BYLAWS

CRNM College of Registered Nurses of Manitoba

Approved by the Board of Directors
College of Registered Nurses of Manitoba
Last revision March 8, 2013

BYLAW I
BOARD OF DIRECTORS

1) Definitions
In this bylaw, "elected board members" means those board members elected pursuant to clause 2(a)(iii) of bylaw I of the college.

2) Composition
a) In addition to any ex officio board members, the board of the college shall be comprised of:
   i) the president;
   ii) the president-elect, who shall be elected from the members on the register of practicing registered nurses in accordance with bylaw II of the college;
   iii) ten members elected from the register of practicing registered nurses in accordance with bylaw II of the college;
   iv) three public representatives appointed by the board in accordance with board policy respecting the appointment of public representatives; and
   v) subject to clause (b), three public representatives appointed by the Minister.
b) If the Minister has failed to appoint a public representative within three (3) months of the date the College provides written notification of a vacancy, the board may appoint a public representative to fill the vacancy.

3) Term of Office
a) Subject to the obligation of the president-elect to succeed to the office of president in accordance with (b) below, the term of office of all board members except the president and president-elect and any ex officio board members shall be three years.
b) The president-elect shall assume the office of the president should that office become vacant between elections, and if that occurs:
   i) the president-elect shall hold office as president for the remainder of his or her predecessor's term, and continue in office thereafter as president for a period of up to two years, provided that the total duration in the office of president shall not exceed three years; and
   ii) a by-election shall be held in accordance with bylaw II, to fill the office of president-elect.

4) Eligibility
a) Members on the register of practicing registered nurses who are in good standing shall be eligible for election to the board, with the following exceptions:
   i) employees of the college shall not hold elected office;
   ii) members residing and working outside of Manitoba shall not hold elected office;
   iii) no member shall be eligible for election to the board as an elected board member for more than two consecutive terms and thereafter will again be eligible for election only after a lapse of at least two years;
   iv) a member who has served as the president of the college shall not be eligible to be a candidate for election as an elected board member or as president-elect until a lapse of at least two years from the conclusion of his or her term in the office of president.
b)
   i) Subject to subsection (ii), to be eligible to be an elected board member, a member must be currently residing in the electoral district in which that member is seeking election.
   ii) Where a member works in Manitoba, but resides in a border community in Saskatchewan or Ontario, the address of the member's employer shall be deemed to be the member's address for the purpose of determining the member's eligibility to seek election as an elected board member.
c) Public representatives shall not be eligible to hold office for more than two consecutive terms and thereafter will again be eligible for appointment only after a lapse of at least two years.

BYLAW II
ELECTION OF BOARD MEMBERS

1) Definitions
In this bylaw, "elected board member" means those board members elected pursuant to clause 2(a)(iii) of bylaw I of the college.

2) Division into Electoral Districts
For the purpose of election of elected board members, the Province is hereby divided into the electoral districts, the boundaries of which are described in Schedule "A" annexed hereto and forming part of this bylaw.

3) Number of Board Members Elected
Board members shall be elected as follows:
a) from each of the Central, Eastman and Interlake electoral districts, two registered nurses;
b) from each of the Parkland, Thompson, Westman and Norman electoral districts, one registered nurse;
c) from the Province, one registered nurse as president-elect.

4) Frequency of Elections
a) Subject to bylaw XIV of the college, an election of elected board members from the Parkland and Thompson electoral districts shall be held in the year 2004 and in every third year thereafter.
b) Subject to bylaw XIV of the college, an election of elected board members from the Westman and Norman electoral districts shall be held in the year 2005 and in every third year thereafter.
c) Subject to bylaw XIV of the College, for the Central, Eastman and Interlake Electoral Districts, an election of one-half of the elected board members shall be held in the year 2004 and in every third year thereafter, and an election of the remaining one-half of the elected board members shall be held in the year 2005 and in every third year thereafter.
d) Commencing in the year 2002 and, subject to the provisions of clause 3(b) of bylaw No. I and clause 16(e) of this bylaw, in every second year thereafter, there shall be an election for president-elect of the college.

5) Nominations
a) Nomination of a candidate as an elected board member requires the signatures of at least three members of the college who are on the register of practicing registered nurses or on the register of non-practicing members and who live in the electoral district in which the candidate is nominated and the written consent of the nominee. Where a member works in Manitoba, but resides in a border community in Saskatchewan or Ontario, the address of the member's employer shall be deemed to be the member's address for the purpose of determining the member's eligibility to nominate a candidate as an elected board member.
b) Nomination of a candidate as president-elect of the college requires the signature of at least three members of the college on the register of practicing registered nurses or on the register of non-practicing members and the written consent of the nominee.
c) A person nominated as a candidate for president-elect of the college is ineligible to be a candidate for and may not be elected to any other elected position.
d) An elected board member is eligible to stand as a candidate for president-elect of the college, and is not

required to resign from the board in order to stand as a candidate.

e) To be valid, a nomination must be in writing on the form annexed hereto as Schedule "B" and must be received by the executive director no later than the date fixed for receiving nominations.

f) At least ninety days before the date fixed by the board for receiving nominations for any election, the executive director shall publish or shall send to every member of the college eligible to nominate candidates a notice:
   i) advising of the election date;
   ii) seeking nominations;
   iii) advising of the last date for receiving nominations;
   iv) enclosing the form of nominating paper set forth in Schedule "B" annexed hereto and forming part hereof.

6) Election by Acclamation

a) Where the number of candidates nominated in an electoral district equals the number of elected board members to be elected from the electoral district, that candidate or those candidates so nominated shall be declared duly elected and the president shall write to the candidate(s) confirming the election.

b) Where there is only one candidate nominated for president-elect of the college, that candidate shall be declared duly elected and the president shall write to the candidate confirming the election.

7) Insufficient Number of Candidates

If the number of candidates nominated from any electoral district is less than the number of elected board members to be elected from that electoral district, the nominating committee shall, within seven days after the date fixed as the deadline for receiving nominations, nominate from amongst the eligible members of the college residing in that electoral district a sufficient number of consenting candidates so that the total nominations from that electoral district will be at least equal to but not greater than twice the number of elected board members to be elected from that electoral district in that election year.

8) Right to Vote

a) Each member on the register of practicing registered nurses and each member on the register of non-practicing members is entitled to one vote for president-elect of the college and candidates for nomination committee, to be cast on the ballot received from the college.

b) Each member on the register of practicing registered nurses and each member on the register of non-practicing members who is residing within the electoral district in which an election is to be held is entitled to one vote for the elected board member or members to be elected from that electoral district, to be cast on the ballot received from the college.

9) Preparation of Ballot

a) Voting shall be by electronic ballot forwarded from the College to each member of the College who is eligible to vote in the election, no later than 30 days prior to the election date.

b) A ballot shall be prepared with the names of the candidates, listed in alphabetical order of surnames.

c) A website link to the electronic ballot shall be sent to each regulated member at the e-mail address in the registration data base.

d) If there is a technological malfunction which would or could make the receipt of ballots under this section impossible, the returning officer may make any rules for the distribution, casting and receipt of ballots that are considered necessary in the circumstances.

10) Counting of Ballots

a) Ballots will be tabulated on the first business day following the deadline for the receipt of ballots. If the date must be changed, candidates will be advised as soon as possible of the new date and time.

b) The tabulation of ballots shall be carried out by employees of the college, or such others as may be designated by the returning officer, under the supervision of a scrutineer.

c) The candidate receiving the greatest number of votes in an election is the successful candidate.

d) The scrutineer shall determine the admissibility of all questionable ballots pursuant to the procedure set forth in the most recent *Robert's Rules of Order*.

11) Returning Officer

a) Prior to the election, the board shall appoint a public representative member of the board to act as returning officer.

b) The returning officer shall receive ballots up to the hour and date fixed by the board as the deadline for submission of ballots.

12) Election Results

a) In the case of an election for elected board members, the candidates in each district equal to the number of board members to be elected from that district who have received the greatest number of votes shall be declared elected as the board members representing that district.

b) If, on the totaling of votes for each candidate in an electoral district, the scrutineer finds that the number of votes for the candidate with the most votes is less than 3% greater than the number of votes cast for each of the other candidates, the scrutineer must request a re-tabulation of the votes cast before declaring the successful candidate.

c) The candidate receiving the most votes in an election for president-elect of the college shall be declared the successful candidate.

d) If two or more candidates receive an equal number of votes as a result of which the election of one or more elected board members or of the president-elect is undecided, a vacancy shall be declared and a by-election shall be held.

13) Right to Examine Ballots

a) Candidates shall have the right to verify any online vote tabulation results within three (3) business days of the day that the candidates are notified of the election results.

14) Notice of Results

a) The returning officer shall promptly provide the election results to the candidates and shall cause a notice of elected board members to be published.

b) The following information shall be published in the college newsletter and on the college website following the election:
   (i) the names of all elected representatives;
   (ii) the name of the returning officer;
   (iii) statistical information for each district, including the total number of distributed ballots, the total number of ballots returned, and the total number of inadmissible ballots; and
   (iv) all information pertaining to election results shall be made available to any member of the college on request.

15) By-Election

a) The procedures set forth in sections 5 to 14 also apply to any by-election called.

BYLAW III
OFFICERS

1) Officers

In addition to any ex officio officers, the officers of the college shall be the president and the president-elect.

2) Eligibility to Hold Office

a) No member may hold the office of president or of president-elect for more than one consecutive term.
b) All officers of the college must maintain registration with the college on the register of practicing registered nurses.

3) President and President-Elect

a) The president's duties and the president-elect's duties shall be as fixed from time to time by board policy.
b) The president shall be an ex officio member of all committees of the board except the finance committee, nominating committee, the investigation committee and the discipline committee.
c) The president-elect shall be the chair of the legislation committee and shall be an ex officio member of all other committees of the board except the finance committee, nominating committee, the investigation committee and the discipline committee.

4) Executive Director

The executive director shall be a registered nurse appointed by and responsible to the board.

5) Ex Officio Board Member and Officer

The Executive Director shall:

a) be an ex officio, non-voting member of the board;
b) be an ex officio, non-voting officer of the college;
c) be an ex officio non-voting member of all committees of the college with the exception of the nominating committee, the investigation committee and the discipline committee;
d) act as treasurer of the college, including:
   i) ensuring that complete and accurate accounts are kept;
   ii) making a financial report to the board at each regularly scheduled board meeting and to the members at the annual general meeting:
e) act as secretary of the college, including:
   i) keeping all records of the college, including a record of all meetings of the college and the board;
   ii) notifying all board members of all regular and special meetings of the board, and send out to members appropriate information and documentation prior to any special or annual general meeting of members;
   iii) issuing all notices required by statute, by the bylaws, or by resolution of the board;
   iv) having custody of the seal of the college.

6) Prescribe Forms

The Executive Director is authorized to prescribe such forms, certificates or other documents as may be required for the purposes of the Act, the regulations, or the bylaws.

BYLAW IV
MEETINGS OF THE COLLEGE

1) Annual General Meeting

a) The annual general meeting of the college shall be held at a date, time and place to be determined by the board, and the agenda for the meeting shall be prescribed by the board.
b) At least 30 days before the date of the annual general meeting notice of the annual general meeting shall be published, and the annual report and agenda of the annual general meeting shall be mailed to members.

2) Special General Meetings

Notice of a special general meeting of the college shall state the business to be considered at the meeting, and the business to be transacted at a special general meeting of the college shall be limited to that specified in the notice thereof.

3) Quorum

A quorum for any annual general meeting or special general meeting of the college shall be the number of members on all practicing RN registers and on the register of non-practicing members in attendance at the meeting.

4) Scrutineers at Meetings

Before an election is held or any vote is taken at an annual general meeting:

a) the chair of the meeting shall appoint scrutineers, who are not voting members of the college, who are responsible to distribute and collect ballots, to count the votes and to report the results in writing to the chair of the meeting;
b) the executive director shall give each scrutineer a list of the members entitled to vote at the meeting together with the total number of votes at the meeting.

5) Voting at Annual General Meeting or Special General Meeting

a) At each annual general meeting of the college, the voting body shall consist of the members on all practicing RN registers and on the register of non-practicing members in attendance at the meeting.
b) At any annual general meeting or special general meeting of the college, each member on any of the practicing RN registers and each member on the register of non-practicing members in attendance at the meeting shall be entitled to one vote.
c) Eligibility to vote at an annual general meeting or special general meeting shall be determined by presentation of a current registration on a practicing RN register or the register of non-practicing members.
d) Voting shall be by a show of hands, provided that at any time before a vote is taken, the chair may order or a member with the right to vote may demand a poll. In any voting by a show of hands, the chair of the meeting, with the assistance of the scrutineers if necessary, shall make such count of the votes given by a show of hands as he or she may consider necessary and shall decide the results. The chair's decision shall be final.
e) In the case of a tie vote upon a motion or resolution, the chair of the meeting may make a casting vote.

6) Election of Nominating Committee Members

a) Two members of the nominating committee shall be elected bi-annually at the annual general meeting of the college.
b) To be eligible for election to the nominating committee, a person must be a member of the college in good standing on either the register of practicing nurses or on the register of non-practicing members.
c) Voting on the election of nominating committee members shall be by ballot; provided that where there are only two candidates nominated, those candidates shall be declared duly elected by acclamation.
d) Where a vacancy occurs on the nominating committee, the position shall be offered to unsuccessful candidates in the last election of nominating committee members, in order according to the greatest number of votes obtained, and if the vacancy is not filled by that process, the board shall appoint a member to fill the vacancy.

7) Voting at a Special General Meeting

a) At a special general meeting of the college, the voting body shall consist of the members on the register of practicing registered nurses and the members on the register of non-practicing members in attendance at the meeting.
b) At any special general meeting, each member on the register of practicing registered nurses and each member on the register of non-practicing members in attendance at the meeting shall be entitled to one vote.
c) Eligibility to vote at a special general meeting shall be determined by presentation of a registration on either the register of practicing registered nurses or the register of non-practicing members.

d) At a special general meeting, the chair shall appoint scrutineers responsible to count the votes and report the result in writing to the chair of the meeting.
e) At a special general meeting, voting shall be by ballot and, in the event of a tie vote, the chair may make a casting vote.

8) Voting by Mail
a) The president may, in his or her discretion, cause a vote to be taken by mail on any matter.
b) In any vote conducted by mail, each member on a practicing RN register and each member on the register of non-practicing members shall be entitled to one vote.
c) The ballot setting forth the question to be voted on and a self-addressed stamped envelope for returning the ballot to the college shall be sent to each member eligible to vote at least 45 days prior to the day set for counting votes.
d) All questions voted on by mail shall be decided by majority vote of those members who are entitled to vote and who vote.

9) Parliamentary Authority
a) Subject to the ability to amend or suspend the procedural rules by a two-thirds majority vote of those entitled to vote at the meeting, the procedural rules of the college shall apply to every annual general and special general meeting of the college.
b) At all annual general and special general meetings of the college, any points of procedure not specifically provided for in the procedural rules of the college shall be decided by the procedure of Parliament as set forth in Robert's Rules of Order, Newly Revised, 10th Edition.

BYLAW V
BOARD MEETINGS

1) Board Meetings
a) Regular, special and emergency board meetings shall be held at such times and places and with such notice to board members as may be fixed from time to time by board policy.
b) The board shall have at least four regular meetings during each calendar year, held one in each of the quarters of the calendar year, if reasonably possible.
c) The board may by resolution determine to hold a regular meeting by teleconference/videoconference.
d) In the case of a regular meeting, notice shall be sent by ordinary mail or such other method as is reasonable to provide notice to each board member at least ten days before the meeting. The Executive Director shall include in or with the notification the matters for decision which are to be dealt with at the meeting.

2) Quorum
a) Unless specifically provided for otherwise under the Act or the Regulations, a majority of board members constitutes a quorum for any meeting of the board and a majority of committee members constitutes a quorum for a meeting of a committee.
b) In determining quorum of the board or a committee, the total number of members shall be considered, and not be reduced as a result of any vacancy.

3) Board Meetings
Regular, special and emergency board meetings shall be held at such times and places and with such notice to board members as may be fixed from time to time by board policy.

4) Quorum
At all regular, special or emergency meetings of the Board, a majority of the Board members shall constitute a quorum.

5) Conduct of Board Meetings
The procedures to be followed at board meetings and the conduct of board meetings including, but not limited to, the methods by which business may be conducted, and voting rights shall be in accordance with such policies as may be fixed from time to time by the board.

BYLAW VI
REMUNERATION OF BOARD MEMBERS

1) General
Board members attending meetings of the board or of any committee of the board shall be paid remuneration, living expenses and travel expenses at such rates and in accordance with such policies as may be fixed from time to time by the board.

BYLAW VII
COMMITTEE COMPOSITION AND QUORUM

1) Investigation Committee
a) The investigation committee shall consist of six persons, at least one-third of whom are public representatives.
b) A quorum for any meeting of the investigation committee shall be four members of the investigation committee, at least one of whom is a public representative.

2) Governance Committee
a) The governance committee shall consist of at least three members of the board, one being a public representative.
b) A quorum for any meeting of the governance committee shall be a majority of the committee members.

3) Appointments Committee
a) The board shall appoint from board members an appointments committee consisting of a chair and two others.
b) All committee members constitute a quorum of the appointments committee.

4) Nominating Committee
a) The nominating committee shall consist of two members of the college elected in accordance with clause 6 of bylaw IV of the college, and the immediate past president of the college who shall serve as chair.
b) All committee members constitute a quorum of the nominating committee.

5) Education Program Committee
a) Subject to clause (b), the education program committee shall consist of at least five persons, at least one of whom is a public representative, and at least one of whom is appointed by the Minister.
b) If the Minister has failed to appoint a public representative within three (3) months of the date the college provides written notification of a vacancy, the board may appoint a public representative to fill the vacancy.

6) Finance Committee
a) The finance committee shall consist of at least three members of the board, one being a public representative.

7) Discipline Committee
a) The discipline committee shall consist of at least 18 persons, and at least one-third of whom are public representatives.
b) A panel of the discipline committee is to be composed of at least three members, one of whom must be a public representative.

8) Conduct of Committee Meetings
The procedures to be followed at committee meetings and the conduct of committee meetings including, but not limited to, the methods by which business may be conducted, and voting

rights shall be in accordance with such policies as may be fixed from time to time by the board.

9) Term of Office
The term of office of committee members, the revocation of committee membership and appointment of members to fill vacancies on committees shall be in accordance with such policies as may be fixed from time to time by the board.

10) Duties and Functions
All committees shall perform duties and functions in accordance with the Act, the regulations and the terms of reference set by the board for committees.

BYLAW VIII
SPECIAL COMMITTEES AND AD HOC COMMITTEES

1) Special Committees and Ad Hoc Committees
a) Special committees may be appointed by the board at any time to carry out the objectives of the college and may be dissolved by a resolution of the board.
b) Ad hoc committees may be appointed by the board for a specific purpose on precise terms of reference which state that the committee shall cease to function upon completion of the specific task.
c) The board shall establish for all special committees or ad hoc committees:
   i) terms of reference;
   ii) membership and term of appointment;
   iii) chairperson;
   iv) budget allocation.

BYLAW IX
REGISTRATION FEES

1) General
Each member shall pay the registration fees fixed from time to time pursuant to these bylaws.

2) Registration Fees
a) The registration fees set forth in Schedule "A" annexed hereto and forming part of this bylaw are hereby prescribed and shall be payable annually by members to the college.

THIS IS SCHEDULE "A" ANNEXED TO AND FORMING PART OF BYLAW IX OF THE COLLEGE OF REGISTERED NURSES OF MANITOBA

<u>2012 Registration Fees</u>
Register of Practicing Registered Nurses
$421.42 + GST
Register of Non-Practicing Members
$ 95.26 + GST
Register of Graduate Nurses - for each four month period
$140.47 + GST
Register of Extended Practice (in addition to the Practicing Registered Nurse Fee)
$ 50.00 + GST

BYLAW X
OTHER FEES

1) Other Fees
The following fees are for college services:
a) examination fees as set by the Canadian Nurses Association or American Nurse Credentialing Center to be paid by candidates for an examination;
b) an administration fee to be paid by candidates who apply to write an examination: $125.00;
c) application processing fee to be paid by applicants for initial registration with the college: $50.00 for applicant who has received nursing education in Canada;
d) application processing fee to be paid by applicants for initial registration with the college: $500.00 for applicant who has received nursing education outside of Canada;
e) reinstatement fees to be paid by applicants for reinstatement to a register under the Act: $50.00;
f) application processing fees to be paid by applicants for conversion of registration: $50.00;
g) application to vary terms and conditions: $50.00;
h) a verification fee to be paid by persons requesting the endorsement, verification or certification of registration for the purpose of registration in another province, a territory or another country: $50.00;
i) an administrative fee to be paid by persons requesting copies of transcripts on file: $30.00;
j) a fee to be paid by any person whose cheque is returned to the college unpaid: $50.00;
k) a penalty fee of $150.00, in addition to the annual registration renewal fee, paid by a member who fails to pay the annual registration renewal fee by the administrative deadline published by the College.
l) In accordance with s.19 and s.59 of the Act a person who is otherwise entitled to reinstatement of his or her certificate of practice shall pay a fine of:
   i) $500.00 for each calendar year or part thereof during which the applicant, while not a member,
      (1) used a title, the use of which was restricted to members;
      (2) held himself or herself out as a member or held himself or herself out as qualified to practice in Manitoba as a registered nurse in breach of section s.3 of the Act
      (3) practiced as a registered nurse under the Act.

BYLAW XI
CORPORATE MATTERS

1) Head Office
The head office of the college shall be at the City of Winnipeg in Manitoba.

2) Corporate Seal
The seal of the college shall be in such form as may be prescribed by the board and shall have the words the "College of Registered Nurses of Manitoba" endorsed thereon.

3) Fiscal Year
The fiscal year of the college shall end on December 31 in each year.

4) Auditor
Annually, the board shall appoint by resolution an auditor(s) of the college, who shall, at least once in every year, as soon as possible after the end of the fiscal year, examine the accounts of the college and shall report thereon to the board.

5) Signing Officers
The signing officers of the college shall be designated by the board.

BYLAW XII
RESPONSE TO COLLEGE CORRESPONDENCE

1) College's Correspondence
When the executive director of the College makes a formal request in writing to a member, that member shall have 30 days from the date of the correspondence to reply in writing, with all the requested information.

2) Reminder Correspondence
When reminder correspondence is sent to a member from the college, and the member fails to respond in writing within fifteen days from the date stipulated in the reminder correspondence, the member may be referred to the investigation committee.

BYLAW XIII
REPORTING CHANGES

1) Within 30 days of a change, each member shall report to the college:

a) any change of name;

b) any change of address, telephone number, facsimile number or electronic mail address.