

FLORIDA NURSE PRACTITIONER NETWORK, Inc.

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the Florida Nurse Practitioner Network, Inc. incorporated under the laws of the state of Florida. The organization shall be referred to as FNPN in these bylaws and other official documents.

ARTICLE II: MISSION

The mission of FNPN is to:

- Encourage networking between members throughout the state;
- Provide educational and professional development for nurse practitioners;
- Serve as a resource for nurse practitioners, their patients and other health care consumers;
- Promote excellence in practice, education, policy and research; and,
- Provide legislative leadership and advocacy for health policy.

ARTICLE III: MEMBERSHIP

Section 1. **Full** members shall be registered nurses who have successfully completed a nurse practitioner program and/or maintain certification as a nurse practitioner with a nationally approved certifying body.

Section 2. **Associate** members shall be any person interested in fostering the mission of the FNPN. Associate members do not have the right to vote or hold office.

Section 3. **Student** members shall be registered nurses who are students enrolled in a program that prepares nurse practitioners. Student members shall have the right to vote and hold office.

Section 4. **Group** members shall be any organized group of nurse practitioners. Each group shall have one vote in the election of officers. An individual member of a FNPN Group Member who is not an active full member of the FNPN is not eligible to hold an elected position in the FNPN.

Section 5. **Supporting** members shall be corporations, agencies, organizations or institutions interested in supporting the FNPN mission by contributing financial support. Supporting membership does not confer voting or office privileges nor does it require active participation in the FNPN. The Board of Directors shall set membership dues **annually**

ARTICLE IV: DUES

Section 1. Membership dues are paid on an annual **basis . Membership rights are forfeited if dues are not renewed on time. The Board of Directors shall establish dues by majority vote.**

ARTICLE V: ANNUAL MEETING

Section 1. There shall be a minimum of one meeting each year of the general membership. The time and place of this meeting shall be published at least ninety (90) days prior to the meeting.

Section 2. The voting body shall be all active voting members in good standing in attendance at the meeting.

ARTICLE VI: ELECTIONS

Section 1. Nominations Process: Voting members in good standing may be nominated for elected positions. The call for nominations for elected positions of the FNPN shall be published at least ninety (90) days prior to the elections. All nominations must be submitted by close of the call for nominations. The call for nominations shall close two (2) months prior to the elections.

Section 2. Election Process: The slate of candidates shall be announced at least one month prior to the elections. Elections shall be held annually: the President, Second Vice President and Treasurer shall be elected in the even year, and the First Vice President, Secretary and the Nominating Committee shall be elected in the odd year. All voting members in good standing shall be eligible to vote. Voting shall be by electronic ballot. A simple majority shall be sufficient for election. In the event of a tie vote, the decision shall be made by secret ballot of the Executive Committee.

Section 3. Term of Office: Newly elected members of the Executive Committee shall begin their term of office upon installation.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The Executive Committee shall constitute the Board of Directors and shall be the governing body of the FNPN. All members of the Executive Committee shall serve for a term of two years, or until a successor is elected. No member of the Board of Directors shall serve more than two consecutive terms in the same position.

Section 2. As the governing body of the FNPN, members of the Board of Directors shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions.

Section 3. Consider and act on recommendations of the President for member, task force and committee appointments.

Section 4. There shall be at least three (3) regular meetings of the Board of Directors each year, two of which may be held via telephone conference call or other form of electronic communication. One of these meetings shall be at the time of the annual meeting. The President shall set the time and place of these meetings, and sixty (60) days notice shall be given. Special meetings of the Board of Directors may be called by the President, or shall be called upon written request of at least four (4) members of the Board of Directors. Ten (10) days notice shall be given and the purpose of the meeting shall be stated in the call for the meeting.

Section 5. In the event a member of the Board of Directors is unable to participate in an official meeting of the Board of Directors, they shall not have the right to have a proxy attend and/or vote in their behalf.

Section 6. In the interval between regular meetings of the Board of Directors, the President may refer to the Board questions relating to the affairs of the organization, which, in the opinion of the President, require immediate action on the part of the Board. The result of such referendum, which requires a majority vote of the Board of Directors, shall control the action of the organization, and its board, officers, sections, committees, agents, units and employees.

Section 7. In the event a vacancy occurs in any position of the Board of Directors due to change in status or otherwise, such position shall be filled in the following manner:

- President: The First Vice President shall accede to the position for the completion of that term. The Board of Directors shall appoint a temporary Vice-President by a majority vote to serve until the next regular election for President.
- The Board of Directors shall appoint replacements for all other vacancies by a majority vote. The replacement shall complete the term of the Board of Directors member being replaced.

ARTICLE VIII: OFFICERS

Section 1. The Officers of the FNPN shall be the Board of Directors. The Officers shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and Membership Director. Members in good standing of the FNPN shall elect Officers. No Officer shall hold the same office for more than two (2) consecutive terms.

Section 2. **President shall:**

- Be the chief elected officer and shall preside over meetings of the FNPN and the Executive Committee of the Board of Directors;
- Recommend individuals to do special projects to further the work of the FNPN;
- Recommend ad hoc committees;

- Be an ex-officio member of all committees, except the Nominating Committee (
- Serve as a representative of the organization.

Section 3 Past-President shall-

- Serve for a period of two years beginning with the completion of their term of elected office
- **Serve in an advisory capacity to the Board**
- **Serve as a representative of the organization as assigned by the Board**

Section 3. **First Vice President shall:** Assume the duties of the President should the President be absent or unable to serve;

- Assume other duties as assigned by the President;
- Oversee health policy, media and public relations for the FNPN.

Section 4. **Second Vice President shall:** Oversee educational programs and conferences for the FNPN;

- Assume other duties as assigned by the President.

Section 5. **Secretary shall:** Keep a record of proceedings from all meetings of the Board of Directors and general membership meetings;

- Ensure that the Board of Directors and members are notified of elections and appointments;
- Ensure that notices of meetings of the Board of Directors are sent;
- Correspond with other organizations and assume other duties as assigned by the President.

Section 6. **Treasurer shall:** Be responsible for the fiscal soundness and integrity of the organization;

- Oversee the preparation and implementation of the annual budget;
- Oversee records of all debits and credits of the FNPN;
- Maintain checking and credit accounts, make deposits and write checks as required;
- Report an overview of expenditures, balances and foreseeable monetary needs to the Board of Directors quarterly;
- Complete and maintain any financial documents as required by law and as assigned by the President;
- Oversee fund raising as directed by the President and Board of Directors.

Section 7. **Membership Director shall:** Oversee demographic database of members;

- Maintain list of Group Member officers and contacts of importance to FNPN members;
- Oversee membership drives;
- Report status of membership to the Board of Directors quarterly;
- Oversee member need surveys as directed by the President.

ARTICLE IX: COMMITTEES

Section 1. The committees of the FNPN shall be standing or ad hoc. Each committee shall have a chair appointed by the President and subject to approval of the Board of Directors, unless the position is specified in the bylaws. Each committee shall have at least two members.

Section 2. All committees, except the nominations committee, are advisory to the Board of Directors. Each committee shall review its functions annually, and then submit an annual report to the Board and a projected budget for the next year.

Section 3. The following are standing committees of the FNPN: Nominations, Newsletter and Web Site, Media and Public Relations, Education and Conference, Practice and Research, Membership, Health Policy, Fund Raising and Awards.

Section 4. **The Nominations Committee** shall prepare a slate that optimally consists of at least two nominees for each office to be filled each year and submit the slate to the Board of Directors as directed in Article VI – Elections.

The committee shall consist of at three (3) FNP full members in good standing, who are not members of the Board of Directors, elected by the membership during the regular election process in odd numbered years. The Chair shall be the individual on the ballot for the Nominations Committee with the greatest number of votes. If there is a tie for the position of Chair, the decision shall be made by secret ballot of the Board of Directors. The term of office for the Chair and committee members shall be two years. In the event a vacancy occurs in any position of the committee, including the Chair, the vacancy shall be filled for the remainder of the term by a majority vote of the remaining members of the committee. The Chair and members of the committee shall not be eligible for nomination for any elected position while serving on the committee.

Section 5. **The Newsletter and Web Site Committee** Delete

Section 6. **The Media and Public Relations Committee** Delete

Section 7. **The Education and Conference Committee, Chaired by the Second VP**, shall advise on promotions of standards of education for nurse practitioners and shall advise on the development of conferences sponsored by the FNP. The committee shall maintain a liaison with the committee on Practice and Research.

Section 8. **The Practice and Research Committee** Delete

Section 9. **The Membership Committee, Chaired by the Membership Director**, shall advise on ways to increase and maintain membership.

Section 10. **The Health Policy Committee, Chaired by the First Vice President**, shall advise on legal and legislative issues of importance to nurse practitioners.

Section 11. **The Fund Raising Committee** Delete

Section 12. **The Awards Committee** Delete

ARTICLE X: STAFF

The Board of Directors shall approve all staff positions depending on need and availability of fiscal resources.

ARTICLE XI: AMENDMENTS

Section 1. Proposed amendments to these bylaws shall be sent to all members at least six weeks prior to the general membership meeting or prior to a ballot by mail. An amendment for which the membership has received such prior notice shall be passed if two-thirds (2/3) of the members of the general meeting or two-thirds (2/3) of the members voting by mail in favor of the amendment and the amendment is approved by a two-thirds (2/3) vote of the Board of Directors.

Section 2. An amendment which is to be proposed at any general membership meeting must first be approved by a three-fourths (3/4) vote of the Board of Directors. The amendment must then be passed by three-fourths (3/4) of the membership present and voting.

Section 3. If a vote is to be taken at a membership meeting, members who are unable to attend the meeting should express their concerns regarding a proposed amendment in writing to the President.

Section 4. Amendments to bylaws are limited to no more than two (2) times in one year.

ARTICLE XII: QUORUM

Section 1. A simple majority of the Board of Directors shall be necessary to constitute a quorum at any regular or any special meeting of the Board.

Section 2. A simple majority of the members attending a regular meeting shall be necessary to constitute a quorum at any meeting of the general membership.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

Parliamentary procedure for the FNPB shall be that of "Robert's Rules of Order", most recent edition.

ARTICLE XIV: OFFICIAL PUBLICATION

The official publication shall contain, but not be limited to, notification of elections, condensed minutes of meetings and information helpful in meeting the FNPB's objectives. It shall be distributed periodically as directed by the Board of Directors to the general membership.

ARTICLE XV: INDEMNIFICATION

The FNPB shall indemnify all Officers, Directors and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an Officer, Director or employee, unless a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

ARTICLE XVI: DISSOLUTION

In the event of dissolution of the FNPB, the net assets of the FNPB shall be applied as follows:

Section 1. All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.

Section 2. The Board of Directors will distribute distribution of remaining assets to like-projects.

Drafted 9/5/02 C.Caldwell
Adopted by BOD 10/2002

Proposed Amendments 07/17/2010