

CAMSN BYLAWS

Approval by CAMSN Board of Directors October, 2026

Acknowledge development by CAMSN Board of Directors December, 2008

1.0 Name

1.1 The name of the Association is the Canadian Association of Medical-Surgical Nurses, hereafter referred to as CAMSN.

2.0 Mission

CAMSN is a national Canadian professional association that advances excellence in adult medical-surgical nursing and supports interprofessional collaboration in care, scholarship, leadership, education, and advocacy.

3.0 Purpose

3.1 The purposes of CAMSN are to:

- 3.1.1 represent and promote excellence in adult medical-surgical nursing across Canada;
- 3.1.2 support specialty practice, certification, continuing professional development, leadership, research, and knowledge translation in medical-surgical nursing;
- 3.1.3 engage with national, provincial, territorial, and international partners on matters relevant to medical-surgical nursing;
- 3.1.4 advance the profession of medical-surgical nursing while promoting quality, safety, equity, and evidence-informed care for clients and patients; and
- 3.1.5 create opportunities for networking, mentorship, education, conference participation, and member engagement.

4.0 Definitions and Interpretation

4.1 In these Bylaws:

- 4.1.1 “**Active Member**” means a person in good standing who has been accepted for membership, has paid the applicable dues, and supports the purposes of CAMSN. Active Membership is open to any interested person who is a Registered Nurse or Licensed/Registered Practical Nurse.
- 4.1.2 “**Affiliate Member**” means a person in good standing who has been accepted for membership, has paid the applicable dues, and supports the purposes of CAMSN. Affiliate Membership is open to any interested person in the healthcare field who is not a Registered Nurse nor a Licensed/Registered Practical Nurse, nor is currently enrolled in an educational program.
- 4.1.3 “**Student Member**” means a person in good standing who has been accepted for membership, has paid the applicable dues, and supports the purposes of CAMSN, and who is enrolled in a recognized educational program.
- 4.1.4 “**Board**” means the Board of Directors of CAMSN.
- 4.1.5 “**General Board Director**” means a director elected or appointed without a fixed officer title and assigned one or more portfolios based on skills, interests, and Board needs.
- 4.1.6 “**Good standing**” means that a member has paid the required dues and is not suspended or expelled.

- 4.1.7 “**Ordinary resolution**” means a resolution passed by a simple majority of votes cast.
- 4.1.8 “**Special resolution**” means a resolution passed by at least two-thirds (2/3) of votes cast.
- 4.1.9 “**Electronic meeting**” includes a fully electronic meeting (e.g., via email) or a hybrid meeting in which all participants can communicate adequately with one another.
- 4.2 If there is a conflict between these Bylaws and applicable law, the applicable law prevails.

5.0 Members

5.1 A person may apply for membership in the form and manner determined by the Board and becomes a member once the application is accepted and the applicable dues are paid. Membership is subject to annual renewal through payment of applicable dues by the renewal deadline set by the Board.

5.2 Membership Classes

- 5.2.1 **Active Membership:** Active Membership is open to any Registered Nurse or Licensed/Registered Practical Nurse who supports the purposes of CAMSN, whether or not they work in a medical-surgical area. Active Members are voting members. Active Members may hold office on the Board, subject to these Bylaws.
- 5.2.2 **Affiliate Membership:** Affiliate Membership is open to any interested person in the healthcare field who is not a Registered Nurse, nor a Licensed/Registered Practical Nurse, nor is currently enrolled in an educational program. Affiliate Members are non-voting members. Affiliate Members may attend meetings and participate in committees but may not serve as directors unless they first become Active Members.
- 5.2.3 **Student Membership:** Student Membership is open to persons currently enrolled in an educational program. Proof of enrollment required annually. Student Members are voting members. Student Members may attend meetings and participate in committees but may not serve as directors unless they first become Active Members.
- 5.3 Membership is not transferable.
- 5.4 Each member must uphold the purposes of CAMSN and comply with these Bylaws and any policies adopted by the Board.
- 5.5 The Board will maintain a register of members.
- 5.6 To preserve CAMSN's nursing mandate as a national medical-surgical nursing association, the Board will seek to maintain strong nursing representation among directors while keeping membership open to all interested persons.

6.0 Membership Dues and Good Standing

- 6.1 Membership dues are payable annually in the form and by the deadline set by the Board.
- 6.2 The amount of dues for each membership class will be determined by the Board and reviewed at least every two years or more frequently if required.
- 6.3 A member who has not paid dues by the renewal date is not in good standing.
- 6.4 A member who remains not in good standing for six (6) consecutive months ceases to be a member unless the Board grants an extension in exceptional circumstances.
- 6.5 Any member may resign in writing at any time.
- 6.6 A member may be suspended or expelled by special resolution at a general meeting,

provided the member receives notice of the proposed action and an opportunity to respond before a vote is taken.

7.0 Meetings of Members

7.1 CAMSN must hold an annual general meeting (AGM) once in each calendar year and not more than fifteen (15) months after the previous AGM.

7.2 General meetings may be held in person, electronically, or in hybrid format as determined by the Board.

7.3 Notice of a general meeting, including the AGM, must be sent to members at least fourteen (14) days before the meeting and must include the agenda and the text of any special resolutions to be voted on.

7.4 General Meeting Decision-Making:

7.4.1 CAMSN will use Democratic Rules of Order as its parliamentary authority and will favour consensus-building whenever possible.

7.4.2 If consensus cannot be achieved, decisions will be made by vote. Voting may occur by show of hands, ballot, or secure electronic voting. Proxy voting is not permitted.

7.4.3 Only Active Members in good standing may vote.

7.4.4 Guests, advisors, or other non-members may attend a meeting of members, but only members entitled to vote under these Bylaws may vote.

7.5 General Meeting Procedures:

7.5.1 Select an individual to chair the meeting, if applicable.

7.5.2 Determine quorum for the meeting, which is three (3) voting members.

7.5.3 Agenda of the current meeting will be presented for approval. Minor corrections may be made by agreement; substantive changes require consensus or vote.

7.5.4 Minutes of the previous meeting will be presented for approval. Minor corrections may be made by agreement; substantive changes require consensus or vote.

7.5.5 Business decisions are introduced by motion. Motions may be made by any voting member; a seconder is not required unless requested by the Chair. The Chair will facilitate discussion to ensure respectful, balanced participation and will restate motions before decision.

7.5.6 Ordinary business at the AGM includes receiving reports, receiving financial statements, electing directors, and transacting other business properly brought before the members.

7.5.7 Special business must be described in sufficient detail in the notice of meeting so members can make an informed decision.

8.0 Board of Directors

8.1 The affairs of CAMSN are governed by the Board of Directors.

8.2 The Board will consist of the following officers: President, President-Elect, Treasurer, Secretary, and External Communications Officer, plus such number of General Board Directors as the members may elect or the Board may appoint in accordance with these Bylaws.

8.3 CAMSN must have no fewer than five (5) and no more than eleven (11) directors.

8.4 Directors must be Active Members in good standing.

8.5 Directors are elected by the voting members at the AGM or at another general meeting

called for that purpose.

8.6 If only one candidate is nominated for a position, that candidate is elected by acclamation.

8.7 If two or more candidates are nominated for a position, the election will be conducted by ballot, which may be electronic.

8.8 Directors serve a two-year term beginning at the close of the meeting at which they are elected, unless otherwise specified in a resolution or to facilitate staggered continuity.

8.9 A person may not serve more than two consecutive terms in the same office; however, they may continue in the role for an additional term if approved by special resolution of the members at an AGM or other general meeting.

8.10 A director may resign in writing. The Board may appoint an eligible Active Member to fill a vacancy until the next AGM.

8.11 A director may be removed by special resolution of the members after receiving notice of the proposed resolution and an opportunity to respond.

8.12 The Board is responsible for the governance, strategy, finances, policies, communications, and operations of CAMSN and for advancing the purposes of the Association.

9.0 Directors' Meetings

9.1 A directors' meeting may be called by the President or by any two (2) directors.

9.2 The Board must meet at least four (4) times each year.

9.3 Meetings may be held in person, electronically, or in hybrid format.

9.4 At least two (2) days' notice of a directors' meeting must be given unless all directors agree to shorter notice.

9.5 A majority of directors then in office constitutes quorum.

9.6 The Board will seek to make decisions by consensus. If consensus cannot be reached, decisions are made by ordinary resolution of directors present and voting.

9.7 The accidental omission to give notice of a directors' meeting to a director, or non-receipt of notice by a director, does not invalidate the proceedings of the meeting.

10.0 Board Positions and Duties

10.1 President

The President is the chair of the Board and spokesperson for CAMSN and is responsible for leadership of the Association, presiding at meetings, representing CAMSN with external organizations, and supporting implementation of Board decisions.

10.2 President-Elect

The President-Elect supports the President, performs the duties of the President in the President's absence, and succeeds to the office of President at the end of the President's term unless the members determine otherwise.

10.3 Treasurer

The Treasurer oversees CAMSN's financial records, banking, financial reporting, budget preparation, and required governmental filings, and ensures that financial controls and reporting systems are in place.

10.4 Secretary

The Secretary issues notices of meetings, records and maintains minutes, keeps corporate records, maintains the register of members and directors, and oversees document retention.

10.5 External Communications Officer

The External Communications Officer oversees CAMSN's website, social media platforms, digital communications, and related external communications strategy in collaboration with the Board.

10.6 General Board Directors

General Board Directors participate fully in governance and may be assigned portfolios based on their skills, interests, and CAMSN's needs, including but not limited to conference coordination, education, certification support, membership engagement, advocacy, research, sponsorship, or partnerships.

10.7 The Board may establish committees, working groups, or task forces and may appoint members to chair or participate in them. Terms of reference for committees will be approved by the Board.

11.0 Conferences

11.1 CAMSN will aim to hold a national conference every two (2) years, or at such interval as determined by the Board in light of member needs, resources, and strategic priorities.

11.2 Conference planning is a responsibility of the Board as a whole.

11.3 The Board will establish a Conference Committee for each conference cycle and will invite the full CAMSN membership to participate on the Committee.

11.4 One or more General Board Directors may be assigned a conference coordination portfolio and serve as the Board liaison(s) to the Conference Committee.

11.5 Conference locations should, where feasible, rotate regionally across Canada or be delivered in accessible virtual or hybrid formats to support national participation.

12.0 Fiscal Year and Financial Matters

12.1 The fiscal year of CAMSN is January 1 to December 31 unless changed by resolution of the Board in accordance with applicable law.

12.2 Any contract or other record requiring CAMSN's signature must be signed by any two (2) directors authorized by the Board, one of whom should normally be the Treasurer, President, or President-Elect.

12.3 Banking withdrawals and electronic fund transfers must be signed by any two (2) directors authorized by the Board, one of whom should normally be the Treasurer, President, or President-Elect.

12.4 The Treasurer will present financial statements to the AGM.

12.5 CAMSN will comply with all applicable tax and reporting requirements.

12.6 The Board may authorize a review engagement, audit, or internal financial review whenever required by law, by funding obligations, or by resolution of the members or the Board.

13.0 Amendments and Dissolution

13.1 These Bylaws may be amended only by special resolution of the members at a duly called general meeting or AGM.

13.2 In the event of dissolution, after payment of all liabilities, any remaining assets of CAMSN must be transferred to one or more Canadian non-profit organizations, professional associations, or charitable bodies with similar purposes, as determined by special resolution of

the members or, if that is not feasible, by resolution of the Board in accordance with applicable law.

13.3 If any provision of these Bylaws is found to be invalid or unenforceable, the remaining provisions continue in full force and effect.