

BYLAWS
of
Association of California Nurse Leaders
As adopted April 29, 2019

ARTICLE I

NAME

The name of the corporation shall be Association of California Nurse Leaders (ACNL), hereinafter referred to as "corporation". The principal office of the corporation shall be located in Sacramento County, Sacramento, California.

ARTICLE II

PURPOSE STATEMENT

ACNL is the professional nursing organization that equips nurses to lead self, others and systems.

ARTICLE III

MEMBERSHIP

There shall be three classes of membership: Regular, Affiliate and Emeritus.

- A. Eligibility:
1. Regular Member
Registered nurses who function in leadership roles that optimize wellness.
A registered nurse who for two or more years:
 - (a) has responsibility for management and/or leadership of the patient care process, or
 - (b) manages financial resources in healthcare, or
 - (c) manages and directs appropriate allocation and utilization of human resources in healthcare, or
 - (d) provides education and/or consultation to healthcare providers or consumers of healthcare, or
 - (e) provides healthcare in an advanced and/or independent practice role, or
 - (f) designs, conducts or evaluates research in related to nursing, or
 - (g) conducts accreditation/licensing surveys of healthcare institutions,

or

- (h) publishes, edits, or authors for a healthcare publication, or
- (i) provides leadership in regulatory and other nursing and health care organizations, or

All Regular Members have **full voting privileges**, are eligible to serve on or chair committees, task force, and serve as a corporate officer or a corporate director.

4. Affiliate Member

Affiliate Member is a non-RN who:

- a) has an interest in professional nursing practice and leadership

Affiliate members do not have voting privileges. The Affiliate member may serve on a committee or task force.

5. Emeritus Member

Is a Registered Nurse who:

- (a) works < 25%
- (b) has maintained regular membership in ACNL for the previous 5 years
- (c) is over the age of 62

Emeritus members have full voting privileges, are eligible to serve on or chair a committee or taskforce. Emeritus members are not eligible to serve as a corporate officer or director.

B. Establishment of Membership:

Upon approval of the membership committee or board, an individual who has completed a formal application and paid membership dues will become a member of the corporation. The individual member will define region of membership based on county of employment or residence. If unemployed or out of state, residence will define region of membership.

C. Termination of Membership:

- 1. A member may at any time file his/her resignation from the corporation with the board of directors. It shall become effective at the end of the period for which dues have been paid.

2. The board of directors may suspend or expel any member for cause. The member may request and receive a hearing with the board prior to final action being taken.
3. Membership of any person who no longer meets eligibility requirements shall be automatically terminated at the end of the term for which dues are paid.

D. Reinstatement:

Any member who has been suspended or terminated may be reinstated by the affirmative vote of a majority of the board of directors.

E. Transfer of Membership:

Membership in the corporation shall not be transferable to another person or organization.

ARTICLE IV

DUES

The board of directors of the corporation will annually evaluate the dues structure and revise as necessary. The members will be notified of any change prior to implementation.

ARTICLE V

MEETINGS

A. Annual and Regular Meetings:

There shall be an annual meeting and other meetings during the year as deemed necessary at such time and place as shall be determined by the board of directors.

B. Special Meetings:

Special meetings may be called by the board of directors of the corporation. Such special meetings shall be limited to consideration of subjects listed in the official call or matters incident thereto.

C. Notice of Meetings:

The secretary of the corporation shall notify the membership via electronic notification or by mail of meetings a minimum of thirty (30) days prior to the date of the meeting.

Special or Emergency general membership meetings require a minimum of fifteen (15) days notification prior to the date of the meetings.

D. Order of Meetings:

The order of business for all annual meetings shall be governed by Robert's Rules of Order Newly Revised, most current edition. Parliamentarian shall be present for the annual business meeting.

E. Quorum:

Twenty (20%) percent of the total membership shall constitute a quorum at the annual meeting.

Twenty (20) members of the corporation, including the president or the president-elect and three (3) board members present shall constitute a quorum at any special or emergency meeting duly convened.

ARTICLE VI

OFFICERS

A. Officers:

Officers of the corporation shall be a president, a president-elect, immediate past-president, a chief executive officer, and a secretary-treasurer.

The chief executive officer shall be selected by the ACNL Board of Directors and serves until their resignation, removal, or death.

B. Eligibility:

Each officer shall be a regular member of the corporation. The president-elect shall have served on the corporation board or have current knowledge of corporation board activities. If an officer is elected while a California resident, but moves from the state during their term, they are eligible to complete their term.

C. Elections:

Officers shall be elected as hereinafter provided.

D. Terms of Office:

1. Terms of office shall begin at the close of the annual meeting.

2. The president and the president-elect shall serve for a term of one (1) year, or until their successors are elected, and shall not be eligible for a consecutive term in their respective offices. Additionally, the immediate past-president serves as a member of the executive committee/board for one year.
3. The secretary-treasurer shall serve for a term of two (2) years or until a successor is elected and shall not be eligible for more than two (2) consecutive terms in office.

E. Vacancies:

1. If the office of the president becomes vacant, the president-elect shall succeed to the office of president and serve the unexpired term. He/she also shall continue to serve as president for the subsequent term.
2. If the office of president-elect shall become vacant, the board of directors shall appoint, from the membership of the board of directors, a president-elect pro tempore to serve for the remaining portion of the unexpired term as president-elect. The appointed president-elect shall not succeed to the presidency unless elected to that office in a regular election of the corporation.
3. If the office of the president and the president-elect shall both become vacant, the board of directors shall appoint, from the membership of the board of directors, a president pro tempore and a president-elect pro tempore to serve for the remaining portion of the unexpired term. At the next regular election of the corporation, both a president and a president-elect shall be elected.
4. If the office of the secretary-treasurer shall become vacant, the board of directors shall have the authority to appoint a qualified member to serve for the remaining portion of the unexpired term.
5. Vacancies in a Regional Director position shall be filled as provided in Article VII Section E.

F. Duties:

1. The chief executive officer shall:
 - (a) be the chief executive officer of the corporation;
 - (b) serve as member on the ACNL Board of Directors with all rights and privileges;

- (c) be in charge and have charge and custody of all records, funds and securities of the corporation and ensure a full and correct account of receipts and disbursements in the books of ACNL, and
 - (d) perform such duties as may be necessary to lead, coordinate and advance the corporation's mission, vision and strategic initiatives.
2. The president shall:
- (a) serve a chairperson of the executive committee and board of directors;
 - (b) oversee the activities of the corporation;
 - (c) present a report at the annual meeting;
 - (d) serve as ex-officio member of all committees except the Committee on Nominations.
3. The president-elect shall:
- (a) in the absence of the president, perform all duties and assume all responsibilities of the president;
 - (b) chair the bylaws committee
 - (b) perform other duties as assigned.
4. The secretary-treasurer shall:
- (a) monitor and report all financial transactions and investments of the corporation;
 - (b) prepare and submit an annual budget;
 - (c) convene a meeting of the board of directors if the office of the president and the president-elect become vacant;
 - (d) perform such duties as may be necessary to coordinate and advance the corporation's objectives.
5. The immediate past president shall:
- (a) provide continuity and counsel to the board of directors
 - (b) serve as chair of the Committee on Nominations
 - (c) perform other duties as assigned

ARTICLE VII

BOARD OF DIRECTORS

A. Composition:

1. The president, president-elect, immediate past president, secretary-treasurer, and nine (9) directors shall constitute the board of directors.
2. The chief executive officer shall serve as a member of the board with all rights and privileges.

B. Eligibility:

1. Each director shall be a regular member of the corporation.
2. The board of directors of the corporation will annually evaluate the qualifications and eligibility requirements for board membership and revise as appropriate. These qualifications and requirements will be communicated to the membership.
3. The officers of the board members shall be members of AONL (American Organization for Nurse Leadership)
4. Membership in AONL is preferred for the regional directors and the director representing academia.

C. Election:

The eight (8) regional directors will be comprised of two (2) representatives from each of the four state regions (Northern California, Central California, Southern California and San Diego) who are elected by membership of their geographic region, and there will be one (1) director elected by statewide membership representing academia.

D. Terms of Office:

1. Terms of office shall begin at the close of the annual business meeting.
2. The president-elect shall be elected to serve a one (1) year term of office as president-elect, one year as president and one (1) year as past-president.
3. The secretary-treasurer shall be elected in odd years to serve a two (2) year term of office beginning in the even year.
4. Four (4) directors (one from each geographic region of the state) shall be elected during the even years to each serve a two(2) year term starting in the odd year. Five (5) directors (one from each geographic region and the academia director) shall be elected during the odd years to each serve a two (2) year term starting in the even years.

5. One (1) director from each geographical region (north, south, central and San Diego) will be elected annually, each for a two (2) year term. One director from academia will be elected by statewide membership during the odd years to serve a two (2) year term starting in the even years.
6. A director shall serve for a term of two (2) years and shall not be eligible for more than two (2) consecutive terms in this office.

E. Vacancies:

1. Vacancies in the office of the president, the president-elect, the secretary-treasurer shall be filled as provided in Article VI, Section E.
2. In the event that a vacancy in the office of director occurs, the board of directors shall appoint a qualified member from the appropriate geographic area. The appointee shall serve for the remaining portion of the unexpired term.
3. A vacancy in the office of past president shall be filled by appointment by the board of directors of a qualified member to assume the functions of that position for the remaining portion of the unexpired term.
4. A vacancy may be declared on the board of directors by one of the following: 1) resignation, 2) malfeasance in office, 3) absence without just cause from two (2) consecutive board meetings, 4) relocation out of the geographic area, 5) incapacity to perform duties, and/or 6) death.

F. Duties:

The board of directors as the governing body shall:

1. have the general supervision of the affairs of the corporation between its business meetings,
2. maintain solvency of the corporation by managing revenue and expenses, and
3. have the authority to:
 - (a) make policy decisions and establish positions on behalf of the board of directors and the corporation,
 - (b) establish rules and procedures for the board of directors and the corporation,
 - (c) prepare an annual budget, and
 - (d) approve or disapprove reports, resolutions or actions of officers and committees.

G. Meetings:

1. The board of directors shall meet at least twice a year and more often if indicated.
2. In the intervals between meetings of the board of directors, the president may refer and submit to members of the board of directors definite questions relating to the affairs of the corporation which, in the opinion of the president, require immediate action on the part of the board of directors. The result of such a referendum, which requires a majority vote of the members of the board of directors, shall control the actions of the corporation.
3. A majority of the members of the board of directors, one of whom shall be president or president-elect, shall constitute a quorum.
4. Notices of meetings of the board of directors shall be sent to members of the board of directors at least thirty (30) days prior to the date of the meeting.
5. Special or emergency Board of Directors meetings may be excluded from the thirty (30) day notice with a minimum notice of seventy-two (72) hours.

ARTICLE VIII

EXECUTIVE COMMITTEE

The executive committee shall consist of the officers of the corporation: president, president-elect, immediate past-president, secretary-treasurer. The Chief executive officer of the organization shall serve as a member of the Executive Committee. The Executive Committee shall function on behalf of the board of directors between board meetings as necessary to expedite business of the corporation.

ARTICLE IX

NOMINATIONS AND ELECTIONS of OFFICERS

A. Committee on Nominations:

The Committee on Nominations shall be composed of five (5) members: the past president and four (4) members, each representing one designated area, appointed by the executive board of the corporation to serve for a two (2) year term. In the even years the North and Central Regions will have appointed representatives. In the odd years, the South and San Diego Regions will have appointed representatives. The function of the committee is to provide a slate of vetted candidates.

B. Elections of officers and directors:

1. Elections shall be held annually by a mail-in, electronically submitted, or web-based ballot. The results shall be announced during the first quarter of the year in writing.
2. A president-elect shall be elected annually by the entire membership.
3. A secretary-treasurer shall be elected during the odd years by the entire membership.
4. An academic board member shall be elected during the odd years by the entire membership.
5. Four (4) regional directors shall be elected during the even years by membership of the geographic region. Four (4) regional directors shall be elected during the odd years by membership of the geographic region
6. A plurality vote of those entitled to vote and voting shall constitute an election. A tie vote shall be reconciled by a second mail-in ballot or electronic ballot.
7. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who consent to serve, if elected.
8. Results of electronic balloting are reported by the chief executive officer to the board of directors.

ARTICLE X

COMMITTEES

A. Standing Committees:

1. Committees shall be established annually by a vote of the board. Functions other than financial management, strategic planning and bylaws will be assigned to committees based on the strategic plan.
2. The members of these committees shall be appointed annually by the board of directors and each will include one (1) member of the board of directors.

B. Special Task Forces:

1. Special task forces shall be created by the board of directors and members appointed by the president for specific projects.

2. Upon completion of its project, the special task force shall present a written report to the board of directors after which the committee shall be automatically dissolved unless the president directs otherwise.
- C. The president will be ex-officio member of all committees except the Committee on Nominations.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE XII

ENDORSEMENTS

1. The corporation has the endorsement of the California Association of Hospitals and Health Systems (CAHHS).

ARTICLE XIII

CHAPTERS

The corporation has entered into a chapter agreement with the American Organization for Nurse Leadership (AONL). Membership in AONL is encouraged for all eligible corporation members.

The corporation has entered into chapter agreements with regional nursing leadership councils.

The corporation may work with other organizations for the purpose of unification of efforts on matters facing the nursing profession.

ARTICLE XIV

AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised Latest Edition shall govern parliamentary procedure at meetings of this corporation on all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV

AMENDMENTS

- A. These bylaws may be amended by a two-thirds vote of the members present and voting at any annual meeting of the corporation. Bylaws may also be amended by two-thirds affirmative vote of the membership responding to the **electronic** ballot e.g., web-based.

- B. Amendments to the bylaws may be brought for consideration by membership in *either* of the following ways:
1. Upon recommendation by the board of directors.
 2. By petition from at least ten (10) members of the corporation. Amendments so proposed shall be filed with the secretary:
 - (a) Amendments to be voted on at the annual meeting must be filed with the secretary at least ninety (90) days prior to the annual meeting.
 - (b) Amendments to be included in the mail-in ballot must be filed with the secretary at least ninety (90) days prior to the mailing.
- C. Notices to be voted on at the annual meeting shall be sent to all members not less than thirty (30) days in advance of the annual meeting or not less than thirty (30) days prior to distribution of the electronic ballot.

Last Amended August 2019