

# BYLAWS

## ARTICLE I

### **Name**

The name of the organization shall be the Public Health Nurses Association of Colorado (PHNAC), a not for profit corporation incorporated in the State of Colorado on March 3, 2000, hereinafter referred to as the Association.

## ARTICLE II

### **Purpose and Objectives**

#### **Section 1.**

- A. The purpose of the Association shall be to function as the specialty nursing organization for professional nurses committed to the advancement of public health nursing. The mission of the Association is to promote healthy communities by enhancing the practice of public health nursing.

#### **Section 2.**

- A. The vision of the Association is to provide a unified public health nursing voice, assuring healthy people in healthy communities.

#### **Section 3. The core values of the Association are:**

- A. Respect
- B. Responsibility
- C. Collaboration
- D. Equality
- E. Education
- F. Integrity

#### **Section 4. The goals of the Association are:**

- A. Advocate for public policies to promote healthy communities.
- B. Provide educational opportunities for public health nurses and other public health professionals.
- C. Provide a forum for networking.
- D. Promote empowerment of vulnerable populations.

## ARTICLE III

### **Membership**

#### **Section 1. Classifications**

- A. Active Member: An active member is a professional registered nurse committed to the advancement of public health nursing.
- B. Active Retired Member: An active retired member is a retired professional registered nurse committed to the advancement of public health nursing.
- C. Affiliate Member: An affiliate member is a nursing student or other allied health professional who is committed to the advancement of public health nursing.
- D. Friends: Friends of the Association are individuals, businesses and organizations who are committed to the advancement of public health nursing.

**Section 2. Privileges**

- A. Active Member: Member privileges shall include all rights and benefits of the Association.
- B. Active Retired Member: Member privileges shall include all rights and benefits of the Association.
- C. Affiliate Member: Member privileges shall include all rights and benefits of the Association except the right to vote and to hold an office.
- D. Friends: Member privileges shall include all rights and benefits of the Association except the right to vote and to hold office.

**Section 3. Responsibilities of Membership**

- A. Each member has the responsibility to support the purpose and objectives of the Association.

**Section 4. Termination**

- A. Members of the Association who do not adhere to the Association Bylaws may have their membership terminated by a two thirds (2/3) vote of the Board of Directors.
- B. Such action shall not be taken until a member is advised of specific charges and given the opportunity for due process.

**Section 5. Dues**

- A. The Board of Directors shall determine membership dues for each classification of Association membership and has authority to waive dues for those members involved in the mentoring program.
- B. Dues are for a twelve (12) month period and may be paid in January or June.

**ARTICLE IV**

**General Assembly**

**Section 1: Description**

- A. The General Assembly is the official professional policy-determining component of the Association and is composed of all members.

**Section 2: Responsibilities**

- A. The General Assembly shall determine Association policy regarding professional issues affecting public health and public health nursing.
- B. The General Assembly shall monitor the Association activities.

**Section 3: Meetings**

- A. Annual Meeting: The Annual meeting of members shall be held in the fall.
- B. Winter business/educational/legislative meeting: The Winter meeting shall be held in Denver during the legislative session
- C. A formal notice of the meetings shall be published in the official publication(s) of the Association.
- D. All members are welcome and encouraged to participate in Board meetings as described in Article V, Section 6.

**Section 4: Quorum**

- A. A quorum at the Annual and winter meetings constitutes the voting members present.

## **ARTICLE V**

### ***Board of Directors***

#### ***Section 1: Composition***

- A. The Board of Directors is hereinafter referred to as the “Board”. It shall consist of the President, President-Elect, Immediate Past-President, Secretary, Treasurer and the Chair from each Section of the Association.

#### ***Section 2: Responsibilities***

- A. The Board shall be responsible for the management of the business of the Association. In the management and control of the property, business and affairs of the Association, the Board is hereby vested with all the power possessed by the Association itself. This delegation of authority shall be consistent with the Colorado Non-Profit Corporation Law, the Articles of Incorporation and with these Bylaws.
- B. Responsibilities include:
1. To perform all duties entrusted to Directors of a corporation.
  2. To develop and to abide by the Bylaws of the Association.
  3. To determine Association activities regarding the management of the affairs of the Association.
  4. To supervise and direct the business and financial affairs of the Association.
  5. To develop, monitor and evaluate programs established by the By-laws and the General Assembly.
  6. To identify relevant professional issues for presentation to and action by the General Assembly.
  7. To identify relevant professional issues for presentation to the Board and appropriate Workgroups.
  8. To direct and monitor the activities of the Sections of the Association.
  9. To convene an ad hoc Workgroup to review financial records of the Association.

#### ***Section 3: Selection and Terms of the Board***

- A. Election of the Board of Directors as indicated in Article VI shall be conducted annually by mail or e-mail.
- B. Ballots, together with a brief biographical sketch of each candidate, shall be mailed or e-mailed at least thirty (30) days prior to the Annual meeting. The newly elected Board members shall assume office at the conclusion of the Annual meeting and shall serve as indicated in Article VI.

#### ***Section 4: Vacancies***

- A. Any vacancy occurring on the Board during the time between annual elections shall be filled by Board election.
- B. A Board member appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office, subject to prior resignation, removal or death. Thereafter, that Board member is eligible for election to two (2) consecutive terms for the same office.

#### ***Section 5: Re-election***

- A. At the expiration of any elected term, a Board member may be nominated and re-elected to one additional consecutive term, with a limitation of two (2) consecutive terms in the same office.
- B. An officer who has served more than half a term shall be considered to have served a full term.

#### ***Section 6: Meetings***

- A. The Board shall meet monthly and more frequently as needed.
- B. All members are encouraged to participate in Board meetings.
- C. The Board may cancel monthly meetings at their discretion.

**Section 7: Quorum**

- A. A quorum at meetings of the Board shall be fifty (50) percent of the membership of the Board, one of whom shall be the President or President-Elect.

**Section 8: Voting**

- A. Each Board member shall have one vote.

## **ARTICLE VI**

### **Officers**

**Section 1: Election and Terms of Office**

- A. **President-Elect** – Shall be elected every year in accordance with the provision of these bylaws and shall serve for a single term. She/he shall serve as President-Elect for a term of one year. At the end of that term, she/he will become President and serve in that position for one year. In the event of a vacancy in the office of President, she/he will serve the remainder of the President's term. She/he will serve as Immediate Past President for one year after her/his term as President.
- B. **Secretary** – In accordance with these Bylaws, the secretary shall be elected in odd numbered years and serve a two (2) year term.
- C. **Treasurer** – In accordance with these Bylaws, the treasurer shall be elected in even numbered years and serve a two (2) year term.
- D. **Term of office** – All Officers shall hold their offices until their successors are elected, subject to prior resignation, removal or death.

**Section 2: Responsibilities of Officers**

**A. President –**

1. The President shall be the chief executive officer of the Association. The President shall preside over all meetings of the membership and at all meetings of the Board.
2. The President, upon approval of the Board, shall sign on behalf of the Association all contracts and other instruments binding on the Association.
3. The President shall supervise the activities and functions of all paid staff and will perform such other duties as may periodically be required.
4. The President shall be thoroughly familiar with the Bylaws and the rules of parliamentary law.

**B. President-Elect –**

1. The President-Elect shall assume and perform the duties of the President in the absence or disability of the President.
2. The President-Elect shall be thoroughly familiar with the Bylaws and the rules of parliamentary law.
3. The President-Elect shall assume other such duties as the Board may prescribe.
4. The President-Elect shall serve as the Chair of the Operations Section.

**C. Immediate Past-President –**

1. The Immediate Past-President shall serve in the role of Board Advisor.
2. The Immediate Past-President shall resume and perform the duties of the President or President-Elect in the absence or disability of the President or President-Elect.
3. In the event the Immediate Past-President resigns, is removed or dies, she/he may be replaced under the provisions of Article V., Section 4.

**D. Secretary –**

1. The Secretary shall keep minutes and records of the general membership and Board meetings, and other official business of the Association.
2. The Secretary shall ensure the minutes and other relevant documents are distributed in a timely fashion by Association staff or delegated members.
3. In the absence of the President, President-Elect, and in an emergency, the Secretary shall have the power to sign all contracts or other documents approved by the Board.
4. The Secretary shall give notice of the Annual Meeting to the membership and perform other duties as may be assigned by the President.
5. The Secretary shall be the custodian of the records and seal of the Association.

**E. Treasurer –**

1. It shall be the duty of the Treasurer to receive all monies and funds of the Association and to deposit the same in the bank or banks designated by the Board and in the name and to the accounts of the Association.
2. Disbursements shall be made by the Treasurer after the Board approves requests for funds.
3. The Treasurer shall keep full and accurate books of accounts and shall make reports of official financial transactions of the Association as may periodically be required by the Board.
4. The Treasurer shall perform such duties as may be required by the Board.
5. The Treasurer shall call for a review of the Association's records according to nonprofit status.

**Section 3. Removal**

- A. The Board, by an affirmative vote of five (5) or more members at any special meeting called for that purpose, may remove any officer from office with cause, provided, that such removal shall not impair the contract rights of this Association or any person or entity.

## **ARTICLE VII**

### **Sections**

**Section 1: Description**

- A. The Association shall have two (2) Sections to address Association objectives and programs, professional practice and special interests.

**Section 2: Sections**

- A. There shall be two (2) Sections which reflect the goals and core values of the Association:
1. Practice
  2. Operations
- B. The Practice Section (also referred to as the Public Health Nurse Practice Council) shall be comprised of the following Workgroups:
1. Public Health Nursing Practice Competencies
  2. Public Health Nursing Practice Research
  3. Public Health Nursing Practice Advocacy and Trends
  4. Public Health Nursing Practice Support and Development
  5. Public Health Nursing Practice "Hot-Topics"
- C. The Operations Section shall be comprised of the following Workgroups:
1. Nominations/Awards
  2. Scholarships
  3. Education/Conferences
  4. Legislative
  5. Bylaws
  6. Membership & Marketing

- D. The Practice Section shall appoint a Chair and the President-Elect of the Association shall serve as the Chair of the Operations Section. The Chairs of both sections shall:
1. Serve for one year from the time of appointment through the close of the following Annual Meeting.
  2. Appoint members to the Workgroups by the first Board meeting following the Annual Meeting. Each Workgroup shall designate a Lead.
  3. Obtain records of the Workgroups from the previous Workgroup Lead and submit records to the subsequent incoming Workgroup Lead.
  4. Have Workgroup Leads prepare and submit reports of the Workgroup to the President before each Board meeting or as deemed necessary by the Board.
  5. Have Workgroup Leads prepare and submit an annual report to the President thirty (30) days prior to the Annual Meeting.
  6. Follow guidelines established in these Bylaws when conducting the business of the Sections and Workgroups.
- E. The Practice Section shall have its own Bylaws, which will be attached to these Bylaws.

***Section 3. Ad Hoc Workgroups***

- A. The Board shall establish Ad Hoc Workgroups as circumstances warrant.
- B. The Ad Hoc Workgroups will exist for a stated purpose and a stated length of time.
- C. The Ad Hoc Workgroup will submit periodic reports to the Board as deemed necessary by the Board.
- D. The Ad Hoc Workgroup will have the President or their representative as an ex officio member.

***Section 4. Workgroup Descriptions***

- A. All Workgroup descriptions will be attached to these Bylaws.
- B. The Workgroup descriptions will be reviewed annually and updated as needed.

## **ARTICLE VIII**

***Official Communication***

Official communication may include, but is not limited to newsletter, e-mail and website.

## **ARTICLE IX**

***Parliamentary Procedures***

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the Association provided they are consistent with the Bylaws.

## **ARTICLE X**

***Dissolution***

In the event of dissolution of the Association, the Board shall apply all assets toward any debt, obligation, or liability incurred by the Association. Any remaining assets thereafter shall be distributed by the Board to one or more exempt purposes within the meaning of the IRS Section code for the nonprofit status of the Association. To the best of the Board’s ability, distributions will be made to an organization(s) with a similar mission, values, and character of the Association. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the city and County of Denver, exclusively for such purposes or to such organization(s).

## **ARTICLE XI**

### ***Amendments***

#### ***Section 1: Proposal***

Amendments to the Bylaws may be proposed by the Board of Directors or under the signature of five (5) Active Association Members.

#### ***Section 2: Content***

Proposed amendments will be in accordance with the Association's philosophy, purpose and objectives as well as Federal and State Laws.

#### ***Section 3: Member Notification***

- A. All proposed amendments will be submitted to the membership at least thirty (30) days prior to the Annual or winter meeting.
- B. Publication of the amendments will occur in one of the regular Association publications, or by the direct mailing or e-mailing of the amendment(s) to members. This communication shall constitute notification of any amendment(s) of these Bylaws to be considered for vote and approval at the Annual or winter meeting.

Adopted: September 23, 2011