By-laws:

ARTICLE 1 – Membership Criteria

Note: Active, student and associate members must uphold and comply with the bylaws and be in good standing.

1. Active Membership
   a) Nurse Practitioners Registered to Practice in British Columbia

2. Student Membership – NP students registered with a Canadian NP program

3. Associate membership
   a) Nurses pending licensure as Nurse Practitioners in British Columbia
   b) Nurse Practitioners – non-practicing
   c) Out of Province Nurse Practitioners
   d) Faculty of a BC NP or Nursing program and persons approved by the BCNPA Executive

ARTICLE 2 - Membership Privileges

1. Active Membership:
   a) Right to vote
   b) Right to hold elected office
   c) Right to represent the association as appointed by the BCNPA Executive
   d) Right to chair a BCNPA committee
   e) Right to special rates at educational events/sessions
   f) Right to receive BCNPA publications and communications
   g) Right to attend Annual General Meeting

2. Student Membership:
   a) Right to hold a non-voting Student Rep position on the executive
   b) Right to special rates at educational events/sessions
   c) Right to receive BCNPA publications and communications
   d) Right to attend Annual General Meeting
   e) Right to be appointed to a committee

3. Associate Membership
   a) Right to special rates at educational events/sessions
   b) Right to receive BCNPA publications and communications
   c) Right to attend the Annual General Meeting
   d) Right to be appointed to a committee

4. The number of non-voting members, being student members and associate members, shall never exceed the number of voting members, being active members. If the maximum number of non-voting members is reached, thereafter, applications for non-voting membership will be considered on a first-come first-served basis.

ARTICLE 3 – Membership General Terms/Conditions

1. The membership year begins April first (1st) and ends March thirty-first (31th).

2. Membership fees are levied on an annual basis. If a new member wants to join after October 1 of the membership year, a pro-rated fee will be paid at half of the full membership dues.

3. Changes to annual membership dues must be approved at the Annual General Meeting (AGM)

4. BCNPA membership includes membership with the Canadian Association for Advanced Practice Nurses (CAAPN). If CAAPN fees change, members will be notified and the fee change will be reflected in the BCNPA membership fee.

5. Fees for the BCNPA are payable to BCNPA and collected by the Treasurer at the time of membership application or at the time of renewal of membership, payable by March 31st.

6. All members are in good standing except a member who has failed to pay his or her current annual membership fee by the time of the commencement of the Annual General meeting.

7. A person ceases to be a member of the association:
   a) By submitting his or her resignation (electronically or posted mail) to the secretary of the BCNPA or submitting it to the mailing address of the association.
   b) On his or her death,
   c) On being expelled, or
   d) On becoming a member **not** in good standing by failing to pay annual dues by the commencement of the AGM.

ARTICLE 4 – Primary Officers of the BCNPA

1. **PROVINCIAL EXECUTIVE**
   a) The affairs of the BCNPA shall be managed by a group of primary officers, herein referred to as the Provincial Executive that shall be composed of the following:

      President
      Immediate Past-President
      President-Elect
      Vice-President
      Secretary
      Treasurer
      Two Student Representatives (Non-Voting)
      Regional Representatives geographically covered by:
         Northern Health Authority Region
         Interior Health Authority Region
         Vancouver Island Health Authority Region
         Vancouver Coastal Health Authority Region
         Fraser Health Authority Region
      Executive Director
   b) All members of the Provincial Executive, other than the Student Representatives, are "directors" for purposes of the *BC Society Act*.
   c) Regional Representatives will be employed in and should reside in the region represented.
   d) The past presidents, other than the immediate Past-President, act as an advisory group to the Provincial Executive and may on request or as requested attend the Executive meetings as non-voting participants.

2. **QUALIFICATIONS**
Members holding voting elected positions on the BCNPA Provincial Executive will be members in good standing, be practicing as NPs in British Columbia and must reside in British Columbia.

3. **TERM OF OFFICE**
   a) The term of office of:
      i) the President, Vice-President and Student Representatives commences at the conclusion of the AGM following their election and ends at the conclusion of the next AGM.
      ii) the President-Elect commences at the conclusion of the AGM following his or her election and ends at the conclusion of the next AGM, at which time the President-Elect automatically becomes the President until the conclusion of the next following AGM.
      iii) the Regional Representatives commences at the conclusion of the AGM following their election and ends at the conclusion of the second following AGM. The Fraser Valley and Vancouver Island Representatives are elected on even years and the Vancouver Coastal, Northern and Interior representatives are elected on odd years.
      iv) The Secretary, elected every even year and the Treasurer, elected every odd year, commences at the conclusion of the AGM following their election and ends at the conclusion of the next AGM.
   b) A Provincial Executive member may serve in the same office for no more than two (2) consecutive terms of office, but may serve in other executive positions for an additional two consecutive terms.
   c) Any member of the Provincial Executive may resign her/his office by giving notice in writing to the Provincial Executive.
   d) Any Provincial Executive member who shall for any reason cease to hold office shall forthwith turn over to the Provincial Executive documents, assets, and property of BCNPA in her/his possession.

4. **VACANCIES**
   a) In the event the President is unable to complete a term of office, the President-Elect shall complete the remainder of that President's term of office.

   b) In the event that any other vacancy in the Provincial Executive, the Provincial Executive may appoint a replacement for the remainder of that term of office.

5. **POWERS & DUTIES OF PROVINCIAL EXECUTIVE**
   a) Powers of the Provincial Executive shall be as follows:
      i) Shall have and exercise all the powers and perform the normal functions of the Association between the AGMs of the Association and agree on an agenda for the AGM.
      ii) Shall have and exercise all the powers of employing (hiring) staff as deemed necessary to meet the operational needs of the BCNPA.
         - Remuneration for services will be within the BCNPA annual budget.
         - The employee (s) will report directly to the President of Provincial Executive, or other person (s) as delegated by the President. The employee will have responsibility for ensuring the business of the Association is accomplished in accordance with the job description prepared by the BCNPA.
      iii) Shall have and exercise all the powers to engage the services of consultants to assist with the work of the BCNPA.
         - Remuneration for services will be within the BCNPA annual budget.
         - Consultants will report directly to the Provincial Executive of the BCNPA through the

President or delegate to provide consultation and management of projects or tasks assigned. Specific contracts will be developed to reflect effective utilization of the skills and services requested and the length of time the skills/services are required. Contracts will be signed off by the President on behalf of the Provincial Executive.

b) Duties of the Provincial Executive shall be as follows:
   i) The President, in consultation with the Provincial Executive will appoint Executive Liaisons and chairpersons of all Standing and Ad Hoc Committees. Committee Chairpersons may be responsible for selection of committee members**.**
   ii) Provide for the maintenance and supervision of the executive virtual office and all the property owned or operated by the BCNPA.
   iii) Develops and revises the BCNPA strategic plan and sets annual goals/objectives.
   iv) Carry out the business of the BCNPA including such duties as:
      - Developing and maintaining working relationship with key stakeholders.
      - Active participation on governmental/stakeholder working groups and committees
      - Appointing Standing Advisors for identified issues including:
        (a) Governmental Policy
        (b) Public Relations/Media
      - Determine the time and place for convening each annual general meeting (AGM) and provide for the management and general arrangements for each AGM including:
        (a) Circulate to the membership notification of the AGM, a call for nominations for vacant elected positions and a call for motions and resolutions not less than forty-five (45) days prior to the scheduled meeting.
   v) Cause the preparation of annual financial statements in accordance with current generally accepted accounting standards as set out by the Canadian Institute of Chartered Accountants.
   vi) Prepare a budget for carrying on the activities of the BCNPA for each ensuing fiscal year.
   vii) Submit an annual report of the BCNPA activities to the membership.
   viii) Perform other duties as may be prescribed by these by-laws.

c) Immediate Past-President:
   i) Serves as the link to the previous past presidents' advisory group.

d) President:
   i) Presides at all meetings of the Association and of the Provincial Executive.
   ii) Serves as an official spokesperson of the BCNPA in its contacts with governmental, civic and professional organizations for the purpose of advancing the objectives and policies of the association.
   iii) Interprets BCNPA goals, policies and objectives to others.
   iv) Provides leadership for the Provincial Executive and oversees the work to ensure the strategic plan and annual action plan as developed by the Provincial Executive moves forward.
   v) Is an ex officio member on all committees.
   vi) Is a signing officer.
   vii) Delegates responsibilities to Vice-President and other members as necessary.
   viii) Communicates with the membership in a President's update report 3 times/year.
   ix) Is an administrator for the BCNPA website.

e) President-Elect:
   i) Assists the President in the performance of duties.
   ii) Performs the necessary duties when the President is absent.
   iii) Is an administrator for the website.

f) Secretary:
   i) Responsible for ensuring all correspondence and records accurately reflect BCNPA business/operations.
   ii) Ensures the notification of meetings and items of interest reach the membership.
   iii) In collaboration with the treasurer ensures accurate membership records, including a current membership roster and updated contact information
   iv) Oversees the content management of the BCNPA website www.bcnpa.org including the BCNPA email account – info@bcnpa.org.
   v) Serve as signing officer.
   vi) Is an administrator for the website.

g) Treasurer:
   i) Shall be responsible for overseeing financial management practices, including:
      - Managing accounts receivable/payable including but not limited to membership fees.
      - Ensures accurate financial record keeping and issues receipts.
      - Discharges all debts against the BCNPA.
      - Provides for the banking tasks associated with keeping of deposits, funds and securities of the BCNPA.
      - Prepares with the Provincial Executive the annual budget.
      - Prepares and presents the Annual Financial Statement at the AGM.
   ii) Ensures the Provincial Executive understand the financial situation of the Association. Provides a quarterly summary report of income and expenditures to the executive and advises them of potential deficit situations.
   iii) Works with BCNPA designated accounting firm to ensure BCNPA accounting practices comply with provincial and federal accounting standards.
   iv) Selects a suitable bank and makes arrangements for signing authorities.
   v) Serves as signing officer.

h) Regional Representatives:
   i) Act as members of the Provincial Executive and represent the interests and concerns of their respective geographical regions.
   ii) Perform duties for the BCNPA as directed by the President and Provincial Executive and outlined in the BCNPA Regional Representation role description.

i) Executive Director:
   i) Responsible for all matters delegated by the Provincial Executive.

6. **INSURANCE:** The Provincial Executive may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as an executive officer, employee or agent of the Association or as an Executive officer, employee or agent of any subsidiary of the Association, or as an Executive officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which he/she is serving at the request of the Association, and his/hers heirs or personal representatives against any liability incurred by him as such Director, officer, employee or agent.

7. **ELECTION OF OFFICERS**
   Method of Nomination:
   a) At least 60 days before the date of the AGM each year, the Secretary will send to each member, by electronic mail:

i) a list of positions open for election on the Provincial Executive for the next ensuing year;
ii) a list of incumbent officers interested in and qualified to stand for re-election; and
iii) a request for nominations.

b) Nominations from BCNPA active members will be accepted by BCNPA up to Twenty-one (21) days prior to the AGM.
c) Nominations shall bear the signature of two (2) active members of the BCNPA, and shall be accompanied by written consent of the nominee.
d) All nominees for office must have active membership in the BCNPA and be willing to fulfill the terms of office as outlined in Article 4 of these by-laws.

Election Procedure:

e) The election of officers will occur by email ballot or, failing that, at the AGM.
f) If the number of candidates nominated for a position does not exceed the number to be elected for that position, the President must declare that those nominated are elected for that position.
g) Voting by email ballot shall occur as follows:
   i) On or before 15 days before the date of the AGM each year, the Secretary will email to each active member a ballot containing the names of all candidates for each position being elected and instructions on how to complete and return the ballot by a date on or before 7 days before the date of the AGM each year;
   ii) For the votes in a ballot to be counted, the voting member must vote in accordance with the instructions with the ballot, not vote for more candidates than the number to be elected for each position, and return the ballot by the deadline indicated in the instructions;
   iii) Voting members verify their identity by means of an electronic verification that confirms their identity; and
   iv) The candidate receiving the highest number of votes shall be declared elected; in the case of a tie, the names with equal votes will be inserted into a hat and one chosen at random by the Secretary, where the name chosen will be deemed to be elected.

ARTICLE 5 – Committees

The President in consultation with the Provincial Executive will appoint BCNPA committees, Standing and Ad Hoc, to undertake work identified in the strategic direction/plan for the BCNPA at the direction of the provincial executive

All BCNPA committees function under Committee Terms of Reference as set out by the BCNPA Provincial Executive.

All BCNPA committees are accountable to the Executive for the work undertaken and will submit a written report on work status at the AGM and/or on request of the executive.

1. **Standing Committees:** Are appointed by the President in consultation with the Provincial Executive.

   a) **Ad Hoc Committees:** Are appointed by the President in consultation with the Provincial Executive and assume such duties as deemed advisable by the Provincial Executive in order to carry out short term projects identified by the Provincial Executive or Standing Committees.
      i) Ad Hoc Committee work should be completed within the year if possible.
      ii) Ad Hoc Committees are reappointed by the current President in consultation with the Provincial Executive annually as needed.

ARTICLE 6 – Meetings of Members

1. **GENERAL MEMBERSHIP MEETINGS**
   a) General Membership Meetings of the association will be held at the time and place that the Provincial Executive decides.
   b) Ten percent (10%) of active members shall constitute a quorum at a general membership meeting. Voting for general business shall be by a show of hands.
   c) An active member in good standing shall have the right to vote at any meeting. In all voting procedures the principle of one (1) vote per member shall pertain.

2. **SPECIAL MEETINGS**
   a) Special meetings of BCNPA may be called by the President on his or her own notion, by the President upon written request of the Provincial Executive or by one-quarter (1/4) of the active members of the Association.
   b) Ten percent (10%) of active members shall constitute a quorum at a special meeting. Voting for general business shall be by a show of hands.
   c) An active member in good standing shall have the right to vote at any meeting. In all voting procedures the principle of one (1) vote per member shall pertain.

3. **ANNUAL GENERAL MEETINGS**
   a) BCNPA shall hold an AGM in the spring of each year.
   b) A call for resolutions for the AGM will be made forty-five (45) days before the AGM.
   c) Ten percent (10%) of active members shall constitute a quorum at an annual general meeting. Voting for general business and for election of officers shall be by a show of hands.
   d) An active member in good standing shall have the right to vote at any meeting. In all voting procedures the principle of one (1) vote per member shall pertain.

4. **ELECTRONIC MEETINGS AND VOTING**
   a) An annual or a special meeting of members may be held either:
      i) Entirely by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously (the "Facilities") or
      ii) Partly by means of the Facilities and partly by means of personal attendance at such meeting, if 2/3 of voting members consent:
         (1) In person at the meeting;
         (2) By means of the Facilities; or
         (3) By email or mail, received by BCNPA in advance of the start of the meeting pursuant to paragraph 4(b) below.
   b) If an annual or a special meeting is held either entirely or partly by means of the Facilities, any person participating by means of the Facilities must be identified by voice communication or by an electronic verification system which confirms his or her identity for purposes of establishing a quorum for the meeting and for purposes of recording each vote by such voting member.
   c) An active member in good standing shall have the right to vote at any meeting. In all voting procedures the principle of one (1) vote per member shall pertain.

5. **EMAIL BALLOTS OR MAIL BALLOTS**
   a) The Provincial Executive may give voting members the right to vote by email ballot or mail ballot on any particular question prior to a deadline set by the Provincial Executive, without such voting members attending an annual or special meeting in person or by means of the Facilities, provided:
      i) Voting members are provided with notice of the question on which they are voting in advance of the vote;
      ii) Voting members verify their identity by means of an electronic or mail verification that confirms their identity;
      iii) The total of email and mail ballots received by BCNPA on the question prior to the deadline set by the Provincial Executive equals the quorum required for an annual or special meeting; and
      iv) An active member in good standing shall have the right to vote. In all voting procedures the principle of one (1) vote per member shall pertain.

6. **PROVINCIAL EXECUTIVE MEETINGS**
   a) A minimum of four (4) business meetings shall be held each fiscal year.
   b) Additional meetings of the Provincial Executive may be called at the discretion of the President.
   c) Two-thirds (2/3) of the Provincial Executive shall constitute a quorum for the transaction of business.
   d) Should a situation occur that does not permit a formal meeting, or teleconference meeting, the President will electronically consult with members of the Provincial Executive via the BCNPA SharePoint Office site, in the Discussion section, and take such actions as deemed in the best interest of BCNPA.
   e) Two-thirds (2/3) of the Provincial Executive shall constitute a quorum for the transaction of business
   f) The interim electronic action shall be documented and subject to ratification at the next meeting of the Provincial Executive committee.

ARTICLE 7 – Finance and Audit

1. The fiscal year of the BCNPA shall be from January first (1st) to December thirty-first (31th).

2. The Provincial Executive will determine the maximum expenditure the treasurer may make without their prior approval.

3. Subject to available funds, members of the Provincial Executive may be reimbursed for accommodation and travel expenses made necessary by their office.

ARTICLE 8 – Amendments to the Bylaws

1. The Provincial Executive or any three (3) members may propose an amendment. Amendments proposed by any three (3) members must be delivered to the Provincial Executive at least twenty-five (25) days prior to an AGM or a special meeting.

ARTICLE 9- Borrowing

1. In order to carry out the purposes of the association the Provincial Executive may, on behalf of and in the name of the society, 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.

2. A debenture must not be issued without the authorization of a special resolution.

3. The members may, by special resolution, restrict the borrowing powers of the Provincial Executive members, but a restriction imposed expires at the next AGM.

ARTICLE 10- Parliamentary Authority

1. Parliamentary authority shall be Roberts Rules of Order.