NATIONAL ASSOCIATION OF NURSE PRACTITIONER’S IN WOMEN’S HEALTH

BYLAWS

Revised April 2017

ARTICLE I – NAME

The name of this organization shall be the National Association of Nurse Practitioner’s in Women’s Health, herein referred to as NPWH. NPWH was incorporated on March 6, 1984 under the Nonstock Corporation Act of the State of Connecticut as a 501(c) (3) of the United States Internal Revenue Service.

ARTICLE II – MISSION & PURPOSES OF THE ORGANIZATION

**Mission:** The National Association of Nurse Practitioners in Women's Health's (NPWH) mission is to ensure the provision of quality primary and specialty healthcare to women of all ages by women's health and women's health focused nurse practitioners. Our mission includes protecting and promoting a woman's right to make her own choices regarding her health within the context of her personal, religious, cultural, and family beliefs.

**Purpose:**

- Improve women’s access to primary and specialty health
- Increase women’s wellness and health outcomes
- Decrease health disparities affecting women
- Enhance women’s access to and knowledge of health resources
- Protect and promote women’s rights to make choices regarding their health within the context of their personal belief system
- Increase clinical competencies for health care providers for women

**Serving:**

Health care providers with an emphasis on Women’s Health Nurse Practitioners (WHNP) by:

- Providing education and resources
- Advocating for health care policies that support women and APRN’s
- Advocating for health care policies that support women and APRN’s
- Collaborating with interprofessional strategic partners
• Mentoring the next generation of women’s health NP’s and other women’s health focused APRN leaders.

• Fostering evidence based practice in women’s health through research

ARTICLE III – MEMBERSHIP

Membership in NPWH is non-discriminatory, multidisciplinary and gender neutral. Membership is open to any individual who qualifies for one of the following membership categories: active, associate and affiliated.

- **Active membership** is open to all Advanced Practice Nurses.
- **Associate membership** is open to nurses, clinicians, allied health professionals, non-nurse practitioner health care professionals in training and other health care students in training.
- **Affiliated membership** is open to individuals, businesses, industries and other commercial entities affiliated with women’s healthcare which uphold the purposes of NPWH.
- **Corporate membership** is open to corporations which uphold the purpose of NPWH.
- **Student membership** is open to students currently enrolled in a nurse practitioner education program and who uphold the purpose of NPWH.

Only those members who are classified within the active membership category shall have the right to vote, serve on the Board of Directors (BOD) or serve as committee chairs. Active members may vote on any issues by ballot, either by mail, email, online, or other designated electronic medium, with a plurality of returned ballots being sufficient for action in accordance with Connecticut law.

Membership shall be automatically granted to those applicants meeting the Membership Category Requirements as stated above. The Membership Committee shall review applications for membership which do not clearly meet these requirements, conduct any necessary inquiries, and pursuant to a procedure approved by the Board, may act for the Board in accepting or rejecting these applications for membership.

Membership dues shall be payable annually as established by the Board of Directors. The amount of such dues shall be reviewed and revised periodically upon approval of the failure by any member to pay the annual dues will result in termination of membership. Failure to support the mission and purposes of NPWH may result in termination of membership.

ARTICLE IV – BOARD OF DIRECTORS

The affairs of NPWH will be overseen by the Board.

Section 1 Elected Officers: The elected officers of NPWH shall be Chair, Chair-elect, Secretary, Treasurer and Immediate Past Chair. The elected officers shall comprise the Executive Committee. The Executive Committee shall conduct NPWH business between meetings of the BOD and shall report its actions to the full BOD in a timely manner.
The Executive Committee shall evaluate the CEO and determine appropriate compensation of the CEO. The Executive Committee shall, in consultation with the CEO, establish guidelines for the appropriate compensation of other NPWH staff. BOD positions are voluntary and compensation is limited to reasonable expenses incurred in the performance of duties. All members of the BOD must hold active membership in NPWH.

Once elected to an officer position, no person may hold more than one office concurrently. No elected officer may resign from one office to run for another office, until completion of their current term. No person may run for a different elected officer position after they have completed a term in an elected officer position. No elected Officer shall be eligible to serve more than one term in an elected Office, whether in the same or different elected Officer Position. The term of office for elected Officers shall be two years. A nominee as elected official must be a current BOD member who has served as a member of the BOD for a minimum of two years.

Any officer may be removed or suspended with or without cause by a vote of 2/3 of the BOD total membership whenever in its judgment the best interests of NPWH would be served. Any vacancy among elected officials shall be filled by the BOD for the unexpired term. A vacancy of a current elected officer position shall be filled by a current member of the BOD. An officer elected to fill a vacancy for an unexpired term of less than six months shall be eligible to seek nomination to run for one full term. An elected officer may resign from office by notifying the Executive Committee in writing. An elected Officer may be deemed to have resigned their Office if two consecutive Board Meetings have not been attended when proper notice was given of those meetings, upon the recommendation of the Executive Committee. After one full term is served, a BOD member is not eligible for election as a Director for at least one year.

Section 2: The elected officer positions shall be elected in accordance with ARTICLE IX of these bylaws for terms as defined below. Results of the election will be announced electronically and at the Annual Conference.

Section 3: The Chair of the Board shall be the chief elected officer of NPWH, and shall preside at meetings of the members of NPWH, the Board of Directors and the Executive Committee. The Chair shall work in collaboration with the CEO of NPWH regarding the business of the organization, including determining the agenda of the meetings of the Executive Committee and the BOD, and appointment of the non-elected Chairs of standing committees and ad hoc committees. The Chair shall be an ex officio member of all committees. The Chair shall serve a term of two (2) years immediately following his/her term as Chair elect and shall serve a two (2) year term as Immediate Past Chair following the term as Chair.

Section 4: The Chair - elect shall automatically be elevated to Chair without again standing for election. In collaboration with the CEO of NPWH the Chair-elect shall be responsible for preparing and revising the long range plan, assisting the Chair and CEO in developing the agenda and perform the duties of Chair in the Chair’s absence or
inability to act, and such other duties as the BOD may assign. The Chair-elect shall serve a term of two years.

Section 5: The Immediate Past Chair shall sit on the Executive Committee and shall advise and support the Chair, serve as the Chair of the Nominations and Governance Committee, ensure adherence to Robert’s Rules of Order, and perform such other duties as the Chair of the BOD, in collaboration with the CEO, may assign. The Immediate Past Chair shall serve a term of 2 years immediately following his/her term as Chair.

Section 6: The Secretary shall be responsible for drafting and maintaining the minutes of all meetings of the Executive Committee, the BOD and the Annual Membership meeting. All minutes shall be submitted to the BOD for approval, and once approved, submitted to the CEO of NPWH to be maintained at the NPWH office. Minutes shall be drafted and distributed to BOD members in a timely manner. The Secretary shall be responsible for collecting from Committee chairpersons the minutes of all committee meetings, and submitting all such meeting minutes to the CEO at NPWH to be maintained at the NPWH office. In conjunction with the NPWH staff, the secretary shall be responsible for distribution of materials to the BOD. The term of Secretary will be staggered with the Treasurer so that the Secretary and Treasurer begin their terms of office in different years.

Section 7: The Treasurer in conjunction with the CEO of NPWH or his/her designee shall be responsible for all financial matters, including the filing of tax reports of NPWH. The Treasurer is responsible for the oversight, custody and disbursement of all funds and securities of NPWH subject to the policies of the BOD. The Treasurer with the CEO or his/her designee have authority to sign checks, drafts and other papers requiring the payment of monies, transfer of funds and secure investments to maintain financial security and growth of the organization. The Treasurer shall serve as Chair of the Finance Committee. The term of Treasurer will be staggered with the Secretary so that the Secretary and Treasurer begin their terms of office in different years.

Section 8: The elected Officers must meet the fiduciary duties of careful and prudent judgment, loyalty, adherence to organizational mission, purposes and rules, and avoidance of conflict of interest. Deliberation and participation are integral elements of elected officer service.

ARTICLE V – BOARD OF DIRECTORS

Section 1: BOARD OF DIRECTORS APPOINTED: The appointed members of the BOD include: up to 3 at large representatives, plus one representative from each of the following regions: North Atlantic, Southeast, Great Lakes, South Central, and Western to assure geographic diversity, (see Appendix 1 for sites included in each region) and others appointed at the discretion of the BOD. BOD positions are voluntary and compensation is limited to reasonable expenses incurred in the performance of duties. All members of the BOD must hold active membership in NPWH.
Appointments to the BOD shall be made by majority vote of the BOD’s membership after consideration of the Nominating Committee’s recommendations. The term of the Appointed Board Members shall be three years. A currently appointed BOD member can only serve additional terms by NPWH membership election as an officer of the BOD. After a hiatus of one year, a former BOD member may reapply for consideration for reappointment to the BOD. Former BOD members will follow the same nominations committee appointment process as do new BOD candidates. A member of the BOD may resign by notifying the BOD in writing. A BOD member shall be deemed to have resigned membership on the BOD if two consecutive in person meetings have not been attended when proper notice was given of those meetings.

Section 9: Duties of the BOD:

The BOD members must meet the fiduciary duties of careful and prudent judgment, loyalty, adherence to organizational purpose and rules, and avoidance of conflict of interest. Deliberation and participation are integral elements of BOD service.

The BOD shall be responsible for the administration and general management of NPWH in collaboration with the CEO. The BOD shall not conduct business unless at least 5 members are in attendance either in person, electronically or by telephone. The BOD shall meet at least twice yearly. A quorum shall consist of one half of the Directors then serving.

Additional meetings may be held as needed at the discretion of the Chair and CEO of NPWH. Meetings or voting may take place electronically or by conference call or other means of communication in which all those participating may communicate with each other.

Special meetings of the BOD may be held at any time on call of the Chair or upon request of five members of the BOD. Notice shall be given to each BOD member at least 7 days before the special meeting except that said notice may be shortened when necessitated by circumstances. In the event that the notice time is less than seven days, the notice shall indicate the purpose of the meeting and only those matters indicated are to be voted upon at the meeting.

The BOD shall have the power to:

a. Transact all business required to carry out the purposes and mission of NPWH, including the employment of the CEO
b. Secure, manage and conserve the assets of NPWH
c. Approve the budget and authorize the disbursement of funds
d. Approve the amount of membership fees & dues
e. Establish special ad hoc committees
f. Establish necessary and appropriate standing committees
g. Call special meetings of NPWH’s membership
h. Act on recommendation of the membership committee regarding matters affecting the members
i. Approve changes to the by-laws before submission to membership for approval
j. Establish liaison and/or affiliations with other professional groups and/or organizations which share the purpose and mission of NPWH
k. Act as the long range planning committee and report such plans to the membership

BOD members shall be obligated to reveal any actual or apparent conflict of interest (COI) before participating in discussion or action/voting on any applicable topic. The BOD may require additional steps in case of conflict or the BOD member may recuse themselves from any potential COI. The BOD with a conflict will abstain from voting on the relevant transaction.

ARTICLE VII – STANDING COMMITTEES

Section 1: The standing committees shall be (1) Executive Committee; (2.) Education Committee, (3.) Research Committee, (4.) Membership Committee, (5.) Health Policy committee, (6.) Nominations and Governance Committee, (7.) Finance

Section 2: The Executive Committee is empowered to conduct the business of NPWH between meetings of the Directors. The Executive Committee shall consist of the Chair, Secretary, Treasurer, Chair Elect and Immediate Past Chair of the Board. The Executive Committee shall meet at the call of the Chair, the CEO or the written request of two or more members of the Executive Committee. The Chair of the Board shall chair the Executive Committee.

Section 3 The Chair, in collaboration with the CEO, will appoint Chairpersons for the standing committees.

Section 3: The membership and duties of the committees are as follows:

Education Committee: The Education Committee shall be chaired by an individual appointed by the BOD Chair in collaboration with the CEO. The committee shall consist of a minimum of five members, at least two of which will be appointed from the membership at large. The committee shall be responsible for the development of an educational plan and review of courses/lectures/continuing education programs. The committee will approve the NPWH annual conference educational content.

Nominations and Governance Committee: The Nominations and Governance Committee shall be chaired by the Immediate Past Chair of the BOD and the Nominations and Governance Committee shall be appointed by the BOD Chair in collaboration with the CEO. The committee shall consist of a maximum of five members, three of which will be current BOD members. The Chair of the BOD in collaboration with the CEO may request past BOD members to serve on the committee to meet the maximum committee size of five members. The Nominations and Governance committee will screen potential candidates for BOD members and make
recommendations to the BOD. The committee will present a slate of candidates for officers to the Board of Directors. Members of the committee may be nominated for office, but once they declare their interest in a position on the BOD or as an officer, they must resign from the Nominations and Governance committee. The Nominations and Governance committee will also monitor the organization’s bylaws and make recommendations for revisions to the bylaws, as needed, to the BOD annually and will develop and recommend standard operating policies and procedures for the Board. Governance will be based on Roberts Rules of Order. The committee will make decisions regarding interpretations of the bylaws or questions of order.

Health Policy Committee: The Health Policy Committee shall be chaired by an individual appointed by the BOD Chair in collaboration with the CEO. The committee shall consist of a minimum of five members, at least two of which will be appointed from the membership at large, and at least one of which shall be a current BOD member. The policy committee, in collaboration with the CEO and the Chair of the BOD, shall recommend the NPWH advocacy agenda and initiate and respond to health, social and public policy issues affecting women’s health and NPWH constituents.

Finance Committee: The Finance Committee shall be chaired by the Treasurer. The committee shall consist of a minimum of three members who are the CEO, the Treasurer and the Chair. The committee shall plan for and advise the BOD on finances of NPWH. The committee will order reviews and audits of accounting procedures as deemed appropriate and necessary with respect to the best interests of the membership. The committee will review the reports from the external auditor and inform the BOD of any recommendations of the auditor.

Research Committee: The Research Committee shall be chaired by an individual appointed by the BOD Chair in collaboration with the CEO. The committee shall consist of a minimum of five members, at least two of which will be appointed from the membership at large, and at least one of which shall be a current BOD member. The research committee shall develop and maintain criteria for accepting research presentations at the Annual Conference. The committee shall evaluate and select presentations for the Annual Conference. The committee will work to foster an environment supportive of nursing research and develop a research agenda pertinent to Women’s Health.

Membership Committee: The Membership Committee shall be chaired by an individual appointed by the BOD Chair in collaboration with the CEO. The committee shall consist of a minimum of five members, at least two of which will be appointed from the membership at large, and at least one of which shall be a current BOD member. The membership committee shall develop recruitment & retention strategies for NPWH membership, in collaboration with the NPWH CEO and designated staff.

Advisory Committees: The BOD, in collaboration with the CEO, may appoint an Advisory Committee of two or more individuals to provide advice and assistance to the Board on an intermittent basis as it shall deem appropriate to conduct the activities of
NPWH, and shall define the powers and responsibilities of such Advisory Committees. Members of an Advisory Committee may be invited to meetings of the BOD, but shall not be entitled to vote or exercise any other powers of a Director of NPWH. Advisory Committee members may be removed at any time, with or without cause by the Board of Directors.

ARTICLE VIII – DUES

The fiscal year of NPWH shall be from January 1 to December 31. Dues shall be recommended by the NPWH CEO and approved by a majority vote of the Board of Directors. Members in arrears shall forfeit all rights of membership including all publications, electronic and paper, and eligibility for any elected office or membership in any committee until the indebtedness is paid.

ARTICLE IX – VOTING

The BOD shall receive the report of the nominating committee and shall approve it prior to submission to the membership. The Nominating committee shall submit a ballot of proposed slate of BOD officers to the active members at least 30 days prior to the Annual Membership meeting. Voting for elected BOD positions shall take place by a vote of the membership in accordance with Article IX of these bylaws. The BOD may determine that a vote of all elected positions can be done electronically, by postal mail or in person at the Annual Membership meeting. Certain policies and public position statements may be determined by the BOD to require approval of the voting membership of NPWH. The BOD shall decide whether an individual policy or public position statement proposed by the BOD shall be voted upon either at a meeting, electronically or by postal mail. In any election of NPWH, each member may vote only once.

ARTICLE X – AMENDMENTS

The Nominations and Governance Committee shall monitor and maintain the Bylaws of NPWH. Proposals for amendments to these Bylaws must be submitted in writing to the BOD and approved by a majority of the BOD. If the amendment does not affect membership rights or categories, the BOD may adopt the amendment which shall go into effect immediately, following the BOD meeting in which it was adopted. If the amendment affects membership rights or categories, the proposed amendment then must be sent to the membership 30 days before the next Business Meeting. A majority of those members present at the Business Meeting is required to pass an amendment to these Bylaws.

ARTICLE XI – RULES OF ORDER

All official business and meetings of NPWH shall be conducted in the English Language and governed by Roberts Rules of Order. The same rules shall be used for resolution of any issues not provided for in these Bylaws.
ARTICLE XII – NPWH STAFF
Section 1: CEO: the BOD shall employ a CEO to manage the business of NPWH under the direction of the BOD.
Section 2: Other Staff: The BOD shall authorize the CEO to employ staff, determine their duties and fix their compensation under established policies.

ARTICLE XII – NPWH MEETINGS
Section 1: The membership meeting of NPWH will be held annually

ARTICLE XIV – FISCAL YEAR
Section 1: Fiscal Year: the fiscal year shall be from January 1 through December 31.
Section 2: The Treasurer shall oversee and monitor NPWH’s accounts. The books of the organization shall undergo a review or audit when requested by the BOD and/or as required by law.

ARTICLE XV – DISSOLUTION
Upon NPWH dissolution, the BOD after paying or making provision for payment of all liabilities, shall dispose of an NPWH asset in such a manner, or to such organizations described in 501© (3) of the Code of 1986 as amended or as it may be amended, as the BOD determines to be consistent with NPWH’s purposes and with applicable provision of law. No individual member of the BOD or staff shall have any right or interest in the assets of the organization.

ARTICLE XVI – COMPLIANCE WITH THE LAW
NPWH’s BOD are authorized and directed to take all steps necessary to assure that NPWH operates and transacts its affairs in full compliance with all applicable provisions of law.

ARTICLE XVII – LIABILITY AND INDEMNIFICATION
Section 1: Liability: To the extent allowed by law, no officer or Member of the Board shall be personally liable to NPWH for monetary damages for breach of fiduciary duty. Nothing herein however, shall limit the liability of any Officer or Director for gross negligence or misconduct. Misconduct shall be defined as any (a) act or omission not in good faith, or which constitutes a knowing violation of law or (b) any transaction from which the Officer or Member of the Board derived an improper personal or business benefit.

Section 2: Indemnification:
NPWH shall indemnify and/or insure, to the maximum extent allowed by law, each former and current Officer, Member of the Board, or corporate employee for expenses and costs (including attorney’s fees) actually and necessarily incurred in connection with
any claim asserted by reason of being or having been an officer, Member of the Board, or corporate employee, except in relation to matters involving such person’s actual gross negligence or misconduct as defined in Section 1.

As secretary of NPWH, a Connecticut non-profit corporation, I hereby certify that the foregoing constitutes a complete and accurate copy of its Bylaws adopted by its BOD on April 1, 2017 and now in effect.

Signed  ____________________________  Date  April 1, 2017
Jamille Nagtalon-Ramos, MSN, WHNP-BC
Board Secretary, NPWH

Amended  ____________________________