



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 pediatric advanced practice registered nurse (APRN) practice that ensure cost effective, accessible, quality health care.
2. To support standardization and accreditation of programs that prepare APRNs who provide health care for children.
3. To advocate for quality child health care and support measures that ensure quality child health.
4. To make available forums for continuing education for its members.
5. To monitor legislation and regulation affecting the APRN role, education and practice, and pertinent health care issues and respond proactively.
6. To facilitate effective collaboration between APRNs and other health care professionals.
7. To promote publication of scientific journals, newsletters and other communications pertinent to the objectives of NAPNAP.
8. To maintain pertinent data for reference and assistance in matters pertaining to the profession or its practice.
9. To promote research regarding APRNs and health care of infants, children, adolescents and young adults.

10. To promote career advancement and employment opportunities to and for our members.

11. To increase visibility and promote the role of the PNP and other pediatric-focused APRNs among employers, consumers, and policy makers.

12. To engage in public relations efforts with our healthcare partners, health care consumers, and other children's health organizations.

ARTICLE IV – MEMBERSHIP

Section A. Active Members

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. APRNs who provide health care for children and who have obtained or are eligible for national board certification as an APRN.
2. 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.
3. Registered nurses who are practicing as PNPs and were educated prior to the 1971 guidelines.
4. Registered Nurses or APRNs who otherwise qualify for active membership but who reside outside the United States and its territories and who submit proof of licensure, registration, or certification in the nurse's native country and/or state.

Section B. Associate Members

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. Student Members

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

Section D. Chapter Affiliation

A regional group of APRNs who provide health care for children 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 policies for chapters established by the Executive Board.

Section E. Special Interest Groups (SIGs)

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 policies established by the Executive Board.

Section F. Organizational Members

An organization, corporation, agency or institution recognized by the Executive Board as aiding the Association in achieving its goals by contributing financial support and acting in accordance with the NAPNAP corporate program. Organizational membership does not confer voting privileges nor does it require active participation in ongoing NAPNAP activities.

Section G. Honorary Members

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 Members

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

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 membership is established.

ARTICLE V – OFFICERS

Section A. Number, Election, Terms and Qualifications

The officers shall be a President, a President-elect, an Immediate Past President, 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, President-elect, and Immediate Past President 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.

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 serve as Nominations and Bylaws 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.

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 30 members who are present and entitled to vote at such meeting.

ARTICLE VII – ELECTIONS

Section A. The election of Executive Board members shall be conducted by ballot pursuant to Section B of this Article. The Nominations Committee shall prepare a list of nominees for all positions whose terms will expire.

Section B. Ballots bearing all nominations for office, statements of goals and biographies of nominees, and instructions for voting shall be distributed and counted by an independent election organization, appointed by the Board. The independent organization, shall notify the President and senior executive 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 electronically by the Association for at least (30) days following an election.

Section E. Newly elected Executive Board members 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, Immediate Past President, Secretary and Treasurer, and up to six Members at Large, whose roles are described in the Executive Board policy manual.

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 Executive Board shall have the full power and authority over the affairs of the Association as provided by law and these Bylaws.

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

Members of the Executive Board shall be eligible to serve no more than six (6) consecutive years. Executive Board members may hold one position for no longer than two (2) terms or four (4) years.

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 and speak with each other.

Section G. Special Meetings

Special meetings of the Executive Board may be called by the President or may be called by the President upon the written request of at least five (5) members of the Executive Board. Notice of a special meeting shall be given personally by the President. Notice of the meeting shall describe the business to be conducted.

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 reasonable excuse may be removed from the Executive Board by a majority vote of the Board.

The Board retains the right to remove any Executive Board member for violating the Association's bylaws and/or policies.

ARTICLE IX – COMMITTEES

Section A. Executive Committee

The Executive Committee shall consist of elected officers: President, President-elect, Immediate Past President, Secretary, and Treasurer. The committee shall meet between meetings of the Executive Board as determined by the President or as directed by the bylaws herein. Committee duties are described in the Executive Board policy manual.

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, three (3) members appointed by the President 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 or two members are elected and one appointed every year. Individuals may serve up to two consecutive two-year terms.
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.

Section D. Finance Committee

1. The Finance Committee shall be composed of the Treasurer who shall serve as chair. The Committee is composed of the chair and four members of the Executive Board. Committee members are appointed by the President to serve a one (1) year term for a maximum of four (4) years.
2. The duties of responsibilities of the finance committee are as described in Article V.
3. The Treasurer shall be responsible for coordinating activities of the Finance Committee.

ARTICLE X – Senior Executive

Section A. Appointment

The Executive Board may appoint a senior executive who shall serve as the chief administrative officer of NAPNAP. Subject to the direction of the Executive Board, the senior executive 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.

Section B. Authority/Responsibility

The senior executive is authorized and responsible to perform the duties and obligations as delineated by the employment contract and job description.

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

Subsection 1. Authorized Indemnification

Unless clearly prohibited by law or Subsection 2 of this Article XI, Section H, the Association shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Association, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was an officer or board member of the Association, or (b) in addition is serving or served, in any capacity, at the request of the Association, as an officer or board member of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Association shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Subsection 2. Prohibited Indemnification

The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Executive Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Subsection 3. Advancement of Expenses

The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Association, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written

commitment to repay the Association, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Subsection 2 of this Article XI, Section H. An Indemnified Person shall cooperate in good faith with any request by the Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Subsection 4. Indemnification of Others

Unless clearly prohibited by law or Subsection 2 of this Article XI, Section H, the Executive Board may approve Association indemnification as set forth in Subsection 1 of this Article XI, Section H or advancement of expenses as set forth in Subsection 3 of this Article XI, Section H to a person (or the testator or intestate of a person) who is or was employed by the Association or who is or was a volunteer for the Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Association in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Subsection 5. Determination of Indemnification

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Executive Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur the Executive Board must explicitly find that such indemnification will not violate the provisions of Subsection 2 of this Article XI, Section H. No officer or board member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested officers or board members is not obtainable, the Executive Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

Subsection 6. Binding Effect

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Subsection 7. Insurance

The Association is not required to purchase Directors' and Officers' liability insurance, but the Association may purchase such insurance if authorized and approved by the Executive Board. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article XI or operation of law and it may insure directly the officers, board members, employees or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article XI as well as for liabilities against which they are not entitled to be indemnified by the Association.

Subsection 8. Nonexclusive Rights

The provisions of this Article XI shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Executive Board is authorized to enter into agreements on behalf of the Association with any officer, board member, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to

the provisions therefore in this Article XI, subject in all cases to the limitations of Subsection 2 of this Article XI, Section H.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the most recent 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 the following procedure. First, the proposed amendment(s) shall be approved by the Executive Board. The proposed amendment(s) shall be sent to all members at least 60 days prior to the membership meeting or the due date for ballots to be returned. The proposed amendment(s) must obtain a two-thirds vote of those members present and voting who are eligible to vote at a properly called meeting, excluding abstentions. If the vote is by mail or electronic mail ballot, the amendments must obtain a two-thirds vote of the ballots cast, excluding any abstentions.

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.

Revised and approved March 12, 2014