



## **National Association of Pediatric Nurse Practitioners Bylaws**

### **ARTICLE I - NAME**

The name of this Association shall be National Association of Pediatric Nurse Practitioners incorporated under the Ohio Revised Code Chapter 1702, and referred to herein as NAPNAP.

### **ARTICLE II - PURPOSE**

The purpose of NAPNAP, an Association of pediatric focused nurses in advanced practice, is to promote health for infants, children, adolescents and young adults through role advancement, professional development and advocacy.

### **ARTICLE III - OBJECTIVES**

1. To develop and promote standards of PNP practice that ensure cost effective, accessible, quality health care.
2. To support standardization and accreditation of programs that prepare the pediatric nurse practitioner.
3. To advocate for quality child health care and support measures that ensure quality child health.
4. To make available a forum for continuing education for its members.
5. To participate in the development and implementation of certification and certification maintenance programs for PNPs as a charter member organization of the Pediatric Nursing Certification Board (PNCB).
6. To monitor legislation affecting PNP role, education and practice, and pertinent health care issues and respond proactively.
7. To facilitate effective collaboration between PNPs and other health care professionals.
8. To promote publication of scientific journals, newsletters and other communications pertinent to the objectives of NAPNAP.
9. To maintain pertinent data for reference and assistance in matters pertaining to the profession or its practice.

10. To promote research regarding PNPs and health care of infants, children, adolescents and young adults.
11. To facilitate an exchange of information between employment-seeking PNPs and prospective employers.
12. To educate employers of PNPs and others regarding the value of responsibilities assumed by the PNP.
13. To engage in public relations efforts with PNP professionals, health care consumers, and other children's health promotion organizations.

#### **ARTICLE IV - MEMBERSHIP**

Section A. Active members have the privilege of voting, holding office, serving on the Executive Board and serving on committees. Persons eligible to apply for membership in this membership category shall include:

1. PNPs, school nurse practitioners, family nurse practitioners, neonatal nurse practitioners who are eligible for certification or who have been certified by the Pediatric Nursing Certification Board (PNCB), the American Nurses Credentialing Center (ANCC), the National Certification Corporation (NCC), American Academy of Nurse Practitioners (AANP), or other agencies recognized by the National Commission for Certifying Agencies.
2. Clinical Nurse Specialists (Registered Nurses who have completed a Master's Degree in Nursing Program with a pediatric component) who are eligible for certification or who have been certified by the Pediatric Nursing Certification Board (PNCB), the American Nurses Credentialing Center (ANCC), the National Certification Corporation (NCC), or other agencies recognized by the National Commission for Certifying Agencies.
3. Registered nurse faculty members who prepare professionals as delineated in #1 and #2.
4. Registered Nurses who have completed a course which follows the American Nurses Association-American Academy of Pediatrics 1971 Guidelines on Short-Term Continuing Education Programs preparing the PNP.
5. Registered nurses who are practicing as PNPs and were educated prior to the 1971 guidelines.
6. Registered Nurses who otherwise qualify for active membership but who reside outside the United States and its territories and who submit proof of licensure or registration in the nurse's native country and/or state.

Section B. Persons eligible to apply for membership in the associate member category shall include:

Any persons interested in fostering the objectives of the Association. Associate members shall not have the right to vote or hold office, but may serve on committees or participate in Special Interest Groups in accordance with SIG policy

Section C. Persons eligible to apply for membership in the student member category shall include:

Registered nurses currently enrolled in any approved program whose graduates may become active members as delineated in Section A. Student members shall not have the right to vote or hold office.

Section D. Chapter affiliation shall be available to:

A regional group of pediatric nurse practitioners shall be entitled to apply to NAPNAP for recognition as a chapter of NAPNAP, provided that the group's organizing documents are consistent with those of NAPNAP, all of the group's members are and are required to remain members of NAPNAP, and the group complies with other requirements for chapters established by the Executive Board. Status as a NAPNAP chapter shall be contingent upon a regional group's continued adherence to requirements established by the Executive Board and shall be subject to termination by the Executive Board in accordance with procedures established by the Executive Board.

Section E. Special Interest Group (SIG) membership shall be:

Any group with interest in a specific clinical area or patient population organized and functioning within the scope of the Constitution and Bylaws of NAPNAP must be approved by the Executive Board, according to the guidelines established by the Executive Board. A SIG is not required to be incorporated. Establishment of a SIG shall require application approval by the Executive Board. SIG dues must be approved by the NAPNAP Executive Board. A SIG may be dissolved by the Executive Board at any time.

Section F. Sustaining members shall be:

An individual, group of individuals, organization, agency or institution recognized by the Executive Board as aiding the Association in achieving its goals by contributing financial support. Sustaining membership does not confer voting privileges nor does it require active participation in ongoing NAPNAP activities.

Section G. Honorary Member shall be:

Any person who is not eligible for active membership but has rendered distinguished or valuable service to NAPNAP and/or its official publications and who is elected to honorary membership

by a unanimous vote of the Executive Board. Honorary members shall retain all rights of membership except for the right to make motions or vote.

Section H: Emeritus Member shall be:

An active member who has met criteria established by the Executive Board to recognize distinguished and valued service to NAPNAP. Emeritus members shall retain all rights of membership, including the right to make motions and vote.

Section I. Retired members shall be:

Any active member who has reached the age of 62 and is retired shall be granted retired status. The Executive Board may grant retired status to an individual who has been an active member and has been retired due to substantial health problems. Retired members are granted all the rights and privileges delineated in Section A herein.

Section J. Dues

Membership dues shall be established by the Executive Board.

Section K. Termination

Active membership shall be automatically terminated upon (1) the resignation of the member, (2) the revocation or the suspension of a member's license or registration as a registered nurse, or (3) non-payment of membership dues. Membership may also be terminated by the Executive Board if it determines a member has violated these bylaws or engaged in conduct that violated the objectives of the Association or is injurious to it, provided, however, that such member shall first be given thirty days written notice of the charges and a hearing before the Executive Board.

Section L. Voting Rights

Voting rights shall begin on the date at which Active Membership is established.

**ARTICLE V - OFFICERS**

Section A. Number, Election, Terms and Qualifications

The officers shall be a President, a President-elect, a Secretary, and a Treasurer. Officers shall be elected by and from the Active membership of the Association. The President-elect shall be elected annually. The President and President-elect shall hold office for a term of one (1) year; after one (1) term as President-elect, that officer shall automatically assume the office of President for a term of one (1) year. The individual having served as President shall serve as Immediate Past President on the Executive Board for a term of one (1) year. The Secretary and Treasurer shall be elected, on a rotating basis, to serve for a term of two (2) years, or until their respective successors have been duly elected and qualified. The Secretary and Treasurer shall not hold the same office for more than two (2) consecutive terms. An officer shall have been a

member of the Association for at least (2) years prior to election to office and shall have been active in national committee work or a chapter officer

#### Section B. Duties of Officers

Unless stated otherwise herein, officers shall perform those duties prescribed by law, the Articles of Incorporation, these bylaws, and the Executive Board.

The Executive Board has authority to remove, with or without cause, and authority to fill vacancies, except in the office of President-elect, which would be filled through a special election.

#### Section C. President

The President shall be the chief elected officer of the Association, preside at meetings of both the Assembly and the Board, implement such parliamentary rules as are necessary and serve as the spokesperson for the Association. The President shall cause policy made by the Executive Board to be implemented, appoint all committees and the chairperson thereof; serve as an ex-officio member of all standing committees except on the Nominations Committee; and perform and discharge all duties incident to the office of President.

#### Section D. President-elect

The President-elect shall perform the duties of the office of President in the absence of the President or during the President's inability to act. The President-elect shall also serve as Membership Chair. When acting in the absence of the President, the President-elect shall have all the powers of, and be subject to all of the restrictions placed upon, the President. The President-elect shall automatically assume the office of President for the ensuing year

#### Section E. Immediate Past President

The Immediate Past President shall also serve as Nominations Chair.

#### Section F. Secretary

The Secretary shall keep, or cause to be kept at the National Office, a book of the minutes of the meetings of the Association and the Executive Board. The Secretary shall also keep, or cause to be kept at the National Office, the charter of incorporation, Bylaws, seal of the Association, the membership roster of active and inactive members, and shall, in general, perform all duties incident to the office of Secretary.

#### Section G. Treasurer

The Treasurer shall be responsible for monitoring the financial stability of the Association; acts as Chair of the Finance Committee and plans for future financial stability of the Association.

## **ARTICLE VI - MEMBERSHIP MEETINGS**

### Section A. Annual and Regular Meetings

The annual business meeting of the membership shall be held in conjunction with the Annual Conference at such location within or outside the State of Ohio as determined by the Executive Board. Other regular meetings shall be held as determined by the Executive Board. Written notice of the time and place of the annual meeting shall be given at least ninety (90) days prior to the meeting. Written notice of time and place of any other regular meeting shall be given at least ten (10) and no more than sixty (60) days prior to the meeting.

### Section B. Special Meetings

Special meetings of the members may be called by the President, the Executive Board or one-third of the Active members. Written notice of the time and place of any special meeting, which notice specifies the purpose or purposes for which the meeting is called, shall be given at least ten (10) and no more than sixty (60) days prior to the meeting.

### Section C. Quorum

A quorum for a membership meeting shall be those members present and entitled to vote at such meeting. The Executive Board may determine that any matter which could be voted upon at a membership meeting may be voted upon by mail or by authorized communications equipment, as defined under Ohio law, including without limitation by electronic mail, provided that, in order for the matter to be approved, it must receive the affirmative vote of the number of voting members which would be required for approval at a meeting at which all voting members were present.

## **ARTICLE VII - ELECTIONS**

Section A. The election of officers shall be conducted by mail ballot or by authorized communications equipment, as defined under Ohio law, including without limitation electronic mail ballot. The Nominations Committee shall prepare a list of nominees for all positions where the term of that position will begin on the first day of July of that year for the Officers, Clinical Practice Chair (who serves a two (2) year term) and Communications Chair (who serves a two (2) year term) and shall be elected in each odd numbered year), Chapters' Coordinator (who serves a two (2) year term), and Professional Issues Chair (who serves a two (2) year term), and shall be elected in each even numbered year), and Nominations Committee member who is elected annually and serves a two (2) year term.

Section B. Ballots bearing all nominations for office, statements of goals and biographies of nominees, and instructions for voting shall be sent to all eligible voting members. In order to be counted, a ballot must be received at the address specified on or before the date specified on the ballot. An independent organization, appointed by the Board, shall count the ballots, certify the count, and notify the President, Nominations Committee Chair, and the Chief Executive Officer

of the results of the election. The President shall then notify all candidates of the election outcome.

Section C. The candidate receiving the highest number of votes for a particular office shall be declared elected. In the case of a tie vote, the election shall be decided by secret ballot of the Executive Board.

Section D. All ballots shall be kept by the Association for at least (30) days following an election.

Section E. Newly elected Officers, Nominations Committee members, Chapters' Coordinator and Committee Chairs serving on the Executive Board, shall assume office on July first (1st).

## **ARTICLE VIII - EXECUTIVE BOARD**

### Section A. Composition

The Executive Board shall consist of the elected officers (President, President-elect, Secretary and Treasurer), the Immediate Past President, the Chapters Coordinator, and the chairs of the Certification, Education, Health Policy, Communications, Professional Issues, Research and Clinical Practice Committees.

The Education Chair, Research Chair, and Health Policy Chair shall be appointed by the President and approved by the Executive Board to serve a two-year term. The Certification Chair shall be appointed by the President and approved by the Executive Board to serve a three-year term.

### Section B. Vacancies

In the event of a vacancy on the Executive Board for any reason, the President, with majority approval of the Executive Board, shall appoint a qualified member to the position to fill the uncompleted portion of the term with two exceptions. The President-elect shall fill a vacancy in the office of President. The office of the President-elect shall be filled through a special election process that shall take place within 3 months of the vacancy.

### Section C. Duties

The Corporate powers, affairs, policies and property of the Association shall be exercised, conducted and controlled by the Executive Board. The primary function of the Executive Board shall be to formulate policy of the Association.

### Section D. Obligations

The Executive Board members are obligated to act in a manner consistent with the Conflict of Interest Policy.

#### Section E. Length of Service

No member of the Executive Board shall be eligible to serve more than six (6) consecutive years, provided, however, that no member of the Executive Board shall serve more than four (4) consecutive years in one position with the exception of the Certification Chair, who may serve for up to six consecutive years in that position.

#### Section F. Regular Meetings

Regular meetings of the Executive Board shall be held a minimum of two (2) times annually. One of these meetings shall occur immediately preceding the meeting of the general membership. The Executive Board shall determine the times of the other meetings. Meetings of the Executive Board may be held via conference telephone or other communications equipment pursuant to which all persons can hear each other.

#### Section G. Special Meetings

Special meetings of the Executive Board may be called by the President and shall be called by the President upon the written request of at least five (5) members of the Executive Board, or by a majority of the members if the total membership is less than six (6). Notice of a special meeting shall be given personally by the President or by mail, telephone, facsimile or electronic mail. Notice of the meeting shall describe the business to be conducted; no other business shall be taken up during the special meeting.

#### Section H. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if it is authorized and approved in a writing signed by each member of the Executive Board. Any such writing shall be filed with the minutes of the Executive Board.

#### Section I. Quorum

A simple majority of the members of the Executive Board shall be necessary to constitute a quorum at any regular or any special meeting of the Board.

#### Section J. Removal of a Board Member

Any officer or Board member who is absent from two (2) consecutive Board meetings without excuse may be removed from the Executive Board by a majority vote of the Board.

### **ARTICLE IX - COMMITTEES**

#### Section A. Executive Committee

The Executive Committee shall consist of elected officers (President, President-elect, Secretary, Treasurer) and Immediate Past President of the Association. The committee shall meet between

meetings of the Executive Board as determined by the President or as directed by the bylaws herein.

#### Section B. Standing & Special Committees

Unless specified otherwise in these bylaws, all standing and special committees shall be authorized by the Executive Board. The composition, terms, powers, and duties of all committees shall be determined by the Executive Board. The President shall be an ex-officio member of all committees except the Nominations Committee. The length of service on a committee shall not exceed six (6) years.

#### Section C. Nominations Committee

1. The Nominations Committee shall be composed of the Immediate Past President who shall serve as chair, two (2) members appointed by the chair to serve a two (2) year term, and two (2) members elected by the membership to serve a two (2) year term. With the exception of the chair, election and appointment shall be on a rotating basis, such that one member is elected and one appointed every year. Individuals are eligible for re-election for one consecutive two-year term.
2. The duties and responsibilities of this committee are as stated in Article VII.
3. The chair of the Nominations Committee shall be responsible for coordinating the activities of the Nominations Committee and overseeing the candidate selection process.

### **ARTICLE X – CHIEF EXECUTIVE OFFICER**

#### Section A. Appointment

The Executive Board may appoint a Chief Executive Officer who shall serve as the chief administrative officer of NAPNAP. Subject to the direction of the Executive Board, the Chief Executive Officer shall in general supervise and control all of the administrative matters, business, and affairs of the Association, and shall implement policy made by the Executive Board. The Chief Executive Officer shall execute all conveyances, notes, contracts or other instruments authorized by the Executive Board.

#### Section B. Authority/Responsibility

The Chief Executive Officer is authorized to act for and on behalf of NAPNAP as follows:

- To provide administrative services by maintaining the offices of the Association with the power to hire, dismiss, or promote employees of the Association in accordance with personnel policies of the Association
- To contract for administrative services and supplies within the fiscal limits decided by the Executive Board

- To delegate to other employees responsibilities he/she deems appropriate for maintaining the administrative services
- To sign on behalf of NAPNAP such items as tax returns, certificates and other documents required by local, state or federal government agencies
- To speak on behalf of NAPNAP regarding policy decisions made by the Executive Board
- To provide representation as determined by the Executive Board to outside organizations.
- To serve as the executive director or chief administrative officer of The NAPNAP Foundation, if so determined by the Executive Board.

The Chief Executive Officer is responsible to the Executive Board for the foregoing activities.

## **ARTICLE XI - GENERAL PROVISIONS**

### Section A. Fiscal Year

The fiscal year of the Association shall be such twelve (12) month period as may be established by resolution of the Executive Board.

### Section B. Contracts

Unless stated otherwise in these bylaws, the Executive Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to special instances.

### Section C. Records

The Association shall implement a record-retention program as dictated by federal and state laws and materials will be retained for legal and practical reasons. The Association shall maintain its records and valuable documents at its principal office. The Association shall archive materials determined to be of historical significance.

### Section D. Financial Accounts

The Association shall keep correct and complete books and records of its accounts. An annual budget shall be developed and approved by the Executive Board. There shall be an annual audit/review of the financial records of the Association by an independent firm in such manner as directed by the Executive Board, the results of which will be reported to the Executive Board in a timely manner.

#### Section E. Disbursements

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed in accord with policies established by the Executive Board.

#### Section F. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks and other depositories as the Executive Board may select.

#### Section G. Restrictions

All policies and activities of the Association shall be consistent with:

- a) applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
- b) applicable tax exemption requirements including the requirement that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

#### Section H. Indemnification

To the fullest extent permitted by law, NAPNAP shall indemnify any current or former officer, director, employee or agent against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding to which such person may be or is made a party by reason of being or having been such officer, director, employee, or agent. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of NAPNAP against liability asserted against or incurred by such person which arises out of such person's status in such capacity, whether or not NAPNAP would have the power to indemnify such person against that liability under law. In no case, however, shall NAPNAP indemnify or insure any person in any instance in which such indemnification or insurance is inconsistent with any provision of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, applicable to corporations described in Section 501 (c) (6) of the Code.

### **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern conduct of meetings of the members, the Executive Board, the Executive Committee and other committees of the Association, but only to the extent to which they are not inconsistent with these bylaws, any policies or procedures adopted by the Executive Board and any statutes applicable to the Association.

### **ARTICLE XIII - AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the voting members, either at a membership meeting at which a quorum is present or by mail or electronic mail ballot, provided

that the proposed amendment shall first have been approved by the Executive Board, and provided further that the proposed amendment shall be sent to all voting members at least 60 days prior to the membership meeting or the due date for ballots to be returned, and provided further that, in the case of a vote other than at a meeting, the proposed amendment receives the affirmative vote of at least a majority of the voting members of the Association.

#### **ARTICLE XIV - DISSOLUTION**

Upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations are paid will be distributed pursuant to a resolution of dissolution adopted in accordance with the provisions of the Ohio Nonprofit Corporation Law, which resolution is consistent with the provisions of the Internal Revenue Code of 1986, as amended, applicable to organizations exempt from federal income tax under Section 501(c)(3) thereof.

Revised and approved March 20, 2009