not; and

- (c) the registration being cancelled, suspended or terminated for any reason by the Full Member or the Full Member's governing College.

This is an ongoing obligation.

- 2.6 **Lifetime Members:** Upon the retirement of a Full Member, the Board may, at its discretion, award lifetime membership to the retired Full Member ("**Lifetime Member**"). Lifetime Members are entitled to vote at any meeting of the Association at which the adopted rules of procedure, these Bylaws or the Act require a vote. Lifetime Members may not be elected to the Board.
- 2.7 **Student Members:** Student Membership is available to a person who is currently enrolled in a nursing program in British Columbia that is approved by the Board in its discretion ("Student Member"). Student Members are not entitled to vote at meetings of the Members of the Association and may not be elected to the Board.
- 2.8 Members of the Association engaged in private practice must agree to provide nursing foot care within their scope of nursing practice meeting the core competencies of the Canadian Association of Foot Care Nurses 2017 ("**CAFCN**").
- 2.9 Each Member must uphold the constitution of the Association and must comply with these Bylaws
- 2.10 Amount of membership fees:
  - (a) Annual membership fees for Full Members and Student Members will be determined by the Board and posted on the Association website;
  - (b) The Board will determine increases to annual membership fees from time to time in its sole discretion;
  - (c) Notice of any increases will be provided to all Full Members and Student Members and will be posted on the Association's website;
  - (d) Lifetime Members will have no membership fees.
- 2.11 Member not in good standing:
  - (a) A Member is not in good standing if the Member fails to pay the applicable annual membership fee and the Member remains not in good standing for so long as those fees remain unpaid;
  - (b) A Member who is not in good standing will be removed from the Association website;
  - (c) Voting Members not in good standing may not vote and are deemed not to be Voting Members for the purpose of consenting to a resolution of the Members.

2.12 A person's membership in the Association is terminated when:

- (a) the person is not in good standing for 30 days;
- (b) the person dies;
- (c) the person resigns by mailing or delivering his or her resignation in writing to the address of the Association. Refunds will not be issued or prorated;
- (d) The Board has determined at its discretion that the Member has:
  - (i) practiced in an unsafe or unethical manner;
  - (ii) if a Full Member, failed to immediately inform the Secretary or his designate in writing of any change to the Full Member's registration status as required by paragraph 2.5;
  - (iii) practiced without current licensure; or
  - (iv) practiced without adequate malpractice insurance.

2.13 Procedure for Termination by the Board:

- (a) A person's membership in the Association may be terminated by a majority of the Board as follows:
  - (i) The Member that is the subject of possible termination will be given notice by the Board;
  - (ii) The Member facing termination will have an opportunity to be heard by the Board before the Board considers the issue of termination;
  - (iii) After the Board considers the issue of termination, the Board may, at its discretion, terminate the Member or meet with the Member to discuss the implementation of a corrective course of action;
  - (iv) If the Board implements a corrective course of action, it will be reviewed in 3 months to determine if compliance has been met and if compliance with the corrective course of action has been met, no further action will be taken; and
  - (v) If compliance with the corrective course of action has not been met within the 3 month compliance period, membership will be terminated.

### Part 3. Meetings

3.1 Time and Place of Meeting:

- (a) General Meetings will be held at the time and place as the Directors determine.
- 3.2 Ordinary Business at a General Meeting: At a General Meeting, the following business is ordinary business:
- (a) Adoption of rules of order;
  - (b) Consideration of any financial statements of the Association presented to the meeting;
  - (c) Consideration of the reports, if any, of the directors or auditor;
  - (d) Election or appointment of directors and appointment of an auditor, if any; and
  - (e) Business arising out of a report of the directors not requiring the passing of a special resolution.
- 3.3 Notice of Special Business: A notice of special business to be transacted at a General Meeting must state the nature of the business in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.
- 3.4 Chair of General Meetings: The chair at a General Meeting shall be:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.
- 3.5 Alternate Chair of General Meeting: If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within 15 minutes from the time set for holding the meeting, the Members who are present must elect an individual present at the meeting to preside as the chair.
- 3.6 Quorum Required: Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of Voting Members is present.
- 3.7 Quorum for General Meeting: The quorum for the transaction of business at a General Meeting is 3 Voting Members or 10% of Voting Members, whichever is greater.
- 3.8 Lack of Quorum at Commencement of General Meeting: If, within 30 minutes from the time set for holding a General Meeting a quorum of Voting Members is not present:

- (a) In the case of a meeting convened on the requisition of Members, the meeting is terminated, and
  - (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum of Voting Members is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting.
- 3.9 Adjournments by Chair: The chair of a General Meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.10 Notice of Continuation of an Adjourned General Meeting: It is not necessary to give notice of a continuation of the adjourned General Meeting or of the business to be transacted at a continuation of an adjourned a General Meeting except that, when the adjourned meeting is 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.11 Order of Business at General Meeting: The order of business at a General Meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last General Meeting;
  - (e) deal with unfinished business from the last General Meeting;
  - (f) if the meeting is an annual General Meeting:
    - (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's' report, if any, on those statements;
    - (ii) receive any other reports of directors activities and decisions since the previous;
    - (iii) elect or appoint directors, and
    - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
  - (h) terminate the meeting.
- 3.12 **Methods of Voting:** At the Associations' Meetings, voting must be by show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, 2 or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.13 **One Vote:** A Voting Member in Good Standing present at a General Meeting is entitled to one vote.
- 3.14 **Announcement of Result:** The chair of any General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.15 **Proxy Voting Not Permitted:** Voting by proxy is not permitted.
- 3.16 **Matters Decided at General Meetings by Ordinary Resolution:** a matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

#### Part 4. Directors

- 4.1 **Number of and qualification of directors on Board:** All Directors of the Association must be Full Members. The Association will have no fewer than 3 and no more than 11 directors, and may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a General Meeting, but subject, nevertheless, to:
- (a) all laws affecting the Association;
  - (b) these Bylaws; and
  - (c) rules not being inconsistent with these Bylaws, that are made from time to time by the Association in a General Meeting.
- 4.2 **The term of office of the first directors of the Association shall continue until their successors are elected at the Association's first annual General Meeting.**
- 4.3 **Election or Appointment of Directors:** At each annual General Meeting, the Voting Members may elect or appoint the Board:
- (a) The directors must retire from office at each annual General Meeting when their successors are elected;

- (b) Separate elections must be held for each office to be filled;
- (c) An election may be by acclamation, otherwise it must be by ballot;
- (d) If a successor is not elected, the person previously elected or appointed continues to hold office;
- (e) The Voting Members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office;

4.4 Directors May Fill Casual Vacancy on Board: The Board may, at any time, appoint a Full Member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

4.5 Term of Appointment of Director Filling Casual Vacancy: A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy but is eligible for re-election at the annual General Meeting.

#### Part 5. Directors' Meetings:

5.1 Calling Directors' Meeting: A directors' meeting may be called by the president or by any 2 other directors.

- (a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

5.2 Proceedings Valid Despite Omission to Give Notice: The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.3 Conduct of Directors' Meeting: The directors may regulate their meetings and proceedings as they think fit.

5.4 Delegation of Committees:

- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit;



- (b) A committee so formed must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done;
- (c) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the appointed time of the meeting, the director(s) present who are members of the committee must choose one of their number to be the chair of the meeting; and
- (d) The members of a committee may meet and adjourn as they think fit.

## Part 6. Board Positions

- 6.1 Election or Appointment to Board Positions: Directors may, at the discretion of the Board, be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) President;
  - (b) Past President;
  - (c) Vice-president;
  - (d) Secretary;
  - (e) Treasurer;
  - (f) Membership chair;
  - (g) A maximum of 5 Directors at large
- 6.2 The office of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 6.3 Notwithstanding paragraph 4.1, if a secretary treasurer holds office, the total number of directors must not be less than 4 or the greater number that may be determined by the directors.
- 6.4 Directors at Large: Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
- 6.5 Role of President: The president is the chair of the Board and the chief executive officer of the Association and is responsible for supervising the other directors in the execution of their duties.
- 6.6 Role of Past President: If a past president is appointed, the past president may be a mentor to the President and a resource to the Association as follows:
- (a) Advise the Board of past activities;
  - (b) Assist the Board, as requested by the president, for a period of one year; and
  - (c) Assist the incoming president, immediately following the election, as reasonably requested.
- 6.7 Role of Vice-President: The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

- 6.8 Role of Secretary: The responsibilities of the secretary may, at the Board's discretion, include the following:
- (a) Issuing notices of all meetings;
  - (b) Taking minutes of a General Meeting and directors' meetings and ensuring their safekeeping;
  - (c) Keeping the records of the Association in accordance with the Act;
  - (d) Conducting the correspondence of the Board;
  - (e) Filing the annual report of the Association and making any other filings with the registrar under the Act;
  - (f) Maintaining the register of Members; and
  - (g) Having custody of all records and documents of the Association except those required to be kept by the treasurer
- 6.9 Absence of Secretary from Meeting: In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 6.10 Role of Treasurer: The responsibilities of the treasurer may, at the Board's discretion, include the following:
- (a) Receiving and banking monies collected from the Members or other sources;
  - (b) Keeping accounting records in respect of the Association's financial transactions including books of account, necessary to comply with the Act,
  - (c) Preparing the Association's financial statements; and
  - (d) Making the Association's tax filings.
- 6.11 Role of Membership Chair: The responsibilities of membership chair may, at the Board's discretion, include the following:
- (a) Maintaining a register of paid membership of the Association, complete the membership cards and forward dues to the treasurer on a regular basis;
  - (b) Assisting with promoting and updating memberships on the Association's website;
  - (c) Working with the Association's web designer to maintain the Association's website
  - (d) Responding to inquiries received through the Association's website.

## Part 7. Remuneration of Directors and Signing Authority

- 7.1 Remuneration of Directors: These Bylaws do not permit the Association to remunerate any of the directors for acting as a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity. Such remuneration must be authorized by majority vote of the Board prior to the provision of services.
- 7.2 Signing Authority: A contract or other record to be signed by the Association must be signed on behalf of the Association:
- (a) By the president, together with one other director,
  - (b) If the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) If the president and vice-president are both unable to provide signatures, by any 2 other directors, or
  - (d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.
- 7.3 Borrowing: In order to carry out the purposes of the Association, the directors may, on behalf of and in the name 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.

## Part 8. Notices to Members

- 8.1 A notice may be given to a Member in Good Standing, either personally, by mail, or electronic mail to the Member at the Member's registered address.
- 8.2 A notice sent by electronic mail is deemed to have been given on the day sent to the email address provided to the Association by the Member
- 8.3 Notice of a General Meeting must be given to:
- (a) every Member shown on the register of Members in Good Standing on the day notice is given.
  - (b) no other person is entitled to receive notices of a General Meeting.
- 8.4 The accidental omission to give notice of a General Meeting, or the non-receipt of a notice by any Member otherwise entitled to the notice does not invalidate proceedings at that meeting.

8.5 Pursuant to the provisions of section 77(2) of the Act, if the Association has more than 250 Members, a notice is deemed to have been sent if it has been sent to every Member of the Association who has provided an email address, by email to that email address, and is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Association's website.

Part 9. Dissolution and wind-up:

9.1 Upon winding up or dissolution of the Association, the assets remaining after the payments of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of the liquidator, and after payment to employees of the Association of any arrears of salaries, or wages, and after the payment of any debts of the Association, shall be distributed to a Qualified Recipient as defined in the Societies Act and specified in an ordinary resolution of the Society or a directors' resolution.

Part 10. Bylaws

10.1 On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

10.2 These Bylaws must not be altered or added to except by special resolution.