



BYLAW 9
BOARD OF DIRECTORS

Date Revised: July 20th, 2023
Approved by BOD: August 2, 2023
Ratified by Membership:

SECTION 1 Composition

- (1) The Board of Directors shall be composed of
 - (a) ten members consisting of a President, a President-Elect, a Vice-President from the Northwest Territories, a Vice-President from Nunavut, a Secretary, a Treasurer, and four regional members, each of whom are elected in accordance with the Act and the bylaws, each of whom are active members of the Association and each of whom have voting power;
 - (b) a member of the public of the Northwest Territories, with voting power, who shall be appointed by the Minister;
 - (c) a public representative of Nunavut, with voting power, who shall be appointed by the Board; and
 - (d) the Executive Director as a non-voting member.
- (2) The regional member shall be elected from the region in which the regional member is employed, in accordance with the bylaws.
- (3) In the NWT, one regional member shall be elected from NWT North and one regional member shall be elected from NWT South, except in the event that no member of the Board is employed in Yellowknife, in which case a regional member may be elected from the Yellowknife region.
- (4) In Nunavut, one regional member shall be elected from Nunavut East and one regional member shall be elected from Nunavut West.

SECTION 2 Terms of Office

The terms of office shall be:

- (a) for the elected members, two years, except as otherwise provided in the bylaws; and
- (b) for the public representatives, two years, with the possibility of reappointment for a maximum of two additional terms.



BYLAW 9
BOARD OF DIRECTORS

- (c) An elected member or public representative continues to hold office after the expiry of the elected member or public term until re-appointed or re-elected, or a successor is appointed or elected.

SECTION 3 Meetings of the Board

- (1) In accordance with the Act, meetings of the Board shall be held at least once a year.
- (2) The president may authorize a mail vote, a fax vote or a telephone vote of the Board without calling a meeting and may use other means of telecommunication to communicate with the Board.
- (3) Quorum at meetings of the Board shall be six voting members or, if there are vacant positions, a majority of current members (50%, plus one).

SECTION 4 Powers and Duties

- (1) The Board shall have all such powers as are necessary to carry out its duties under the Act and the bylaws.
- (2) Without restricting subsection 1, the Board shall provide for the following:
 - (a) the management of the collection of fees and the disbursement of funds;
 - (b) the establishment and maintenance of an appropriate accounting system;
 - (c) the authorization of signing officers;
 - (d) the appointment of at least three members of the Association to act as bank signees;
 - (e) an annual audit;
 - (f) reporting on the business of the Association between general meetings, to the membership at each general meeting; and
 - (g) the appointment of a legal advisor for the Association.
- (3) The President
 - (a) shall preside at all meetings of the Board, at all meetings of the executive committee and at all general and special meetings of the Association;



BYLAW 9
BOARD OF DIRECTORS

- (b) may attend any meetings of any committees, except the Professional Conduct Committee and the nominations committee, and does not have voting privileges;
 - (c) shall act as the official spokesperson of the Association;
 - (d) shall have general oversight and direction of the affairs of the association, the Board and the committees of the Association;
 - (e) shall sign and execute jointly with the Executive Director, all contracts entered into by the Association which exceed a value of \$5,000.
 - (f) shall represent the RNANT/NU on the board of the Canadian Nurses Association; and
 - (g) shall perform, in addition to those listed in clauses (a)-(f), all the duties incidental to the office of President.
- (4) The President-Elect shall
- (a) attend meetings of the executive committee and the Board;
 - (b) in the absence of the President, perform those duties of the President as delegated;
 - (c) perform duties delegated by the President;
 - (d) be the contact person on the executive committee for the public representatives on the Board.
 - (e) when appropriate, shall act as the official spokesperson of the Association.
- (5) The Vice-Presidents shall
- (a) attend meetings of the executive committee and the Board;
 - (b) perform such duties as are assigned by the President;
 - (c) in the absence of either the President or the President-Elect, perform such duties of the President or the President-Elect as delegated;
 - (d) perform duties set out in the policies; and
 - (e) be the contact person on the executive committee for the regional members on the Board.



- (6) The Secretary shall keep a record of all general and special meetings of the Board and all meetings of the executive committee.
- (7) The Treasurer shall, in addition to any duties mandated under the Act,
 - (a) ensure an accurate record is kept of all monies received or spent by the Association;
 - (b) at each general meeting of the Association, present an audited financial statement; and
 - (c) submit a monthly financial report to the executive committee.
- (8) The regional members of the Board shall
 - (a) communicate with the Vice-Presidents;
 - (b) communicate the activities of the Association to the members of the Association in the region they represent; and
 - (c) participate in any activities in accordance with the policies.
- (9) The member of the public from the Northwest Territories and the public representative from Nunavut shall
 - (a) represent a public perspective to ensure that the Association acts in the public interest; and
 - (b) communicate with the President-Elect.

SECTION 5 Vacancies

- (1) If the President is unable to complete his/her term of office in the first year of the term, the President-Elect shall complete the term of office of the President and may be re-elected for a full two-year term.
- (2) If the President is unable to complete his/her term of office in the second year of the term, the President-Elect shall complete the term of office of the President and shall be President for the succeeding term.
- (3) If the President-Elect is unable for any reason to complete the term of office, the Board shall call an election, and may, at its discretion, appoint a member to assume the duties of the President-Elect until the election takes place.



- (4) If any other member of the Board is unable to complete his/her term of office, the Board may, at its discretion, appoint a member to complete that member's term of office.

SECTION 6 Expenses

Members of the Board may receive such travel expenses as are required for their attendance at regular and special meetings of the Board, in accordance with the policies of the Board.

SECTION 7 Termination of Office

- (1) Any member of the Board shall cease to be a member of the Board:
- (a) if the Board member resigns;
 - (b) upon termination of active membership in the Association;
 - (c) upon termination of residency in the Northwest Territories or Nunavut; or
 - (d) in accordance with the conflict-of-interest policy of the Association.
- (2) When a person ceases to be a member of the Board, the person shall return all property of the Association to the head office of the Association.