Saskatchewan Association of Licensed Practical Nurses Administrative Bylaws, 2024

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GENERAL

Title

1 These bylaws may be cited as *The LPN Administrative Bylaws, 2024*.

Definitions

2 In these bylaws:

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

(b) “good standing" means a licensed practical nurse who owes no money to the college, has no outstanding complaints, and is in compliance with any discipline orders or agreements or undertakings provided to the college;

(c) “college” means the Saskatchewan Association of Licensed Practical Nurses operating as the College of Licensed Practical Nurses of Saskatchewan .

Seal
3 The seal of the college is 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 the college shall be signed by the chair and/or the executive director and sealed with the seal of the college.

Banking and financial
5(1) The executive director or designate is authorized to approve unbudgeted financial commitments and authorize payments of amounts less than $20,000.

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

(3) The executive director shall provide a balance sheet and statement of revenue and expenditure to the council with respect to the end of each calendar quarter.

5(1) amended on November 21, 2024.

Fiscal year
6 The fiscal year of the college is the calendar year.

Audit
7(1) The council shall annually appoint a professional accountant to be the auditor of the college.

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

COUNCILLORS

Number and composition
8(1) For the purposes of subsection 7(2) of the Act, the council consists of at least 4 and not more than 6 persons appointed by the council on the recommendation of the selection and appointment committee, at least 3 of whom are practising members.

(2) The council shall appoint a member of council other than a person appointed pursuant to section 8 of the Act as chair and as vice-chair.

Term of office
9 For the purposes of subsection 7(4) of the Act, the term of office of a member of council appointed pursuant to subsection 8(1) shall not exceed 3 years and no person may hold office on council in any capacity or capacities for more than 8 consecutive years.

Council members
10(1) Council members shall take the oath of office approved by council before taking their seat on council.

(2) Council members shall comply with the Council Conduct Policy, as adopted from time to time by the council, and perform any duties that may be assigned by the council or the chair.

Public appointees
11 Members of the council who are appointed to the council by the Lieutenant Governor in 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.

Remuneration and expenses
12 Members of council appointed pursuant to subsection 8(1) are entitled to remuneration for their services rendered to the college in the amount determined by the council and to reimbursement for expenses in accordance with the rates set by the Government of Canada for employees travelling in Saskatchewan.

Eligibility for appointment and to hold office
13(1) Subject to subsection (2), only a licensed practical nurse who holds a practising licence or a non-practising certificate, is in good standing, and has completed the mandatory preparation and screening procedures required by council is eligible to be recommended for or appointed or to hold or to continue to hold office on the council.

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

(a) a person who is employed by the college, or was employed by the college in the previous five years;

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

(c) a person described in section 9 who was a member of council in the previous 4 years;

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

(e) a person who is not reasonably available to attend meetings of council;

(f) A person who has been convicted of an indictable offence under the *Criminal Code* (Canada).

Removal or suspension from office
14(1) The council may, by a resolution supported by a two-thirds majority, remove a member of council, other than one appointed pursuant to section 8 of the Act, before the expiry of their term of office, where it is satisfied that the member of council:

(a) has failed to comply with the Council Conduct Policy;

(b) has ceased to be registered as a member of the college in good standing; or

(c) has become ineligible to continue to hold office as described in subsection 13(2).

(2) The council may, by a resolution supported by a two-thirds majority, suspend a member of council where a complaint alleging that the member of council has engaged in conduct that constitutes professional incompetence or professional misconduct is received by the college, pending the resolution of the complaint.

(3) The Executive Director shall ensure that a motion to remove or suspend a member of council is provided to the council, including the member to whom the motion relates, at least 14 days prior to the council meeting at which the motion is to be considered.

OFFICERS AND EMPLOYEES

Chair

15 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; and

(c) represents the college to outside parties.

Vice-chair

16 The vice-chair shall assume the duties of the chair in the event the chair is unable to fulfill the duties of the position.

Registrar

17(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

18(1) The executive director shall perform the duties imposed on the executive director by the Act and the bylaws and the council and shall:

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

(b) conduct all correspondence;

(c) keep the seal of the college;

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

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

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

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

(f) carry out the policies established by council pertaining to the management and administration of the college'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 college committees, other than the counselling and investigation committee and the discipline committee.

MEETINGS

Council

19(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 three councillors.

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

(4) Meetings of the council may be held in person or by electronic or virtual means.

College

20(1) The annual meeting of the college shall be held in each calendar year at a time and place in Saskatchewan determined by the council.

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

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

(b) business arising out of the minutes;

(c) chair's report;

(d) executive director's report;

(e) report of committees;

(f) audited financial report;

(g) new business.

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

Quorum

21(1) A quorum for a meeting of the college 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

22(1) Unless otherwise provided, the procedure at all meetings of the college shall be governed by the procedures contained in Appendix B.

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

COMMITTEES

Establishment

23(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 honoraria and are entitled to reimbursement for expenses, in accordance with the rates set by the Government of Canada for employees travelling in Saskatchewan

(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 one year and are renewable annually.

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

STANDING COMMITTEES

Governance committee

24(1) The governance committee consists of the chair or the vice-chair, one public appointee and one other council member as determined by council.

(2) Notwithstanding subsection 23(2), the committee shall choose its own chairperson.

(3) The committee shall meet at least twice annually and make recommendations to the council regarding:

(a) sustaining a high-performing, strategy-focused council;

(b) governance policy and practice;

(c) council evaluation;

(d) council and committee composition;

(e) council and committee effectiveness;

(f) executive director oversight and evaluation.

Selection and appointment committee

25(1) The selection and appointment committee consists of at least three members of council as

determined by council.

(2) The committee shall:

(a) develop criteria to guide the process of recruitment and selection of members of council for appointment;

(b) recruit persons to serve as members of council;

(c) make recommendations to council regarding appointments to council.

Finance committee
26(1) The finance committee consists of the chair, the vice-chair and any other council members as determined by council.

(2) The committee shall meet at least quarterly and shall:

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

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

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

TRANSITIONAL

Members of council elected or appointed in 2021, 2022, or 2023
27 Notwithstanding any other provision of these bylaws, members of council elected or appointed in 2021, 2022, and 2023 in accordance with *The SALPN Administrative Bylaws, 2021* hold office until the expiration of the term for which they were elected.

Repeal
28 *The SALPN Administrative Bylaws, 2023* are repealed.

Certified to be a true copy of *The LPN Administrative Bylaws, 2024* made by the SALPN Council on May 30, 2024.

CERTIFIED TRUE COPY:

_____ Date: May 31, 2024

Lynsay Nair, Executive Director
Saskatchewan Association of Licensed Practical Nurses

APPENDIX A

College Seal

(*Section 3*)

APPENDIX B

Procedures at Meetings

(*Subsection 21(1)*)

Parliamentary Authority
Roberts Rules of Order Newly Revised, current edition, shall govern the organization in all procedural matters not otherwise covered by *The Licensed Practical Nurses Act*, the bylaws of the college, or these Procedures.

Voting Eligibility
Each member of the college is entitled to one vote at a meeting of the college. Only those voting members present at a meeting held in person and in possession of the designated "voting" identification card are eligible to vote.

If the meeting is held virtually, in whole or in part, eligible voting members are provided with the necessary links and passwords to allow them to participate. Those who log into a meeting virtually are considered to be in attendance and able to vote.

Scrutineers
In the case of a meeting that is held in person, in whole or in part, scrutineers shall be appointed at the commencement of the meeting. If there are individuals present who do not have the right to vote, they should be encouraged to volunteer as scrutineers. Scrutineers are not required for all or part of a meeting that his held virtually.

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 members present at the meeting that the question will be called within the next five minutes.

Debate may be extended by a majority vote of the assembly.

Speakers

In the case of a meeting that is held in person, in whole or in part, speakers shall stand at a microphone set up for that purpose and wait to be recognized by the Chair. The Chair will recognize speakers in the order in which they stand behind the microphones.

In the case of a meeting that is held virtually, in whole or in part, members who wish to speak shall indicate their wish in accordance with the process available on the meeting platform and the Chair will call on speakers in the order in which they have indicated their wish to speak.

In any meeting, when recognized, speakers shall state their name and place of residence and shall address the Chair.

Motions

Motions must be made by a member and seconded by a member. To ensure accuracy, motions must be submitted in writing and signed by the mover and seconder. In the case of a virtual meeting, motions submitted electronically are considered to be motions in writing and the mover and seconder shall provide their names and registration numbers indicating that they wish to be the mover or seconder of the motion.

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 Chair, 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 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

In the case of a meeting that is held in person, in whole or in part, the meeting room will be divided into voting sections. One scrutineer shall be assigned to count the votes in each of the voting sections. Members shall vote by show of hands, using the voter identification card. In a situation where the Chair cannot clearly determine a majority, the Chair shall call for the scrutineers to count and request the members to vote again.

In the case of a meeting that is held virtually, in whole or in part, voting will be administered through an electronic process that can be validated and that will only permit each virtual attendee to vote once in respect of each motion.