

By-laws of New Hampshire Nurse Practitioner Association

Name

The name of this organization shall be the New Hampshire Nurse Practitioner Association (NHNPA).

Location

NHNPA is a non-profit corporation incorporated under the laws of the state of New Hampshire. The principal place of business shall be in the State of New Hampshire.

Purpose

The purpose of NHNPA, as a state professional membership organization for Advanced Practice Registered Nurse Practitioners (APRNs of all specialties) is to lead APRNs in transforming patient-centered healthcare. We provide opportunities for education, networking and advocacy to benefit advanced practice nurses in the State of NH. Furthermore, the organization shall seek to enhance the professional image of advanced practice nursing among consumers and providers of health care.

Membership

APRN Members: APRN Members shall have successfully completed an APRN program and/or maintain certification as an APRN with a nationally approved certifying body.

APRN Members shall have the right to vote and serve on the Board of Directors.

Student Members: Student Members shall be enrolled in an entry-level program that prepares APRNs. Student Members do not have the right to vote or serve on the Board of Directors.

Associate Members: Associate Members shall be any person who is not an APRN and is interested in fostering the mission of the organization. Associate Members do not have the right to vote or serve on the Board Of Directors.

Retired Members: Retired Members shall be a retired APRN and is interested in fostering the mission of the organization. Retired Members may vote and serve on the Board of Directors.

Admission To Membership: Memberships are annual and expire one year after they are activated. The NHNPA does not discriminate on any basis including but not limited to race, color, creed, gender, national origin, disabilities or sexual orientation.

Annual Dues and Fees: The annual dues and other fees shall be determined and approved by the Board of Directors.

Meeting of the Members: An annual meeting of the Members shall be held in conjunction with the annual conference or at a time and place as determined each year by the Board of Directors.

Other meetings of the general membership may be called by the President upon ratification by the Executive Committee. Special meetings of the Association must be called by the President upon request of one-third (1/3) of the Members.

Quorum for Membership Meeting: Any meeting of the Association members, shall constitute a voting body. A minimum of fifty (50) voting members must be present at a properly called meeting in order to conduct the business of the NHNPA.

Participation in a Meeting By Electronic Device: A member may participate in a meeting by means of telephone conference, video conference or other communication equipment enabling all members participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Notice: Notice of any meeting of the Members shall be provided to each Member by mail, facsimile, e-mail or any other electronic communication as is determined by the Board, not later than seven (7) calendar days prior to the day on which the meeting is to be held.

Notice of any meeting of the Members need not be given to any member, however, if waived by him, her or it in writing or by email or facsimile, whether before or after such meeting be held, or if he or she shall be present at such meeting, unless his, her or it's attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the members shall be a legal meeting without notice thereof having been given, if all of the Members shall be present thereat.

Presiding Officers: Meetings of the Membership shall be presided over by the President, or if absent, the President-Elect, or if absent, by a member elected by a majority of the Executive Committee participating in the meeting.

Board of Directors

The Board of Directors of the Association shall have the general oversight of the Association and are hereby vested with all the powers possessed by the association itself, so far as this delegation of authority is not inconsistent with the laws of the State of New Hampshire or with these by-laws.

As the governing body of the organization, members of the Board of Directors shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions.

An Executive Director shall discharge the director's duties, which are outlined and evaluated by the Executive Committee. The Executive Director is responsible for the day-to-day management of the association at the direction of the Executive Committee.

Composition:

Executive Committee: The Members of the Executive Committee of the Association shall be: a President, President-Elect, Past President, Secretary, Treasurer, Member-at-Large, Chair of the Conference Committee, and Chair of the Government Affairs Committee. The Association's Executive Director shall be a non-voting member of the Executive Committee

Non-Voting Members of Board of Directors: Past-President, Co-chair of the Conference Committee, Chair of Special Events Committee, the Regional Coordinators and the AANP State Representative.

Terms: The Secretary, Treasurer and Member-At-Large shall serve for a term of two year term and not serve more than three (3) elected consecutive terms in the same position. They may be re-elected after the lapse of one year.

Committee chairs and non-voting members of the Board do not have term limits.

Terms for all positions will begin at the first meeting of the Board of Directors following elections.

Requirements: All members of the Board of Directors must be full association members and either a resident of or employed in the State of New Hampshire.

Quorum: A simple majority of the Executive Committee shall be necessary to constitute a quorum at any regular or any special meeting of the Executive Committee. A lesser number may meet, but may not conduct official business.

In the event a member of the Executive Committee is unable to participate in an official meeting of the Executive Committee, the member shall not have the right to have another person attend and/or vote on their behalf.

Participation in an Meeting By Electronic Device: A member of the Board of Directors may participate in a meeting by means of telephone conference, video conference or other communication equipment enabling all members participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Presiding Officers: Meetings of the Board of Directors shall be presided over by the President, or if absent, the President-Elect, or if absent, by a member elected by a majority of the Executive Committee participating in the meeting.

Election and Appointment of Board of Directors

Nomination Process: The call for nominations for elected positions of the organization shall be published or called for at the annual meeting. The Nominating Committee will be responsible to establishing the slate of candidates.

Election Process: A slate of candidates for elected positions will be provided by Nominating Committee (defined below) at the annual meeting. All Members will be eligible to vote. Voting shall be a show of hands. A plurality vote shall be sufficient for election. The following positions are elected: President-Elect, Secretary, Treasurer, Member-At-Large and Chair of Government Affairs Committee.

After two years as President-Elect she/he will serve two years as President followed by one year as Past-President.

Appointment of Committee Chairs, Committee Co-Chairs and Regional Representatives: Shall be solicited from the membership and appointed by the President in consultation with the Executive Committee. Appointments for positions will occur during or at the first meeting of the Board of Directors after the elections.

Executive Committee

President: Serves for a two year term; automatically assumes office following service as President-Elect.

President-Elect: Two year term elected in even numbered years; automatically assumes office of President's term or a vacancy in the office of President, and will fulfill the remainder of the President's term.

Immediate Past-President: One year term; automatically assumes office following service as President.

Secretary: Two year term elected in odd numbered years.

Treasurer: Two year term elected in odd numbered years.

Member-At-Large: Two year term elected in even numbered years.

Chair - Government Affairs Committee: Two year term elected in odd numbered years.

Chair - Conference Committee: Two year term appointed on even numbered years.

Additional Members of Board of Directors

Regional Coordinators: One year terms appointed annually.

Co-chair of the Conference Committee: Two year term appointed on even numbered years.

American Academy of Nurse Practitioners Representative: One year term appointed by AANP.

Chair - Special Events Committee: Two year term appointed on even numbered years.

Regional Coordinators: One year terms appointed annually.

Co-chair of the Conference Committee: Two year term appointed on even numbered years.

American Academy of Nurse Practitioners Representative: One year term appointed by AANP.

Chair - Special Events Committee: Two year term appointed on even numbered years.

Vacancies

Vacancies: In the event a vacancy occurs in any position of the Board of Directors due to change in status or otherwise, such position shall be filled in the following manner:

President: The President-Elect shall accede to the position for the completion of that term. The individual shall then continue to serve as President for a two-year term, which they would otherwise have served had the vacancy not occurred. The Executive Committee shall appoint a temporary President-Elect to serve until the next regular election for President-Elect.

Other Vacancies: The Executive Committee shall appoint replacements from recommendations of the Nominating Committee for all other vacancies. The appointed member of the Board of Directors shall stay in said office for the remainder of the term that was vacated.

Removal of Elected Officers

In the event that a Member of the Board of Directors violates the bylaws of NHNPA or fails to perform the duties of obedience, loyalty and due care attendant to the office, then the disinterested members of the Executive Committee shall provide the officer in question with a written notice stating the specific reasons for removal or expulsion, and provide the officer or staff an opportunity to respond to the allegations in writing. Upon written request, such Board Member is entitled to a hearing before the Executive Committee in accordance with rules established by the Executive Committee.

If the Board Member does not choose to resign, then a quorum of Association members may, at a meeting called for such purpose, vote to remove from office any Member of Board of Directors elected or appointed by them. Final written notice of the removal decision will then be provided by the Executive Committee to the officer. Any member of the Executive Committee who is removed from office shall be permanently ineligible to serve as an officer to the NHNPA.

Personal Liability of Officers and Directors

Each member of the Board of Directors shall be indemnified by the Association against personal liability to the Association for monetary damages for breach of fiduciary duty as a Director or Officer, or both, except with respect to:

1. Any breach of the duty of loyalty to the association;
2. Acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law or
3. Any transaction from which the Director, Officer, or both, derived any improper personal benefit.

Each member of the Board of Directors shall be indemnified by the Association against personal liability to the Association for monetary damages for breach of fiduciary duty as a Director or Officer, or both, except with respect to:

1. Any breach of the duty of loyalty to the association;
2. Acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law or
3. Any transaction from which the Director, Officer, or both, derived any improper personal benefit.

Committees of the Association

The committees of the Association shall be standing or ad hoc. Each committee, except the Government Affairs Committee, shall have a chair appointed by the President and subject to approval of the Executive Committee, unless the position is specified in the bylaws.

All committees are advisory to the Board of Directors and the staff of the organization. They should work in collaboration with staff, Board and consultants. The Board President and Executive Director (or designated individual) will be a member of all committees.

Committees shall assume such duties as specified in these bylaws or designated by the Board of Directors in creating such committee and as outlined in the policy manual. Each committee shall review its functions annually and submit an annual report to the Board. Additional updates may be requested by the President.

Nominating Committee: The Nominating Committee is a committee of the association, comprised of the Regional Coordinators and the Vice President, who shall convene the first meeting of the committee, at which time a chairperson, shall be selected. The Nominating Committee shall seek nominations from the membership. The Nominating Committee shall present a slate of officers to the membership at the annual meeting. The Nominating Committee shall recommend officers to fill vacancies in the association which occur between annual meetings.

Conference Committee: The Conference Committee is a committee of the Association comprised of a chair, a co-chair and members. The Conference Committee is responsible for planning and coordinating the Annual Conference and submitting monthly reports to the Executive Committee.

Finance Committee: The Finance Committee of the Association, comprised of the Treasurer and other Members, shall oversee all financial matters of the Association. The Finance Committee is responsible for developing and instituting financial policies, creating an annual budget, overseeing monthly financial statements and providing oversight for revenue and expenses.

Special Events Committee: The Special Events Committee of the Association, comprised of the Chair and other Members, shall oversee all special events of the Association including but not limited to NP week and the annual awards ceremony. The Special Events Committee is responsible for development and planning, creating budget, overseeing events and providing future guidance for organizational special events.

Ad Hoc Committees: Chairpersons of ad hoc task forces shall be appointed by the President with consultation of the Executive Committee. Attendance at regularly scheduled Executive Committee meetings may be requested.

Staff and Consultants

Executive Director: The Executive Director is responsible for the day to day administration of the NHNPA. This position holds a seat on the Executive Committee without a vote. The Executive Director serves at the pleasure of the Executive Committee.

Other Staff/Consultants: The duties are at the discretion of the Executive Director. In the absence of the Executive Director, the Executive Committee will assume the responsibilities of the Executive Director.

Amendments

These by-laws may be amended, added to, altered or repealed at any annual or special meeting of the Association members by two-thirds vote of a quorum of the Association, provided notice of the proposed amendment, addition, alteration or repeal is given in the notice of said meeting.

Parliamentary Procedure

Roberts Rules of Order or any other accepted authority shall constitute the ruling authority in all cases in which they are not inconsistent with these bylaws and with any relevant law.

BUSINESS YEAR

The business year of the corporation shall be May first to April thirtieth unless otherwise fixed by resolution of this association.

DISSOLUTION

Upon any dissolution of this Association, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of this association, be paid over to charitable Associations or Corporations serving purposes, which, in the Officers' opinion, most clearly coincides with the founding purposes of the association and qualifying as exempt organizations under the provisions of Section 501(c) (3) of the U.S. International Revenue Code or corresponding provision of subsequently enacted Federal Law. No part of the net assets or net earnings of this association shall inure to the benefit or be paid or distributed to an officer, director, member, employee or donor of the association.

Revised and effective:

This 7th day of May 2015

This 4th day of May 2018

This 12th day of April 2019

This 9th day of April 2020