

**SALPN Administrative Bylaws
Office Consolidation as of May 14, 2018**

NOTE:

This consolidation includes The SALPN Administrative Bylaws approved at the SALPN 2013 annual meeting and the amendments approved at the 2014, 2016 and 2018 annual meetings.

This consolidation is not official but is prepared for convenience of reference. Amendments to The SALPN Administrative Bylaws, originally approved by the membership at the 2012 annual meeting, have been incorporated into the original bylaw for convenience of reference. Technically, the original bylaw and the amendments to it, as each of them was originally made by Council and approved by the membership at an annual meeting, should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original documents, errors that may have appeared are reproduced in this consolidation. The notes following each section of the bylaws indicate where the official version of the bylaws may be found.

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Title

1 These bylaws may be cited as *The SALPN Administrative Bylaws*.

Definitions

2 In these bylaws:

(a) "Act" means *The Licensed Practical Nurses Act, 2000*;

(b) "SALPN" means the Saskatchewan Association of Licensed Practical Nurses.

ASSOCIATION**Seal**

3 The SALPN seal shall be the seal whose imprint is affixed to these bylaws as Appendix A.

Execution of documents

4 Subject to section 5, documents to be executed on behalf of SALPN shall be signed by the chair and/or the executive director and sealed with the SALPN seal.

*s. 4 was amended at the SALPN 2018
annual meeting*

Banking and financial

5(1) The executive director or his or her designate is authorized to approve financial commitments and authorize payments of amounts less than \$10,000.

(2) Notwithstanding subsection (1), the executive director may authorize the movement of SALPN funds from one SALPN account to another and may invest the whole or any portion of the SALPN funds in investments in SALPN's name.

(3) At each regularly scheduled meeting of the council, the executive director shall provide the most current balance sheet and statement of revenue and expenditure.

*ss. 5(1) was amended at the SALPN 2014
annual meeting*

Fiscal year

6 The SALPN fiscal year is the calendar year.

Audit

7(1) The council shall appoint a chartered accountant to be the auditor of SALPN.

(2) The auditor shall annually, or more frequently as required by the council, audit SALPN's books and accounts and shall, annually after the completion of the fiscal year, furnish a statement of SALPN's financial affairs, which shall be presented at the SALPN annual general meeting.

COUNCILLORS

Number and composition

8 For the purposes of subsection 7(2) of the Act, the total number of councillors to be elected to the council is five, including:

- (a) the chair;
- (b) the vice-chair; and
- (c) three council members.

s. 8 new as approved at 2018 SALPN annual meeting

Term of office

9(1) For the purposes of subsection 7(6) of the Act:

- (a) the chair and the vice-chair each hold office for the period commencing at the close of the annual general meeting at which time he or she is elected until the close of the second annual general meeting following that election;
- (b) each elected councillor holds office for the period commencing at the close of the annual general meeting at which time he or she is elected until the close of the third annual general meeting following that election.

(2) No person may be elected to the same position on council for more than two consecutive terms of office.

(3) The person elected in Zone 2 North in the election held in 2017 shall hold office for an additional year as a council member.

s. 9 new as approved at 2018 SALPN annual meeting

Council members

10 Council members shall perform any duties that may be assigned by the council or the chair.

s. 10 new as approved at 2018 SALPN annual meeting

Public representatives

11 Members of the council who are public representatives appointed to the council pursuant to section 8 of the Act shall:

- (a) represent the views of the public on matters before the council;
- (b) report to the council on public concerns; and
- (c) perform any duties that may be assigned by the council or the chair.

*Clause 11(c) amended as approved at 2018
SALPN annual meeting*

Remuneration and expenses

12 Elected members of council are entitled to remuneration for their services rendered to SALPN and to reimbursement for expenses, in accordance with the rates set by the Government of Canada for employees travelling in Saskatchewan.

PROCEDURES FOR ELECTION

Election of chair and vice-chair

13 An election for chair and vice-chair shall be held in each odd-numbered year.

*s. 13 new as approved at 2018 SALPN
annual meeting*

Election of council members

14 An election for one council member shall be held in each year commencing in 2019.

*s. 14 new as approved at 2018 SALPN
annual meeting*

Polling day

15 Polling day for the election of elected councillors is the first day of each SALPN annual general meeting.

Eligibility for nomination

16(1) Subject to subsection (2), only a licensed practical nurse who holds a practising licence or a non-practice certificate and who is in good standing is eligible to be nominated for election or to hold or to continue to hold office on the council.

(2) The following persons are not eligible to be nominated for or to hold or to continue to hold office on the council:

(a) a person who is an employee of SALPN, or was employed by SALPN in the previous five years;

(b) a person is or was employed by SALPN in the position of Executive Director of Registrar;

(c) a person who holds an equivalent governance position with an employer of members or union representing members;

(d) members who are the subject of an investigation or disciplinary proceeding; and

(e) members who have been convicted of an indictable offence under the *Criminal Code* (Canada)

s. 16 new as approved at 2018 SALPN annual meeting

Nominations

17 *Repealed, as approved at 2016 SALPN annual meeting.*

Eligibility to vote

18(1) All practising members are entitled to vote.

(2) A member who is eligible to be nominated for election as described in section 16 is eligible to vote at the election.

Conduct of election

19(1) Council shall prescribe the form of the ballot, which shall contain instructions to vote as set out in these bylaws, on which the names of all nominees shall be placed in the alphabetical order of their surnames.

(2) The executive director shall, at least 20 days before polling day, or as soon as possible in the case of a member registered after that day, mail or deliver to each member a ballot together with an envelope addressed to the SALPN office.

(3) The member shall:

(a) vote for the required number of candidates to fill each vacancy, as indicated on the ballot, by marking an "X" opposite the name of the candidate of the member's choice;

- (b) place the completed ballot in the envelope addressed to the SALPN office and seal the envelope; and
- (c) mail or deliver the ballot to the SALPN office or deposit the ballot in the ballot box at the annual general meeting before noon on polling day.
- (4) In order to be counted, ballots must reach the executive director by noon on polling day.
- (5) The executive director shall appoint at least two scrutineers and any candidate for election is entitled to have a scrutineer present when the ballots are counted.
- (6) In the case of a tie vote for any office, the chair shall cast the deciding vote.
- (7) Notwithstanding any other provision of this section, the council may implement a system of electronic voting that is accessible to all members and that provides voting security at least equivalent to that of a mail-in ballot system.

*ss. 19(6) and (7) amended as approved at
2018 SALPN annual meeting*

OFFICERS AND EMPLOYEES

Chair

20 The chair:

- (a) is accountable for the integrity of the council's processes;
- (b) ensures the effectiveness of and presides at the meetings of council;
- (c) serves as an *ex officio*, non-voting, member of all committees; and
- (d) represents SALPN to outside parties.

*s. 20 new as approved at 2018 SALPN
annual meeting*

Vice-chair

21 The vice-chair shall assume the duties of the chair in the event the position of chair becomes vacant or the chair is unable to fulfill the duties of the position.

*s. 21 new as approved at 2018 SALPN
annual meeting*

Registrar

22(1) The registrar shall manage the examinations provided for by the Act and the bylaws and perform all other duties imposed on the registrar by the Act and the bylaws or by the council or the executive director, and all other duties incidental to the office of registrar.

(2) The registrar is responsible to the executive director in carrying out the duties described in subsection (1).

Executive director

23(1) The executive director shall perform the duties imposed on the executive director by the Act and the bylaws and shall:

(a) keep all SALPN records, including proper minutes of SALPN meetings and meetings of council and all committees, and shall send out all notices on behalf of SALPN, the council and all committees;

(b) conduct all correspondence;

(c) keep the SALPN seal;

(d) act as treasurer of SALPN and, in that regard:

(i) collect and receive, pay out or invest all monies due and payable to and by SALPN;

(ii) keep full and accurate books of account in which are entered all monies received and paid out by SALPN;

(e) prepare and submit to the SALPN annual meeting the financial statement, duly certified by the auditor of SALPN, of the annual revenues and expenditures of SALPN;

(f) carry out the policies established by council pertaining to the management and administration of SALPN's affairs.

(g) perform all duties incidental to the office of executive director and any others that may be assigned to the office by the council.

(2) The executive director is an ex officio, non-voting member of all SALPN committees, other than the counselling and investigation committee and the discipline committee.

*ss. 23(2) amended as approved at 2018
SALPN annual meeting*

MEETINGS

Council

24(1) The council shall meet at the call of the chair or as determined at the previous meeting of the council.

(2) The chair shall convene the council to a meeting to be held within 14 days following the receipt by the chair of the written request of four councillors.

(3) At least four meetings of the council must be held between annual general meetings of SALPN.

s. 24 amended as approved at 2018 SALPN annual meeting

SALPN

25(1) The SALPN annual meeting shall be held in each calendar year at a time and place in Saskatchewan determined by SALPN at the previous annual meeting, or, if no such determination is made, at a time and place determined by the council.

(2) The business of the annual meeting shall include:

(a) minutes of the last annual and all subsequent meetings of SALPN;

(b) business arising out of the minutes;

(c) president's report;

(d) executive director's report;

(e) report of committees;

(f) audited financial report;

(g) new business;

(h) report of the scrutineers on the results of the voting.

(3) For the purposes of subsection 6(4) of the Act, notice of meetings of SALPN shall be sent by ordinary mail, facsimile or email to the postal address, facsimile number or email address shown in SALPN's records.

Quorum

26(1) A quorum for a meeting of SALPN consists of the members present at the meeting.

(2) A quorum for a meeting of the council consists of a majority of the voting members of the council present.

Procedure at meetings

27(1) Unless otherwise provided, the procedure at all meetings of SALPN and of the Council shall be governed by the procedures contained in Appendix B and, in cases not provided for, by the rules set out in *Roberts Rules of Order Newly Revised*, 11th edition.

(2) Notwithstanding subsection (1), the procedures for meetings may be amended or suspended at any meeting of SALPN, with respect to that meeting, by majority vote of the members present at the meeting.

COMMITTEES

Establishment

28(1) Where the council establishes committees pursuant to subsection 12(1) of the Act or in accordance with these bylaws:

- (a) the committees shall perform their duties under the direction of the council;
- (b) a majority of committee members constitutes a quorum;
- (c) committee members may, in the discretion of the council, be paid honouraria and reasonable travelling expenses incurred in the course of their duties.

(2) The council shall make all appointments to all committees and shall designate the chairpersons and alternates, if any.

(3) All committee appointments, other than the committees established by the Act, are for a term of two years and are renewable for two years.

(4) Any committee member whose conduct or activities are detrimental to or inconsistent with the objectives of SALPN may be removed or suspended from the committee by a two thirds vote of the council.

*ss. 28(4) amended as approved at 2018
SALPN annual meeting*

STANDING COMMITTEES

Legislation and bylaws committee

29 *Repealed, as approved at the SALPN 2016 annual meeting.*

Finance committee

30(1) The finance committee consists of the chair, the vice-chair and another council member.

(2) The committee shall:

(a) make recommendations to the council regarding the SALPN annual budget and the SALPN finances, including incomes and expenditures and utilization and investment of surplus funds of SALPN;

(b) in conjunction with the executive director, prepare the preliminary annual budget of SALPN and submit it to the council; and

(c) establish and review policies governing the management of SALPN funds.

ss. 30(1) was amended at the SALPN 2016 annual meeting and at the SALPN 2018 annual meeting

Education committee

31 *Repealed, as approved at the SALPN 2016 annual meeting.*

CHAPTERS

Formation

32 *Repealed, as approved at the SALPN 2017 annual meeting.*

APPENDIX A

SALPN Seal
(Section 3)
(To be imprinted)

APPENDIX B
Procedures at Meetings
(Subsection 27(1))

Parliamentary Authority

Roberts Rules of Order Newly Revised, 11th edition shall govern the organization in all procedural matters not otherwise covered by The Licensed Practical Nurses Act, SALPN Bylaws, or these Rules and Procedures.

Voting Eligibility

Each member of SALPN is entitled to one vote at the annual meeting. Only those voting members present at the annual meeting and in possession of the designated “voting” identification card are eligible to vote during the sessions of the annual meeting.

Scrutineers

Scrutineers shall be appointed at the commencement of the annual meeting. If there are individuals present who do not have the right to vote, they should be encouraged to volunteer as scrutineers.

Presiding Officer

The Chair does not participate in the debate on any issue.

Rules of Debate

Limitation of Debate

The Chair shall exercise the responsibility of the Chair to limit the debate.

- Consideration of any item of business, whether introduced by motion or resolution shall be limited to 30 minutes.
- Each speaker may speak for a maximum of two minutes.
- The chairperson shall warn the assembly that the question will be called within the next five minutes.
- Debate may be extended by a 2/3 vote of the assembly.

Speakers

Speakers shall use the microphones, state their name, place of residence, and address the chair. The chairperson shall call speakers in the order in which they stand behind the microphones.

Motions

Motions must be made by a member and seconded by a member. To ensure accuracy, the chairperson will request that a motion be submitted in writing and be signed by the mover and seconder.

Each person except the mover of a motion may speak once to each motion. The mover of a motion may speak twice, to move the motion and to close debate.

In making the motion, the mover shall identify the seconder of the motion, then continue to speak to the rationale and/or reasons for proposing this motion.

At the request and on the invitation of the chairperson, the mover may correct misconceptions or offer explanation. This will not be considered speaking for the second time or closing debate.

The seconder shall speak immediately following the mover in order to formally second the motion and speak in support of it.

New speakers to a motion take precedence over those who have already spoken.

Amendments

Amendments must be introduced by motion, in accordance with the rules for motions set out above, and be voted on before the main motion is put to a vote.

The mover of an amendment may speak only at the time of proposing the amendment. No more than two amendments may be on the floor at the same time.

Resolutions and Motions

Resolutions and motions shall be decided by the majority (50% + 1) of votes cast, ignoring abstentions. Because abstentions are not “votes” they are not counted in the total votes cast. Therefore, the practical effect of an abstention is an indication of support for the prevailing side on the vote. While it is the duty of members who have an opinion on the question to express it by their vote, persons cannot be compelled to vote.

Abstentions shall not be counted or recorded because they are not included in the vote count. However, in a conflict of interest situation, the name of the member who abstained shall be recorded at the member’s request.

Voting Procedure

The meeting room will be divided into at least three voting sections. One scrutineer shall be assigned to count the votes in each of the voting sections.

The assembly shall vote by show of hands, using the voter identification card.

In a situation where the chairperson cannot clearly determine a majority, the chairperson shall call for the scrutineers to count and request the assembly to vote again.