



## **BYLAWS OF NATIONAL ASSOCIATION OF HISPANIC NURSES – NEW JERSEY Chapter**

### **Introduction**

The National Association of Hispanic Nurses, New Jersey Chapter is a derivative of the National Association of Hispanic Nurses (NAHN). NAHN New Jersey is a non profit 501(c) organization that promotes health, well-being and advance health education by fostering the development and improvement of health care for all people, and in particular Hispanic ethnic groups, through the concerted efforts of Hispanic nurses.

### **Functions**

NAHN's functions shall include, but not be limited to, the following:

- a. to have a voice in the planning of health care service delivery to Hispanic communities of the United States and its jurisdictions; but to have concentrated focus on local communities within the state of New Jersey.
- b. to promote leadership by, and professional and educational advancement of, Hispanic nurses to meet the health care needs of the Hispanic population;
- c. to promote research activities and seek grant funding opportunities which address Hispanic health promotion, illness prevention initiatives, and the improvement of health care problems and disparities common to Hispanic ethnic clients and communities;
- d. to identify the contributions that Hispanic nurses have made to research, education, and nursing practice;
- e. to strengthen the influence of Hispanic nurses on government and organized nursing through coordinated action;
- f. to participate in setting health care policy that affects the Hispanic populations; and
- g. to be recognized and used as a resource in setting health care policy that affects the Hispanic population.
- h. to collaborate with other national and international organizations to support the health of all people across the lifespan.

### **MEMBERS**

NAHN shall have the following classes of members:

#### **A. Voting Members**

- (1) General. This class shall include any nurse licensed in the United States and its jurisdictions and who is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community.
- (2) Emeritus. This class shall include any nurse who is at least sixty-two (62) years of age, is no longer employed full-time in the occupation of nursing, and has helped to solve the healthcare problems and supports the healthcare needs of the Hispanic community during her/his career.

#### **B. Non-Voting Members**

- (1) Nursing Affiliate. This class shall include any unlicensed health care personnel (Certified Nursing Assistants, Medical Assistants, Patient Care Technicians, etc.) The nursing affiliate supports the mission of NAHN and is interested in exploring career opportunities in the nursing profession.

- (2) International Associate. This class shall include any nurse licensed in their country of origin that does not reside in the United States and its jurisdictions but is of Hispanic ancestry and is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community.
- (3) Student (Unlicensed). This class shall include any unlicensed student enrolled in a pre-licensure nursing program leading to a nurse licensure or someone currently enrolled in pre-requisite nursing coursework leading to a nursing program or a prelicensure nursing program that is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.
- (4) Emeritus. This class shall include any nurse who is at least sixty-two (62) years of age, is no longer employed full-time in the occupation of nursing, and has helped to solve the healthcare problems and supports the healthcare needs of the Hispanic community during her /his career.
- (5) Honorary. This class shall include any individual who has gained national recognition in the field of nursing or contributed to the health care of Hispanic communities, having been recommended by at least two members and having received a three-fourth (3/4) vote of the Board of Directors in the affirmative during an Annual Meeting.
- (6) Corporate. This class shall include any corporation that is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.
- (7) Affiliate. This class shall include any individual other than those who qualify for previous categories who is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.

C. *Qualifications of Members.*

Individuals who fall within the definition of a Membership class as set forth in Sections A and B shall be qualified to serve as Members of NAHN New Jersey. In order to maintain Membership status, individuals **must pay** and maintain current annual dues to NAHN, in an amount determined from time to time by the Board of Directors and annually affirm their desire and intent to be Members of NAHN in accordance with procedures established by NAHN.

D. *Member Voting Rights.*

**Only General and Emeritus Members** shall have voting rights under these Bylaws providing they are current in their dues payments and not subject to disciplinary action. The General and Emeritus Members of NAHN shall have the right to elect the officers and directors of the Board of Directors in accordance with procedures for voting established by NAHN.

Members in all classes may participate in Member meetings, and may speak and be heard, but only General and Emeritus Members shall have the right to vote.

Eligible voting Members may vote via electronic transmission (if available) and such Members shall be considered "present" for purposes of quorum, count of votes and percentages of total voting power present.

The Members shall be entitled to receive such information as the Board of Directors shall deem necessary and appropriate to provide regarding the activities of NAHN and NAHN New Jersey.

## **NAHN New Jersey Meetings**

NAHN New Jersey meetings shall be held at a time designated by the Board of Directors for receiving the Treasurer Report, addressing the yearly and/or quarterly agenda, and for the discussion of any other matters of NAHN brought before the chapter Members. Chapter meetings will be held at a minimum of 1 per quarter or 4-chapter meetings per fiscal year. Executive board meetings and committee board meetings will be conducted as necessary in preparation for chapter meetings or events.

F. *Place of Meetings.*

Meetings may be held at any place specified by the Board of Directors, and where it is conducive.

G. *Notice of Meetings.*

Written notice stating the place, date, and hour of any Membership meeting shall be provided to each of the Members no fewer than ten **(10)** days before the date of the meeting, either by regular or electronic mail, and posted on NAHN New Jersey's website, at the direction of the Board President or the Secretary. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

*H. Attendance Alternatives.*

Meetings may also be held by telephone conference call, video conference call, or by other electronic means permitted by statute in which all persons participating in the meeting can hear each other at the same time.

Participation by that method constitutes presence in person at a meeting.

## **Duties of President**

The President shall be the chief elected officer of the Corporation. He or she shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. The President will determine the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee. The President shall present a report at the Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between the Corporation's staff and the Board, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors.

## **Duties of President-Elect**

The President-Elect shall take over the office of President upon the expiration of the prior President's term of office. The President-Elect shall assist the President in developing the Annual Meeting program. The President-Elect shall serve as the Board's parliamentarian.

## **Duties of Immediate Past President**

For two (2) years following the expiration of his or her tenure as President, except where the tenure was ended by resignation or removal, the President shall automatically serve as the Immediate Past President. The Immediate Past President shall have no formal duties, but shall serve as an Officer of the Board, a member of the Executive Committee, and a voting member of the Board of Directors, and shall be available for consultation and guidance.

## **Duties of Secretary**

The Secretary shall:

(a) certify and keep, or cause to be kept, at the principal office of the Corporation the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date;

(b) keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, any committees having any of the authority of the Board of Directors, and the Members, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof;

(c) be custodian of the records of the Corporation and see that all documents of the Corporation, the execution of which on behalf of the Corporation is authorized by law or by these Bylaws, are properly and duly executed;

(d) exhibit at all reasonable times to any director, or proper designee, upon request, the Bylaws and the minutes of the proceedings of the Board of Directors and the committees of the Corporation; and,

(e) perform any and all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

## **Duties of Treasurer**

The Treasurer shall:

(a) keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Corporation;

(b) deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Corporation, with such depositories as may be designated by the Board of Directors;

(c) cause all the funds of the Corporation to be disbursed as ordered by the Board of Directors;

(d) render to the Board of Directors, upon request, an accounting of all financial transactions of the Chapter and a statement of the financial condition of the Chapter, and cause an annual audit of the Chapter's financial affairs to be conducted; and

(e) perform any and all duties incident to the office of Treasurer and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

The Treasurer shall also serve as the Chair of the Finance Committee, ex officio.

## **Board of Directors**

(1) Powers and Duties. The Board of Directors shall exercise all corporate powers and manage the business and affairs of NAHN New Jersey, except as otherwise provided by law, NAHN's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing NAHN shall include, but not be limited to, the following:

a. to establish the mission, purposes, goals, and program priorities to be implemented by NAHN's staff, through a strategic planning process;

b. to ensure that appropriate policies have been developed, adopted, and implemented by NAHN to carry out its mission, specifically including policies pertaining to Members and Chapters;

c. to determine and set overall policy;

d. to advocate the mission, values, accomplishments, and goals of NAHN to the public at large;

e. to determine, monitor, and strengthen programs that are responsive to the needs of Hispanic nurses and are central to NAHN's mission;

f. to establish fiscal policy, including budget authorization and oversight;

g. to develop adequate resources to ensure financial stability for NAHN's activities;

- h. to ensure the legal and ethical integrity of NAHN;
- i. to select, retain, support, evaluate the performance of, and discharge the chief staff executive of NAHN;
- j. to recruit, orient, and evaluate the Directors and Officers of the Board of Directors; and
- k. to respect and maintain the confidentiality of all matters of NAHN that comes before the Board for which confidentiality is appropriate.

**(2) Number and Composition**

The number of directors of NAHN-NJ Chapter shall be 4. Vacancies causing the number of directors to fall below shall be filled as soon as reasonably possible in accordance with Section 6.6. The Board of Directors shall be elected by the Members of NAHN in accordance with Article IX.

**(3) Qualifications**

Directors must be General Members in good standing of the National Association of Hispanic Nurses. Directors shall be committed to supporting and advancing the mission and purposes of NAHN.

**(4) Term of Office**

A director shall hold office for a term of two (2) years and until his/her successor is elected and qualified or until his/her earlier death, resignation, or removal. Directors shall serve staggered terms of office such that half of the Board will have terms commencing in even numbered years and half of the Board will have terms commencing in odd numbered years subject to the requirements of Section 7.2.

*Directors may serve a maximum of three (3) consecutive two-year terms. Following at least a two-year hiatus from Board service as a director, the individual is again eligible to serve as a director for a maximum of three (3) consecutive two-year terms. A director who becomes the Immediate Past President at the end of his/her third consecutive two-year term may serve for two (2) additional years as a director after the expiration of that third term while he/she is also serving as Immediate Past President.*

**(5) Resignation and Removal:**

Any director may resign at any time by giving written notice of his/her resignation to the Board of Directors of THE ASSOCIATION. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any director who is absent from two (2) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. Any director elected by members may be removed, with or without cause, by two-thirds of the votes cast by members having voting rights with regard to the election of any director at a meeting of members at which a quorum is present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a director shall not of itself create contract rights.

**(6) Compensation.**

Directors may not be compensated for their services as directors of THE ASSOCIATION but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as directors. Directors may be compensated for their personal and professional services rendered to or on behalf of THE ASSOCIATION if approved in advance by the Board and subject to compliance with THE ASSOCIATION's conflict of interest policy.

**CONFLICTS OF INTEREST**

- (1) Loans.

No loans shall be made by THE ASSOCIATION to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to THE ASSOCIATION for the amount of such loan until the repayment thereof.

(2) Conflicts of Interest Policy.

THE ASSOCIATION shall adopt and abide by a conflicts of interest policy to protect THE ASSOCIATION's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a director, officer or other disqualified person as defined by section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts which may be adverse to the interests of THE ASSOCIATION. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

## **BYLAWS AMENDMENTS**

(1) Bylaws.

The Bylaws may be amended and new Bylaws may be adopted by majority vote of the Voting Members at the Annual Meeting, if at least fifteen (15) days written notice of the text of each proposal to amend. Bylaws are provided to the members following approval by the Bylaws Committee and review by the Board of Directors. Voting Members may vote in person at the Annual Meeting or electronically, if at a time other than during the Annual Meeting or as otherwise deemed necessary by the Board. Those voting electronically shall be counted as present for purposes of determining the presence of a quorum and count of votes.