



## *Connecting practice, information, and technology*

### Bylaws

---

October 1997

**DRAFT** June 2005

**DRAFT** November 2005

Revised April 14, 2006

Revised November 23, 2007

Revised October 2011

Revised March 2015

Revised March 2016

---

ONIG is an affiliate member of the Registered Nurses Association of Ontario. Clinical/Nursing Informatics is the integration of people, technology and information systems; it's about how people transform technology, and how technology enables healthcare. Clinical Informatics contributes to the development of information technology solutions that support quality health care.

**Definitions:** Throughout these bylaws:

The Group is replaced with ONIG (Ontario Nursing Informatics Group)

Association refers to the Registered Nurses Association of Ontario (RNAO).

Board refers to the group of people elected by the membership to direct and manage ONIG (formerly called the Executive)



## Table of Contents

1. GENERAL .....	1
1.1 Name of the Group .....	1
1.2 Role of ONIG .....	1
1.3 RNAO Expectations of ONIG .....	1
1.4 Property of ONIG .....	1
1.5 Fiscal Year .....	1
1.6 Auditors .....	1
2. MEMBERSHIP .....	1
2.1 Admission of Members .....	1
2.2 Membership Fees .....	2
3. BOARD .....	2
3.1 Elected Directors .....	2
3.1.1 Staggered Terms of Office .....	3
3.1 Composition of the Board .....	3
3.2 Organization Chart .....	4
3.3 Qualifications for Office .....	5
3.4 Duties of the Board .....	5
3.4.1 Position Description: President .....	6
3.4.2 Position Description: President Elect .....	6
3.4.3 Position Description: Past President .....	7
3.4.4 Position Description: Treasurer .....	7
3.4.5 Position Description: Membership Director .....	8
3.4.6 Position Description: Communications Director .....	8
3.4.7 Position Description: Education Director .....	9



Connecting practice, information, and technology

- 3.4.8 *Position Description: Secretary* .....9
- 3.5 *Meetings*.....10
- 3.6 *Notice of Meeting* .....10
- 3.7 *Quorum*.....10
- 3.8 *Voting* .....10
- 3.9 *Vacancy* .....10
- 3.10 *Election* .....10
- 4 ANNUAL OR GENERAL MEETING .....11
  - 4.1 *Annual*.....11
  - 4.2 *General* .....11
  - 4.3 *Notice*.....11
  - 4.4 *Voting* .....11
- 5 COMMITTEES.....11
  - 5.1 *Purpose*.....11
  - 5.2 *Quorum*.....11
  - 5.3 *Conduct of Business* .....11
  - 5.4 *Nominations Committee*.....11
    - 5.4.1 *Nomination/Voting Process*.....11
    - 5.4.2 *Confirmation of Results*.....12
    - 5.4.3 *Provisions in the Event of Lack of Nominees*.....12
- 6 FINANCIAL MANAGEMENT .....12
- 7 RESOLUTIONS .....12
- 8 AMENDMENTS .....12
- 9 REVOCATION AND COMMENCEMENT.....12

## **1. GENERAL**

### **1.1 Name of the Group**

The RNAO interest group for Nurse Informaticians will be named ONIG.

### **1.2 Role of ONIG**

ONIG promotes the awareness and value of nursing's contribution to quality health care through health data, information and knowledge management enabled by the use of technology.

ONIG's Strategic Initiatives focus on:

- Enhancing membership involvement and partnerships
- Promoting ONIG's involvement in emerging health informatics issues
- Advancing awareness of ONIG
- Creating a strong, sustainable organizational infrastructure
- Facilitating professional development

### **1.3 RNAO Expectations of ONIG**

- To actively represent RNAO on specialty matters
- To serve members through advocacy, regular events and programs
- To keep RNAO informed on informatics issues that affect nursing and registered nurses
- To spend member dues and all funds in a responsible manner and to provide annual financial reports locally and to Home Office
- To lead RNAO recruitment and retention efforts at the specialty level

Adapted from Chair Reference Binder 2008

### **1.4 Property of ONIG**

It shall be the duty of every director and chairperson of ONIG to turn over to his/her successor, upon retirement from office, all ONIG property, which is within his/her possession, custody or control.

The ONIG logo and URL shall remain the property of ONIG and may be used by members for membership activity.

### **1.5 Fiscal Year**

The fiscal year of ONIG shall end on the 31<sup>st</sup> day of October in each year.

### **1.6 Auditors**

The appointment of auditors shall be initiated as determined by the Board.

## **2. MEMBERSHIP**

### **2.1 Admission of Members**

Membership shall be available to registered nurses and other health professionals in which 50% are RNAO members who are providers, coordinators, users or potential users of health information systems,

or individuals interested in contributing to the development of information technology solutions that support quality health care.

## **2.2 Membership Fees**

The annual membership fee shall be such an amount as may, from time to time, be fixed by resolution of the Board and ratified at an Annual General Meeting (AGM), provided that at least thirty (30) days before such an AGM, notice in writing of the intention to change such an amount shall be posted on the ONIG website.

The annual fee shall be due and payable on or before November 1<sup>st</sup> in each year.

## **Membership Termination**

A member of ONIG shall forfeit membership when membership fees are in arrears.

# **3. BOARD**

## **3.1 Elected Directors**

The membership business affairs for ONIG shall be managed by its elected Directors. The number of Directors will be determined from time to time by the Board, as the needs of ONIG change, however a minimum of 5 (five) Directors will be constant. Quorum will be a majority vote of the Directors.

Every Director who has or thinks he or she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Board, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.

After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.

If the Director fails to make a Declaration of his or her Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of his or her position as a Director.

The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.

If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his or her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself or

herself from the meeting, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest that interested Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.

Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.

Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

### **3.1.1 Staggered Terms of Office**

It is recommended that only half the Board Directors retire at any one time. The incoming new Directors will sit with the current Directors, thus ensuring the ongoing consistency and continuity of ONIG business.

## **3.1 Composition of the Board**

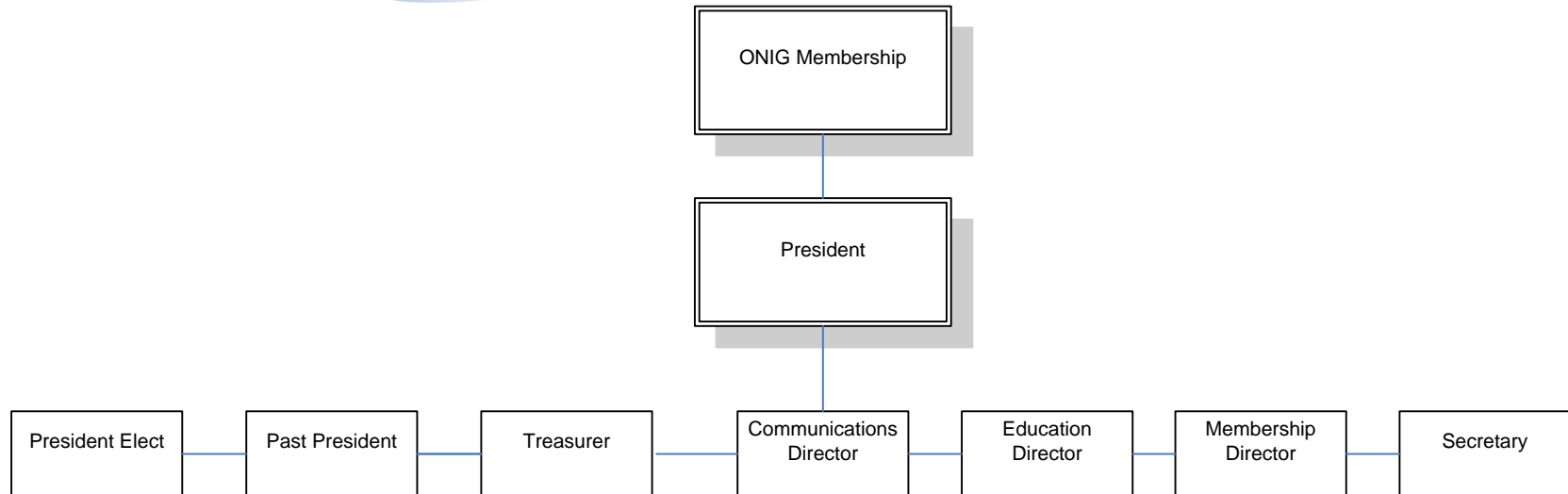
The ONIG Board shall be composed as follows:

- President (2 year term – elected in odd number years)
- President-elect (1 year term)
- Past president (1 year term)
- Treasurer (2 year term)
- Communications Director (2 year term)
- Education Director (2 year term)
- Membership Director (2 year term)
- Secretary (2 year term)

### 3.2 Organization Chart

3.2

## ONIG Organization Chart



### **3.3 Qualifications for Office**

- Any person nominated to the position of President-elect or President shall be a Registered Nurse, a member of RNAO and ONIG, and shall continue to be such so long as the nurse holds office
- Any person nominated to any other elected Board position shall be a Registered Nurse or Registered Practical Nurse, a member of RNAO or RPNAO and ONIG, and shall continue to be such so long as the nurse holds office.

Each Director of ONIG shall:

- Have informatics experience,
- Be currently working in the field,
- Have the capacity to contribute to the development of information technology solutions that support quality health care
- Be available to attend, in person or by conference phone call, a majority of the regularly scheduled meetings
- Be supported by their employer i.e. able to meet the expectations of the role

### **3.4 Duties of the Board**

- To actively represent RNAO on specialty matters
- To serve members through advocacy, regular events and programs
- To keep RNAO informed on informatics issues that affect nursing and registered nurses
- To spend member dues and all funds in a responsible manner and to provide annual financial reports locally and to Home Office
- To lead RNAO recruitment and retention efforts at the specialty level
- Control and administer ONIG affairs including its finances
- Designate, from time to time, the offices and the officials who shall have power to receive monies belonging to the Group and to give a receipt for the same
- Designate, from time to time, the bank in which the funds of the Group shall be deposited
- Arrange for an annual audit of the accounts of the Group, if appropriate
- Designate, from time to time, the Directors or officials who shall have power to draw, accept, sign and make bills of exchange, promissory notes, bank overdrafts, cheques and orders for payment of money and, for the credit of the Group only to assign and transfer stocks, bonds and other securities
- Have power to direct the expenditures of the funds of the Group and to arrange for the payment of all expenses and charges incurred in the administration of the affairs of the Group; and
- Have power to designate, from time to time, the Directors or officials who shall have power to execute and deliver on behalf of the Group documents required to be executed and delivered on behalf of the Group.



### **3.4.1 Position Description: President**

Reports to:

The general membership of ONIG

Primary Function:

Presides at all meetings of the ONIG Board of Directors and has powers and duties pertaining to that office

Qualifications:

Elected member of ONIG Board Committee

Responsibilities:

- To ensure that all functions carried out are consistent with the by-laws and that the by-laws are current and updated as required
- Perform all acts and deeds pertaining to the office of a President and shall exercise a general control and supervision over the affairs of ONIG
- To coordinate development of agendas for Board meetings
- Perform such other acts and duties as the Board may, from time to time direct
- To function as a spokesperson for ONIG
- To prepare Members Voice Reports to RNAO
- To prepare an annual report to be presented at the annual meeting; and
- To conduct proceedings at: (a) Annual General Meeting ; (b) ONIG breakfast at RNAO annual meeting; (c) Represent ONIG at the RNAO Board table at the Chapter and Interest Group Chair Meetings

Duration:

Position held for a period of two (2) years and for no more than two (2) consecutive terms

### **3.4.2 Position Description: President Elect**

Reports to:

President, ONIG Board of Directors

Primary Function:

To perform duties as delegated by the President

Qualifications:

Elected member of ONIG Board of Directors

Responsibilities:

- Have such power and perform such duties as may be assigned by the Board or by the President
- Preside over the Recognition award
- Collaborate with the Communications Director on the planning and circulation of ONIG broadcasts
- In the absence of the President, the president-elect may perform the duties of the President

Duration:  
Position held for two (1) year

### **3.4.3 Position Description: Past President**

Reports to:  
President, ONIG

Primary Function:  
To act as resource to president and members of the ONIG Board

Qualifications:

- Elected member of ONIG Board of Directors as President
- Serve as past president immediately following completion of term of office as President.

Responsibilities:

- To provide advice and resource support to the President and members of the Board
- To review bylaws on an annual basis and coordinate recommended amendments prior to the annual meeting
- To maintain continuity, advise the president and the Board on governance matters
- Have such power and perform such duties as may be assigned by the Board committee or by the President;
- Chair the Nominations Committee;
- Sit on the Canadian Nursing Informatics Association Executive Board;
- Perform such other acts and duties as the Board may, from time to time direct

Duration:  
Position held for two (1) years

### **3.4.4 Position Description: Treasurer**

Reports to:  
President, ONIG Board of Directors

Primary Function:

- To coordinate the collection and disbursement of ONIG monies and ensure an accurate record of all financial transactions pertaining to ONIG occurs

Responsibilities:

- Facilitate the preparation of an annual budget for approval by the Board Committee
- Ensure that a record of all monies received and expended is maintained
- Issue cheques for payment of all authorized expenditures
- Present a Treasurer's Report at the Board meetings and the AGM
- Obtain copies of and has knowledge of bank statements and financial interactions

Duration:

Position is held for two (2) years and not to exceed two terms

### **3.4.5 Position Description: Membership Director**

Reports to:

President, ONIG Board of Directors

Primary Function:

To advise the ONIG Board on the status of the Interest Group's membership

Qualifications:

Elected member ONIG Board of Directors

Responsibilities:

- Maintain membership lists
- Connect with RNAO Home Office monthly to ensure lists are up to date
- On an annual basis and as requested by the Board of Directors, performs a trend analysis to determine
  - Patterns in regional participation
  - If students maintain ONIG membership after graduation
  - If past members remain members of the RNAO
  - If past members have joined other Interest Groups
- Advises the Communication Committee on content of membership section
- Responds to enquires from members and non-members regarding benefits of membership in ONIG
- Liaises with the RNAO Membership and Services Coordinator
- Provides membership status reports at Board and the Annual General Meeting

Duration:

- Position held for two (2) years and not to exceed two terms.

### **3.4.6 Position Description: Communications Director**

Reports to:

President, ONIG Board of Directors

Qualifications:

Elected member of ONIG Board

Responsibilities:

- Chair Communication Committee and report activities to the Board
- To organize and edit information for the ONIG website, which reflects current issues facing health informatics and communicates ONIG's response to these issues
- To coordinate regular communication with members using a variety of social media
- To provide a forum through which the ONIG Board conducts business matters such as call for

- nominations for the Board or an announcement of criteria for application for bursaries
- To communicate with RNAO regarding website updates
- To prepare Annual Report for AGM

**Duration:**

Position held for two (2) years and not to exceed two terms.

**3.4.7 Position Description: Education Director**

**Reports to:**

President, ONIG Board of Directors

**Qualifications:**

Elected member of ONIG Board

**Responsibilities:**

- Chair Education Committee and report activities to the Board
- Maintain an inventory of related conferences and informatics publications
- Initiate and coordinate ONIG's participation in relevant conferences
- Ensure advertisement of ONIG's activities in relevant publications
- Serve as liaison between OTN and the host site
- Coordinate planning and execution of education days
- Perform such other acts and duties as the Board may, from time to time direct

**Duration:**

Position is held for two (2) years and not to exceed two (2) terms.

**3.4.8 Position Description: Secretary**

**Reports to:**

President, ONIG Board of Directors

**Primary Function:**

To maintain a record of the activities of the ONIG Board meetings

**Qualifications:**

Elected member ONIG Board

**Responsibilities:**

- To develop and circulate agendas and other pertinent materials for Board meetings
- To record the discussion, decisions, and actions of the ONIG Board meetings and ensure minutes are posted on the website no later than one week following the Board meeting
- To conduct correspondence as requested by the President
- To receive a copy of general correspondence addressed to ONIG
- To ensure the following are carried out: (1) ONIG Application Form is current, (2) Maintain all business contacts for ONIG.

- Notify Board members of their election

**Duration:**

Position held for two (2) years and not to exceed two consecutive terms.

**3.5 Meetings**

The Board shall meet in person not less than two (2) times a year, with one (1) meeting taking place within three (3) months following the election. Additional meetings will be held in person or by teleconference. In each case, at the date, time and place specified in the notice for such meeting at the call of:

- (a) A quorum of the Board expressed in writing
- (b) The President of the Group

**3.6 Notice of Meeting**

A notice of a meeting of the Board shall be given to each director at least three (3) days prior to the date of the meeting and shall specify the business to be transacted at such meeting.

**3.7 Quorum**

A quorum for a meeting of the Board shall be a majority of the voting members of the Board.

**3.8 Voting**

Any questions arising at a meeting of the Board shall be decided by a majority vote of the members present and entitled to vote at the meeting, and, in the case of a tie, the chairperson shall be entitled to a casting vote in addition to the chairperson's vote as a member of the Board.

Each voting member of the Board shall be entitled to one (1) vote on each question that is voted upon at a meeting where such member is present.

**3.9 Vacancy**

In the event that a member of the Board should resign, or be unable to complete the term of office, the Board may declare the office vacant and, if the unexpired term thereof is less than one (1) year, appoint a member to fill such office for the remainder of the term. Completing the unexpired term will not be considered as part of the two year term.

In the event that the unexpired term exceeds one (1) year, the Board shall arrange for an election to fill such vacancy which shall conform so far as possible to the procedure for the original election.

**3.10 Election**

**3.10.1** The annual election of the Board shall be held at the AGM.

**3.10.2** There will be a call for nominations two (2) months prior to the AGM.

**3.10.3** In the event of a tie on any vote taken for office, the President shall order another vote from the floor for such office to be taken forthwith and, on any such future vote, the only nominees for the office in question who shall be listed on the ballot and voted upon shall be those nominees

who, on the previous vote, formed the tie.

## 4 ANNUAL OR GENERAL MEETING

### 4.1 Annual

ONIG shall hold an AGM in February, or at such a date, time and place as determined by the Board.

### 4.2 General

General meetings are held a minimum of two (2) times a year.

### 4.3 Notice

A general meeting shall be called at any date, time and place by the Board or upon the request in writing of not less than one-third (1/3) of the members. The request for a meeting will be directed to the President specifying in the request the business to be transacted at the meeting. A tentative schedule of meetings will be decided on at the beginning of each year and posted on the ONIG website.

Definitive notice stating the place, date and time of the meeting shall be posted on the ONIG website not less than ten (10) days before the date of the meeting.

### 4.4 Voting

Any vote at an annual or general meeting requires fifty (50) percent plus one of the members present in favor in order to carry. Proxy votes will be recognized. All members shall be entitled to one (1) vote on any question at any annual or general meeting. In the case of tie, the President shall be entitled to casting a vote in addition to the President's vote as a member of the ONIG.

## 5 COMMITTEES

### 5.1 Purpose

At any time, subject to the provisions of the bylaws, committees may be appointed by the Board for such purposes and shall be as constituted as the Board considers expedient and in the best interests of ONIG. The Board shall appoint the chairperson of such committee.

### 5.2 Quorum

A quorum for a meeting of any committee shall be a majority of the members of such committee.

### 5.3 Conduct of Business

Any committee of ONIG, to the extent not specifically otherwise directed by the bylaws of ONIG or by the Board of ONIG, as the case may be, shall establish its own rules of conduct and procedure and its constitution, including the conduct of its business meetings, as it may, in its own direction, consider expedient or appropriate.

### 5.4 Nominations Committee

The Nominations committee shall be composed of the Past-president and two additional member of the Board with the exclusion of the President-elect and the President.

#### 5.4.1 Nomination/Voting Process

Call for nominations will be posted to the website in mid November for a duration of 8 weeks.

Interested candidates will apply on line. The Secretary will support the Nominations Committee by preparing a list of candidates. The Nominations Committee shall verify nominee eligibility. This list of candidates will be posted on the ONIG website for the month of January. Electronic voting will be available until January 31.

#### **5.4.2 Confirmation of Results**

The Past-president shall appoint a scrutinizer(s) to count/validate the outcome of the election. The scrutinizer(s) shall compile a list of the persons receiving the greatest number of votes for the offices for which there are more than one (1) nominee. The list will be reported in writing at the AGM, whereupon the persons elected to the offices for the ensuing term will be announced.

#### **5.4.3 Provisions in the Event of Lack of Nominees**

The Board shall nominate and acclaim the member for the position.

## **6 FINANCIAL MANAGEMENT**

Funds will support education, conference attendance and bursaries within the chapter. Yearly financial reports will be submitted to the membership by the Treasurer.

## **7 RESOLUTIONS**

The first call for resolutions shall be made ninety (90) days prior to the AGM. Calls for resolutions shall indicate clearly the deadline for receipt of resolutions. All resolutions shall be submitted to the Board in writing sixty days (60) days prior to the AGM. Resolutions shall be posted on the ONIG website at least thirty (30) days prior to the date of the AGM. Resolutions required to address operational issues will be entertained as recommendations until approved at the AGM.

## **8 AMENDMENTS**

The Board may revoke, amend, or re-enact the bylaws provided notice is posted on the ONIG website at least four (4) weeks before the general or AGM at which such revocation, amendment, or re-enactment is proposed to be implemented.

Any revocation, amendment, or re-enactment shall not come into force unless and until the voting members at the general or AGM have ratified it.

In the event that a majority of voting members ratifies the change, such change shall come into force on a date to be determined by the Board.

## **9 REVOCATION AND COMMENCEMENT**

These bylaws or any of them shall come into force on a date or dates to be determined by the ONIG Board;

Any bylaws enacted and in force prior to coming into force of a replacement or revocation thereof by any one or more of these bylaws shall be revoked upon the coming into force of the bylaws replacing them or their revocation as it may be.