

# Bylaws of the Paramedic Association of Newfoundland and Labrador

## Section 1: Name of the Organization

This organization shall be known as the “Paramedic Association of Newfoundland and Labrador,” herein referred to as the “Association” or the “PANL.” Both the name and the logo are owned in whole by the PANL and shall not be used in whole or in part without permission from the executive board.

## Section 2: General Purpose

This Association shall be a not-for-profit organization of professional Paramedics and Emergency Medical Responders, Paramedic Students and Associate Members. It exists for the development of the profession within Newfoundland and Labrador.

## Section 3: Objectives

- To fairly and equally represent the interests of Emergency Medical Responders and Paramedics in Newfoundland and Labrador.
- To advance the art and science of emergency medical care through public education and awareness.
- To establish, maintain and promote educational standards for Emergency Medical Responders and Paramedics.
- To establish, maintain and promote a code of professional ethics among its registered members.
- To promote and improve relations between our members and professionals in all components of emergency medical services.
- To serve the public.
- To promote and improve relations between our members and the general public.
- To maintain partnerships with allied agencies.
- To establish and/or support organizations, institutions and conveniences which serve to benefit the teaching and dissemination of information and practices in the field of prehospital patient care.
- To encourage and support the universality of quality prehospital patient care at the most cost-effective, advanced level on a provincial and national scale.

## Section 4: Membership

As a condition of membership all members of the Association agree to abide by these bylaws and the Operating Policies and Procedures of the PANL providing they are not in conflict with provincial legislation or regulations.

Any member who resigns, is expelled or withdraws from membership in the Association shall forfeit all rights, claims, and interests arising from or associated with membership.

No member of the Association shall, merely by reason of membership, be or become liable for any debts or financial obligations of the Association.

A member may withdraw from the Association by providing notice of resignation, in the form of a written letter of resignation to the Secretary of the Association.

An application for membership in the categories of Full member or Student Member shall be done via the website, [www.panl.ca](http://www.panl.ca) and dues paid on a yearly basis.

A member is considered to be in "Good standing" if they have not been suspended or expelled for cause, or suspended for nonpayment of dues. Only member in good standing shall have the right to vote and hold office.

A member in good standing may tender his/her resignation from membership in writing to the Secretary. No dues, paid by the member shall, be refunded upon resignation.

Membership in the Association will be divided into the following categories:

### Regular Members

These individuals shall include Emergency Medical Responders and Paramedics licensed to practice in Newfoundland and Labrador who have duly registered with the Association, and who remain in good standing.

### Student Members

These are individuals who are not presently licensed as an Emergency Medical Responder or Paramedic, who are receiving training for the same.

### Associate Member

These are individuals who have been trained at any time as a Paramedic (or EMT) and have left the profession in good standing, and may no longer hold a valid license, or may have been licensed in another province/state. They are welcome to maintain their membership with the Association. Those who are in good standing will have voting rights and may participate in any activity of the Association.

## Section 5: Suspension or Expulsion for Cause

Any Member of the Association shall be suspended or expelled for any of the following reasons:

- Failure to maintain his/her certification as a Paramedic, with the exception of Lifetime, Associate and Student Members.
- Conviction of any crime involving illegal or controlled substances.
- By a course of conduct bringing discredit upon the association or causing dissension within the membership.

## Section 6: Dues

Annual dues for regular members shall be fifty dollars (\$50) and are payable yearly via the website enrolment.

Associate and Student members shall also pay a yearly fee of fifty dollars (\$50) payable yearly.. First time members must submit payment with registration.

## Section 7: Board of Directors

The Board of Directors of the Association shall be an elected body that shall manage and conduct the business and affairs of the Association.

The Association shall indemnify and save harmless any Board member, or their heirs, or employee of the Association from any civil action, claim, cause or demand that arises from the performance of their normal duties or function providing there is no evidence of gross negligence or criminal intent.

The members of the Association may remove any member of the Board of Directors by resolution of two-thirds (66%) majority of those in attendance at a general or special meeting providing there is evidence of just cause and the Board member affected has been given opportunity to represent his/her case at the meeting.

Just cause of the about resolution is defined as any breach, contravention, or disregard of provincial health care legislation or regulations, Association Bylaws and Operating Policies and Procedures or conviction of a criminal offence.

The membership may elect by resolution of a two-thirds (66%) majority of those in attendance at a general or special meeting, an eligible member to replace any Board position vacancy for the duration of the term.

The Board shall be composed of 10 elected members including President, Vice President, Treasurer, and Secretary, and 5 members-at-large: one from the Avalon, one from Central, one

from Western, one from Labrador/Grenfell and one Paramedic Educator. The outgoing President will hold a position on the Board as Past President. This will be a voting position.

In the event that no person offers for a position from one specific region, that position shall remain vacant until such time there is a member from that region willing to sit on the board.

The position of President shall be rotated every 2 years. Upon the completion of a two-year term the President will sit on the Board in the position of Past-President.

In the event that a Board member, other than the President, changes registration categories within his term of office, the member will be permitted to complete the full term.

The terms of office for the Board positions shall be for two years in a staggered format with the positions of President and Secretary being in one tier, and the Vice-President, Treasurer, and Members-At-Large being in the second tier.

The President shall preside at all meetings of the Association. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Association. The president shall be a non-voting, ex-officio member of all committees. The President is a non-voting member of the Executive and would be the one to cast the deciding vote in the event of a tie. During the absence or inability of the president, the Vice President may exercise the President's duties and powers.

The Vice President shall assume all the powers and duties of the President in the absence of the President. The Vice President has full voting privileges at all meetings, except when he/she is acting in the role of President.

The Secretary shall maintain an accurate history of by-laws, reports of committees and other records the Director deem worthy of preservation. The Secretary shall also maintain the minutes of all proceedings and meetings of the Association and shall maintain custody of Association records that pertain to the office of Secretary. The Secretary shall maintain an inventory of all Association property. The Secretary with the President may be called to sign in the name of the Association, all deeds, bonds, contracts and other obligations and instruments required by members. The Secretary has full voting privileges at all meetings.

The Treasurer shall open a bank account in the Association's name, keep track of all income and expenses, keep all necessary documentation of all income and expenses and provide financial statements when required. The treasurer shall also maintain the Associations correspondence. The Treasurer has full voting privileges at all meetings.

Members-At-Large will provide a voice at all meetings from their respective areas. They have full voting privileges at all meetings and are encouraged to add agenda items the membership need voiced.

## Section 8: Committees

Committees of the Association shall be deemed as Standing or Ad Hoc.

All committees of the Association shall be responsible and accountable to the Board of Directors and shall operate and conduct themselves according to provincial legislation and Bylaws and Operating Policies and Procedures of the Association.

The Board of Directors shall appoint all members of committees unless the Board elects to allow the appointed Chairperson of a committee to select the members.

Voting and conduct of business at the committee level shall be governed by the same rules as those of the Board of Directors.

Each committee Chairperson shall be responsible for ensuring that the proceedings of his/her committee are duly recorded, and that such information is included in the records of the Association.

Committee Chairpersons shall present a written report detailing their committee's previous year's activities to the membership at the annual general meeting.

Each committee may, by majority vote, elect a Vice-Chair who will assume all the duties and responsibilities of the appointed Chairman in his absence or upon his delegation.

Where a committee member fails to attend three (3) consecutive meetings without just cause, the member may be removed from the committee by a majority vote and a replacement shall be appointed.

The establishment, terms of reference, structure, membership and duration of all committees shall be determined by the Board of Directors.

The Board of Directors shall ensure that no conflict of interest be perceived in the establishment, terms of reference, structure, membership and duration of any committee and that each committee remain representative of the membership of the Association.

## Section 9: Meetings and Voting

### Annual General Meeting

An Annual General Meeting shall be held at a time and place to be determined by the Board of Directors with due consideration to the seasonal availability of the general membership. Notice

of said meeting will be mailed to the membership at least twenty-one (21) days prior to the set date.

For the purposes of notification of the Annual General Meeting, delivery of this notice shall be accomplished by way of Email to records on file. A quorum of the Annual General Meeting shall consist of ten percent (10%) of the eligible voting member present when the meeting is called to order.

The standard for parliamentary procedures utilized for general or special meetings of the Association shall be consistent with the latest edition of "Robert's Rules of Order."

For the purpose of voting, when a quorum is present at any meeting, a simple majority of the eligible member votes correctly cast upon any question, shall decide the question.

Every voting member of the Association shall be entitled to vote in person or by proxy.

Except for the purposes of elections, every voting member attending a meeting of the Association may carry a maximum of three proxies and all such proxies shall be submitted on the approved Association proxy form, dated not more than four (4) weeks prior to the posted meeting date and each proxy shall be filed with the secretary of the Association, or his designate at least fifteen (15) minutes prior to the commencement for the meeting specified on the proxy form.

For the purpose of acknowledging votes, the president shall recognize the members will as a show of hands by the eligible voting members present unless the members elect by majority to vote by secret ballot on any singular issue and such balloting shall be conducted by 2 members of the Association selected by the Board Members in attendance.

## Section 10: Elections and Voting

Elections for positions to the Board of Directors shall take place at the Annual General Meeting. Tier 1 elections will take place for the first time at the Annual General Meeting held in the year 2019, and then every two years thereafter.

Tier 2 elections will take place for the first time at the Annual General Meeting held in the year 2020, and then every two years thereafter. A request for nominations shall be made by the current Board of Directors by email address, as it appears on the records of the Association. This request for nominations shall be sent to members sixty (45) days prior to the Annual General Meeting.

Nomination forms will be returned to the Secretary thirty (30) days prior to the Annual General Meeting.

Members will receive a ballot for elections twenty-one (21) days prior to the Annual General Meeting. Members attending the Annual General Meeting will bring their ballots with them to cast at the meeting. If members are unable to attend the meeting their ballots must be received by the Secretary of the Association seven (7) days prior to the Annual General meeting to be counted. Ballots will be counted by three members appointed by the Board in attendance at the Annual General Meeting.

Any nominee may request a recount of the ballots prior to the conclusion of the Annual General meeting. Nominee's may be present for the recount.

At the completion of the Annual General Meeting all ballots will be destroyed.

## Section 11: Finances

The fiscal year of the Association shall begin on January 1st and end on December 31st of each calendar year.

The President and Treasurer shall settle, or supervise the settlement of all bills and accounts in accordance with currently accepted financial practices.

The treasurer shall be the custodian of all monies, securities, and deeds that are the property of the Association, and shall be accountable for the security of all funds belonging to the Association.

The President, Secretary, Vice President, and Treasurer shall be the only persons having signing authority on the account.

Financial records, including receipts and disbursements will be kept by the treasurer for not less than seven (7) years. When a new treasurer is voted in then the records will be officially transferred to the new treasurer.

The treasurer is responsible for providing all members with a written financial statement – detailed at every executive meeting and a year end statement at the annual general meeting.

Any member of the Association, at a mutually convenient time and upon reasonable notice to the Treasurer, may inspect the financial records of the Association.

## Section 12: Revisions and Amendments

These bylaws and the Association's Operating Policies and Procedures may be rescinded, altered or adjusted by special resolution only.

Special resolution shall mean:

- A resolution passed at a general meeting of which not less the twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less the three-quarters (75%) of those members, if entitled to do so, vote in person or by proxy.
- A resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days notice has been given, if all members entitled to attend and vote and the general meeting so agree.
- A resolution is consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or by proxy.

## Section 13: Dissolution

Upon dissolution of the Association and after retirement of all debts and liabilities, the remaining assets of the Association shall be distributed or dispersed to a charitable organization(s) selected by the Board of Directors.