

**BYLAWS
OF THE
CALIFORNIA ASSOCIATION FOR NURSE PRACTITIONERS
(INSERT CHAPTER NAME) CANP SD CENTRAL CHAPTER
A California Nonprofit Mutual Benefit Corporation**

ARTICLE I

NAME, PRINCIPAL OFFICE, PURPOSES AND RESTRICTIONS

Section 1. **Name.** The name of the Association is California Association for Nurse Practitioners CANP SD CENTRAL CHAPTER (“Chapter”), a California nonprofit mutual benefit corporation and affiliate of the California Association for Nurse Practitioners (“CANP”).

Section 2. **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 advocacy for the nurse practitioner, and providing expert guidance for advancing the nurse practitioner profession statewide.

Section 3. **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.

Section 4. **Compliance with Alignment Agreement.** The Chapter shall comply with the guidelines set forth within the CANP & CANP Chapter Alignment Agreement.

ARTICLE II

MEMBERSHIP

Section 1. **Full Membership.**

(a) Full Membership is granted to nurse practitioners who are licensed to work in California and who work or reside within the Chapter boundaries established by CANP.

(b) Full Members have the right to vote on the election of the Chapter Board of Directors, Chapter Officers, and Chapter Delegates to the CANP House of Delegates; those rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law; and as otherwise provided by these Bylaws or the bylaws of CANP. Full Members also have the right to nominate candidates for office and to hold elective or appointive office.

1. A Full Member who is sixty-five (65) years of age or older shall be designated a “Senior Member.”

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

Section 2. Corporate Membership. Corporate Membership may be granted by CANP 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 California nurse practitioner community.

Section 3. Associate Membership.

(a) Associate Membership may be granted by CANP to:

1. Physician assistants, advanced practice nurses, nurse practitioners who are not licensed to practice in California, nurse practitioners who are retired, and other health care professionals who do not qualify for Full Membership.
2. Individuals enrolled as students in a nurse practitioner program that is not a state-approved, master's level program.
3. Other individuals who support the Chapters goals and objectives but do not qualify for Full Membership.

(b) Associate Members do not have the right to vote or hold office.

Section 4. Student Membership.

(a) Student Membership is granted to students enrolled in a state-approved master's or doctoral nurse practitioner program. Student Membership is limited to two (2) years.

(b) Student Members do not have the right to vote or to hold office.

Section 5. Single Class of Membership.

(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.

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

Section 6. 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 by CANP.

Section 7. Member Obligation to Follow Chapter Rules. Each member of this Chapter agrees to be bound by these Bylaws and by the lawful actions of the Board of Directors or voting members of the Chapter.

Section 8. Discipline. A member may be disciplined, including suspension or termination for cause, by the CANP Board of Directors or its designee. The Chapter may impose reprimands or lesser forms of discipline but may not suspend or terminate a member without the consent and advise of CANP. Any discipline imposed by the Chapter shall be through a fair and reasonable procedure that affords the charged member an opportunity to be heard and present a defense.

Section 9. 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

Section 1. Budget. The Chapter shall prepare an annual budget and keep financial records. The Chapter will report on the status of their finances to CANP on a quarterly basis.

Section 2. Audit. The Chapter Board of Directors may appoint an independent auditor from time to time to conduct a financial review or audit of the Chapter.

Section 3. CANP Review. Upon request, the Chapter shall make its books and records available for review by CANP.

ARTICLE IV

DUES

Section 1. Dues and Assessments.

(a) Membership dues are established by, and payable to, CANP. The Chapter will receive an allocation of membership dues from CANP on a quarterly basis.

(b) The Chapter may charge fees for admittance and materials at events held or sponsored by the Chapter but may not impose other fees or assessments without the consent of CANP.

Section 2. 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.

Section 3. Refunds. No dues will be refunded.

ARTICLE V
MEMBERSHIP MEETINGS

Section 1. Membership Meetings.

(a) The Chapter shall hold Membership Meetings 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. Meetings are open to all members of CANP in good standing.

(b) **Special Meetings.** The Chapter President, the Officers, or five (5) percent or more of the members may call Special Meetings of the Chapter membership. Special meetings shall be limited to the purpose for which they are called; no other business shall be conducted.

(c) **Notice.** The President or Vice President for Finance shall give voting members reasonable notice of all Membership and Special Meetings. The notice shall include a general description of the business to be discussed and shall be given at least seven (7) days before the meeting. Notice may be given either in a regular publication of the Chapter or by separate notice to each member, either of which may be mailed or sent electronically to the extent permitted by the California Nonprofit Corporation Law.

(d) **Quorum.** A quorum consists of those members present, provided at least fifty (50) percent of the members of the Chapter Board of Directors are present. An act or decision made by a majority vote of the members present is a valid act or decision.

(e) **Proxy Voting.** No proxy voting is permitted

(f) **Action Without a Meeting.** Any action which may be taken at a meeting of the members, including the election of Directors and Officers, may be taken by mail ballot, electronic transmission, or email provided the procedures used comply with all requirements of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE VI
CHAPTER BOARD OF DIRECTORS

Section 1. Chapter Board of Directors.

(a) The Chapter Board governs the Chapter and has the responsibility for the supervision, control, and direction of the Chapter under these Bylaws and the CANP Alignment Agreement.

(b) The Board oversees the operations and finances of the Chapter, approves the Chapter budget.

(c) The Board maintains a positive relationship with other persons, firms and organizations with which the profession interacts.

Section 2. Composition. The Chapter Board of Directors shall consist of the five (5) Officers designated in Article VII Sect. 1 and up to twenty (20) Directors. The number of Directors shall be fixed by the Chapter Board of Directors by resolution from time to time.

Section 3. The President of the Chapter shall serve as chairman of the board.

Section 4. Election and Terms of Office.

(a) Chapter Officers and Directors shall be elected by the voting members of the Chapter at the last general membership meeting of each fiscal year, except that the incumbent President Elect will become President and the outgoing President will become the Immediate Past President. To be eligible for election, a member must be a nurse practitioner in good standing.

(b) Officers may serve no more than two (2) consecutive terms in the same office unless only the incumbent officer is nominated or a majority of the Chapter members present waive this section by ballot vote. Directors may serve any number of terms.

(c) The Chapter Board of Directors shall develop and adopt fair and reasonable nomination and election procedures. These may provide for the appointment of a nominating committee, for self-nomination, for nominations from the floor, or any combination. Elections shall be conducted by secret ballot. These procedures shall be distributed to all members at least thirty days prior any deadline for nominations. Unless prohibited by the adopted procedures, nominations may also be made from the floor during the election meeting. Any candidate running unopposed may be declared elected by acclamation.

(d) The first Chapter Board of Directors meeting of the new fiscal year shall be held within thirty days following the election. Newly elected Officers and Directors will be take office at the close of that meeting. Their terms of office shall be one year and/or until their successors are elected and installed.

Section 5. Vacancies. Except for the President who shall be succeeded by the President Elect, if a vacancy occurs on the Chapter Board of Directors for any reason, the Chapter Board of Directors may appoint a member to fill the unexpired portion of the term. If the vacant position is that of Immediate Past President, the vacancy shall be filled by appointing another prior Past President. If no other Past President is available or willing to serve, the Board may either appoint another member or leave the position vacant.

Section 6. Meetings and Notice. The Chapter Board of Directors may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. Otherwise, the Board shall meet upon the call of the President, who shall provide the Board of Directors with at least seven (7) days notice. The Chapter Board of Directors may hold special meetings upon four (4) days notice by first class mail or forty-eight (48) hours notice delivered personally or by electronic means. Special meetings may be called either by the Chapter President, the Chapter Executive Committee, or by petition of any three (3) Directors.

Section 7. Quorum. Fifty (50) percent of the Chapter Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors may continue to conduct business during a meeting at which a quorum is initially present, notwithstanding the

withdrawal of Directors, provided that any actions taken must be approved by at least a majority of the number of Directors required for a quorum or such greater number as may required by these Bylaws.

Section 8. Chapter Board Action. Every act or decision done or made by a majority of the Chapter Board of Directors present at a meeting duly held at which a quorum is present is the act of the Chapter Board of Directors. If a Chapter Board of Director 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. The Board may adopt policies, procedures, rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable to members, Directors, and Officers.

Section 9. Absence. Proxies are not permitted. If a Director or Officer is absent from two (2) consecutive meetings in any one (1) fiscal year term, the Director or Officer's resignation shall be deemed to be tendered and accepted, and the Director or Officer shall be so notified. The Chapter Board of Directors has the discretion to excuse any absence.

Section 10. Meeting by Conference or Other Electronic Means. Members of the Chapter Board of Directors 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.

Section 11. Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Chapter Board of Directors may be taken without a meeting if all members of the Chapter Board of Directors shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

Section 12. Expenses. Each Director and 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 of Directors may adopt and amend from time to time. At any time, the Chapter Board of Directors, in its discretion, may determine not to pay any expenses for any or all future meetings.

Section 13. Removal. Elected Directors and Officers may be removed from office only by a vote of the members or by a Chapter Board of Directors action consistent with the California Mutual Benefit Corporation Law. Directors and officers appointed to fill a vacancy may be removed by a majority vote of the Chapter Board of Directors.

Section 14. Resignation of Members of Chapter Board of Directors. Any member of the Chapter Board of Directors may resign effective upon giving written notice to the President, the Vice President of Corporate Affairs or to the Chapter 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.

ARTICLE VII
OFFICERS

Section 1. **Officers.** The Officers of the Chapter shall be the President, President Elect, Vice President of Corporate Affairs, Vice President of Finance, and the Immediate Past President.

Section 2. **Election and Term of Office.** See Article VI Sect. 4.

Section 3. **Duties.** The Officers shall perform those duties that are usual to their positions and that are assigned to them by the Chapter Board of Directors, including those duties that are set forth in the position descriptions for each officer as adopted by the Chapter Board of Directors from time to time. In addition, the President acts as presiding officer of the Chapter Board of Directors; 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 Finance will perform the duties of secretary and Chief Financial Officer, respectively as specified by the California Nonprofit Corporation Law.

ARTICLE VIII
HOUSE OF DELEGATES

Section 1. **Composition.**

(a) Unless otherwise provided by the CANP Bylaws, the Chapter delegation to the CANP House of Delegates shall consist of a minimum of one Chapter delegate plus one (1) additional delegate per twenty (20) voting members.

(b) The membership report as of one hundred and twenty (120) days prior to the date of the Biennial Session shall be the basis for the allotment of delegates. The Chapter Board of Directors may choose either to appoint the Chapter's delegate(s), conduct an election among the membership, or a combination of the two methods. If an election is held, the Chapter Board of Directors shall inform members of the nomination and election procedures at least 60 days prior to the nomination deadline. The Board may also provide for election or appointment of alternates should a Delegate be unable to serve.

(c) Chapter delegates shall serve terms of two (2) years or until their successors have been selected or appointed.

(d) Unless prohibited by the CANP Bylaws, Chapter delegates may serve any number of consecutive terms.

Section 2. **Expenses.** Delegate expenses incurred with attending the House of Delegates shall be reimbursed to the extent authorized by the Chapter or CANP.

Section 3. **Resolutions.** Resolutions may be submitted to the CANP House of Delegates from the Chapter upon approval of the proposed resolution by the Chapter Board of Directors or by vote or petition of a majority of the delegates of the Chapter.

**ARTICLE IX
COMMITTEES**

Section 1. 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 composition and authority.

Section 2. 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 X
POLICIES**

Section 1. Policies. All policy decisions will be made by a vote of a majority of the Chapter Board of Directors and shall be in accordance with CANP policies. Policies will be reviewed and/or amended annually. Chapter policies shall be consistent with the CANP & CANP Chapter Alignment Agreement. CANP policy, Chapter Bylaws and Code of Ethics.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Section 1. Parliamentary Authority. Meetings of the Chapter Board of Directors will be governed by the parliamentary rules as outlined in *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, latest edition, in all cases where current bylaws and current board policies do not apply.

**ARTICLE XII
INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification.

(a) **Right of Indemnity.** To the fullest extent permitted by law, the Chapter shall indemnify its Board of Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Chapter, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

(b) **Approval of Indemnity.** On written request to the Chapter Board of Directors by any person seeking indemnification under Section 7237(a) of the California Corporations Code, the Chapter Board of Directors shall promptly determine under Section 7237(a) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Chapter Board of Directors shall authorize indemnification. If the Chapter Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Chapter Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(c) **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Chapter Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by this Article shall be advanced by the Chapter before final disposition of the proceeding, on receipt by the Chapter of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Chapter for those expenses.

(d) **Coordination with CANP.** The Chapter President shall notify CANP immediately if the Chapter receives a request for indemnification, or learns of circumstances that may lead to a need or request for indemnification. CANP will provide counsel and guidance to the Chapter but the responsibility to authorize or deny indemnification rests solely with the Chapter Board of Directors.

Section 2. Insurance. The Chapter may purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, to include the Chapter's obligation to indemnify the agents in the manner specified in the preceding paragraphs.

ARTICLE XIII

AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws. These Bylaws conform to the Uniform Bylaws prescribed by CANP. If the CANP Board of Directors determines that amendments to these Bylaws are in the best interest of either CANP or its Chapters, it may approve such proposals and direct the Chapter Board of Directors to amend these Bylaws accordingly. The Chapter shall do so by no later than the second Chapter meeting following state board action.

**ARTICLE XIV
INTERPRETATION**

Section 1. **Interpretation**. These Bylaws should be interpreted in conformance with the CANP Bylaws and the California Nonprofit Corporation Law which supplement and control these Bylaws.

**ARTICLE XV
CODE OF ETHICS**

Section 1. **Tenets**. The nurse practitioner and this Chapter shall conduct themselves in alignment with these tenets:

- (a) Beneficence/non-maleficence: do good; do no harm.
- (b) Veracity: truth in actions and words.
- (c) Equality: equal treatment; equal opportunity.

Section 2. **Inclusion**. The nurse practitioner as a nurse and the California Association for Nurse Practitioners SD CENTRAL Chapter as the organization representing the profession shall abide by the American Nurses Association Code of Ethics (2001).

**ARTICLE XVI
DISSOLUTION**

Section 1. **Dedication of Property**. All corporate property is irrevocably dedicated to the purposes set forth in Article I, Section 2. No part of the net earnings of this Corporation shall inure to the benefit of any of its Chapter Board of 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.

Section 2. **Dissolution**. Should this Chapter be dissolved, after paying or adequately providing for the debts, obligations and liabilities of the Chapter, the remaining assets shall be returned to CANP for holding until an active chapter is established. If no successor chapter is formed within 180 days the assets shall be reallocated to other CANP Chapters in a manner determined by the CANP Board of Directors.

Amended 2013
Amended 2015
Amended 2017