



AGNA BYLAWS

Registered Society: #509733564

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BYLAWS

ALBERTA GERONTOLOGICAL NURSES' ASSOCIATION

ARTICLE #1

Name and Interpretation

The name of the organization shall be Alberta Gerontological Nurses' Association hereafter called AGNA or the Association.

In all bylaws of the Association, the language used shall be inclusive and gender neutral and the plural form used shall be they or them.

ARTICLE #2

Affiliation and Status

AGNA shall be a Specialty Practice Group of the College and Association of Registered Nurses of Alberta (CARNA), College of Licensed Practical Nurses of Alberta (CLPNA), and College of Registered Psychiatric Nurses of Alberta (CRPNA).

AGNA shall be an affiliated group of the Canadian Gerontological Nursing Association (CGNA) The President of AGNA or designate will represent the Association on the CGNA Board of Directors in accordance with CGNA Bylaws Article #5.

All profits or accretions shall be used to further the objectives of AGNA and without personal benefit to any member.

Officers hold office with protection from the Association. The Association indemnifies each Executive Member against costs or charges that result from any act done in her role for the Association. The Association does not protect any Officer for acts of fraud, dishonesty, or bad faith.

ARTICLE #3

Membership and Fees

Members will pay an annual combined fee collected by CGNA that identifies the amount for both AGNA and CGNA.

The membership year is April 1 – March 31.

There shall be four classes of membership:

- a) **Regular membership** which shall consist of Nurses who shall be *voting* members of the Association. Regular membership with AGNA automatically includes full membership in CGNA.
- b) **Student membership** which shall consist of undergraduate nursing students enrolled full-time at a recognized institution studying toward a degree or diploma in a nursing discipline, or a full time Graduate student. Student members are *non-voting* unless they are registered with their professional association.
- c) **Associate membership** which shall consist of nurses not currently registered or employed in nursing, retired nurses, and others who have an interest in the health care of older adults. These are *non-voting* members.
- d) **Honorary Life membership** which may be conferred on persons recognized by the Association for their contribution to the field of gerontological nursing, who shall be *voting* members of the Association and who shall pay no AGNA fees. AGNA will pay the CGNA fee for Honorary Life members.
- e) Voting members are those who are currently members of a regulated health profession.

Each member shall promptly receive confirmation of membership.

Members shall be deemed to have resigned if they fail to renew their membership within 60 days following the end of the membership year.

Any member, upon a vote of Provincial Executive, and Chapter Executive to which the person belongs may be expelled from membership for any cause, which the Provincial Executive and the member's Chapter may deem reasonable.

Membership Fees for AGNA shall be recommended by the Executive and approved by resolution at the Annual General Meeting.

ARTICLE #4

Officers and General Responsibilities

All officers shall be voting members.

The officers of the Association shall be sufficient in number to manage the affairs of the association and positions may include: President, Past President, President-Elect, Secretary, Treasurer, Chairperson of each Chapter, and Chairperson(s) of Standing Committees.

The **Executive** consists of: President, Past President, President Elect, Secretary and Treasurer.

The **Officers** of the Association shall constitute the Executive, Chapter Chairpersons, and Chairperson(s) of Standing Committee(s). These may be included in Provincial Board meetings and participate in decisions related to their committee function.

Terms of Office for the President, Past-President, and President-elect will be for one year. All other executive and board members will hold office for two years, with an option for a second term. To ensure continuity and perpetuation of the Association, it is recommended that the election for positions other than President and Elect should be held on alternate years.

The business year shall be from April 1 – March 31. Turn-over of records, documents and relevant business materials shall occur within 30 days of election of officers.

No person shall be elected to the same office for more than two consecutive terms, except by a special resolution of the Executive.

Should a vacancy occur mid-term, the Executive has the discretion to appoint a member in good standing to fill that role until the next AGM.

Officers and committee members shall receive no remuneration for acting as such; reasonable expenses incurred by any Executive or committee member in the performance of her duty may be paid. Expenses will be determined by the guidelines set by the Executive.

President

The President is the chairperson of the Executive and an ex-officio member of all committees appointed by the Executive. The President is responsible for the overall direction of the Executive and the main spokesperson for the association.

Chapter Chair

The Chapter Chairperson serves on the provincial board and acts as a liaison between the province, other chapters, and the local chapter to facilitate consistency within the association and timely reporting and information exchange.

President-Elect

The President-Elect presides in the absence of the Chairperson and acts as assistant. The President-Elect chairs the Nominating Committee and shall perform other duties or special initiatives as assigned by the President. The President-Elect assumes the role of President on completion of term of office.

Secretary

The secretary keeps the seal, minutes, and records; notifies participants of meetings; and preserves correspondence and records of the association. The secretary is also responsible for the reporting required with the Corporate Registry (annual return, changes in directors and amendments to the bylaws).

Treasurer

The Treasurer keeps the finances of the association by maintaining accurate accounts of all receipts and disbursements, conducting banking, arranging audit/review of records, and preparing financial statements as required. The Treasurer receives disbursement of membership fees from CGNA and allocates funds to each chapter according to preapproved formulas.

Specific duties, current for each role will be maintained in the Operations Manual, a copy of which is available to each Officer on the AGNA website.

ARTICLE #5

Chapters

A geographical location that facilitates member activities may be designated as a chapter. The chapter is identified using the name of the city, town, or region central to the location.

For consistency and communication within the Association it is advisable that chapter structure and terms of office be similar with that of the provincial office.

- The activities of each chapter shall be led by at least two people fulfilling the functions of Chapter Chair (as per Article #4) and Treasurer/Membership Coordinator.
- Active involvement of members through individual role responsibilities or participation on a Leadership Committee is advisable for activities such as education, publicity and social.
- A record of chapter and committee meetings and all financial transactions in the form of an audited/reviewed annual report shall be maintained and communicated to the Executive Committee.

ARTICLE #6

Meetings

Annual General Meeting (AGM): A provincial meeting of all members shall be held annually. The Executive sets the place, date, and time of the meeting. At least 21 days-notice is given; published in written or electronic forms. This notice gives the place, date and time of the AGM and any business requiring a Special Resolution.

At the AGM, reports of the officers shall be presented with the budget for the ensuing year, the financial statements for the last completed financial year, and the part of the year just preceding the meeting. Reports of Standing Committees may also be presented. Business shall include the nomination and election of officers and any motion(s) proposed by the executive or membership at large.

A quorum at any Provincial Business Meeting of members shall consist of 10% of voting members.

AGNA shall present at least one Provincial educational event for all members each calendar year.

General Meetings (Chapters): Each chapter shall determine the type and number of general member meetings designed to meet the objectives of the Association and member need at the local level. Members will be given at least 10 days' notice by personal contact, written or electronic means.

Special Meetings (may be called at any time):

- a) by a resolution of the Executive to that effect; or
- b) on the written request of at least four (4) Officers. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- c) on the written request of at least 1/3 of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting

At least 21 days-notice is given, to each member, written or by electronic means. This notice gives the place, date, time, and purpose of the Special Meeting. Only the matter(s) set out in the notice for the Special General Meeting are to be considered at the Special General Meeting.

Meetings of the Executive: Shall be held at least once every 3 months and as often as necessary at the call of the President. Any four members shall constitute a quorum.

Meetings of the Executive shall be called by at least three (3) days' notice by personal, written, telephone or electronic means. The mechanics of holding such a meeting are addressed, specifically: how security issues will be handled; the procedure for establishing quorum and recording votes; and each person has equal access to the specific means of communication used. Meetings held by telephone conference or other communication facilities will be deemed to be full meetings.

ARTICLE #7

Voting

Members who are members of a regulated health profession shall have the right to vote at any meeting attended. Voting by proxy shall not be permitted. In all voting, the principle of one vote per member shall prevail. Decision will be with the majority of votes. Voting for general business, other than for elections shall be by a show of hands.

ARTICLE #8

Standing Committees

The following shall be standing committees of AGNA: Communications Committee, Education and Scholarship Committee, Advocacy, and Membership.

Chairpersons of the standing committees are elected at the time of the Annual General Meeting or appointed by the Executive, preferably for two-year terms expiring on alternate years. Chairpersons may recruit volunteers who are AGNA members in good standing to serve on the team to assist with the work of the committee or working group.

Communication: The committee facilitates regular and consistent messages and information sharing among the general membership. In addition, this role includes regular monitoring of social media posts on a variety of platforms including but not limited to AGNA website, Facebook, and Twitter.

Education and Scholarship: The committee facilitates member learning, including an annual educational session(s) for all members according to bylaw #6. In addition, this role includes coordinating the process for awarding AGNA scholarships.

Advocacy: The committee coordinates information sharing and provides guidance to members about current issues related to care of older adults. This may include sharing strategies to advocate for quality of life and responding to requests for input from regulatory bodies regarding health care system initiatives.

Membership: The Treasurer receives disbursements for membership from CGNA and allocates funds to each Chapter, according to pre-approved formulas. The membership Chair maintains a directory of members, in coordination with the CGNA directory and privacy policies. In addition, the Chair keeps the Chapters informed of their membership roster and changes therein.

Other Committees

The Provincial Executive may appoint other committees or working groups, with specific terms of reference. Examples include Conference/Education Planning and Nominations to ensure the smooth operation of the Association, meet designated needs of the members, and provide timely reporting to the Board.

ARTICLE #9

Election Procedure

Notice of positions to be filled will be circulated to the membership by written or electronic means. The Nominating Committee will elicit nominations through direct contact with members by written or electronic means.

Each chapter shall submit nominations for vacant positions to the chairperson of the Nominating Committee.

Chapters may nominate any member in good standing from any geographical location.

Written or verified verbal consent of the nominee should accompany the nomination. Nominations may be also be received from the floor at the AGM.

Election by ballot will occur at the AGM as necessary.

ARTICLE #10

Vacancy or Removal of a Director

An Officer may resign from office by giving one (1) month's-notice in writing.

Voting Members may remove any Officer before the end of term. There must be a majority vote at a Special General meeting called for this purpose.

The Executive may make an appointment of any member in good standing to fill a vacancy, for the remainder of the term, of an officer who through resignation or without reasonable excuse is unable to fulfill her duties for the elected term.

ARTICLE #11

Finance and Audit

All financial decisions will be authorized by at least two members of the Executive. Signing authority may be granted to three members of the executive to ensure reasonable access and timely dealings.

The books and records of the Association shall be audited at least once each year by a duly qualified accountant or reviewed by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor or reviewers at the AGM of the Association.

The auditor or reviewer shall be appointed at the AGM of the preceding year. A statement of review by the auditor or reviewers will be submitted to Provincial Executive within one month following the AGM and presented at the subsequent AGM.

The chapters will provide an annual financial report to the Provincial Executive for the AGM. The books and records of the Chapters shall be audited or reviewed by two members of the society appointed for that purpose at least once each year. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor/reviewer at the AGM of the Association.

The books, accounts and records of the Association may be inspected by any member of the society at the Annual Meeting or anytime, after giving reasonable notice and arranging a time satisfactory to the officer or officers responsible for the records. Each member of the Executive shall, at all times, have access to the books and records.

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 31 day of March each year.

Borrowing:

The Association may borrow, raise, or secure payment of money in such a manner as it deems fit for the purpose of carrying out the objectives. This power shall only be exercised under the authority of the Association and in no case, without sanction of a Special Resolution of the Association.

Seal:

The Executive may adopt a seal as the Seal of the Association. The Secretary has custody of the Seal, unless the Executive decides otherwise. The Seal of the Society can be used only by Officers named in a motion passed by the full Executive.

ARTICLE #12

Amendment of By Laws

These bylaws may be rescinded, amended, or added to, by a Special Resolution at a duly called meeting of the Members. The special resolution must be approved by a majority of not less than three-quarters (75%) of those present who are entitled to vote, providing that a copy of the proposed amendments has been circulated to the membership at least 21 days prior to the meeting at which any rescinding, amendment, or addition to the bylaws is to be voted upon.

ARTICLE #13

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not specifically covered in the Association procedures.

ARTICLE #14

Dissolution

In the event that AGNA is wound up or ceases to exist, all property of AGNA shall revert and become the property of CGNA, to be held in such trusts, as CGNA shall determine.

In the event that an AGNA chapter is wound up or ceases to exist, all property of the AGNA chapter shall revert and become the property of the provincial AGNA organization, to be held in such trusts, as AGNA shall determine.

ARTICLE #15

Privacy

The Alberta Gerontological Nurses Association (AGNA) is a conjoint member of the Canadian Gerontological Nursing Association (CGNA) and is committed to protecting the privacy of its members and others and to safeguarding their personal information. All personal information collected by AGNA via the website (www.agna.ca) or otherwise is collected, used and disclosed

by AGNA in compliance with relevant privacy laws, including, where applicable, the Personal Information Protection and Electronic Documents Act (PIPEDA).

The AGNA Privacy Officer is appointed by the AGNA Board of Directors and is accountable for AGNA's compliance with privacy laws.

Since AGNA members are also part of regulated Health Professions, they are held to the standards and guidelines of their regulatory bodies to maintain professional standard of practice with respect to privacy of information and the use of social media platforms.