

**CONSTITUTION AND BY-LAWS OF THE
CARIBBEAN NURSES ORGANIZATION**



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October 2006

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Contents

	Page
1. Preamble	3
2. Article 1 - Caribbean Nurses Organization Name, Purpose, Headquarters, Functions	3
3. Article 11 -Membership and Rights of Members Definition, Dues, Merger, Withdrawal, Suspension Rights, responsibilities, Expectations	5
4. Article 111 - Board of Directors and Duties of the Board 5 Composition, Functions	8
5. Article 1V - Officers and Duties of Officers Composition, Functions	10
6. Article V - Regional Directors and their Duties Functions	13
7. Article V1 - Standing and Special Committees Names, Functions	18
8. Article V11 - Nominations and Elections Election policy, Election Procedure	20
9. Article V111 - Meetings Board, Executive, Biennial,	21
10. Article 1X - Quorum Board, Executive, Biennial	22
11. Article X - Amendments	23
12. Article X1 - Parliamentary Authority	23

CONSTITUTION AND BY-LAWS OF THE CARIBBEAN NURSES ORGANIZATION

PREAMBLE

The Caribbean Nurses Organization (CNO) was founded in May 1957 as a non-governmental, non-profit, non-partisan, regional professional nursing organization. The CNO is comprised of Nurses Associations within the Caribbean, and Associations of Caribbean and other nurses geographically located outside the Caribbean. For efficient functioning of the Organization it has been divided into Regions (Appendix 1). Through its constitution, CNO states its purpose and functions and describes the relationship with its Members, Partners and other Institutions, and Organizations.

ARTICLE 1 **CARIBBEAN NURSES ORGANIZATION**

SECTION 1

Name

The name of the organization shall be the **Caribbean Nurses Organization Inc.** herein after called the **CNO**.

SECTION 2

Headquarters

The headquarters of CNO shall be held at a place as decided by the Board of Directors. The CNO Headquarters shall serve as the Clearing House for information from CNO.

SECTION 3

Purpose of CNO

The purpose of CNO is to work towards improving health of all people of the Caribbean, by promoting improvement in the standards of nursing care, and by advancing the educational, economic and professional welfare of all nurses. CNO seeks to influence health and nursing policy regionally, to empower its National Nurses Associations in the Caribbean to work on behalf of nurses, nursing and the peoples of the Caribbean. CNO aims to unite nurses in the Caribbean. In light of the advent of CSME, FTAA and WTO, CNO seeks to ensure that an adequate quantity of well-trained, skilled nurses are in the region to provide quality nursing

care to the people of the Caribbean. This purpose shall be unrestricted by consideration of age, colour, creed, gender, nationality, race or religion.

SECTION 3

Functions of CNO

The functions of CNO shall be to:

- Promote through appropriate means standards of nursing practice and nursing education as defined by the policies of the Caribbean Nurses Organization.
- Ensure adherence to the code of professional conduct for nurses.
- Promote legislation and speak for nurses in regards to legislative action.
- Protect, promote and support economic and general welfare of nurses.
- Facilitate the continuing professional development of nurses.
- Represent nurses and serve as their spokesman with allied professional, community and governmental groups and with the public.
- Stimulate research in nursing and utilize findings for health policy and decisions.
- To integrate the Caribbean Nurses
- Liaise with Caricom on issues affecting Caribbean Nurses.
- Influence policies at regional and international level.
- Set standards for nursing care in the Caribbean.
- Evaluate the quality of nursing care
- Uphold the constitution and bylaws of the CNO.

ARTICLE 11

MEMBERSHIPS AND RIGHTS OF MEMBERS

SECTION 1

Definition of a Member : A member in CNO shall be a **National Nurses Association (NNA) in the Caribbean or an Association of Caribbean Nurses outside the Caribbean or individual Nurses.**

Application of Membership

1. Application for constituent membership in CNO is made on a form provided by CNO. The information provided on the form shall include the following:
 - The name of the NNA
 - Identification of the area to be served by the Association
 - List of Executive and Officers of the Association
 - Headquarters address of the Association
 - Brief description of the membership and activities the Association intends to pursue.

The completed application form along with a copy of the Association's constitution and bylaws and articles of incorporation is submitted to the CNO Secretary. This is transmitted to the CNO Board of Directors with an application fee as determined by the CNO House of Delegates.

2. Individuals applying for membership must pay an application fee to be determined by the CNO House of Delegates.

SECTION 11

Dues

- 1) Dues shall be determined by the Board of Directors with the approval of the voting delegates at the Biennial Meeting and Conference.
- 2) Dues are payable to the Treasurer by the 30th June in each financial year, after which a 10% penalty would be affix. The fiscal year begins June 1st in one year and ends June 30 the following year.

- 3) If an Association does not pay the stipulated dues within the prescribed time, the Association shall forfeit its conference voting privilege. Members of the Association may attend conferences with CNO with observer status only.
- 4) An Association which is not in arrears with its dues and has withdrawn on its own initiative from CNO membership may apply for re-admission providing that it continues to meet the criteria for membership.

SECTION 3

A. MERGER OR SEPARATION

A new association resulting from the merger or separation of former CNO constituent members must complete the following application process.

3. Application for constituent membership in CNO is made on a form provided by CNO. The information provided on the form shall include the following:
 - The name of the new association / NNA
 - Identification of the area to be served by the Association
 - List of Executive and Officers of the Association
 - Headquarters address of the Association
 - Brief description of the membership and activities the Association intends to pursue.
 - A certified letter for the President of each constituent that is to be party to the action in the case of a merger
 - A copy of the official action of the member authorizing the creation of a merger and /or dissolution of the respective constituents.
 - Proposed bylaws to govern and its members and regulate the affairs
 - Identify a date the action will take place.
 - A list of the executive and officers, constituents shall give CNO no less than (6) months advance notice of intent. With this notification of intent the existing constituent members shall submit to CNO Board the following documentation for preliminary comment and review.

B. WITHDRAWAL OR DISSOLUTION

1. Any member wishing to withdraw from CNO shall do so in writing giving no less than (6) months of such intent. Such notice shall be addressed to the CNO President with a copy to the CNO Secretary.

2. In the case of a dissolution, the out-going President shall write to the CNO President, with a copy to the CNO Secretary, informing of same.
3. Any member withdrawing or separating from the CNO shall relinquish all claims, rights, privileges and benefits and the property of the CNO as from the date of resignation or dissolution.

C. SUSPENSION

Any member association and individual who fail to pay dues for two successive years shall be notified in writing that their membership shall be suspended unless payment is received within ninety (90) days of notice.

A member may be suspended from CNO for failure to adhere to the constitution and bylaws of CNO or for professional misconduct. An association which had its membership suspended with the Board for failure to pay dues may have its membership reinstated after all dues and penalties have been paid in full within the 90-day grace period.

SECTION 4

ASSOCIATION MEMBERSHIP

1. Rights, Responsibilities and Expectations

Rights

Each CNO member shall be entitled to :

- I. Receive a membership certificate, CNO Chronicle and other publications.
- II. Participate in CNO nominations and elections in accordance with the CNO constitution and bylaws and with policies of the CNO.
- III. Participate as delegates to the CNO Meetings, serve as officers on CNO Executive or as representatives of the CNO.
- IV. Attend the Meetings of the CNO, the conferences and other unrestricted activities.
- V. Apply for CNO scholarship and other benefits as they are established.
- VI. Other Rights as provided under common parliamentary and statutory laws

Expectations :

It is an expectation of CNO that

1. each constituent member will have articles of Incorporation and a Constitution and bylaws in harmony with CNO.
2. Each constituent member's functions and purposes will be congruent with the functions and purposes of CNO.

Responsibilities

Member Associations are responsible for:

1. Timely payment of assessed dues
2. The promotion of CNO Day - October 26- through appropriate fundraising activities. Contributions to be sent to CNO Treasurer.
3. Assume responsibility for the visit of the Regional Director or other CNO Board member if the country requests the visit, but may assist if the Officer chooses to visit.

ARTICLE 111**BOARD OF DIRECTORS AND DUTIES OF THE BOARD****SECTION 1**

The Executive Officers of the CNO shall be the President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer

The above officers shall comprise the Executive Committee and shall have the power to transact emergency business between Board meetings. All such transactions shall be reported at the next meeting of the Board.

The Board of Directors shall consist of the Executive Officers, the Immediate Past President and the four (4) Regional Directors.

SECTION 2

The CNO Board of Directors shall:

1. Transact business of the CNO in the interim between Biennial Conferences.
2. Establish major policies governing the affairs of the organization
3. Appoint Special Committees as the need arises
4. Have the power to fill vacancies occurring save and except the office of the President
5. Decide upon the time and the place of the Biennial Meeting and Conference
6. Provide for the review of all accounts, payments of legitimate expenses and for the proper care maintenance of all property and effects of the CNO, and designate the bank in which funds shall be deposited.
7. Administer and manage such dues, bequests, funds and other financial monetary transactions in the name of CNO
8. Have the power to appoint a representative or observers from the CNO to attend meetings of other organizations.
9. Approve the budget for presentation at the Biennial Conferences
10. Establish job descriptions and policies governing personnel in the employment of the CNO
11. Seek new members
12. Be responsible for the promotion and publicity of the CNO
13. Be responsible for the subscription, production and circulation of the CNO CHRONICLE and CNO Newsletter.

ARTICLE 1V

OFFICERS AND DUTIES OF OFFICERS

SECTION 1

The Executive Officers of the CNO shall be the President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

The Executive Officers and the Regional Directors shall be elected at each Biennial Meeting and Conference and shall constitute the Board of Directors of the CNO.

In the event a vacancy occurs, the President with the approval of the Board may appoint a successor to serve out the remainder of the term of office
The Chairman of the Nominating Committee is elected at each Biennial Meeting.

The Executive Secretary and Public Relations Officer (PRO) shall be appointed at the Biennial Conference by the Board of Directors and must reside in country where the headquarters is located to work at the secretariat during the biennium and at the Biennial Conferences. These Officers are not members of the CNO Board.

SECTION 2

No Officer of the Board of Directors shall serve in the **same office or a combination of offices** for more than three (3) consecutive terms.

The Immediate Past President shall serve for one (1) term after demitting office.

The out-going Treasurer shall be available to the new CNO Board for a further three months after demitting office, to provide guidance or to complete any financial transactions and shall submit a final updated report at the end of the three months period.

SECTION 3

Role and Functions of the President

The President shall be the Chairperson of the Executive Committee and the Board of Directors of the CNO. He/ she shall:

1. Preside at all meetings of the CNO
2. Appoint tellers at all Biennial Conferences

3. Be an ex-officio member of all Standing committees, except the Nominating Committee.
4. Appoint with the approval of the Board, all Special Committees not otherwise specifically named in this Constitution.
5. Deliver a Biennial address and perform such other duties as are consistent with the office.
6. Serve as the organization's representative to governmental and non-governmental agencies and to other local, regional groups, bodies and conferences.
7. Serve as the official spoke person of CNO to the media.
8. Assume such duties as may assigned by the Board of Directors

SECTION 4

The Vice President shall:

1. Assist the President in his or her duties
2. Assume and perform the duties of the President in his/her absence, and other duties as assigned by the President.
3. Oversee Standing Committees as assigned by the President and or the Board.

The Secretary shall:

1. Keep minutes and records of all meetings on the CNO Executive Committee and Board of Directors;
2. Prepare and present reports to the Board of Directors of all business occurring between conferences and Board meetings.
3. Manage the correspondence of the CNO
4. Notify all Executive Officers, Regional Directors and Standing Committee members of their respective appointments
5. Assume such other duties as may be assigned by the Board of Directors.

SECTION 6

The Assistant Secretary shall:

1. Assist the Secretary in his or her duties
2. Record minutes of Board and Business meetings
3. Assume duties of the Secretary in his/her absence
4. Carry out such duties that may be delegated by the President or Secretary
5. Assume such duties as may assigned by the Board of Directors.

SECTION 7

The Treasurer shall:

1. Prepare and present at the Biennial Meeting a projected budget for a two-year period of estimated income and expenses for the incoming Biennium based on the Strategic Plan.
2. Receive and have charge of all funds of the CNO
3. Deposit such funds in a bank approved by the Board of Directors and with the approval of the President pay all bills and claims made against the funds of the CNO.
4. Keep an itemized account of all disbursements and receipts
5. Present a written report of all accounts at Board meetings
6. Send notices of payments of dues at specified time
7. Submit all accounts for audit and present the audited report to the Biennial Meeting and Conference
8. Serve a chairperson of the Finance and Fund-raising Committee.
9. Assume such duties as may assigned by the Board of Directors

SECTION 7

The Assistant Treasurer shall:

1. Assist the Treasurer in his or her duties
2. Assume duties of the Secretary in his/her absence
3. Be responsible for Fundraising Activities for CNO
4. Assume such duties as may assigned by the Board of Directors

SECTION 8

Upon retirement, their successor, all CNO property and effects in their possession at the hand over meeting during the close of the Biennial conference

Upon resignation, all out-going officers shall deliver to the CNO President all CNO property and effects in their possession within one month following resignation.

The out-going Treasurer will conclude all financial transactions and submit his updated report and final statements within three (3) months after the close of the Biennial meeting.

ARTICLE V

REGIONAL DIRECTORS AND THEIR DUTIES

SECTION 1

Each CNO Region shall have a Director elected by the delegates of member Association of that Region at each Biennial Conference.

SECTION 2

The Regional Directors shall:

1. Be the link between the CNO Board and the CNO Members

2. Maintain liaison between the Nurses' Associations in their Regions and the Board of Directors of the CNO
3. Collect information news, activities of nurses and any data of interest from their Region to share with the Board of Directors
4. Help the various committees of the CNO with their activities
5. Visit if possible, the nurses associations in their assigned Region at least once, and no more than twice during the Biennium.
6. Advise and assist associations in developing professional and socio-economic programmes.
7. Assume any other duties that may be assigned by the Board of Directors.

ARTICLE VI

STANDING AND SPECIAL COMMITTEES

SECTION 1

The CNO Standing Committees shall:

- A. Be appointed by the Board of Directors at each CNO Biennial Meeting and Conference. The Chairmen of the Standing Committees shall be the members of the CNO Board. The Chairmen may solicit and co-opt other members to their respective committees.
- B. Serve for two years or until their successors are appointed
- C. Assume such duties as are specified in this Constitution and perform such other duties as may be assigned by the Board of Directors.

SECTION 2

Standing Committees shall consist of at least three (3) persons.

SECTION 3

The following shall be the Standing Committees of the CNO : Finance and Fund Raising, Education, Research and Professional Development, Nomination, Constitution, Crisis Intervention, Editorial/ Archives and Benevolent.

SECTION 4

The Chairperson of each committee shall:

- A. Prepare with the members a programme of activities for the Board of Directors
- B. Notify the President and Board by the first CNO Board Meeting of the activities of the committee.
- C. Keep minutes of all meetings of the standings committee and report to the Board Meetings and to the CNO Biennial Meeting and Conference.
- D. Send a written report of the committee's action to the President and Secretary at least two months before the Biennial Conference
- E. Appoint voluntary consultants and sub-committees as deemed necessary by the Committee.

SECTION 5

The Constitution Committee shall:

- a. Between Biennial Conference review the constitution and bylaws
- b. Receive and review from members draft proposed amendments as for presentations to the Board of Directors and
- c. Circulate by mail the proposed amendments to the membership at least two months before the Biennial Conference.
- d. Receive from the members a copy of their constitution for CNO records
- e. Advise Nurses' Association of the region with respect to their constitutions, so that they may be in consonance with the policies of the CNO.

SECTION 6

The Finance and Fund Raising Committee shall:

- a. Prepare a budget for a two- (2) year period.
- b. Advise as to the allocated expenditure and report to the Board
- c. Prepare grants and proposals for funding
- d. Raise funds for development of CNO.

SECTION 7

The Education, Research and Professional Development Committee shall:

1. Encourage and stimulate the educational development of nurses at the basic, post-basic and post-graduate levels
2. Monitor trends in nursing and health care and disseminate related information
3. Assist member Associations and Special Interest Groups in identifying and addressing educational needs
4. Promote the interest and socio-economic welfare of practitioners in all areas of nursing
5. Facilitate research among caribbean nurses

SECTION 8

Crisis Intervention Committee shall:

1. Make contact with local NNA in cases of disaster, labor unrest or other crisis
2. Make an assessment of the situation
3. Develop or assist in the development of an action plan for relief /resolution
4. Report to the CNO President

5. Mobilize and coordinate resources to the particular area
6. Monitor and evaluate the implementation of the action plan

SECTION 9

Editorial /Archives Committee Shall:

1. Communicate with the Regional Director and NNA to request for articles for publication
2. Produce the CNO Quarterly Newsletter (January, April, July, October)
3. Disseminate the Newsletter and any CNO or other publication to the NNAs and other stakeholders
4. Research and update the CNO Historical documents
5. Produce the CNO CHRONICLE

SECTION 10

Benevolent Committee shall:

1. Identify a liaison in each country for sick/injured and retired nurses
2. Notify and recommend to the Board of Directors ways to assist such nurses
3. Submit information on retirement, illness, obituaries to the editorial Committee for the newsletter and for presentation at the Biennial Meeting.

SECTION 11

Special Committees

1. A Special Committee of not less than three (3) members shall be appointed by the CNO Board as needed
2. Special Committees shall serve from the time of their appointment until completion of the project for which they were appointed.

SECTION 12
Retiring Committees

Each retiring committee chairperson and member shall deliver to the successor all property, records and effects of the Committee at the CNO at the Biennial Meeting and Conference.

ARTICLE V11
NOMINATION AND ELECTIONS

SECTION 1

1. The Nominating Committee shall be elected at each Biennial conference.
2. The Nominating Committee implement the policies and procedures for nominations and elections as established or provided for in the CNO Constitution and By-laws.

SECTION 2

1. The Nominating Committee shall issue to each member Association the prescribed forms for nominations, not less than nine months prior to the scheduled date of a CNO Biennial Meeting and Conference.
2. The Nominating Committee shall prepare a slate of qualified candidates for each office.
3. If a slate is not realized by the date of the return of the nomination form, further nominations shall be sought from NNAs, but only for the vacant positions on the slate.
4. If at the Biennial Meeting there are still vacant positions on the slate, then nominations shall be asked from the floor, but only for the vacant positions.
5. The Chair of the nominating Committee shall read the slate to the Delegates

SECTION 3
Election Policy

1. Each NNA attending and entitled to vote is entitled to two votes at the Biennial Meeting and Conference.
2. In the event that the Association is represented by one (1) Delegate, the one Delegate shall cast two (2) votes.

3. Elections for Executive Officers, Regional Directors and the Nominating Committee to serve for two years or until their successors are elected shall be held at each Biennial Meeting and Conference
4. Elections shall be by written secret ballot
5. Polls shall be opened and shall remain open for such time as specified by the CNO Board.
6. A plurality vote shall constitute an election
7. All nominees for election must be present at the Biennial Meeting.

SECTION 4 **Election Procedure**

1. On the first day of the Biennial Meeting and Conference, the CNO President shall appoint a Chief Teller and a panel of Tellers.
2. No teller shall be a voting Delegate or nominee for elections.
3. The Tellers shall
 - (a) prepare a Ballot from the slate of the Nominating Committee
 - (b) serve as inspectors of elections
 - (c) tally the ballots
 - (d) prepare and sign a tally report
4. The Chief Teller shall present a tally report (which has been signed by all Tellers) to the Delegates.
5. The Chief Teller then hand the report to the CNO President who announces the winning candidates.
6. The Chief teller upon instruction by the President, shall destroy the sealed Ballots from the previous Biennial Election.
7. All ballots sealed in an envelope, and other records of election shall be preserved by the CNO Secretary until the following Biennial Meeting and Conference.

ARTICLE V111
MEETINGS

SECTION 1
Biennial Meeting

The CNO shall hold a Biennial Meeting and Conference at such time and place as determined by the CNO Board of Directors

SECTION 2
Place of the Biennial Meeting

The place of the Biennial Meeting and Conference shall be by written invitation of a member Association and approved by the CNO Board of Directors prior to the next Biennial Meeting and Conference.

SECTION 3
Order of Business of the Biennial Meeting

1. The order of business for each Biennial Meeting shall be forwarded to members two months in advance of the Meeting
2. The order of Business of the Biennial Meeting shall be
 - (a) Prayers
 - (b) Welcome and Greetings
 - (c) Establishment of the quorum
 - (d) Agreement of the agenda for each day of the Biennial Meeting
 - (e) Recognition of the departed members
 - (f) Ratification of the Minutes of the previous Biennial Meeting
 - (g) Matters arising from the minutes
 - (h) President's report
 - (i) Financial report
 - (j) Regional Directors' reports
 - (k) Chairmen of Standing and Special Committees reports
 - (l) Prepared Estimated budget for the ensuing biennium
 - (m) Programme of activities for ensuing biennium
 - (n) Appointment of the panel of Tellers
 - (o) Presentation of the slate of nominees
 - (p) Next Biennial Meeting site
 - (q) Elections of Officers
 - (r) Appointment of Officers
 - (s) CNO Secretariat/Headquarters

- (t) CNO Awards and next Selection country
- (u) New Business

SECTION 3

Regular and Special CNO Board Meetings

- A. Meetings of the CNO Board of Directors shall take place immediately preceding and following each Biennial Meeting and Conference and once in each year of the biennium.
- B. Special CNO Board Meetings may be held upon request of the President or upon resolution of the Board, at such time and place as determined by the President.
- C. A Briefing Meeting for voting Delegates shall be held the day prior to the commencement of the Biennial Meeting.

SECTION 4

Standing and Special Committee Meetings

- A. Meetings of the Standing Committees shall be held as soon as possible preceding and immediately following a Biennial Meeting and Conference.
- B. CNO Board members shall be the chairpersons of the Standing Committees.
- C. Chairpersons of Committees shall maintain by correspondence and by any means of communication with their committee members.

ARTICLE 1X **QUORUM**

SECTION 1

Board Of Directors

Two thirds of the Board of Directors, one of whom shall be the CNO President, two Executive Officers and two Regional Directors shall constitute a quorum at a Board of Directors Meeting.

SECTION 2

Meeting of the Executive Committee

Three Executive Officers, one of whom shall be the President shall constitute a quorum at an Executive Committee Meeting.

SECTION 3

Five CNO Board of Directors Members and the Delegates present in good standing with CNO shall constitute a quorum for any transactions of business at a CNO Biennial Meeting.

ARTICLE X
AMENDMENTS

SECTION 1

All proposed amendments shall be forwarded to the Chairman of the Constitution Committee at least four (4) months prior to the date of the Biennial Meeting and Conference.

SECTION 2

The Chairman of the Constitution Committee or the CNO Secretary shall forward a draft of the proposed amendments to all members of the CNO at least two months prior to the date of the Biennial meeting and Conference.

The CNO Members shall forward any comments to the amendments for consideration to the CNO Secretary or the Chairman of the Constitution Committee at least one month prior to the date of the Biennial Meeting.

The Constitution with the amendments will be ratified by the House of Delegates at the first Business meeting of the Biennial Meeting and Conference and will take immediate effect.

ARTICLE XI
PARLIAMENTARY AUTHORITY

SECTION 1

The CNO Board of Directors will appoint a Parliamentarian prior to each Biennial Meeting and Conference. The Parliamentarian may be selected from the host country of the Biennial Meeting and Conference or may be a participant at the CNO Biennial meeting and Conference, and willing to serve CNO in that capacity.

SECTION 2

Robert's Rules of Order (Newest revised edition) shall govern the Biennial meetings of CNO in all cases where they are not inconsistent with the CNO Constitution and By-laws or other regulations.

**CONSTITUTION AND BY-LAWS OF THE
CARIBBEAN NURSES ORGANIZATION**

The CNO Constitution and By-laws
was approved by the CNO House of Delegates
at the CNO 25th Silver Biennial Meeting
and Conference in the Commonwealth of the Bahamas,
and takes effect thisday of October 2006.



President

Secretary

Chairman of the Constitution Committee

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