

Canadian Association for International Nursing (CAIN)
Constitution and Bylaws

CONSTITUTION

1. The name of the Association is the Canadian Association for International Nursing (CAIN).
2. The vision of the Canadian Association for International Nursing is to be recognized and respected as a resource for Canadian nurses who are concerned with global health.
3. CAIN's mission is to facilitate partnerships, linkages and collaboration amongst its members and with other organizations toward developing and advancing nursing's contribution to global health and equity.
4. The objectives for which the Association is founded are:
 - a. To share knowledge, expertise, and resources in support of nursing and health in a global context;
 - b. To promote linkages and partnerships with related national and international organizations, for the purposes of developing sustainable solutions to global health issues;
 - c. To provide a platform for communicating on global health issues, and emerging opportunities for nurses to contribute to global health initiatives.
 - d. To support the development of nurses who will benefit from participation in the development of nursing solutions to health problems in developing communities.
5. CAIN is an associate member of the Canadian Nurses Association.
6. The Board of Directors for CAIN will be elected to govern the affairs of the Association and will govern in accordance with the Constitution, Bylaws and Board policies. Directors of the Board will comprise officers and other appointed members as deemed appropriate by the Board and in accordance with the Bylaws.

BY-LAWS

ARTICLE 1 - MEMBERSHIP AND FEES

SECTION 1. Individual Membership

- 1.1 Any registered nurse, retired nurse or student nurse enrolled in an approved or accredited nursing education program leading to RN registration residing in a province/territory of Canada is eligible for individual membership in CAIN. Each individual member is entitled to one vote and is eligible to hold a Board position.
- 1.2 **Individual Associate Membership:** Any nurse of any nationality, any member of another health profession or public person may apply to CAIN for associate membership, which may be conferred if the individual's interests are in keeping with CAIN's objectives. This membership status has no voting privileges and persons are not eligible to hold a Board position.

SECTION 2. Group Membership

- 2.1 The Board may choose to make special arrangements with any group to amend the privileges and obligations of membership in order to better serve the objectives of the Association
- 2.2 Any provincial or territorial nursing group whose mission is consistent with that of CAIN. Members of affiliate groups are not required to be individual members of CAIN. Each such group is entitled to designate a voting representative to the Board of Directors and is entitled to vote at annual or special meetings of the Association on the basis of one vote for every 25 members.

SECTION 2. Membership Fees

- 2.1 Each individual or group member must pay a membership fee to CAIN as specified in CAIN policy. This fee shall be an amount that may be fixed from time to time by the Board and ratified at the Annual Meeting of the Association.
- 2.2 The Annual Membership fee shall be due and received by January 1 of each year.

ARTICLE 2 - CAIN BOARD OF DIRECTORS AND OFFICERS

SECTION 1. Board of Directors

1.1 Number of Directors. The number of directors of the Association shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and shall not exceed 9 directors. There may be appointed and elected directors.

1.2 Officer Positions. The officer positions shall be a president, vice president, secretary and treasurer and any such additional officers as the Board of Directors may determine from time to time. Officers must be directors of the Association.

SECTION 2. Group Membership Director Position

Any established Provincial/Territorial nursing group or student nursing group whose

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objectives are congruent with CAIN can apply in writing for one position on the CAIN Board of Directors.

SECTION 3. Terms of Office

Directors shall hold office for a term of two years. A Director may hold a maximum of three (3) consecutive terms. Whenever possible Directors' terms of office shall be staggered to promote continuity.

SECTION 4. Powers of the Board

The Board shall represent and manage the Association in all its business affairs, subject to the provisions of these by-laws. The Board shall create policies and oversee all publications and statements issued on behalf of the Association, including use of the name of the Association, in any manner whatsoever. The Board may create, amend and/or dissolve projects and special committees as it may deem necessary for carrying out the work of the Association.

SECTION 5. Board Meetings

The Board of the Association shall hold a minimum of three meetings a year. Appropriate methods of telecommunications will be effectively utilized to maximize participation and control meeting costs. The President or designate shall preside at and chair all meetings of the Board.

SECTION 6. Quorum

A quorum is a minimum of three Directors present at any meeting of the Board, provided that fifteen days notice has been provided.

SECTION 7 Vacancies

Should a vacancy occur, the Board may appoint a member to fill the position until the next Annual General Meeting where an election can occur.

SECTION 8. Fiscal Year

The fiscal year of the Association shall be the calendar year, January 1, to December 31.

**ARTICLE 3
NOMINATIONS AND ELECTIONS OF DIRECTORS**

SECTION 1. Nominating Committee

The Nominating Committee shall be composed of three (3) individual members of the Association, appointed by the Board at least four (4) months in advance of the Annual Meeting. The Board shall designate the Chair.

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SECTION 2. Duties of the Nominating Committee

Duties of the Nominating Committee consist of the following:

- a. To poll members for suggestions and nominees for Directors;
- b. To obtain consent of nominees to stand for election;
- c. To prepare a list of consenting nominees at least one (1) month prior to the Annual Meeting.

SECTION 3. Elections

- 3 At the discretion of the Board, votes can be cast by one of three means:
 - a) an open display of support through a show of hands of individual members present at the Annual Meeting;
 - b) by verbal or electronic voting through accepted computer methodology or computerized means or telecommunications e.g. teleconference call.
 - c) from completed written ballots from members, received through ordinary or electronic mail.
- 3.2 All mail-in ballots must be received by the Chair of the Nominations Committee at least two (2) weeks prior to the Annual Meeting
- 3.3 Election of Officers shall be staggered so as to prevent a majority turn over of offices at any one time.

ARTICLE 4 - DUTIES OF OFFICERS

SECTION 1. President

The President shall supervise the business and affairs of the Association and represent CAIN. The President or his/her delegate shall preside at all meetings of the Association and be a member of all committees.

SECTION 2. Vice-President

The duties of the Vice-President shall be to perform the duties of the President in the President's absence.

SECTION 3. Treasurer

The Treasurer shall arrange to keep full and accurate accounts and prepare any necessary statements of financial transactions of the Association. He or she will deposit and keep records of all monies and securities of the Association in the name of the Association in depositories designated by the Executive Committee.

SECTION 4. Secretary

The Secretary shall arrange to keep all required records and meeting minutes and shall also be responsible for sending out notices of meetings.

SECTION 5. Duties of the officers

- 5.1 Duties of the officers and officer positions may be modified by the Board as needed in order to address changing needs of the organization, projects and the environment.

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5.2 Directors shall perform any other duties assigned by the Board.

5.3 Directors must faithfully serve CAIN in a fair and just manner.

5.4 Any Director who misses two consecutive meetings without due cause or notice, or who is unable to fulfill their duties as set out in the bylaws, or who fails to follow Board policy may be removed from office at the Board's discretion. Such a decision must be supported by a two-thirds majority of Directors.

ARTICLE 5
ACCOUNTABILITY OF DIRECTORS

SECTION 1

A written annual report, including a financial statement, shall be provided to the Canadian Nurses Association and each member within six months following the fiscal year-end.

SECTION 2

The accounts shall be audited every year either by a Board review or by an external reviewer, in accordance with Board policy. A report shall be submitted prior to and provided in the written Annual Report and at each Annual Meeting.

ARTICLE 6
MEETINGS OF ALL MEMBERS OF THE ASSOCIATION

SECTION 1. Annual Meetings

A meeting shall be held once a year at a time and place which shall be fixed by the Board. Notification of the time, place, and agenda are to be sent to all members at least two (2) months in advance.

SECTION 2. Special Meetings

The Board may call a Special Meeting at any time, with notice provided as per Section 1 above. Upon the request made in writing by a minimum of three (3) members in good standing, the Board shall call a Special Meeting within three (3) months of the request with the same provisions as to notification of time and place described above. The written request for this Special Meeting shall express the purpose of the meeting and shall be sent to the President of the Association. The agenda of a special meeting will be limited to the identified purpose.

SECTION 3. Quorum

A quorum for any annual or special membership meeting shall be the number of members present plus a quorum of the board (three Directors). Board members may attend in person or through electronic means.

SECTION 4. Voting

All questions voted on, except the Constitution or Bylaws, shall be decided by a simple

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majority of voting members. Each attending member is entitled to one vote.

SECTION 5. Rules of Order

Roberts Rules of Order, Current Edition, shall be the parliamentary authority for all annual and special meetings of CAIN.

**ARTICLE 7
CONSTITUTION & BYLAW AMENDMENTS**

This Constitution and its bylaws may be added to, repealed or amended at the Annual Meeting of the Association by a two-thirds majority of the voting members provided that the notice of such Annual Meeting advertises that such amendments would be considered.