

BYLAWS OF NATIONAL ASSOCIATION OF CLINICAL NURSE SPECIALISTS,**Northeast Ohio Clinical Nurse Specialist (NEOCNS) AFFILIATE****ARTICLE I. NAME.****SECTION 1 NAME**

The name of this association shall be the **Northeast Ohio Clinical Nurse Specialist (NEOCNS)**. An affiliate of the National Association of Clinical Nurse Specialists (NACNS), hereinafter referred to as, **NEOCNS Affiliate**.

ARTICLE II. MISSION AND PURPOSES.**SECTION 1. MISSION STATEMENT**

Consistent with the national organization, the **NEOCNS Affiliate** exists to enhance and promote the unique, high value contribution of the clinical nurse specialist to the health and well-being of individuals, families, groups, and communities, and to promote and advance the practice of nursing in the Northeast Ohio area.

SECTION 2. PURPOSES

The purposes of the **NEOCNS Affiliate**, are complementary to the purposes of existing organizations in working to meet society's need for the full complement of nursing services.

The purposes of the **NEOCNS Affiliate**, shall be to:

- a. provide educational, networking, and mentoring opportunities for the continuing professional development of the clinical nurse specialist in **Northeast Ohio and the surrounding area**;
- b. promote the visibility of clinical nurse specialists' impact on cost, quality and access to nursing care to health care systems/organizations;
- c. provide education to **Northeast Ohio** communities and/or health care organizations and the public regarding the unique contributions of clinical nurse specialists to the well-being of individuals and groups;
- d. provide a forum for the identification and discussion of issues and trends that affect and shape the evolution of clinical nurse specialist practice in **Northeast Ohio** ;
- e. promote the unification of **Northeast Ohio** clinical nurse specialists in their advanced practice roles regarding competencies, spheres of influence, standards of performance and educational preparation;
- f. provide for the development and dissemination of position statements regarding health care policy issues pertinent to quality, cost and access to nursing care, strategies to improve the appropriate use of health care resources and the need for and preparation of clinical nurse specialists in **Northeast Ohio** .
- g. serve as a clearinghouse for information pertinent to **Northeast Ohio 's** clinical nurse specialists and clinical nurse specialist practice;

- h. collaborate with other groups addressing issues of common concern to advanced practice nurses.
- i. contribute to the body of knowledge regarding clinical nurse specialist practice and patient care. 2

SECTION 3. PROPERTY AND RECORDS

No part of the income or property (real or personal, tangible or intangible) of this association shall inure to the benefit of any member. Upon retiring from office, all officers shall deliver all records or other properties of the association within two weeks of the end of a term of office unless otherwise specified by the Board of Directors.

ARTICLE III. MEMBERSHIP/APPLICATIONS/DUES.

SECTION 1. AFFILIATE RESPONSIBILITY TO THE NATIONAL NACNS

In accordance with National regulations, **NEOCNS Affiliate** will assure that at least 25% of its membership also holds membership in the National organization at all times.

SECTION 2. REGULAR MEMBER

A regular member of the organization is an individual who:

- a. holds an active license to practice as a registered nurse; and
- b. holds a masters/doctoral degree in nursing from an accredited program that prepares clinical nurse specialists, or has a masters/doctoral degree, in a related area and is practicing as a clinical nurse specialist or is doctorally-prepared and is involved in the education and development of clinical nurse specialists.
- c. has paid the assessed dues
- d. is entitled to vote, hold office, and chair committees.

SECTION 3. STUDENT MEMBER

A student member is an individual who:

- a. holds an active license to practice as a registered nurse;
- b. provides verification of enrollment as a part-time or full-time student in an accredited masters or doctoral program that prepares clinical nurse specialists or is a clinical nurse specialist enrolled full-time in a doctoral program;
- c. A student member may not vote or hold elective office or chair a committee. However, a student may be a voting member of a committee.
- d. a student member may attend all meetings and participate in committees
- e. pays dues at a reduced rate as established by the Board of Directors.

SECTION 4. SENIOR MEMBER

At age sixty-five a retired member may choose to become a senior member

A senior member:

- a. pays dues at a reduced rate as established by the NEOCNS Affiliate, Board of Directors.
- b. may continue to participate on committees
- c. retains voting rights
- d. may chair committees
- e. may not hold office 3

SECTION 5. HONORARY MEMBER

- a. Honorary membership may be conferred upon individuals who have rendered distinguished service and leadership to the association or those who have made unique contributions to advancing clinical nurse specialist practice. Honorary members will not be required to pay dues. Honorary members who are not regular members or senior members will have all membership rights except voting and holding office. Association regular members or senior members given honorary membership will retain all the privileges of membership pertinent to the category of membership.
- b. Nominations for honorary membership must be proposed in writing, signed by four voting members and submitted to the Board of Directors for review and approval. The nomination must be approved by a majority of those board members present at a regularly scheduled board meeting. The nominee's name shall then be placed on the election ballot mailed to all voting members prior to the next annual meeting. There shall be no write-in votes for honorary membership. Confirmation of honorary membership shall require affirmative votes of not less than a majority of the votes cast for the nominee for honorary membership.

SECTION 6. CORPORATE MEMBER

- a. Any health-related corporation or group of individuals engaged in the production of products, sales, and/or services related to clinical nurse specialist practice and is interested in aiding NEOCNS in achieving its goals and contributing financial support. Each corporate member shall designate a corporate representative who shall have the privileges of corporate membership.
- b. A corporate member will have all privileges of a regular member except the privilege to vote, make nominations, hold office, or exercise delegate power. These privileges include the right to serve on special committees and subcommittees, except as specified in the bylaws. Corporate members may be invited to participate in programs and to provide appropriate exhibits. A corporate member will have first right of refusal over non-members to sponsor Association annual or special event activities, and may be offered the opportunity to hold membership on the Association's Advisory Panel.

SECTION 7. INSTITUTIONAL MEMBER

- a. Healthcare or educational institutions may become members by enrolling five or more individuals eligible for **NEOCNS Affiliate** individual membership
- b. An institutional member receives benefits specified by the Board of Directors.

SECTION 8. APPLICATION FOR MEMBERSHIP

a. Requests for membership shall be made by submitting a written/online membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of any Member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any dues or charges shall be terminated automatically at the discretion of the steering committee/board. In addition, membership in NEOCNS Affiliate may be terminated or other disciplinary action imposed for "cause", which means violation of these Bylaws or any rule or practice of NACNS/NEOCNS. Termination or other discipline shall be effected or imposed only upon the vote of two-thirds of the Board of Directors/entire steering committee; provided that the Member shall have been furnished a full statement of the charges against such Member and shall have been afforded adequate opportunity for a hearing thereon. In special circumstances, such termination may be delayed by the Board of Directors.

SECTION 10. DUES

a. In order to retain membership in this association, all member categories, except honorary members, must pay annual dues as required by these bylaws and as established by NEOCNS Affiliate, Board of Directors/Steering Committee members.

b. Dues will be established by the Board of Directors/Steering Committee members. In amounts sufficient to ensure that the Association maintains financial resources to carry out its purposes and activities.

ARTICLE IV. MEETINGS.

SECTION 1. ANNUAL BUSINESS MEETING

The NEOCNS Affiliate, shall meet annually at a time and place/virtually to be determined by the Board of Directors/Steering Committee. The annual business meeting shall be an open meeting to all members in good standing of the NEOCNS Affiliate. The annual meeting will be held in conjunction with the Annual Conference sponsored by the NEOCNS Affiliate.

SECTION 2. QUORUM

The voting membership representing at least 10% of eligible voting members present at any annual business meeting shall constitute a quorum.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. Board of Directors

The control of this Association shall be vested in Board of Directors/Steering Committee members, at least five (5) in number, to consist of the president, president-elect, immediate past president, secretary, and treasurer. They shall manage the affairs of the affiliate in conformity with the laws under which the NEOCNS Affiliate is incorporated and the provisions of these bylaws.

The Board of Directors/Steering Committee members shall

- a. Meet at least annually.

- b. Formulate policies in order to conduct/transact the general business of **NEOCNS Affiliate** in the period between annual meetings to further the purposes and goals of **NEOCNS Affiliate** and to manage, control, and conserve the property and interest of the affiliate.
- c. Have the power to establish fees, create standing and ad hoc committees and define their duties, and to call annual meetings and other meetings of **NEOCNS Affiliate** not already provided for.
- d. The outcome of any action taken will be by a majority vote of those participating as long as a quorum is present.

SECTION 2. TIME AND PLACE OF MEETINGS

The **Board of Directors/Steering Committee members** may provide by resolution the time, date and place for the holding of an annual meeting and additional regular meetings of the **Board of Directors/Steering Committee** members without other notice than such resolution.

SECTION 3. QUORUM OF BOARD OF DIRECTORS

- a. A quorum of the board shall consist of at least fifty percent (50%) of the **Board of Directors/Steering Committee members**.

SECTION 4. REMOVAL OF A **Board of Directors/Steering Committee member**.

A member of the Board of Directors/Steering Committee member/s may be removed by the vote of the members present or represented at a duly called meeting at which a quorum is present whenever, in their judgment, the best interests of the organization would be served by such removal.

ARTICLE VI. OFFICERS/TERMS OF OFFICE/ DUTIES

SECTION 1. OFFICERS

- a. The officers of the association shall consist of a president, president-elect, immediate past president, secretary, and a treasurer. These officers shall perform the duties prescribed in these bylaws, and by the parliamentary authority adopted by the Association. An officer may be removed, with or without cause, by the Members.

SECTION 2. ELIGIBILITY OF OFFICERS AND BOARD MEMBERS

- a. Each candidate for an Association office or member of the **Board of Directors/Steering Committee members** in **NEOCNS Affiliate** shall have been a regular member **preferably** for at least two consecutive years preceding each election.
- b. A person may not simultaneously be a candidate for more than one office or Board position.
- c. The immediate past president shall not be eligible for nomination as president-elect during their term.
- d. No individual may serve more than **6 continuous years** on the Board of **Directors or under direction of the remaining Board of Directors/Steering Committee members**.

SECTION 3. PRESIDENT

Term: The president serves for one year, or until succeeded by the president-elect.

- a. If a president resigns or is removed from office, the president-elect shall ascend to the Office of president to serve the remainder of the term.
- b. If both the office of president and president-elect are vacated by resignation or removal from office, the **Board of Directors/Steering Committee members** shall appoint an interim president to serve the unexpired portion of the president's term.

Duties: The president shall be the Chief Executive Officer of **NEOCNS Affiliate**. It shall be the duty of the president to preside at all meetings of the NEOCNS Affiliate and its **Board of Directors/Steering Committee members**, and to see the rules are properly enforced in all deliberations. The president shall perform such other duties as may be prescribed by these bylaws and by the parliamentary authority adopted by the affiliate.

SECTION 4. PRESIDENT ELECT

Term: The president-elect serves for one year or until a successor is elected. In the event of a resignation or removal from office a successor shall be appointed by the **Board of Directors/Steering Committee** to serve until moving into the office of president.

Duties: The president-elect shall perform duties as directed by the president.

SECTION 5. IMMEDIATE PAST PRESIDENT

Duties: Past president: It shall be the duty of the past president to help assure the continuity of the **NEOCNS Affiliate** mission and purposes. The past-president is an ex-officio member of the **Board of Directors/Steering Committee**.

SECTION 6. SECRETARY

Term: The Secretary serves for two years or until a successor is elected. In the event of a resignation or removal from office, a successor shall be appointed by the **Board of Directors/Steering Committee** to serve until the next regularly scheduled election at which time a new Secretary shall be elected to a full term by the membership.

Duties: It shall be the duty of the secretary to keep a true record of the proceedings of the meetings of the **NEOCNS Affiliate**. In addition, the Secretary is responsible for convening an ad hoc committee at the direction of the Board that shall review the bylaws prior to the annual conference. The secretary shall also perform such other duties as directed by the **Board of Directors/Steering Committee** or as prescribed by these bylaws and by the parliamentary authority adopted by the **NEOCNS Affiliate**.

SECTION 8. TREASURER

Term: The Treasurer serves for two years or until a successor is elected. In the event of a resignation or removal from office, a successor shall be appointed by the **Board of Directors/Steering Committee** to serve until the next regularly scheduled election at which time a new Treasurer shall be elected to a full term by the membership.

Duties: It shall be the duty of the treasurer to maintain the financial records of the **NEOCNS Affiliate** in accordance with generally accepted accounting principles. The treasurer shall be responsible for and have full knowledge of all funds, disbursements, and securities of **NEOCNS Affiliate**, shall submit

financial reports to the membership, prepare the annual budget in collaboration with the **Board of Directors/Steering Committee**, and make recommendations pertaining to changes which may affect the financial status of the affiliate. The treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be prescribed by the **Board of Directors/Steering Committee**; the premiums to be paid by **NEOCNS Affiliate**. The treasurer shall perform other duties as directed by the **Board of Directors/Steering Committee** or as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

ARTICLE VII. TIMING OF ELECTIONS, NOMINATIONS AND ELECTIONS.

SECTION 1. TIMING OF ELECTIONS

Annually, the members of the Association shall elect a president-elect, and in alternating years, a Secretary or Treasurer. Unless otherwise voted upon by **Board of Directors/Steering Committee**

SECTION 2. NOMINATIONS

Any member may submit the name(s) of a potential candidate(s) to the **Board of Directors/Steering Committee**. The Board/Steering Committee shall review the qualifications of all applicants and prepare a proposed slate 7

SECTION 3. ELECTIONS

- a. Elections of the officers and **Board of Directors/Steering Committee members** shall be by **email** vote of all regular and senior members from a slate of candidates prepared by the Board/Steering Committee. There shall be no write-in votes unless there are fewer than two candidates for the office.
- b. Plurality shall elect. In case of tie, choice shall be by lot.
- c. The elected officers and directors shall take office at the close of the annual business meeting of the Association following their election. Election results will be announced through official publications/**communication channels of the** **NEOCNS Affiliate**. Ballots shall be kept by the Affiliate for thirty (30) days following the election.

ARTICLE VIII. COMMITTEES.

SECTION 1. STEERING/PROGRAM PLANNING COMMITTEE

- a. The only standing committee shall be the Steering/Program Planning Committee.
- b. Committee chair and committee members are appointed by the Board of Directors.
- c. The size of the committee shall be determined by the Board of Directors, except that no committee shall have fewer than three members.

SECTION 2. AD HOC LEGISLATIVE/REGULATORY COMMITTEE

- a. The Ad Hoc Legislative/Regulatory Committee, in collaboration with NACNS, shall represent, **NEOCNS Affiliate** and respond to individual members and state legislators, other professional associations and boards of nursing on state and national issues, which affect recognition, reimbursement, and practice of CNSs at the discretion of the **Board of Directors/Steering Committee members**

b. Membership – The Legislative/Regulatory Committee shall consist of at least three (3) members, appointed by the Board of Directors of the NEOCNS Affiliate when needed.

ARTICLE IX. AWARDS.

The Board of Directors may, under regulations which it may adopt, create and offer awards for scientific investigations or contributions consistent with the purposes of NACNS. The cost of such awards may be authorized by the **Board of Directors/Steering Committee members** from the funds of the **NEOCNS Affiliate** or from funds which may be donated, entrusted, or bequeathed to the association for such purposes.

ARTICLE X. FISCAL YEAR.

The fiscal year of the association shall be from January 1 through December 31.

ARTICLE XI. GIFTS.

The association shall have the authority to accept gifts in accordance with a 501 C6 organization.

ARTICLE XII. PARLIAMENTARY AUTHORITY.

The most recent issue of Robert's Rules of Order shall govern the conduct of the meeting of the Association unless otherwise specified in these bylaws or special rules adopted by **NEOCNS Affiliate**.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS.

SECTION 1

Amendments to these bylaws must be proposed in writing, signed by four members in good standing and submitted to the Board of Directors four months prior to annual meeting of the **NEOCNS Affiliate**. All proposed amendments received in proper form by the **Board of Directors/Steering Committee members** and submitted to the **Board of Directors/Steering Committee** must be circulated to the entire membership, not less than thirty (30) days prior to the annual meeting. The amendments shall be voted on by the membership at the annual meeting of the **NEOCNS Affiliate**.

SECTION 2

An affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment.

SECTION 3

Bylaws may be amended at the time of the annual business meeting without the previous membership notification if the amendment is presented from the floor and approved by ninety-nine percent of the voting members present.

SECTION 4

The **Board of Directors/Steering Committee** may, at any time, submit proposed bylaw amendments to the membership for approval. The affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment submitted to the membership by the Board of Directors.

ARTICLE XIV. FULL REVIEW OF THE BYLAWS.

SECTION 1

The Board of Directors/Steering Committee shall commence and complete a full review and update the bylaw charter document on a four (4) year cycle which starts from the last full document review and approval by the **NEOCNS Affiliate** membership as outlined in Article XIII Section 1.

ARTICLE XV. DISSOLUTION

Upon the dissolution of the Association, the **Board of Directors/Steering Committee members**, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

ARTICLE XVI. CONFLICT OF INTEREST

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a. Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, 9

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Article IX, section 6, subsection (b), part (2), the board shall determine whether a conflict exists.

b. The **Board of Directors/Steering Committee members** shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of MAP for Nonprofits is a director, officer or legal representative, or in some other way has a material financial interest unless:

1. **Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. 10

4. **Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c. **Compensation.** This subsection shall govern when compensation from this Organization is being determined.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Draft Amended November 26, 2007

Complete Charter Review: February, 12, 2021

Reviewed/Voted by NEOCNS Affiliate membership xxxx/2021

Voted/Approved by Board of Directors/Steering Committee xx/xx/2021

Next Proposed Complete Charter Review: 2/2025

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