

Newfoundland and Labrador Registered Nurses Education and Research Trust

Bylaws

1. Definitions – In these Bylaws:

- a) “Trust” means the Newfoundland and Labrador Registered Nurses Education and Research Trust.
- b) “CRNNL” means the College of Registered Nurses of Newfoundland and Labrador.
- c) “Bylaw” means the rules and ordinances for the governance of the Newfoundland and Labrador Registered Nurses Education and Research Trust.
- d) “Board” - means the Board of Directors of the Newfoundland and Labrador Registered Nurses Education and Research Trust.
- e) “Director or Directors” means the voting members of the Board of Directors of the Newfoundland and Labrador Registered Nurses Education and Research Trust.
- f) “Member” means a member of the Newfoundland and Labrador Registered Nurses Education and Research Trust.
- g) “Executive Director” means the Executive Director employed by the College of Registered Nurses of Newfoundland and Labrador.
- h) “Trust Coordinator” means the Trust Coordinator contracted by the Board of Directors of the Newfoundland and Labrador Registered Nurses of Nurses’ Education and Research Trust.
- i) "Electronic Means" means any system or combination of systems, including but not limited to email, telephonic, computer or web-based technology or communication method that permits all participants to communicate with each other or otherwise participate in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and in relation to a vote, permits voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.
- j) “Ex Officio” means a member of the Board by virtue of holding another office.

2. Bylaws in Force:

These Bylaws come into force upon approval by the Board of Directors of the Trust.

The Trust

3. Name and Logo

- a) The legally registered name of the charitable foundation is the Newfoundland and Labrador Registered Nurses Education and Research Trust (the Trust).
- b) The acronym for the Trust is NLRNERT.
- c) The Logo for the Trust is protected for the exclusive use and purposes of the Trust. Use of the logo on any public documents or materials without the written consent of the Board of Directors is prohibited.

4. Location of Office

- a) The Head Office of the Trust will be in Mount Pearl, Newfoundland and Labrador.
- b) Meetings of the Board will be held in Newfoundland and Labrador.
- c) The Headquarters of the Trust will be located ‘in-kind’ at the offices of the CRNNL.

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5. The Objects of the Trust

The objectives of the Trust are as follows for the benefit of the public at large:

- a) To facilitate the advancement of nursing knowledge by providing scholarships, bursaries, and research awards to nursing students, Registered Nurses and Registered Nurse Practitioners at the diploma, baccalaureate, master, and doctorate degree programs;
- b) To provide financial support, when able, to Registered Nurses to complete continuing education programs;
- c) To generate new nursing knowledge through supporting research in and by nurses through provision of research awards;
- d) To manage the funds of the Trust to ensure sustainability of funding to support the objectives of the Trust;
- e) To develop the policies, guidelines, and criteria for provision of the educational awards, scholarships, and bursaries;
- f) And to engage in activities that the Board considers necessary to promote the advancement and application of knowledge in nursing.

6. The Power and Function of the Trust

To achieve the objectives of the Trust, the Board of Directors will be empowered to:

- a) Solicit, receive, and hold any gift as is appropriate to the Board and administer such in accordance with these trusts or conditions;
- b) Invest Trust funds in such investments as are considered appropriate by the Board;
- c) Establish financial and/or funding partnerships as appropriate;
- d) Solicit input and provide information to the membership, CRNNL and other external audiences;
- e) Establish fees and communicate such to the membership to ensure sustainability of the Trust as per Board Policy;
- f) Develop criteria for disbursement of funds in keeping with the objectives and the charitable status of the Trust;
- g) Request, acquire, accept, or receive gifts, donations, bequests, or subscriptions of money, whether they be unconditional or subject to special conditions, provided any special conditions are consistent with the objectives of the Trust;
- h) Do a Call for new members of the Board as required to fill vacancies in board membership;
- i) Appoint Directors to the Board to fill vacancies or to meet the minimum required Board membership to achieve the objectives of the Trust.
- j) Authorize investments as considered appropriate by the Board. Profits from investments of monies in the Trust shall become part of the finances of the Trust and shall be used for promoting the objectives of the Trust;
- k) And enter into an agreement with the CRNNL, to provide in-kind support services to the Trust including staff support. The Agreement will be reviewed or renewed by the CRNNL, or the Trust as requested by either party

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7. Membership

- a) A Regular Member shall be all nurses holding a practicing license with the CRNNL and who have paid the yearly fee approved by the Board of the Trust.
- b) A Board Member is a member of the Board of Directors of the Trust during their term of office on the Board.
- c) An Honorary Member shall be any person who has rendered distinguished service or valuable assistance to the Trust and whose status as such member has been approved by the Board.
- d) The criteria set down will be outlined in the Board Policy “**Appointing an Honorary Member of the Trust.**”

Governance of the Trust

8. Board of Directors

- a) The governing body of the Trust shall be the Board of Directors.
- b) All Directors of the Board shall be members of the Trust.
- c) The Board shall be composed of seven (7) Directors.
- d) At least two (2) Directors of the Board must have a current practicing license with CRNNL or have held a practicing license within the last five (5) years.
- e) Directors can be from the community at large and must be eighteen years of age or older.
- f) Each Director of the Board will have equal voting rights.
- g) The Executive Director and Trust Coordinator are both Ex Officio members of the Board and do not have voting rights.
- h) Members on the Board must reside in the Province of Newfoundland and Labrador.

9. Officers of the Trust

- a) Members of the Board of Directors will include a President, Vice President and Directors at Large.
- b) Members of the Board of Directors will elect a President and a Vice President in accordance with Board policy.
- c) The President or their designate (e.g., Vice President) will preside over all meetings and functions of the Board.
- d) The Vice President supports the President and will assume the role of President in the event of an unexpected/sudden vacancy.
- e) In the event the President is unable to complete their term of office, the Board will elect a replacement. The Term of Office will begin at the time the office is assumed.
- f) In the event a position of Director is not filled at the annual appointment of officers, the vacancy may be filled by appointment by the majority vote of the Board of Directors as per the Board Policy: “Appointment **of a Director to fill a Vacancy on the Board of Directors.**” The term of office will begin at the time of the appointment.
- g) The Executive Director will provide direction to the Trust Coordinator and staff of CRNNL in conducting the work of the Trust.

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- h) The Executive Director may hire other employees at the direction of the Board as deemed necessary to carry out the business of the Trust.
- i) The Trust Coordinator will serve as the Secretary of the Trust and provide support to the Board and Committees of the Trust.
- j) The Director of Corporate Services of the CRNNL, or approved designate, provides financial guidance to the Board on an ad hoc basis.
- k) The Trust Coordinator and staff of CRNNL providing support to the Board are non-voting.

10. Committees of the Trust

The standing Committees of the Trust are the Awards Committee and the Research Awards Committee. The Nominations Committee is an ad hoc committee when appointment of Board of Director positions is needed.

- a) The Board may establish committees (standing or ad hoc) as required to carry out the activities of the Trust.
- b) The Terms of Reference of the committees will be approved by the Board.
- c) The Trust Coordinator will provide support to the Committees.

The Board of Directors of the Trust

11. Terms of Office

- a) Except where these Bylaws otherwise provide, the Term of office of each Director is three (3) years.
- b) The term of office commences at the close of the Annual Meeting.
- c) A Director may be re-appointed for an additional two (2) terms in the same office.
- d) A Director shall hold only one (1) office at a time.
- e) If a director is unable to complete their term of office, the Board may appoint a new Director to complete the term of the resigning Director as per the Board Policy - ***“Appointment of a Director to fill a Vacancy on the Board of Directors.”***
- f) The Board is empowered to extend the term of office of a director to maintain an acceptable Board turnover rate.

12. Cessation of Board Membership

A Director ceases to be a member of the Board:

- a) When a director resigns from their position.
- b) If a director is absent from two consecutive meetings without cause satisfactory to the President.
- c) When the Director's term of office is completed.
- d) If by majority vote the Board passes a resolution requiring a director to resign. The Director being asked to resign must be given a reasonable explanation and sufficient notice for the request such that they can be provided with an opportunity to be heard at a meeting.

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- e) A Director who is a member of the Trust by virtue of being on the Board will automatically cease to be a member of the Trust when he or she ceases to be a Director of the Board of the Trust.

13. Responsibilities of the Board of Directors

Fiduciary Responsibilities

- a) The Board of Directors of the Trust enacts the policies of the Trust in relation to donations, tax receipts, donor relations, new awards, directed funds, administration for awards and scholarships and the investment portfolio of the Trust facilitated through the agreement with CRNNL.
- b) Bank accounts are reviewed regularly by the CRNNL Director of Corporate Services, or approved designate, with the Executive Director and Trust Coordinator.
- c) Payments and cheques will be under the signature of two (2) Officers of the Trust.
- d) Awards and Scholarships of the Trust will be reviewed by the Awards and Research Awards Committees of the Trust.
- e) The Executive Director and Officers of the Trust will review with the President of the Trust annually, the financial position of the scholarships and awards to ensure sufficient funds are available for the next awards cycle.
- f) The Trust will retain in confidence the names and contact information of donors and will not be shared externally without written permission of the donor.
- g) The Directors act as stewards of the Trust in their fiduciary responsibilities and will alert and bring attention to any issues where the Trust objectives may be compromised.

Meeting of the Trust

14. Meetings of the Board of Directors

- a) The President or, in the absence of the President, the Vice President, will chair the meetings of the Board.
- b) The Trust Coordinator will serve as secretary to the Board.
- c) The Board will meet a minimum of two (2) times per year at the call of the President.
- d) The President may call additional meetings of the Board as seemed necessary.
- e) At meetings of the Board, the person chairing the meeting does not vote except in the case of a tie. The remaining members of the Board shall have one vote. In the case of a tie, the person chairing the meeting will have the deciding vote.
- f) In instances where a recorded conflict of interest exists, the Director will refrain from discussion or voting. A Director that is in conflict is still considered part of the quorum.
- g) A quorum for Board meetings will be a simple majority of Directors.
- h) Board meetings will be held by teleconference or other electronic means.
- i) Minutes of the meetings will be circulated by electronic means to Directors.

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15. Meetings of the Trust

- a) Board Meetings, Special Meetings and Annual Meetings may be called by the President of the Board of the Trust.
- b) Annual Meetings are open to all members of the Trust.
- c) Written notice via the established electronic means of communication will be given at least thirty (30) days prior to any meeting.
- d) Minutes of meetings will be circulated to the Board of Directors within twenty-one (21) days of the meeting.
- e) Special Meetings are held when an issue needs discussion, and the time is dedicated to that issue only.
- f) Special meeting notice will be given at least thirty (30) days prior to the meeting and include the resolution to be presented to the Board of Directors.
- g) Special Meetings are called by the President at any time upon receipt of a special resolution in writing from a majority of Directors.
 - i. At a Special Meeting only the matter addressed in the petition will be discussed.
 - ii. Directors eligible to be present at the Special Meeting constitute the quorum and voting will be fifty percent plus one.
 - iii. Special meetings will be held by approved teleconference or other electronic means.
 - iv. If the results of the special meeting need to be communicated to the members of the Trust, notice will be sent to members and posted on the Trust Website.
 - v. **Exception:** if the special resolution is for the dissolution of the Trust. This must be discussed at a General Meeting of the Trust as per Board Policy: ***“Dissolution of the Newfoundland and Labrador Registered Nurses Education and Research Trust.”***

16. Annual Meeting of the Board of Directors

- a) The Annual Meeting (AM) will be held within fifteen months of the previous AM or within six (6) months of the fiscal year end of the Trust.
- b) All members of the Trust can attend the AM.
- c) The Notice of the AM will be sent to the membership by electronic means at least thirty (30) days prior to the meeting.
- d) comm for the AM is a simple majority of the Board of Directors of the Trust.
- e) The AM will be held via an approved electronic means of communication. Methods of connecting to the meeting will be sent to the members at least thirty (30) days prior to the AM.
- f) The Agenda of the AM aside from other business to be discussed, will include the following:
 - i. Introduction to new board members appointed since the last AM
 - ii. Special Resolutions Approved by the Board of Directors
 - iii. Reports from the Standing Committees

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- iv. Report of the Financial Statements and report of the Auditor
- g) Minutes of the AM will be posted to the Trust website within fourteen (14) days of approval by the Board of Directors.

17. Dissolution of the Trust

Dissolution of the Trust requires a Special Resolution presented to the Board of Directors. Guidance for addressing the Special Resolution will be as per Board Policy ***“Dissolution of the Newfoundland and Labrador Registered Nurses Education and Research Trust.”***

18. Amendments to Governing Documents

- a) The Governing documents of the Trust are the Trust Constitution and the Trust Bylaws.
- b) Any amendments to the Constitution must be approved by the Board of Directors and signed by three (3) current voting Directors of the Board.
- c) Amended Constitution must be sent to the members of the Trust and posted on the Trust website.
- d) Any amendments to the Bylaws of the Trust must be approved by the Board of the Trust and signed by two (2) current voting Directors of the Board.
- e) Bylaws must be made available upon request to any member of the Trust.
- f) Changes or amendments to the Trust Constitution or By-Laws will be forwarded to the Canada Revenue Agency Charities Directorate and filed electronically on the appropriate section on the webpage.

Bylaws approved on by two thirds vote of Directors on the Board of the Trust and signed on this

day _____ by _____ and _____.