California Association for Nurse Practitioners

2016 House of Delegates Resolutions

Resolution 2016-3
Review / Revision and Clean Up of CANP Bylaws
Board of Directors

Recommended Action:

Adopt Comprehensive Amendments to CANP Bylaws (See Enclosed Recommendations)

Background:

In the fall of 2015, the CANP Bylaws Subcommittee began a comprehensive review of the CANP Bylaws for the purpose of identifying and clarifying ambiguous or inconsistent language and ensuring compliance with California corporate law, some of which has changed since the Bylaws were written. The project was conceived to be a ‘clean-up’ exercise so the committee did not contemplate making any substantive changes unless they were necessary to comply with corporate law. During the review, however, the committee identified several existing CANP policies or practices that it believes would be more appropriate to state in the Bylaws rather than in Board Policy. Those recommendations are included; while they may appear to be substantive changes to the Bylaws they simply, codify, or clarify existing CANP policies and practices. Most of the proposed amendments are self-explanatory; where it would be useful, COMMENTS have been added.

CANP’s Parliamentarian Scott Burns was consulted at key points in this review and he and the subcommittee also met with CANP staff, whose input is reflected in this proposed revision. The subcommittee met with the CANP Board of Directors on March 16, which now recommends adoption by the House of Delegates.

A note on formatting: Some of the proposed amendments add or delete complete sections or subsections. The existing section and paragraph numbering has been retained to facilitate comparison of existing and proposed language. After the House of Delegates has acted on these recommendations, the Bylaws will be fully renumbered appropriately, and a final spell and grammar check will be performed.

Argument in Support:

The Bylaws need to be revised to be in compliance with California corporate law, and to accurately reflect current practice

Financial Implications:

There are no foreseeable financial implications to the adoption of these revised Bylaws.
CURRENT LANGUAGE | PROPOSED AMENDMENT | IF ADOPTED, WILL READ
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ARTICLE I: Name, Principal Office, Purpose and Restrictions | No Change. | No Change.

ARTICLE II: Membership

COMMENT: The amendments to Article II clarify the different categories of CANP membership and the voting rights that attach to each. With two exceptions, the revised definitions are consistent with existing forms of membership and voting rights:

1) Existing 'corporate' and 'affiliate' memberships are now consolidated into a single category (corporate);
2) All members who are nurse practitioners licensed to work in California will now have voting rights and be permitted hold office, without regard to their specific category of membership. This change allows licensed NP’s with corporate memberships (i.e., their dues are paid by their employer or institution) to vote and hold office the same as full and senior members.

The amendments to Article II also include the addition of several existing Board Policies that corporate law either requires or suggests be expressly stated in an organization's Bylaws. (E.g. assignment of voting rights to delegates; authorization for member discipline.)

CURRENT 2.01

STRIKE EXISTING 2.01 AND REPLACE WITH:

2.01 Full Membership.

a) Full membership is granted to California licensed nurse practitioners that live and work in California.
b) Full members shall have full and exclusive voting privileges and rights to hold office.

a) Full membership is granted to California licensed nurse practitioners that live and work who are licensed to work in California.
b) Full members shall have full and exclusive voting privileges and rights to hold office.
b) Full members have the right to vote on the election of officers, on the amendment of bylaws, those rights afforded voting members under the California Nonprofit Mutual Benefit Corporation law, and as otherwise provided by these bylaws. Except for the right to elect delegates, these voting rights shall be exercised by and through their delegates. An assembly of delegates for the purpose of exercising this voting power and the group of delegates selected for such purpose are referred to as the "House of
selected for such purpose are referred to as the "House of Delegates." All matters required by law to be approved by the members, or that may be acted upon by the members, shall be voted upon by the House of Delegates with the same effect as though voted upon by all the voting members which each delegate represents.

c) Full members also have the right to nominate candidates for office and to hold elective or appointive office.

d) A full member who is 65 years of age or older shall be designated a 'Senior Member.'

e) Newly graduated nurse practitioners may apply for First-Year Graduate Member status, entitling them to a reduced dues rate for their first year of membership.

f) Members may have additional voting rights, either individually or as a class, within their regional Chapters.

**CURRENT 2.02**

2.02 Corporate Membership.

a) Corporate membership is extended to an organization engaged in providing goods or services to nurse practitioners.

b) These members shall not have the right to vote or hold office.

**PROPOSED 2.02**

2.02 Corporate Membership.

a) Corporate membership may be granted to members or employees of educational institutions, non-profit entities, and other business or membership organizations that serve nursing, nurse practitioner, advanced practice nursing or other related health care providers. Corporate Membership may be also granted to pharmaceutical, medical device and other company representatives who wish to engage and market to the
other company representatives who wish to engage and market to the California nurse practitioner community.

b) The only corporate members who have the right to vote and hold office are those who are nurse practitioners licensed to work in California.

CURRENT 2.03

2.03 Associate Membership. Associate membership is intended for those individuals who do not qualify for Full, Senior or Student membership.

a) Individuals who qualify for this category may include, but are not limited to, Physician Assistants, Advance Practice Nurses, Nurse Practitioners who live out-of-state, Nurse Practitioners who are retired.

b) Parents, relatives, friends, and colleagues.

c) Individuals enrolled as students in a nurse practitioner program that is not a state-approved, Master’s Level program, qualify for this membership.

d) These members shall not have the right to vote or hold office.

PROPOSED 2.03

2.03 a) Associate Membership. Associate membership may be granted to:

1) Individuals who qualify for this category may include, but are not limited to, physicians, advanced practice nurses, nurse practitioners who live out-of-state, nurse practitioners who are retired, and other health care professionals who do not qualify for full membership.

b) Parents, relatives, friends, and colleagues.

2) Individuals enrolled as students in a nurse practitioner program that is not a state-approved, Master’s Level program, qualify for this membership.

3) Other individuals who support CANP’s goals and objectives but do not qualify full membership.

(b) These Associate members shall not have the right to vote or hold office.

CURRENT 2.04

2.04 Student Membership. Student membership is granted to those individuals

PROPOSED 2.04

2.04 Student Membership. Student membership is granted to students enrolled

2.04 Student Membership. Student membership is granted to students enrolled
enrolled full-time or part-time, in a state-approved, Master's level or above nurse practitioner program.
b) These members shall not have the right to vote or to hold office.

2.06 Senior Membership. Currently active licensed nurse practitioners in the state of California who are 65 and older. These members would have the right to vote and hold office.

CURRENT 2.05

2.05 Affiliate Membership. Affiliate membership is extended to those non-corporate organizations serving other nursing, nurse practitioner, advanced practice nursing or other health care providers interested in the profession. These members shall not have the right to vote or to hold office.

CURRENT 2.06

2.06 Senior Membership. Currently active licensed nurse practitioners in the state of California who are 65 and older. These members would have the right to vote and hold office.

NEW SECTION 2.06B*

COMMENT: (a) Permits individual 'corporate' members who are licensed nurse practitioners who work in California to vote and hold office, the same as full and senior members. Because CANP has multiple forms of membership, (b) and (c) are technical amendments to avoid a

NEW SECTION 2.06B*

a) Notwithstanding a member's category or classification of membership for purposes of dues or member benefits, all members who are nurse practitioners licensed to work in California shall have the right to vote and hold office.

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in a state-approved Master's or Doctoral nurse practitioner program. Student membership is limited to two years.

b) Student members shall not have the right to vote or to hold office.
Potential conflict between CANP's definitions of 'member' and the legal definition of 'member' contained in the California Corporation Code.

*NOTE. After the House of Delegates has acted upon all proposed amendments, the Bylaws will be renumbered appropriately to provide for the addition/deletion of sections and subsections.

### Current 2.07
2.07 Member in Good Standing. A member in good standing is one who has paid current dues, and assessments.

### Proposed 2.07*
2.07 Member in Good Standing. A member in good standing is one who has paid current dues, fees, and assessments and whose rights of membership have not been suspended.

### Current 2.08
2.08 Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

### Proposed 2.09
2.09 Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, or a committee or person authorized by the

b) All voting members are a single class of membership within the meaning of the California Nonprofit Mutual Benefit Corporation Law.

c) If the Board of Directors or House of Delegates refers to other persons or entities as ‘members’, or creates other forms of nonvoting membership, such persons or entities shall not be deemed to be ‘members’ within the meaning of Cal Corp Code section 5056 unless expressly designated as such by amendment of these bylaws.

### Current 2.09
2.09 Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the

b) All voting members are a single class of membership within the meaning of the California Nonprofit Mutual Benefit Corporation Law.

c) If the Board of Directors or House of Delegates refers to other persons or entities as ‘members’, or creates other forms of nonvoting membership, such persons or entities shall not be deemed to be ‘members’ within the meaning of Cal Corp Code section 5056 unless expressly designated as such by amendment of these bylaws.

### Proposed 2.09
2.09 Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, or a committee or person authorized by the
Board, in good faith determines that any of the following events have occurred: (a) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; and or (b) occurrence of any event that renders a member ineligible for membership, or (c) failure to satisfy membership qualifications. The Board may provide for reinstatement of terminated memberships pursuant to Board policy.

CURRENT 2.10

2.10 Discipline. A member may be reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a significant abuse of the authority conferred on a member or a failure, on serious degree, to observe an Association's rules of conduct as prescribed in these Bylaws or otherwise by the Board. The member shall be given a minimum 15-days prior written notice of the proposed discipline with the reasons. The notice shall also include the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

PROPOSED 2.10

2.10 Discipline. A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a significant abuse or neglect of the authority conferred on a member or a failure, on serious degree, to observe an Association's rules, including any codes of conduct or ethics, as prescribed in these Bylaws or otherwise by the Board Policies. Discipline may also be imposed if a member has engaged in conduct materially and seriously prejudicial to the Association’s purposes and interests. The member shall be given a minimum 15-days prior written notice of the proposed discipline with the reasons. The notice shall also include the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any. The Board’s decision shall be final. The Board of Directors shall adopt policies and procedures to implement this section, which may include provisions for reinstatement of membership under appropriate
CURRENT 2.11

2.11 Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

ARTICLE III: Finance

3.01 Budget. An annual operating budget will be prepared by the executive director and the vice president of finance and presented to the board for approval at least 60 days prior to the beginning of the next fiscal year.

3.02 Audit. An audit of CANP’s finances will be conducted by an independent auditor appointed by the executive committee. The scope of those audits will be determined from time to time by the executive committee. The executive committee will approve an accounting firm to do the audit, and the contract for audit will be formally bid and conducted at least once every five years.

ARTICLE IV: Dues

COMMENT: The Board of Directors believes that subjects such as student recruitment, soliciting corporate memberships, and setting the terms and methods for payment of dues and assessments are best handled administratively through board policy. These amendments reiterate that the House of Delegates must ratify any change to the amount of dues, fees or assessments paid by regular (full and senior) members but allow the Board of Directors alone to set the dues for other forms of membership (e.g. corporate, associate, and student) and to establish policies and procedures for the terms and methods of payment. This is consistent with the business practices of similar associations.
**CURRENT 4.01**

4.01 The BOD, subject to ratification by the HOD, shall: set dues, recommend assessments, and set the terms of payment. A proposal from the BOD to change the amount of dues or consider an assessment shall be mailed to the HOD at least 45 days in advance of the session at which such proposal is to be considered.

**STRIKE existing 4.01 and replace with:**

4.01 Dues and Assessments

(a) The Board of Directors, subject to ratification by the House of Delegates, shall set the dues and recommend any assessments for full membership. A proposal from the Board to change the amount of dues or consider an assessment shall be mailed to the House of Delegates at least 45 days in advance of the session at which such proposal is to be considered. The Board shall establish policies and procedures governing terms of payment, which may include provisions for temporary dues reductions for purposes of member recruitment.

(b) The Board of Directors shall set the dues, fees, or other assessments for all other forms of membership.

**CURRENT 4.02**

4.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

**PROPOSED 4.02**

4.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated according to Board policy. The Board may also provide for reinstatement of membership in appropriate circumstances.

**CURRENT 4.03**

4.03 Refunds. No dues will be refunded.

**No change.**

**4.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated according to Board policy. The Board may also provide for reinstatement of membership in appropriate circumstances.**

**No change**
ARTICLE V: House of Delegates

COMMENT: Most of the amendments are intended to clarify existing provisions that are ambiguous, uncertain, or require some modification to comply with the California nonprofit corporation code. One significant exception is a restatement of the authority of the House of Delegates. Section 5.06 currently states that the House of Delegates is the "supreme authoritative body of this association with respect to all health, practice, professional and external matters." However, the Bylaws also grant shared authority over such matters to the Board of Directors and the Health Policy and Practice committee(s); most of CANP’s existing policies in these areas have been established by the Board, not the House of Delegates. More problematic is that the phrase "health, practice, professional and external matters" is never defined. That ambiguity has created uncertainty, and sometimes tensions, over whether a policy is a matter that requires further action by the House of Delegates or is sufficiently handled by the Board alone. The proposed amendment replaces the existing language with "provides direction and guidance to the Board of Directors concerning professional practice issues and priorities." This allows the delegates to provide overall direction and guidance to the Board while giving the Board the clear authority and flexibility needed to respond to rapidly changing legal or political circumstances. The new language also recognizes the Board’s statutory responsibility to manage the corporate affairs of the Association.

CURRENT 5.01

5.01 Composition.

a) members of the Board of Directors,

b) one delegate per affiliated chapter plus one delegate per twenty (20) voting members.

(i) The membership report as of September 1st of the year immediately preceding the annual session shall be the basis for allotment of delegates.

(ii) Each chapter shall elect its own delegate(s) in accordance with its own procedures.

(iii) The members of the State Board of Directors (elected and appointed) do not serve as delegates for their chapter.

(iv) The Association imposes no limits on the number of

PROPOSED 5.01

5.01 Composition.

a) Members of the Board of Directors.

b) Chapter Delegates: One delegate per affiliated chapter plus one delegate per twenty (20) voting members.

(i) The membership report as of 120 days prior to the date of the annual session shall be the basis for allotment of delegates.

(ii) Each chapter shall elect its own delegate(s) in accordance with its own procedures.

(iii) The members of the State Board of Directors (elected and appointed) do not serve as delegates for their chapter.

(iv) Chapter delegates shall serve terms of one year or until their successors have been selected or appointed.

(v) The Association imposes no limits on the number of consecutive terms a Chapter delegate may serve, but chapter-rules may
consecutive terms a delegate may serve, but chapter-rules may impose term limits.

c) Ex Officio Members. The Vice President of Corporate Affairs, Speaker of the House, and each past president of this Association shall be an *ex officio* member of the House of Delegates, without the right to vote unless she/he is a member of the Board of Directors or is also selected as a chapter delegate by his or her Chapter. COMMENT: Formerly section 5.02, but now recognizes that a past president may be selected to serve as a delegate by his or her chapter.

**CURRENT 5.02**

5.02 Ex Officio Members. The Vice President of Corporate Affairs, Speaker of the House, and each past president of this Association shall be an *ex officio* member of the House of Delegates, without right to vote.

**PROPOSED 5.02**

Strike.

Merged into 5.01 above. (subd. C)

**CURRENT 5.03**

Certification of Delegates and Alternate Delegates. The secretary of each Chapter shall file with the headquarters office of this Association, not later than dates established by the Board of Directors and up to two (2) weeks prior to the House of Delegates (for emergency purposes only), the names, addresses and telephone numbers of each delegate and alternate delegate designated by his/her chapter. The Vice President of

impose term limits.

c) Ex Officio Members. Each past president of this Association shall be an *ex officio* member of the House of Delegates, without the right to vote unless she/he is a member of the Board of Directors or is also selected as a chapter delegate by his or her Chapter.
Corporate Affairs of this Association shall provide each delegate and alternate delegate with credentials, which shall be presented to the Committee on Credentials of the House of Delegates. In the event of a contest over credentials of any delegate or alternate delegate, the Committee on Credentials shall hold a hearing and report its findings and recommendations to the House of Delegates for final action.

**CURRENT 5.04**

5.04  No Proxy Voting. No delegate may be represented by proxy in the House of Delegates.

**CURRENT 5.05**

5.05 Entire Voting Power. The members of the House of Delegates shall constitute the entire voting power of this Association.

**CURRENT 5.06-5.07**

5.06 Powers.
   a) The House of Delegates shall be the supreme authoritative body of this Association with respect to all health, practice, professional and external matters.
   b) It shall have the power to amend the Articles of Incorporation and Bylaws of this Association.
   c) It shall have the power to elect certain officers and “honorary members” of this Association.

5.07 Duties. It shall be the duty of the House

**PROPOSED 5.06**

5.06 Powers.
   a) The House of Delegates shall be the supreme authoritative body of this Association with respect to all health, practice, professional and external matters. It provides direction and guidance to the Board of Directors concerning professional practice issues and priorities.
   b) It shall have the power to amend the Articles of Incorporation and Bylaws of this Association.
   c) It shall have the power to elect the statewide officers and “honorary members” of this Association.
   d) It shall have the power to ratify the
5.07 Duties. It shall be the duty of the House of Delegates to
a) elect the officers of this Association,
b) ratify the amount of dues and/or to set assessments.
c) adopt or ratify all policies or principles of the association relating to its health, practice and professional external matters.

5.08 Annual Session. The House of Delegates shall meet annually at a time and location specified by the Board of Directors. The notice of the annual session shall be sent to all delegates and alternate delegates at least forty-five (45) days in advance. The notice shall state the place, date, and time of the meeting and a general statement concerning the nature of the business to be transacted. A more detailed packet containing proposed resolutions, nomination and election information, and other relevant meeting materials shall be sent to delegates and alternates no less than 15 days prior to the meeting.

5.09 Special Sessions. A special session of the House of Delegates shall be called by the president on two-thirds (2/3) affirmative vote of the members of the Board of Directors or on written request of at least twenty-five
officially certified delegates of the last House of Delegates. The time and place of a special session shall be determined by the president, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call. Delegates at a special session shall be officially certified delegates of the last House of Delegates, or duly elected alternate delegates of the last House of Delegates.

5.10 Official Call. The Vice President of Corporate Affairs of the Association shall cause to be published an official notice of the time and place of each annual session, and shall send to each member of the House of Delegates an official notice of the time and place of the annual session at least forty-five days before the opening of such session.

5.11 Quorum. At least fifty percent (50%) of the voting members registered at the House of Delegates certified delegates of the last House of Delegates. The time and place of a special session shall be determined by the president, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be determined by the president, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call. Delegates at a special session shall be officially certified delegates of the last House of Delegates, or duly elected alternate delegates of the last House of Delegates.

5.10 Official Call. The Vice President of Corporate Affairs of the Association shall cause to be published an official notice of the time and place of each annual session, and shall send to each member of the House of Delegates an official notice of the time and place of the annual session at least forty-five days before the opening of such session. At least fourteen (14) days notice shall be provided for special sessions.

5.11 Quorum. At least fifty percent (50%) of the voting members certified delegates of the last House of Delegates. If the Board of Directors believes that calling a special session of the House of Delegates would be economically unfeasible, and the business is capable of being handled with mail or electronic balloting, the Board may elect to do so. Board policies for conducting a mail ballot of delegates shall conform to the requirements of the California Mutual Benefit Corporation Law.
Delegates shall constitute a quorum for the transaction of business at any official meeting.

COMMENT: The quorum is based upon the number of delegates who actually receive credentials for the House of Delegates, as opposed to the number of delegates 'authorized' or 'selected' but who do not attend. Example: 108 delegates may be authorized (the actual number depends upon membership data); chapters only elect or select 96 delegates and of those 96 only 92 actually attend the House of Delegates and receive credentials. The quorum for the meeting will be 47, a majority of 92.

CURRENT 5.12

5.12 Officers. The officers of the House shall be the speaker of the House of Delegates and a secretary of the House of Delegates. The Vice President of Corporate Affairs of this association shall serve as secretary of the House of Delegates. In the absence of the speaker the office shall be filled temporarily by the president of this Association. The speaker shall preside at all meetings of the House of Delegates and shall perform such duties as these Bylaws, custom and parliamentary usage require. The secretary of the House of Delegates shall serve as the recording officer of the House, and shall cause a record of the proceedings of the House to be published as the official transactions of the House.

PROPOSED 5.12

5.12 Officers. The officers of the House shall be the speaker of the House of Delegates and a secretary of the House of Delegates. The Vice President of Corporate Affairs of this association shall serve as secretary of the House of Delegates. In the absence of the speaker the office shall be filled temporarily by the Immediate Past President of this Association. The speaker shall preside at all meetings of the House of Delegates and shall perform such duties as these Bylaws, custom and parliamentary usage require. The secretary of the House of Delegates shall serve as the recording officer of the House, and shall cause a record of the proceedings of the House to be published as the official transactions of the House.

CURRENT 5.13

5.13 Rules of Order.

PROPOSED 5.13

5.13 Rules of Order.
a) Reports: All reports of the Board of Directors, officers and committees are the property of the House and shall be distributed to each delegate before such report is considered by the House of Delegates.

b) Appropriation of Funds: Any resolution proposing an appropriation of funds (which are not already budgeted) shall be referred to the Vice President of Finance for a report on the availability of funds, which report shall be made at the same session of the House.

c) Introduction of New Business: No new business shall be introduced into the agenda of the House unless the item is submitted prior to the opening of reference committee hearings, and unless the matter constitutes a genuine emergency.

d) Parliamentarian: The speaker may appoint an official parliamentarian.

COMMENT: The parliamentarian is now a professional consultant retained by staff.

CURRENT 5.14

5.14 Committee on Credentials.
   a) The Committee on Credentials shall consist of the Vice President of Corporate Affairs of the Association, who shall serve as chairman, and three (3) delegates appointed by the president at least fifteen (15) days in advance of the Annual Meeting.

PROPOSED 5.14

5.14 Committee on Credentials.
   a) The Committee on Credentials shall consist of the Vice President of Corporate Affairs of the Association, who shall serve as chairman, and three (3) delegates appointed by the president at least fifteen (15) days in advance of the Annual Meeting.
b) It shall be the duty of the Committee on Credentials to
   (1) report concerning delegate attendance at the meeting (a verbal roll call is not required) (2) conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and report its recommendations to the House of Delegates (3) supervise the casting of ballots.

d) It shall be the duty of the Committee on Credentials to
   (1) report concerning delegate attendance at the meeting (a verbal roll call is not required) (2) conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and report its recommendations to the House of Delegates (3) supervise the casting and counting of ballots.

CURRENT 5.15

5.15 Committee on Rules and Order.
   a) The Committee on Rules and Order shall consist of three (3) delegates appointed by the president at least forty-five (45) days in advance of each Annual Session.
   b) Duties:
      (1) prepare a report, in consultation with the speaker and secretary of the House of Delegates, on matters relating to the order of business and special rules of order, if any (2) consider all matters referred to it and report its recommendations to the House of Delegates.
CURRENT 5.16

5.16 Reference Committees.
   a) Each reference Committee shall consist of four delegates appointed by the president at least fifteen (15) days in advance of each annual session. The president shall designate the chairman of each Reference Committee. It shall be the duty of each Reference Committee to consider the reports referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

PROPOSED 5.16

5.16 Reference Committees.
   a) Each reference Committee shall consist of four delegates appointed by the president at least fifteen (15) days in advance of each annual session. The president shall designate the chairman of each Reference Committee. It shall be the duty of each Reference Committee to consider the resolutions referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

CURRENT 5.17

5.17 Election Procedures.
   a) Nominations:
      i) Officers shall be elected by the House of Delegates as provided in these Bylaws.
      ii) In addition to those nominated by the Nominating Committee, other persons may be nominated for office from the floor of the House of Delegates meeting by petition of at least fifteen (15) delegates.

   b) Ballots: Voting shall be by written ballot, except when there is only one candidate for an office, such candidate shall be declared elected by the speaker.

   c) Counting: The majority of ballots cast shall elect officers. In the event that no candidate for office receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again.

PROPOSED 5.17

5.17 Officer Election Procedures.
   a) Nominations:
      i) Officers shall be elected by the House of Delegates in even numbered years, as provided in these Bylaws.
      ii) In addition to those nominated by the Nominating Committee, other persons may be nominated for office from the floor of the House of Delegates meeting by petition of at least fifteen (15) delegates and provided they meet the qualifications for office.

   b) Ballots: Voting shall be by written ballot, except when there is only one candidate for an office, such candidate shall be declared elected by the speaker.

   c) Counting: The majority of ballots cast shall elect officers. In the event that no candidate for office receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again.
CURRENT 5.18

5.18 Resolutions. Resolutions may be proposed by the Board of Directors, by any chapter, by any committee, or by written petition of at least ten delegates.

No change.

CURRENT 5.19

5.19 The presiding officer of the House of Delegates shall be the Speaker who shall be elected by the House of Delegates for a three (3) year term or until his/her successor is elected. In the event the Speaker is unable to fulfill the duties of the office the Immediate Past President will serve as Speaker for the conduct of the business of the House of Delegates. The Speaker may vote in the House only in case of a tie vote.

No change.

ARTICLE VI: Board of Directors

New Section 6.00

6.00 Subject to the provisions of these Bylaws, the Articles of Incorporation, and the laws of the State of California, the affairs and activities of this Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. To the extent permitted by law and by these Bylaws, the Board of Directors may delegate the management of the activities of the Corporation to the Executive Director or to any other person or persons or committees, however
or persons or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

**COMMENT:** The California Corporation Code was amended in 2009 to reinforce the statutory and fiduciary responsibilities of nonprofit boards. While the board may delegate its authority to committees and staff, it must provide proper direction and retain ultimate authority over all corporate matters.

**CURRENT 6.01**

6.01 Board of Directors.

a) Governs the Association and has the responsibility for the supervision, control, and direction of the Association.

b) Sets operating policy and all policy not set by the House of Delegates pursuant to these Bylaws and oversees the financial matters of the Association.

c) Approves the budget and reviewing, hiring and terminating the Executive Director.

d) Maintains a positive relationship with other persons, firms and organizations with which the profession interacts.

**PROPOSED 6.01**

6.01 Board of Directors.

a) Governs the Association and has the responsibility for the supervision, control, and direction of the Association.

b) Sets operating policy and all policy not set by the House of Delegates pursuant to these Bylaws and oversees the financial matters of the Association.

c) Approves the budget and reviewing, hiring and terminating the Executive Director.

d) Maintains a positive relationship with other persons, firms and organizations with which the profession interacts.

**CURRENT 6.02**

6.02 Composition. The Board of Directors shall consist of the following members:

**PROPOSED 6.02**

6.02 Composition. The Board of Directors shall consist of the following members:

6.02 Composition. The Board of Directors shall consist of the following members:
Elected Directors:

President
Vice-President of Finance/Treasurer
President Elect
Immediate Past President
Vice President of Corporate Affairs/Secretary

Appointed Directors:

Chair(s) of the following Standing Committees:

- Membership
- Educational Affairs
- Health Policy
- Practice Issues

The president of the Association shall serve as chairman of the board. All directors except the Speaker have the right to vote.

COMMENT: Board Policy has designated two co-chairs for the latter two committees for several years.

The president of the Association shall serve as chairman of the board. All directors except the Speaker have the right to vote.

COMMENT: Unnecessary language; all directors have a statutory right to vote and the Speaker is not actually a member of the Board.

CURRENT 6.03

6.03 Selection and Term of Office.

a) Elected directors shall be selected by

PROPOSED 6.03

6.03 Selection and Term of Office.

a) Elected directors (officers) shall be
the delegates at the Annual Session, with the exceptions that the standing President elect will become President, the President will become the Immediate Past President and shall take office automatically. If, for any reason, an election is not or cannot be held, the House of Delegates may extend existing terms of office until the next Special or Annual Session.

b) Appointed directors shall be appointed by the Board of Directors during its first meeting following each Annual Session. The Board of Directors shall take into consideration the recommendations of the Nominating Committee concerning candidates for appointed positions. Appointment of the Chairs of the Policy Committee and the Practice Issues Committee requires two years prior committee experience.

c) Term of Office. The term of office shall be two years for all elected and appointed Board positions, or until a successor has been elected or appointed.

d) The term of office of the Chairperson of the Policy Committee and the Chairperson of the Practice Issues Committee shall be from October 1 to September 30, or until his/her successor is appointed. Two year staggered terms allow for one but not both appointments to be made each year.

e) Newly elected/appointed Directors shall attend a Board of Directors meeting immediately following their election/appointment as an opportunity for orientation and instruction prior to taking office.

Selected by the delegates at the Annual Session in even numbered years, with the exceptions that the standing President elect will become President and the President will become the Immediate Past President, each of whom shall take office automatically. If, for any reason, an election is not or cannot be held, the House of Delegates may extend existing terms of office. If, for any reason, an election is not or cannot be held, their terms of office shall be extended until the next Special or Annual Session.

b) The chair of the Membership Committee and the two co-chairs of the Education Committee shall be appointed by the Board of Directors during its first meeting following the Annual Session in even numbered years.

c) The two co-chairs of the Health Policy and Practice Committee shall be appointed by the Board annually, for staggered two-year terms so that only one is appointed each year.

d) The Board of Directors shall take into consideration the recommendations of the Nominating Committee concerning candidates for appointed positions.

e) Newly elected/appointed Directors shall attend a Board of Directors meeting immediately following their election/appointment as an opportunity for orientation and instruction prior to taking office.
opportunity for orientation and instruction prior to taking office.

during its first meeting following the Annual Session in even numbered years.

c) The two co-chairs of the Health Policy and Practice Committee shall be appointed by the Board annually, for staggered two-year terms so that only one is appointed each year.

d) The Board of Directors shall take into consideration the recommendations of the Nominating Committee concerning candidates for appointed positions.

e) Directors shall serve two year terms, or until their successors are elected or appointed. Except for the co-chairs of the Health Policy and Practice Committee, the term of office shall be from July 1 of the first year to June 30 of the second year. For the co-chairs of the Health Policy and Practice Committee, the term of office shall be from October 1 of the first year to September 30 of the second year.

(e) Newly elected/appointed Directors shall attend a Board of Directors meeting immediately following their election/appointment as an opportunity for orientation and instruction prior to taking office.

COMMENT: The above provisions have been rewritten for clarity. There are no substantive changes.

CURRENT 6.04

6.04 Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

PROPOSED 6.04

6.04 Vacancies. Except for the President who shall be succeeded by the President-elect, if a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

CURRENT 6.05

No change.

No change
6.05 Meetings. The President or the Board may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects. Each director is obligated to attend each duly called and noticed meeting.

**CURRENT 6.06**

6.06 Notice. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by electronic means.

**PROPOSED 6.06**

6.06 Notice. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by electronic means. Special meetings may be called either by the President, the Executive Committee, or by petition of any three directors.

**CURRENT 6.07**

6.07 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business.

**PROPOSED 6.07**

6.07 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. The Board may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, provided that any actions taken must approved by at least a majority of the number of directors required for a quorum.

**COMMENT:** Already provided by corporate law; it is useful to state it expressly in the bylaws so all members are aware of it. E.g., if the Board has 10 members; a quorum is 6. Once a quorum is established if some board members need to leave the meeting, the rest of the board may...
continue transacting business but any actions require a minimum of four affirmative votes.

**CURRENT 6.08**

6.08 Board Action.

(a) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

b) The Board may adopt policies, procedures, rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers, except that all matters relating to health, practice, professional or external policies shall be subject to and consistent with policies enacted by the House of Delegates. Policies adopted by the Board pertaining to health, professional or external policies shall be interim, and shall be submitted to the next meeting of the House of Delegates for ratification or revocation.

**PROPOSED 6.08**

6.08 Board Action.

(a) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. If a board member abstains from participating in an item of business because of a declared conflict of interest, that member shall be treated as not present for purposes of determining the outcome of the vote, but shall be counted for purposes of establishing that a quorum was present.

b) The Board may adopt policies, procedures, rules and regulations to supplement and interpret these Bylaws, except that all matters relating to health, practice, and other professional policies shall be subject to and consistent with policies enacted by the House of Delegates. Policies adopted by the Board pertaining to health, practice, and other professional matters shall be distributed to all delegates immediately. If there are 60 days or less until the next House of Delegates, such policies shall be interim and shall be submitted to the House of Delegates for ratification or revocation.

COMMENT: Complies with California Corporation Code.
professional policies shall be subject to and consistent with policies enacted by the House of Delegates. Policies adopted by the Board pertaining to health, practice, and other professional matters shall be distributed to all delegates immediately. If there are 60 days or less until the next House of Delegates, such policies shall be interim and shall be submitted to the House of Delegates for ratification or revocation.

**CURRENT 6.09**

Absence: Proxies are not permitted. If a director is absent from two consecutive meetings in any one fiscal year term, the director's resignation shall be deemed to be tendered and accepted, and the director shall be so notified. **No change.**

**CURRENT 6.10**

6.10 Conduct of Meetings. Meetings shall be governed by an appropriate parliamentary standard adopted by the Board. **Strike.**

**CURRENT 6.11**

6.11 Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if in compliance with California Nonprofit Corporation Law and according to established policy. **PROPOSED 6.11**

6.11 Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment or services if in compliance with California Nonprofit Corporation Law and according to established policy.
**CURRENT 6.12**

6.12  Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

**PROPOSED 6.12**

6.12  Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

**CURRENT 6.13**

6.13  Expenses. Each director shall be reimbursed for expenses incurred in connection with travel to and from a Board meeting in accordance with standards and procedures the Board may adopt and amend from time to time. At any time, the Board, in its discretion, may determine not to pay any expenses for any or all future meetings.

**No Change.**

**CURRENT 6.14**

6.14  Nomination. All candidate applications for director positions, both elected and appointed shall be processed by the Nominating Committee unless nominated during the Annual Session by petition of no less than fifteen (15) delegates.

**No change.**

**NEW SECTION 6.15**

6.15 Removal. Elected directors may be removed from office only by a vote of the delegates or by Board action consistent with the California Mutual Benefit Corporation Law. Appointed directors may be removed by a majority vote of either the...
NEW SECTION 6.16 to comply with California Corporation Code

6.16 Resignation of Members of Board of Directors. Any member of the Board of Directors may resign effective upon giving written notice to the President, the Vice President of Corporate Affairs, or to the Board of Directors. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor director may be elected or appointed to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

NEW SECTION 6.17 to comply with California Corporation Code

6.17 NEW SECTION. Inspection Rights. Every director shall have the right to inspect, copy, and make extracts of, in person or by agent or attorney, all books, records, and documents of every kind and to inspect the physical properties of the corporation.

ARTICLE VII: Officers

CURRENT 7.01

7.01 Officers. The officers of the Association shall be the President, President-Elect, Vice-President of Corporate Affairs, Vice-President of Finance and immediate past president. The Executive Director shall serve as an ex officio officer, without the right to vote.

PROPOSED 7.01

7.01 (a) Officers. The officers of the Association shall be the President, President-Elect, Vice-President of Corporate Affairs, Vice-President of Finance, and the immediate past president. The Executive Director shall serve as an ex officio officer, without the right to vote.
(b) Executive Committee. The officers shall constitute an Executive Committee, with the authority to act on behalf of the Board when the Board is not in session. The Executive Committee shall report its actions to Board at the earliest practical opportunity.

COMMENT: Already Board Policy; required by Corporation Code to be in the Bylaws.

CURRENT 7.02

7.02 Election and Term of Office. Excepting for the Executive Director, an officer may be selected and serve for no more than two consecutive terms in the same office. Officers shall attend all Board meetings

CURRENT 7.03

7.03 Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as presiding officer of the Board; the President-Elect acts in place of the President when the President is not available and succeeds to the office of President should it become vacant; and the Vice-President of Corporate Affairs and the Vice-President of Financial Affairs will perform the duties of secretary and chief financial officer, respectively as specified by the California Nonprofit Corporation Law.

CURRENT 7.04

STRIKE. Now covered in 6.04

Deleted
7.04 Vacancies. If a vacancy occurs among the offices, other than the President or the Executive Director, for any reason, the Board may fill the unexpired portion of the term.

**CURRENT 7.05**

7.05 Executive Director.

a) Serves as the executive head of the offices of the Association, and shall have the authority to employ, define terms of employment for, and terminate employment of staff personnel.

b) Coordinates the activities of all councils and committees, including the preparation of their reports.

c) Presents written reports to the Board of Directors upon meeting or request, available to each Chapter, and a written annual report to the House of Delegates with prior review of the annual report by the Board of Directors.

d) Serves as an ex officio member of the House of Delegates, the Board of Directors, and standing committees of the Association (except the Nominating Committee), without the right to vote.

e) Performs such other duties as may be assigned by the Board, or the Executive Committee when the Board is not in session.

**ARTICLE VIII: Committees**

**CURRENT 8.01**

8.01 Committees. The Board may create committees to which it may delegate various governance functions. At the time it creates a committee, the Board shall issue to the

**PROPOSED 7.05**

7.05 Executive Director.

a) Serves as the executive head of the offices of the Association, and shall have the authority to employ, define terms of employment for, and terminate employment of staff personnel.

b) Coordinates the activities of all councils and committees, including the preparation of their reports.

c) Presents written reports to the Board of Directors upon meeting or request, available to each Chapter, and a written annual report to the House of Delegates with prior review of the annual report by the Board of Directors.

d) Serves as an ex officio member of the House of Delegates, the Board of Directors, and standing committees of the Association (except the Nominating Committee), without the right to vote.

e) Performs such other duties as may be assigned by the Board, or the Executive Committee when the Board is not in session.

**No Change.**

**No change**
committee a specific mission statement with a definition of the committee’s authority. Committee chairs are appointed by the President based on Nominating Committee recommendations, and subject to approval of the Board. Committee members shall be appointed by the president, subject to approval of the Board.

**CURRENT 8.02**

8.02 Executive Committee. The Executive Committee shall consist of the officers. The Executive Committee shall have the authority to act on behalf of the Board when the Board is not in session. The Committee shall report its actions to Board at the earliest practical opportunity.

**PROPOSED 8.03**

8.03 Nominating Committee.

a) Consists of four (4) persons appointed by the president, including no more than two directors and two delegates from the immediate past House of Delegates, none of which are or will be candidates for elective office for that election cycle.

b) Nominates candidates for all elective officer positions, all appointed director and committee chair positions. The Nominating Committee shall review and revise the nominating process, forms, deadlines and procedures.

c) Prepares solicitation materials, including a list of positions for which nominations are sought, nomination forms, qualifications for office (as determined by the Nominating Committee).

8.03 Nominating Committee.

b) Consists of four (4) persons appointed by the president, including no more than two directors and two delegates from the immediate past House of Delegates, none of which are or will be candidates for elective office for that election cycle.

b) Nominates candidates for all elective officer positions, all appointed director and committee chair positions. The Nominating Committee shall periodically review and revise the nominating process, forms, deadlines and procedures.

c) Prepares solicitation materials, including a list of positions for which nominations are sought, nomination forms, qualifications for office (as determined by the Nominating Committee).
Nominating Committee, and other forms necessary for the evaluation process (including forms relating to disclosure of actual and potential conflicts of interest) no later than October 1st of the year immediately preceding the Annual Session at which the election will occur.

d) Eligible nominators include any member of the Association.

e) Nominations must be received no later than ninety (90) days preceding the Annual Session at which the election will occur.

f) Submits a complete nomination slate no later than forty-five (45) days prior to the House of Delegates meeting.

g) Evaluates applications and renders an opinion concerning whether candidates for positions are qualified or not qualified, and recommends at least one candidate per elective office to be filled.

(h) Delegates shall be provided the Nominating Committee's report no later than thirty (30) days prior to the House of Delegates meeting.

NEW SECTION 8.04 to comply with California Corporation Code

8.04 Committee Minutes and Reports. Each committee shall keep regular minutes of its proceedings which shall be filed with the Vice President of Corporate Affairs. All action by any committee shall be reported to the Board of Directors at its next meeting and shall be subject to review and alteration by the Board of Directors.
ARTICLE IX: Policies

9.01 Policies. All policy decisions relating to health, practice, professional or external issues will be made by the House of Delegates by majority vote. The Board of Directors may establish policies to the extent permitted by these Bylaws. Policies will be reviewed and/or amended annually.

PROPOSED 9.01

9.01 Policies. All policy decisions relating to health, practice, professional or external issues will be made by the House of Delegates by majority vote. The Board of Directors may establish policies to the extent permitted by these Bylaws. Policies will be reviewed and/or amended annually.

9.01 Professional Practice Policies. The House of Delegates provides direction and guidance to the Board of Directors with respect to professional practice policies and priorities.

COMMENT: Consistent with changes previously made to section 5.06.

NEW SECTION 9.02

9.02 Operating and Management Policies. The Board of Directors, as the Association's governing body, is entrusted with the authority to establish all operating policy. Board policy establishes the parameters and guidelines for board members, committees, management and staff. Board policies establish the broad parameters within which board, management and staff will operate. Management policies are developed and implemented by the Executive Director, and outline the specifics of how the organization and staff will operate within board policy.

COMMENT: Intended to better delineate the Executive Director's authority.

ARTICLE X: Parliamentary Authority
10.01 Parliamentary Authority. Meetings of the CANP Board and House of Delegates will be governed by the parliamentary rules as outlined in *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, copyright 2012, in all cases where current bylaws and current board policies do not apply.

**ARTICLE XI: Indemnification and Insurance**

No change.

**ARTICLE XII: Amendment of Bylaws**

No change.

**ARTICLE XIII: Regional Chapters**

13.01 Recognition. The Board may recognize chapters on such terms and conditions as it may prescribe in a written affiliation agreement with each recognized regional chapter. Effective January 1, 2001, each nurse practitioner shall be a CANP member in order to be eligible for chapter membership.

**ARTICLE XIV: Interpretation**

No change.

**ARTICLE XV: Code of Ethics**

No change.

**NEW ARTICLE XVI: Dissolution**

COMMENT: To comply with IRS regulations


**16.01 Dedication of Property.** All corporate property is irrevocably dedicated to the purposes set forth in section 1.03. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

**16.02 Dissolution.** Should this Corporation be dissolved, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of California and which have as their principal purpose goals and objectives similar to those of this Association.

**Resolution 2016-3**

**16.01 Dedication of Property.** All corporate property is irrevocably dedicated to the purposes set forth in section 1.03. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

**16.02 Dissolution.** Should this Corporation be dissolved, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of California and which have as their principal purpose goals and objectives similar to those of this Association.