

# **Chapter Bylaw Document**

## **North Coast Chapter**

Date Adopted:

## **BYLAWS**

**of**

### **California Association for Nurse Practitioners, North Coast Chapter**

#### **ARTICLE I**

##### ***Name, Principal Office, Purpose and Restrictions***

1.01 Name. The name of the association is California Association for Nurse Practitioners, North Coast Chapter, a California nonprofit mutual benefit corporation ("Chapter") and affiliate of the California Association for Nurse Practitioners (CANP).

1.02 Principal Office. The principal office of the Chapter shall be located in California and within Chapter boundaries.

1.03 Purpose. The purpose of the Chapter is to enable and support CANP members in providing a forum for networking and professional development, for engaging in advocating for the nurse practitioner, and providing expert guidance for advancing the nurse practitioner profession statewide.

1.04 Compliance with Laws. All policies and activities of the Chapter shall be consistent with CANP Bylaws, CANP Policies, the CANP Code of Ethics, applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chapter is organized and operated, and applicable federal and state tax-exemption requirements.

1.05 Compliance with Alignment Agreement. The Chapter Board of Directors agrees to adhere to the guidelines set forth within the Chapter Alignment Agreement.

#### **ARTICLE II**

##### ***Membership***

2.01 Full Membership. Full membership is granted to those nurse practitioners who are active members in good standing of CANP. Full members shall have full and exclusive voting privileges and rights to hold office.

2.02 Corporate Membership.

a) Corporate membership is extended to an organization engaged in providing goods or services to nurse practitioners. Corporate members shall be allowed to attend the business portion Chapter meetings. These members shall not have the right to vote or hold office.

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.

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

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.

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.

2.07 Member in Good Standing. A member in good standing is one who has paid current dues and assessments of CANP.

2.08 Member Obligation to Follow Chapter Rules. Each member of this Chapter agrees to be bound by these Bylaws, the Code of Ethics of CANP, any amendments thereto, and to abide by the lawful actions of the Board or voting members of the Chapter.

2.09 Discipline. A member may be reprimanded, fined, suspended or terminated for cause by CANP. The Chapter shall not administer discipline without the consent and advise of CANP.

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

### **ARTICLE III**

#### ***Finance***

3.01 Budget and Financial Records. The Chapter shall prepare an annual budget and keep financial records. The Chapter will report on the status of their finances to CANP.

3.02 Audit. The Chapter Board of Directors may appoint an independent auditor from time to time to conduct a financial audit of the Chapter.

## **ARTICLE IV**

### ***Dues***

4.01 Dues. Membership dues shall be as established by the CANP. The Chapter will receive membership dues from CANP on a quarterly basis.

4.02 Delinquency. Any member of the Chapter who is delinquent in dues, fees or assessments may be suspended or terminated as provided within CANP's Bylaws.

4.03 Refunds. No dues will be refunded.

## **ARTICLE V**

### ***Membership Meetings***

5.01 Membership Meetings. The Chapter shall hold Membership Meetings of the active membership at least quarterly. The membership meeting shall include such business as the Chapter Board may determine and may include a report of officers and committee chairs. Membership meetings shall not exclude CANP members in good standing or Corporate members.

5.02 Special Meetings. The Chapter President, the officers or ten percent or more of the members may call special meetings of the regular Chapter membership. Special meetings shall be limited to the purpose for which they are called; no other business shall be conducted.

5.03 Notice. The Chapter Board of Directors shall give voting members reasonable notice of all membership and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 7 days before the meeting.

5.04 Quorum, Voting. The number of members present at a duly noticed meeting shall constitute a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision.

5.05 Proxy Voting. No proxy voting is permitted.

5.06 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members, including the election of officers and chairs, may be taken by conforming to the mail / email balloting procedure specified in the California Nonprofit Corporation Law.

## **ARTICLE VI**

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

6.01 Chapter Board of Directors. The Chapter Board of Directors are the governing body of the Chapter and has authority and responsibility for the supervision, control, and direction of the Chapter under the established Chapter Bylaws and the Alignment Agreement. The Chapter Board of Directors are

responsible for adhering to the CANP policies and oversight of financial matters of the Chapter. The Chapter Board of Directors are also responsible for preparation of the Chapter budget and tax matters for the Chapter. The Chapter Board of Directors shall maintain a positive relationship with other persons, firms and organizations with which the profession interacts.

6.02 Eligibility and Number of Officers. The Chapter Board of Directors shall consist of not less than three directors and no more than twenty-five directors, whom shall be selected by vote of the members and appointments made by the Chapter Executive Committee. The exact number of directors shall be fixed, within those limits, by the Chapter. Each director shall be a full member in good standing of CANP as well as a member in good standing of the Chapter.

6.03 Selection and Term of Office. The Chapter President, President-Elect, and Past President shall serve a term of one year or until a successor is elected and qualified for office. Appointed directors shall be appointed annually or until a successor is appointed and qualified for office.

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

6.05 Meetings. The President or the Chapter officers may call meetings of the Chapter Board. The Chapter Board shall hold meetings at the time and place it selects and shall hold other meetings each year at the time and place it selects. Each officer is obligated to attend each duly called and noticed meeting.

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

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

6.08 Chapter Board Action. Every act or decision done or made by a majority of the Chapter Board present at a meeting duly held at which a quorum is present is the act of the Chapter Board. The officers may adopt policies, procedures, rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, and officers.

6.09 Absence: Proxies are not permitted. If an officer is absent from two consecutive meetings in any one fiscal year term, the officers' resignation shall be deemed to be tendered and accepted, and the officer shall be so notified, unless extenuating circumstances prevent attendance. The Chapter Board of Directors has the discretion to excuse any absence.

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

6.11 Meeting by Conference or Other Electronic Means. Members of the Chapter 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.

6.12 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Chapter Board of Directors under any provision of law may be taken without a meeting if

all members of the Chapter Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

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

## **ARTICLE VII**

### ***Officers***

7.01 Officers. The officers of the Chapter shall be a President, President-Elect, Secretary, Treasurer, and Immediate Past President.

7.02 Election and Term of Office. The Chapter will select each officer, who shall be a current member of CANP. The Chapter shall select the officers at its last meeting of each fiscal year, or other appropriate time as the Chapter Board sees fit. An officer may be selected and serve for no more than two consecutive terms in the same office or as recommended by the Chapter members.

7.03 Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Chapter Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Chapter Board from time to time. In addition, the President acts as presiding officer of the Chapter 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.

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

## **ARTICLE VIII**

### ***CANP House of Delegates***

8.01 Delegates. The Chapter is entitled to send voting delegates, who must be active CANP members in good standing, to the CANP House of Delegates. The Chapter shall be entitled to send the number of delegates determined by CANP to be proportionate to the number of active members in CANP as of September 1 of each year, using a formula of least proportionate error. All Chapters shall have at least one delegate. Delegates shall be designated in a manner determined by the Chapter provided such manner includes approval of the designations by the Chapter Board of Directors or Members, taking into account the overall interests of the Chapter and qualifications of the delegate to serve.

8.02 Deadlines. CANP shall advise the Chapter no later than October 1<sup>st</sup> of each year of the number of delegates to which the Chapter is entitled. A final delegate list for the Chapter shall be delivered to the headquarters office of CANP not later than dates established by CANP and in the case of an emergency up to two (2) weeks prior to the House of Delegates. The delegate list shall include the name, address and telephone number of each delegate to serve at the CANP House of Delegates meeting. The Chapter

shall notify CANP of delegate changes in writing to be recognized by CANP. Delegate changes may be made at any time except during a House of Delegates session.

8.03 Delegation. Only designated delegates may be seated with the delegation during the House of Delegates meeting, and only designated delegates shall be entitled to vote. Proxies are not permitted for any purpose.

8.04 Term Limits. There shall be no limit on the number of terms for which a delegate may serve on the CANP House of Delegates.

8.05 Expenses. Delegate expenses incurred in connection with attending the House of Delegates shall be reimbursed to the extent authorized by the Chapter.

8.06 Resolutions. Resolutions may be submitted to the CANP House of Delegates from this Chapter only upon approval of the proposed resolution by the Chapter Board of Directors or by majority vote of the delegates of this Chapter.

## **ARTICLE IX**

### ***Committees***

9.01 Committees. The Chapter Board of Directors may create committees to which it may delegate various governance functions. At the time it creates a committee, the Chapter Board of Directors shall issue to the committee a specific mission statement with a definition of the committee's authority.

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

## **ARTICLE IX**

### ***Policies***

9.03 Policies. All policy decisions will be made by majority vote of the Chapter Board of Directors and in accordance with CANP policies at Chapter Board meetings. Policies will be reviewed and/or amended annually. Chapter policies shall be consistent with the Chapter Alignment Agreement, CANP policy, Bylaws and Code of Ethics.

## **ARTICLE X**

### ***Parliamentary Authority***

10.01 Parliamentary Authority. Meetings of the CANP Chapter Board of Directors will be governed by the parliamentary rules as outlined in Alice Sturgis Standard Code of Parliamentary Procedure in all cases where current bylaws and current board policies do not apply.

## **ARTICLE XI**

### ***Indemnification***

11.01 Indemnification. To the fullest extent permitted by law, the Chapter shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Chapter's behalf. "Agent" for this purpose shall include representatives, Board of Directors, officers and employees when acting on behalf of the Chapter.

## **ARTICLE XII**

### ***Amendment of Bylaws***

12.01 Amendment of Bylaws. These Bylaws are written in accordance of and directly modeled after the CANP Bylaws. An amendment may be submitted to the CANP Board of Directors for consideration.

## **ARTICLE XIII**

### ***Interpretation***

14.01 Interpretation. These Bylaws constitute a written agreement between the Chapter and its members, Chapter Board of Directors and officers and CANP. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law which supplements and controls these Bylaws.