



A By-law relating generally to the transaction of the business and affairs of
The Canadian Association of Foot Care Nurses
Bylaws December 5, 2022



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Part I Title, Interpretation & General

1.1 Definitions

In all By-laws and resolutions of the Association, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- b. "Administrator" or Executive Director "ED" means the person appointed by the Board to act as the senior staff of the Association, either employed or contracted.
- c. "Annual Members Meeting" (AMM) means the yearly meeting held by the Association within the meaning of section 10.1.
- d. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association.
- e. "Board" means the Board of Directors of the Association and includes the Executive Committee within the meaning of section 5.0.
- f. "By-law" means this By-law and any other By-law of the Association as amended and which are, from time to time, in force and effect.
- g. "Committee" unless otherwise specified means any Committee, subcommittee, working group, or task force of the Association.
- h. "Director" means a Member of the Board of Directors, elected, or appointed in accordance with the Act and the By-Laws.
- i. "Executive Committee" or "Executive" or "Executives" means the Executive of the Association within the meaning of section 5.18.
- j. "In-Camera Meeting" means a confidential Meeting of the Board or any of its committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- k. "Member" means a Member of the Association.
- l. "Members" or "Membership" means the collective Membership of the Association.
- m. "Meeting of Members" or "Annual Meeting" includes the AMM or a Special Meeting of Members.
- n. "Majority" means more than 50% of the Members present and voting. Also known as "Functional" or "Working majority". This is the most commonly used type of majority.
- o. "New Member" is a member in good standing with the association and their perspective regulatory body whom has not been on the membership list in the last fiscal year.
- p. "Officer" means Members of the Board who perform certain duties (such as President, Past President, President Elect, Treasurer, Secretary, or Secretary/Treasurer).
- q. "Ordinary Resolution" means a resolution passed by a Majority of the votes cast on that resolution.
- r. "President" means the Member elected as senior Officer and a designated spokesperson for the Association.
- s. "Proposal" means a Proposal submitted by a Full Member of the Association that meets the requirements of Section 163 (Member Proposals) of the Act.
- t. "Regulations" means the Regulations made under the Act, as amended, restated or in effect from time to time.
- u. "Senior Staff" means an executive employee who reports directly to an elected official, an executive director, administrator, contractor, or the president of the Board.
- v. "Special Meeting of Members" means a meeting of any class or classes of Members which does not occur at the AMM to discuss and vote on a particular topic set out by the Members.

- w. "Special Resolution" means a resolution passed by a Majority of the Full Member's votes casted on that resolution.
- x. "Staff" means anyone receiving remuneration for services.
- y. "Volunteer" means anyone not receiving remuneration for services.

1.2 Interpretation

All personal pronouns used in this document, whether used in the masculine, feminine or neutral gender, shall include all other genders and singular shall include the plural and vice versa.

The headings used throughout these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any Article be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

1.3 General Provisions

1.31 Head Office

The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Executive Committee may, by resolution, determine. Subject to the Act, the Executive Committee may, by a By-law, change the place or municipality and the province in which the registered office of the Association shall be situated.

1.32 Coat of Arms, Crest, Corporate Seal, and Logo

The Canadian Association of Foot Care Nurses (CAFCN's) Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Board President or designate to be affixed to documents as directed by the Executive, the Board, or the President.

1.33 Code of Conduct & Ethics

The Code of Conduct & Ethics Policy of the Canadian Association of Foot Care Nurses (CAFCN) shall be adopted as the Code for all Members of the Association.

1.34 Equity and Diversity

The Association, its Board, Committees, employees, and volunteers shall act in accordance with the Diversity and Inclusion Policy set out by the Board.

1.35 Rules of Order and Meeting Procedure

- a. The Association shall follow the Robert's Rules of Order and shall govern the Association in all cases to which they are applicable.
- b. The Members may decide that a Meeting of Members be held outside of Canada.
- c. Members can attend, participate, and Full Members can also vote in meetings by means of telephone, electronic or by other communication tools that the Association has deemed appropriate for all participants to communicate effectively. The Association will ensure such communication tools are available which complies with the requirements in the Act.
- d. The Full Members may consider and transact any business at either Special or Annual Meetings of the Members.
- e. The Executive Committee or the President or Vice-President shall have power to call at any time, a Meeting of the Members of the Association.

- f. The Executive Committee shall call a Special Meeting of Members by written requisition by the Membership for Full Members to carry out a Special Resolution.
- g. Twenty-one (21) days written notice shall be given to each voting Full Member of any Annual or Special Meetings of Members. Written notice may be given by mail/email and publication on the Association website.
- h. Notice of any meeting where special business will be transacted shall contain enough information to permit the Full Members to form a reasoned judgment on the decision to be taken.
- i. If notice is undeliverable on two (2) consecutive occasions because the Member cannot be found, the Association will not be required to provide further notice until new contact information is received in writing by the Member, as per section 11.3.
- j. Notice of each Meeting of Members must remind the Full Member if the Full Member has the right to vote by proxy.
- k. No error or accidental omission in giving notice of any Board meeting or any Members meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Part II Amendments

2.1 Make, Amend, or Repeal By-laws

The Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment, or repeal shall be effective from the date of the approval of the resolution, as per section 5.21, until the next Meeting of Members where it may be confirmed, rejected, or amended by the Full Members by ordinary resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the Full Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Full Members at the meeting.

2.2 Special Resolution

Special Resolutions apply to increase or decrease the number or the minimum or maximum number of Directors; change the statement of the purpose of the Association; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association; change the manner of giving notice to Full Members entitled to vote at a Meeting of Members; or change the method of voting by Full Members not in attendance at a Meeting of Members.

2.3 Amendments by the Membership

Any ten (10) or more voting Full Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive of the Board at least sixty (60) days prior to the Meeting of Members at which the same is to be considered.

2.4 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the President to all Full Members, together with the time and place of the meeting, at least twenty-one (21) days before the meeting at which the proposed amendment is to be considered.

2.5 Amendments and the By-laws Committee

Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer and the Executive, shall amend any such proposal to the extent

necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

2.6 Amendment and Board Referral

Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

Part III Affairs of the Association

3.1 Financial Year

Unless otherwise changed by resolution of the Board, the financial year-end of the Association shall be the 31st day of December in each year.

3.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Association by two (2) persons, one (1) of whom holds the office of President, and the other of whom holds the office of Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two (2) persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

3.3 Banking Arrangements

The banking business of the Association, including the borrowing of money and the giving of security therefor, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

3.4 Income & Property

The income and property of the Association shall be applied solely towards the promotion of its purpose/objects.

3.5 Books of Account

The Board shall cause to be kept such books of account as are necessary to give a true picture of the state of the Membership Organization affairs and to explain its transactions.

3.6 External Audit

The books of account shall be audited annually by an external Certified Public Accountant.

Part IV Relationship with Association Membership

4.1 Conditions of Membership

Membership in the Association shall be limited to the following three (3) criteria:

Individuals who are of the following nurse classifications:

- a. Registered Nurses and/or Nurse Practitioners,
- b. Licensed/Registered Practical Nurses and/or Registered Psychiatric Nurses,
- c. AND have completed a Canadian nursing foot care certificate program.

4.2 Rights of Members

Voting in the Association is available to all Registered Nurses, Nurse Practitioners, Licensed/Registered Practical Nurses, and Registered Psychiatric Nurses who are Full Members in good standing.

Upon full payment of the annual regular Membership fees, a full member is entitled to the following privileges:

Full Membership –

- a. To attend and participate in meetings of the Association and the right to one (1) vote.
- b. To serve on the Board and Committees of the Association if elected/appointed under this By-Law.
- c. To vote in the election of Directors.
- d. To receive an Annual Report on the activities of the Association.
- e. To receive annual Audited Financial Statements.

4.3 Membership Classes

Full Membership – A Full Member is a nurse who has:

- a. completed a Canadian nursing foot care certificate program,
- b. holds an active practicing registration in good standing with their respective provincial/territorial body.

4.3 Membership

Full Membership – A Full Member is a nurse who has:

- c. completed a Canadian nursing foot care certificate program,
- d. holds an active practicing registration in good standing with their respective provincial regulatory body.

4.4 Membership Term

The Membership term shall be one (1) year, which runs from January 1st to December 31st.

4.5 Membership Fees

Fee increases are approved by Membership at the AMM of the Association.

- a. Members shall be notified with an electronic invoice yearly in the month of November of the fees payable by them and, if any are not paid by the financial year-end date (see section 3.1), the Members in default shall thereupon cease to be Members of the Association.
- b. Membership is an annual fee:
 - i. New or first-time memberships admitted after the commencement of the financial year may be eligible for a prorated membership rate as directed by Policy.
 - ii. Renewing memberships are not eligible for a prorated membership rate.

- c. Memberships fees are non-refundable and are non-transferable.

4.6 Membership Withdrawal

- a. Any Member may terminate their Membership with the Association at any time by mailing a written resignation letter, by post or by electronic means to the Association and lodging a copy of the same with the Secretary of the Association.
- b. Membership of the Association may be terminated if:
 - i. The Member dies,
 - ii. The Member fails to maintain qualification of Membership, (see section 4.3)
 - iii. The Member's term of Membership expires with failure to pay the annual Membership fees for the upcoming year,
 - iv. The Association is liquidated or dissolved under the Act,
 - v. The Member fails their fiduciary duty, or the Members actions are not in the best interest of the Association and is removed by Majority vote.
- c. A Member removed under this article is ineligible for Membership for a period of three (3) years.
- d. No Member will be removed under this article unless first being advised of the concerns and given an opportunity to respond.

Member Removal Procedure:

- i. In the event that the Board determines that a Member should be expelled or suspended from Membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member, and shall provide reasons for the proposed suspension or expulsion.
- ii. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.
- iii. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Association.
- iv. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Part V Board of Directors

5.1 Qualification

No person shall be qualified for election as a Director if such person is less than eighteen (18) years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankruptcy. A Director must be a Full Member in good standing.

5.2 Consent

No person shall hold office as a Director, unless such person:

- a. Is present at the Meeting of Members when the election took place,
- b. Did not refuse to hold office as a Director, or

- c. If absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

5.3 Composition

There shall be no less than three (3) Directors, no more than six (6), at least two (2) of whom must not be Officers or employees of the Association or its affiliates, the Executive shall be the President and either President Elect and/or Past President, Secretary, and Treasurer or a combination of Secretary Treasurer.

If the Full Members decide to change the number of Directors within the number permitted by the articles, the Full Members must pass an ordinary resolution and elect the required number of Directors. It is then necessary to notify Corporations Canada of the change in Directors within fifteen (15) days following the change. If the Full Members want to increase or decrease the number of Directors specified in the articles or the minimum or maximum number of Directors, the articles must be amended.

5.4 Vacancy in Office

- a. Vacancy on the Board, however caused, may remain vacant so long as a quorum of the Board remains.
- b. If any vacancy shall occur for any reason, the Executive Committee by Majority vote, may, fill the vacancy with a Full Member of the Association.
 - i. If unable to fill the vacancy, the position shall be filled at the next AMM.
- c. A Director ceases to hold office:
 - i. On death,
 - ii. On removal from office,
 - iii. On becoming disqualified for election as a Director,
 - iv. On receipt of their written resignation by the Association, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

5.5 Appointment of Additional Directors

The Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next AMM, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

5.6 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Association. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

Only the Board has the authority to submit to the Members any question or matter requiring the approval of Full Members:

- a. Filling a vacancy among the Directors or in the office of Public Accountant,
- b. Appoint additional Directors,
- c. Issuing debt obligations except as authorized by the Directors,

- d. Approving any financial statements,
- e. Adopting, amending, or repealing By-laws, or
- f. Establishing contributions to be made, or fees to be paid, by Members.

5.7 Meeting by Means of Electronic Communication

An incorporated body may provide for attendance or voting, in person or by proxy, at a meeting by means of audio, telephonic, electronic, or other communications facilities.

- a. A Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic, or other communication facility, if the Association makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered; and
- b. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

5.8 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Board Chair/President.

5.9 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means.

A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except any proposal to:

- a. Submit to the Members any question or matter requiring approval of the Full Members.
- b. Fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors.
- c. Issue debt obligations except as authorized by the Board.
- d. Approve any annual financial statements.
- e. Adopt, amend, or repeal By-laws.
- f. Establish contributions to be made or fees to be paid by Members.

5.10 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

5.11 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

5.12 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting:

- a. President, Past President, and President-Elect. If no such Officer is present, the Directors present shall choose one (1) of such Directors to be Chair.

5.13 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

5.14 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

5.15 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. The President can vote to make or break a tie vote, can cast a ballot vote, and can vote in a roll call vote. The President does not vote at other times because their vote can influence the other Full Members how to vote. The President is to remain impartial. Because a ballot vote is secret, the President's vote can't influence others, which is why the President can vote at the same time as the Full Members. In a roll call vote, the assembly demands that each Full Member vote and that each state how they are voting for the record. When the President's vote will affect the result, the President has no choice but to vote in this vote, and their name is called last. However, they can choose to abstain.

The President can only make or break a tie vote if they have not already voted.

5.16 Conflict of Interest

A Director of the Association shall disclose to the Association, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Association, if such Director:

- a. is a party to the contract or transaction,
- b. is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or
- c. has a material interest in a party to the contract or transaction.

If a conflict exists, the Director shall not vote on any resolution related to that conflict.

5.17 Remuneration and Expenses

Directors shall serve without remuneration other than a reasonable honorarium as approved by the Board on a periodic basis. Directors may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as directed by Policy. No Director shall directly or indirectly receive any profit from such position.

5.18 Executive Committee

The Association shall have an Executive Committee comprised of the President; the Past President or President Elect; the Treasurer; the Secretary; or the Secretary/Treasurer and a staff person, either employed or contracted, if the Executive so chooses who shall be non-voting.

- a. Subject to the Act, the Executive Committee of the Association shall manage the affairs and activities of the Association.

- b. The Executives shall have power to authorize expenditures on behalf of the Association from time to time:
 - i. Executive(s) have the right to employ and pay salaries to employees of the Association
- c. The Executive Committee shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
- d. The Executive Committee of the Association shall serve as the Executive Committee of the Board. Between Meetings of the Board, the Executive may act on behalf of the Board to the extent permitted by law and in Policy.

5.19 Board Powers

The Board shall exercise such powers as are authorized by the Membership.

5.20 Agenda

The agenda of each Board meeting shall include reports from the Executive, Finance Committee, and other Committees, along with other business as determined by the Board.

5.21 Motions & Resolutions

A motion or resolution approved in writing, including electronically transmitted text, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called, and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

5.22 Attendance

Without good cause provided in writing to the Board Chair for any absence, each Director shall be required to attend all Board Meetings with a minimum attendance requirement of seventy-five (75) percent of all meetings.

Part VI Election of Directors

6.1 Elections at the Annual Meeting

The Directors-at-large of the Association shall be elected and shall retire in rotation. Directors-at-large shall be elected to fill the positions of those directors whose term of office has expired or whose representative position has ceased. Directors shall retire in rotation. At the Annual Meeting of the Association a motion to accept the slate will occur including any new Full Members or term renewals and this will be entered into the minutes of the meeting.

6.2 Nominees for Board Vacancies

A Call for Interest shall be circulated for vacancies in Board Director positions. Indications of Interest will be submitted at least sixty (60) days prior to the Annual Meeting of Members. The Nominating Committee shall propose a slate of Full Members for election as Directors at the Annual Meeting of Members. Full Members shall vote by ordinary resolution to elect the slate of Directors as presented by the Nominating Committee. If the resolution to elect the slate of Directors presented by the Nominating Committee is not passed by a majority of the votes cast by the Full Members present in person, electronically or represented by proxy at the Annual

Meeting, the incumbent Directors shall continue in office until their successors are elected and the Board shall instruct the Nominating Committee to solicit new candidates and present a new slate to the Full Members for election at a Special Meeting of Members either in person or electronically, called for such purpose.

6.3 Number of Nominations

The President and Past-President positions will be acclaimed. One (1) nomination will be put forward by the Board for a combined role of Secretary/Treasurer or one (1) nomination for Secretary and one (1) nomination for Treasurer and the President-Elect positions. One (1) or more nominations will be put forward for vacancies in the Director-at-large positions or term renewals.

6.4 Term for Board of Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting.

- a. For Directors-at-large it will be a term of two (2) years, renewable three (3) times.
- b. For Officers it will be a term of one (1) year other than for the President it will be a term of two (2) years.
- c. The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted Board, in order to establish a stagger in end dates of Directors going forward. Each Director-at-large, shall hold office until the second annual meeting after such stand for re-election of up to three (3) terms of two (2) years each and not more than six (6) years in duration.

Part VII Officers

7.1 Appointment

The Officers of Association shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect and/or Past President, Secretary, Treasurer or Secretary/Treasurer as a combined position. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Association.

7.2 President

The President shall be the senior Officer and a designated spokesperson for the Membership Association and, subject to the authority of the Board, shall have general supervision of the activities of the Association and such other powers and duties as the Board may specify. The President shall chair the Board of Directors, the Executive Committee and an ex officio on all committees.

7.3 President-Elect

In the absence or disability of the President, the President-Elect or Past President shall perform the duties of the President. The Past President shall be a mentor to the President and a resource to the Association. The Past President shall perform such duties from time to time as imposed by the Executive Committee or President. The President-Elect will in turn be part of the succession planning of the Association.

7.4 Treasurer

The Treasurer shall be responsible for keeping proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Association. The Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Association and shall have such other powers and duties as may be specified by the Board. In the absence or disability of the Treasurer, the Secretary or the President-Elect or Past President shall perform the duties of this Officer.

7.5 Secretary

The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants. In the absence or disability of the Secretary, the Treasurer or the President Elect or Past President shall perform the duties of this Officer. In the absence or disability of the Treasurer, the Secretary Past President shall perform the duties of this Officer, in the absence of a Past President the President-Elect will take on these duties.

7.6 Association Senior Staff

The Association senior staff person, either employed or contracted shall be subject to the authority of the Board, shall have general supervision of the activities and affairs of the Association and such other powers and duties as the Board may specify.

7.7 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) or the President may specify. The Board and (except as aforesaid) the President may, from time to time, vary, add to, or limit the powers and duties of any Officer.

Part VIII Committees

8.1 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, a Committee of the Board has no authority to exercise. Rules of Order are as outlined in section 1.35. The Board may from time to time appoint such advisory bodies as it may deem advisable.

8.2 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

8.3 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have

power to fix its quorum at not less than a majority of its Full Members, and to regulate its procedure.

Part IX Indemnification: Protection of Directors, Officers and Others

9.1 Limitation of Liability

All Directors and Officers of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defenses available to a Director or an Officer, no Director or Officer shall be liable for:

- a. The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee.
- b. Any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association.
- c. The insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested.
- d. Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Association shall be deposited. Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer; and
- e. Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto.

9.2 Indemnity

The Association shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Association or such other entity.

9.3 Limitation

The Association shall not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request, and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

9.4 Additional Circumstances

The Association shall also indemnify an individual referred to in section 9.2 in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.5 Insurance

The Association may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

Part X Meetings of Members (Annual Meetings)

10.1 Annual Meetings

The Board shall call an Annual Meeting of Members:

- a. not later than eighteen (18) months after the Association comes into existence, and
- b. subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than six (6) months after the end of the Association's preceding financial year.

The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors, and Officers, appointing an Auditor or Public Accountant, receiving Executive Committee Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

The Executive Committee shall give notice to the Members twenty-one (21) days before the day on which an AMM is held or before the day on which a written resolution in lieu of an AMM is signed, stating that copies of the annual financial statements and any other documents required by the Act are available on the Association's website and at the registered office of the Association. Any Full Member may request an electronic copy free of charge by contacting the registered office or by prepaid mail at the cost of the Member.

10.2 Special Meetings

The Executive Committee shall call a Special Meeting of Members by written requisition by the Membership for Full Members to carry out a Special Resolution.

10.3 Member of Requisition Meetings

Full Members of the Association holding twenty-five (25) per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

10.4 Place of Meetings

Place of Meetings or Virtual Meetings. Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

10.5 Audited Report to Full Members

A copy of the audited annual report must be sent out to Full Members no less than twenty-one (21) days before the Annual Meeting.

10.6 Participation in Meeting by Electronic Means

Members can attend, participate, and Full Members can also vote in meetings by means of telephone, electronic or by other communication tools that the Association has deemed

appropriate for all participants to communicate effectively. The Association will ensure such communication tools are available which complies with the requirements in the Act.

10.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than twenty-one (21) days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Association. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Full Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty (30) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

10.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the following Officers who are present at the Meeting of Members: President, President-Elect, or Past President. If none of these Officers are present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present that are entitled to vote shall choose one (1) of their Board Members to be Chair. If the Secretary of the Association is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members to assure minutes are recorded. If desired, one (1) or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the Meeting of Members.

10.9 Persons Entitled to be present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Association; and others who, although not entitled to vote, are entitled, or required to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members.

10.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifteen (15) persons, each being a Full Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Full Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Full Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

10.11 Right to Vote

At any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Association as a Full Member.

10.12 Proxies

A Full Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific Meeting of Members, in the manner and to the extent authorized by the proxy.

- a. A proxy holder must be a Member of the Association.
- b. A Full Member may only exercise one (1) proxy vote.
- c. Unless any By-law otherwise provides for approval by Special Resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

10.13 Votes to Govern

Unless any By-law otherwise provides for approval by Special Resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

10.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried. An entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Full Members upon such question.

10.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Full Member who is present and entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot, each Full Member present in person or represented by proxy and entitled to vote shall have one (1) vote and the result of the ballot shall be the decision of the Full Members upon such question.

10.16 Casting Vote

A Majority of the votes cast by the Full Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Full Members is required by the Act or these By-laws.

In the case of an equality of votes at any Annual or Special Meetings of the Members, whether by a show of hands or at a closed ballot, The Chair at a Meeting of Members shall cast a second or tie breaking vote.

10.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Members and subject to such conditions as the Full Members may decide, adjourn the Meeting of Members from time to time and from place to place.

Part XI Notices

11.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- a. If sent to the intended recipient by telephone, facsimile, email, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document, during a period of twenty-one (21) days before the meeting.
- b. By notice in a publication of the Association that is sent to all its Members twenty-one (21) days before the day on which the meeting is held by affixing the notice, no later than twenty-one (21) days before the Meeting, to a notice board where information about the Association's activities is regularly posted in a location that is frequented by the Members, such as the Association website. A notice so sent by means of telephone, facsimile, email, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

11.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

11.3 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because the Member cannot be found, the Association shall not be required to give any further notices to such Member until informed, in writing, by the Member of a new address.

11.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the nonreceipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

11.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Association, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which

notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

Part XII Effective Date and Reappear

12.1 Effective Date

This By-law shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Full Members by ordinary resolution. If the By-law is confirmed or confirmed as amended by the Full Members, it remains effective in the form in which it was confirmed. This By-law ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Full Members at the meeting.

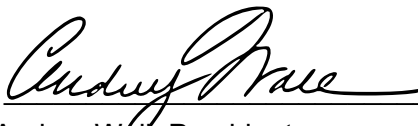
12.2 Repeal of By-laws

All previous By-laws are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or predecessor charter documents of the Association obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Full Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

APPROVED by the Directors of the Association this 5th day of December 2022.

ENACTED by the Directors of the Canadian Association of Foot Care Nurses (CAFCN) this 5th day of December 2022.

APPROVED by the Full Members of the Association this 5th day of December 2022.



Audrey Weil, President
Canadian Association of Foot Care Nurses