

CANADIAN ASSOCIATION OF NURSES IN AIDS CARE
Association canadienne des infirmières et infirmiers en VIH/SIDA

BYLAWS

ARTICLE I. NAME

The name of this Association is the:

Canadian Association of Nurses in HIV/AIDS Care (CANAC)
Association canadienne des infirmières et infirmiers en VIH/SIDA (ACIIS)

ARTICLE II. MISSION

1. The mission of CANAC is to recognize and foster excellence in HIV/AIDS nursing through education, mentorship and support.
2. CANAC will achieve its mission through the following actions:
 - Promoting education and continuous learning opportunities in HIV/AIDS care
 - Creating a dynamic network of regional and national support for members
 - Providing regular forums to share innovative nursing practices
 - Encouraging research and evidence-based HIV/AIDS nursing practices
 - Serving as a national voice for HIV/AIDS nursing issues
 - Advocating for the rights and dignity of people who are living with HIV/AIDS or who are vulnerable to HIV infection

ARTICLE III. MEMBERSHIP

1. There shall be seven (7) categories of membership:
 - 1.1 Regular membership shall consist of registered nurses, nurse practitioners, registered psychiatric nurses, registered practical nurses and licensed practical nurses that currently hold an active nursing licence or registration. Regular members shall:
 - pay an annual fee as determined by regulation;
 - have full voting privileges;
 - be eligible to hold office and sit on committees;
 - remain in good standing as long as dues are paid.
 - 1.2 Student membership shall be open to any full time student. Student members shall:
 - pay a reduced fee as determined by regulation;
 - be voting members;
 - be eligible to sit on committees;Student members who hold a valid nursing license are also eligible to hold office.

- 1.3 Associate membership shall be open to any person committed to supporting the mission of CANAC/ACIIS. Associate members shall:
- pay a reduced fee as determined by regulation;
 - be non-voting members;
 - not be eligible to hold office;
 - be eligible to sit on committees.

- 1.4 Corporate membership shall be open to any business committed to supporting the mission of CANAC/ACIIS. Corporate members shall:
- pay a fee as determined by regulation;
 - be non-voting members;
 - not be eligible to hold office, and,
 - not be eligible to sit on committees.

- 1.5 Institutional membership shall be open to any institution, organization or other entity engaged in the provision of HIV/AIDS related services committed to supporting the mission of CANAC/ACIIS. Institutional members shall:
- pay a fee as determined by regulation;
 - be voting members; and
 - be eligible to sit on committees
- Institutional members who hold a valid nursing license are also eligible to hold office

- 1.6 Honorary members shall be nurses who meet the Regular Membership criteria and who have received unanimous approval of the Board of Directors in recognition of outstanding contributions in support of the mission of the Association. Honorary members shall have the same rights and privileges as any other member in good standing but will be exempt from paying annual dues.

- 1.7 Affiliate membership shall be open to Registered/Licensed Health Professionals other than nurses, who are committed to supporting the mission of CANAC/ACIIS. Affiliate members may include social workers, dieticians, physicians and other allied professions. Affiliate members shall:
- Pay a reduced fee as determined by regulation;
 - Be non-voting members
 - Not be eligible to hold office
 - Be eligible to sit on committees
 - Be included in conference/workshop/education/policy development as related to HIV/AIDS care and the expertise/specialized knowledge of their profession

2. Members may resign from the Association at any time. A letter of resignation must be sent to the Secretary. There will be no refund of dues with resignation.
3. Members who are delinquent in the payment of membership fees by more than sixty (60) days after the membership expiration date shall be considered as resigned.

ARTICLE IV. EXECUTIVE COMMITTEE

1. The members of the Executive Committee shall be: President, Past-President or President-Elect, Secretary and Treasurer.
2. The term of office for the President shall be: one year as president elect, two years as President and one year past president. Total Term of office is four years, not to be repeated consecutively.

The term of office for the Secretary and Treasurer shall be two years with a maximum of two consecutive terms.

- 2.1 In the event a vacancy in the office of the President, the President-Elect (if already elected) shall automatically succeed to the Presidency and the office of President-Elect shall remain vacant until the next scheduled balloting.
- 2.2 Should a vacancy occur simultaneously in the offices of President and President-Elect, the Board of Directors shall appoint a President pro term, until the next scheduled balloting, at which time a President and President-Elect shall be elected.
- 2.3 If the Secretary or the Treasurer's office is vacated before the end of term, the Board of Directors shall appoint a member of the Board to act as interim Secretary or Treasurer.
3. The term of office shall begin on November 1st of the year of the election.
4. An individual may not hold more than one office at the same time.
5. The duties of the Executive Committee and its members shall be as follows:
 - 5.1 The President shall preside at all meetings of the Board of Directors, meetings of the Executive Committee, the Annual General Meeting and special meetings of the general membership. The President shall submit a report to the general membership at the Annual General Meeting. The President and Secretary are jointly responsible for the maintenance of all organizational records. The President, or alternate as appointed by the Board of Directors, shall be a public spokesperson for the Association.
 - 5.2 The Past-President or the President-Elect shall assume the duties of the Presidency during the absence of the President
 - 5.3 The Secretary shall be responsible for maintaining minutes of all meetings, communicating with the membership and carrying out direct correspondence on behalf of the Association.
 - 5.4 The Treasurer shall keep records of all monies received and disbursed, prepare financial statements and present such statements and a projected budget at the Annual General Meeting.
 - 5.5 The Executive Committee shall manage the day-to-day affairs of CANAC/ACIIS, report their activities to the Board of Directors at regular intervals.

ARTICLE V. BOARD OF DIRECTORS

1. The Board of Directors shall comprise of the Executive Committee and one representative from each of the following geographic regions:
 - Atlantic Provinces;
 - Quebec;
 - Ontario;
 - Prairies and North;
 - Pacific.
- 1.1 The term of office for regional representative to the Board of Directors shall be two years. The term may be repeated once, for a total of four years consecutively.
- 1.2 The Board of Directors shall be responsible for the affairs of CANAC/ACIIS. In the event of an emergency, where immediate action may be necessary, and all the members of the Board of Directors are not available, the Executive Committee shall take action on behalf of the Board of Directors.
- 1.3 The Board of Directors shall make recommendations to the membership on changes to the Bylaws.
- 1.4 The Board of Directors shall make recommendations to the membership on budget and financial management.
- 1.5 The President shall call a meeting of the Board of Directors each year prior to the Annual General Meeting, and may call meetings at other times as deemed necessary.
- 1.6 A majority of the Board of Directors shall constitute a quorum.
- 1.7 Actions of the Board of Directors shall be subject to a majority vote (50% plus 1) of the members present.
- 1.8 In the event of a vacancy of a regional representative to the Board of Directors, the board may appoint an interim representative until the next election occurs.
- 2.0 The maximum number of years any board member may serve consecutively is eight years; however the board may approve a temporary extension of the term of office of a board member under special circumstances if no one can be found to fill the position as required to meet the needs of the organization.
- 3.0 All members of the Board of Directors shall hold a valid nursing license.

ARTICLE VI. NOMINATIONS AND ELECTIONS

1. There shall be a Nomination Committee whose responsibility is to administer nominations and elections.
2. Every year the chairperson of the Nominating Committee shall issue a call for nominees for elected positions due to expire.
 - 2.1 The call for nominees shall be issued by April 30th of the election year.
 - 2.2 Nominees must be nurses and members in good standing.
3. The membership shall receive the slate of nominees with biographical sketches in June of the election year.
4. The voting shall take place through mail or electronic ballot. The ballot must be received by the Secretary by September 1st in the year of the election.
5. All members of the Board of Directors shall be elected by voting members in good standing as follows: members of the Executive will be elected by all voting members of the Organization; Regional representatives will be elected by voting members in their regions.
6. Elections for positions on the Board of Directors shall be split into alternate years as follows:
 - President-Elect: every two years in an odd numbered year;
 - Treasurer: in even numbered years;
 - Secretary: in odd numbered years;
 - Representative from Ontario, Prairies and North, and Pacific: in even numbered years;
 - Representative from Atlantic, Quebec region: in odd numbered years.
7. The candidate receiving the highest number of votes for each elected office shall be declared to be elected.
8. Tie votes shall be broken by drawing of lots.

ARTICLE VII. MEETINGS

1. The Canadian Association of Nurses in AIDS Care/Association canadienne des infirmières et infirmiers en sidologie shall hold an Annual General Meeting.
 - 1.1 Other general meetings may be held at the request of the Board of Directors.
 - 1.2 Members present at the Annual General Meeting shall constitute a quorum.
 - 1.3 Members shall be notified of the Annual General Meeting 60 days in advance
2. The Board of Directors shall meet at least once a year in addition to the Annual General Meeting.

3. Mail or electronic ballots may be used to poll the members about organizational business arising from the Annual General Meeting and/or Board of Directors meetings.

ARTICLE VIII. COMMITTEES

1. The committees of CANAC/ACIIS shall consist of two categories: standing committees and special committees.
 - 1.1 Standing Committees of CANAC/ ACIIS are:
 - Nomination;
 - Executive
 - 1.2 Special Committees are those committees established by:
 - vote of the Board of Directors;
 - as appointed by the President;
 - by resolution from members at the Annual General Meeting.
2. The Board of Directors serves as the Standing Committee on Bylaws and as the Standing Committee on Finance.
3. The Nomination Committee shall be chaired by the Past-President.
 - 3.1 In the year when there is no Past-President on the Board of Directors the President-Elect will chair the Nomination Committee.
 - 3.2 It shall be the duty of the Nomination Committee to produce a slate of candidates for the elected offices.
 - 3.3 It shall be the duty of the Nomination Committee to administer the election and notify the President of the results.
4. Any committees may establish sub-committees within the duration of its term to assist in achieving its specific objectives.

ARTICLE IX. FINANCES

1. There shall be an annual fee (dues) for all categories of membership.
 - 1.1 The annual membership fee for each category of membership shall be recommended by the Board of Directors and approved by the majority of members at the Annual General Meeting.
 - 1.2 Notification of a proposed change of fee shall be sent to the membership at least two (2) months prior to the Annual General Meeting.

- 1.3 Fees shall be payable on November 1st of each year to coincide with the fiscal year of November 1st to October 31st.
2. The Treasurer, in consultation with the Executive Committee, shall prepare a budget at least once a year for the approval of the Board of Directors.
3. The books shall have an external review (expert opinion) annually.
4. A financial report shall be presented to the Board of Directors prior to the Annual General Meeting by the Treasurer. The Treasurer will also present the financial report at the Annual General Meeting.
5. CANAC/ACIIS shall be carried on without purpose of gain for individual members. Any profits or other accretions shall be used in promoting the objectives of CANAC/ACIIS.
6. All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issues in the name of the Association shall be signed by both the Treasurer and the President or another as designated by the Board.

ARTICLE X. LANGUAGE

1. The Constitution and Bylaws shall be made available in both official languages - French and English.
2. The Annual General Meeting shall be simultaneously translated in French and English when the meeting location occurs where a majority of members speak French. All written material will be available at the meeting in French and English.
3. All major publications such as Best Practice Guidelines, Clinical Guidelines and Position Statements and all major emails to members will be made available in both French and English. The Association website will be maintained in both French and English. Other social media, newsletters and e-journals will be made available in English only. Annual National Conferences will be simultaneously translated into French when the conference location is where a majority of delegates speak French as a first language.

ARTICLE XI. INDEMNIFICATION

1. The Board of Directors shall be indemnified against legal action arising from the service of Directors, Officers, and as needed and authorized, other persons under the supervision of the Board of Directors.

ARTICLE XII. AMENDMENTS

1. Amendments to these Bylaws may be adopted at any Annual General Meeting by not less than two-thirds of the voting members present or by not less than two-thirds of the voting members responding when the vote is conducted by mail or email ballot.

- 1.1 Proposed amendments shall be submitted in writing to the secretary at least two (2) months prior to the date of the Annual General Meeting and such proposed amendments shall be circulated to the regular members at least thirty (30) days prior to the Annual General Meeting.

ARTICLE XIII. DISSOLUTION

1. In the event of dissolution of the Association and the discharge and settlement of its affairs, all funds and properties of the Association remaining after payment of its liabilities shall be conveyed to a suitable non-profit organization to be determined by the Board of Directors.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern CANAC except in cases specified by these bylaws, standing rules or special rules of order adopted by the members.

Adopted November 16, 1991

Revised May 15, 1993

Revised November 20, 1993

Revised April 29, 1995

Revised April 3, 1998

Revised April 23, 1999

Revised April 14, 2003

Revised April 10, 2006

Revised April 15, 2007

Revised April 21, 2008

Revised April 27, 2009

Revised May 15 2012

Revised April 27, 2013

Revised April 25, 2014