ARTICLE I
Name

1.1 NPWH is known as National Association of Nurse Practitioners in Women’s Health, Inc. ("NPWH").

ARTICLE II
Purposes and Mission

2.1 Purposes.

The purposes of NPWH shall be those set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut, a copy of which is attached as an appendix to these Bylaws.

2.2 Mission.

NPWH is the professional community for Women's Health Nurse Practitioners (WHNP) and other advanced practice registered nurses who provide women's and gender-related healthcare. We set a standard of excellence by generating, translating, and promoting the latest research and evidence-based clinical guidance, providing high quality continuing education, advocating for patients, providers, and the WHNP profession.

Our mission includes protecting and promoting a woman's and all individuals’ right to make their own choices regarding their health and well-being within the context of their lived experience and their personal, religious, cultural, and family beliefs.

2.3 Vision.

NPWH is the trusted champion and essential professional resource for Women's Health Nurse Practitioners and all advanced practice registered nurses who provide women's and gender-related healthcare. We value collaboration and build strong alliances with like-minded
organizations and providers. We foster continued expertise in our community, including the next generation of healthcare leaders. The providers we serve are experts in the primary, complex, and specialty care of their patients, and are leaders and advocates in the advancement of healthcare towards a more just, healthy, and equitable world.

2.4 Inclusivity, Diversity, & Equity Commitment Statement.

NPWH is committed to increasing inclusivity, diversity, and equity in our organization, the WHNP profession, the women’s and gender-related healthcare field, and beyond.

Our Membership is composed of professionals representing diversity by, but not limited to, specialty area, educational background, race and ethnicity, age, geographic location, socioeconomic status, ability, gender and identity, sexual orientation, and personal beliefs. We actively seek to engage and amplify the voices that have historically been silenced, and ensure they are represented in our staff, leadership, and programming.

Our profession recognizes the need to grow in diversity and dismantle racism, discrimination, and other barriers to education and career paths for professionals from underrepresented and marginalized groups. We work together with others to expand opportunities and promote diversity within the WHNP professional community.

Our field understands the health disparities and injustice created by implicit bias, social determinants, and systemic racism. Through self and organizational assessment, education, professional development, and advocacy, we work to counter these forces and work for equity in all aspects of women's and gender related healthcare.

ARTICLE III
Registered Agent and Office

3.1 NPWH shall maintain within the State of Connecticut a registered agent and registered office at such a place as the Board of Directors (the “BOD”) may from time to time determine.

ARTICLE IV
Members

4.1 Categories, Rights, and Admission.

NPWH shall have two (2) categories of members—voting and non-voting—the qualifications for which are as stated in NPWH’s Certificate of Incorporation. Each active member who has paid current dues shall be entitled to one (1) vote on each matter put to the members for a vote by the BOD or as required by these Bylaws or law. Associate members do not have voting rights. Any person who meets the qualifications for a particular category of membership as provided in NPWH’s Certificate of Incorporation may apply for membership by delivering to NPWH’s membership committee a membership application. The membership committee shall review
each application for membership and make recommendations for admission to the Executive Committee. Admission will generally be granted upon the membership committee’s recommendation and payment of any required membership dues. Membership in NPWH shall not be transferable unless otherwise provided in NPWH’s Certificate of Incorporation.

4.2 Removal or Resignation of Members.

Failure by any member to pay annual dues as established by the BOD pursuant to Section 4.13 below may result in termination of a person’s membership. In addition, the Executive Committee may terminate a person’s membership for violations of NPWH’s Code of Conduct. Any member may resign at any time by mailing or delivering written notice to the Secretary (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date).

4.3 Membership Meetings.

Meetings of the membership will be held annually, as determined by the BOD, to accomplish the mission and work of the organization. When appropriate, some business, including but not limited to elections, may take place in a virtual or electronic format. NPWH shall notify members eligible to vote of the date, time and place of each annual meeting no fewer than ten (10) nor more than sixty (60) days before the meeting date.

4.4 Waiver of Notice.

A member may waive any notice required by law, the Certificate of Incorporation, or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records. Attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

4.5 Record Date.

The BOD shall, by resolution, fix a record date for the purposes of determining the members entitled to notice of a meeting of the members, to demand a special meeting, to vote or to take any other action. Such a record date may not be more than seventy (70) days before the meeting or action requiring a determination of members.
4.6 **Members’ List or Record for Meeting.**

After the BOD has fixed a record date for the meeting, the Secretary shall prepare an alphabetical list of the names and addresses of all the members who are entitled to notice of the meeting. The members’ list so prepared, shall be made available for inspection by any member entitled to vote at the meeting, beginning two (2) business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting at NPWH’s principal office or at a place identified in the meeting notice in the city where the meeting will be held.

4.7 **Proxies.**

By notice given to the members, the BOD may, in its discretion, with respect to one or more meetings of the members or generally with respect to all meetings of the members, permit every member eligible to vote in person, at such meeting or meetings to authorize another person or persons to vote on behalf of such member, at such meeting or meetings by proxy. Proxy vote is not permitted in virtual meetings. Every proxy appointment form must be signed by the member or such member’s duly authorized attorney-in-fact. An appointment of a proxy becomes effective when received by the Secretary or other officer or agent authorized by the BOD to tabulate votes. A proxy shall be valid for eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy appointment form. Every proxy shall be revocable at the pleasure of the member executing it, except as may be otherwise provided by law.

4.8 **Quorum.**

Those members entitled to vote, present in person or by proxy, at any meeting of members of NPWH shall constitute a quorum for such a meeting. Members otherwise entitled to vote, but disqualified from voting for any reason, shall not be considered for the purpose of quorum or of computing the voting power of NPWH or of the members.

4.9 **Voting.**

Each member shall have one vote on each matter voted on at a meeting of members. Wherever action other than the election of Executive Committee Officers is to be taken by a vote of the members, it shall, except as otherwise required by law or the Certificate of Incorporation, be authorized if approved by a majority of the votes cast. Executive Committee Officers shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting or by ballot as set forth in Section 4.11.

4.10 **Presiding Officer and Secretary.**

At any meeting of the members, if the President, the President-elect, or any person designated by the BOD to preside at the meeting are not present, the active members present shall
appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as Secretary of the meeting. The President or other person presiding at the meeting shall determine the order of the meeting.

4.11 Action Without a Meeting.

(a) Any action which may be taken at a meeting of members, may be taken without a meeting by one or more consents in writing, setting forth the action so taken or to be taken, signed by all the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized attorneys which action for purposes of this subsection shall be referred to as “unanimous written consent.” The Secretary shall file such consent or consents or certify the tabulation of such consents and file such certificate, with the minutes of the meetings of the members. A unanimous written consent shall have the same force and effect as a vote of the members at a meeting duly held and may be stated as such in any certificate or document filed under the Connecticut Revised Nonstock Corporation Act.

(b) At the discretion of the BOD, any action that may be taken at any meeting of members may be taken without a meeting if NPWH delivers notice that includes a ballot to every member entitled to vote on the matter. A ballot shall: (1) be in writing; (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director or officer, if any; and (4) provide an opportunity to vote for or against each other proposed action.

(c) Approval by ballot pursuant to this section of action other than the election of officers or directors is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A ballot signed under this section shall have the same force and effect as a vote of the member who signed it at a meeting duly held and may be stated as such in any certificate or document filed under the Connecticut Revised Nonstock Corporation Act. A ballot once signed and submitted to NPWH may not be revoked.

(d) Any solicitation for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than the election of the Executive Committee; and (3) specify the time by which a ballot must be received by NPWH to be counted.

(e) The record date for determining members entitled to act without a meeting is the record date fixed pursuant to Section 4.5.
4.12 **Participation by Members by Means of Remote Communication.**

(a) Members may participate in any meeting of members by means of remote communication to the extent the BOD authorizes such participation for the members. Participation by means of remote communication shall be subject to such guidelines and procedures as the BOD adopts and shall be in conformity with subsection (b) of this section.

(b) Members participating in a member meeting by means of remote communication shall be deemed present and may vote at such a meeting if NPWH has implemented reasonable measures: (1) to verify that each person participating remotely is a member; and (2) to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

(c) The BOD may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication, provided NPWH implements the measures specified in subsection (b) of this section.

4.13 **Dues.**

Dues shall be set and approved by a majority vote of the BOD. Members in arrears will forfeit all rights of membership, including all rights to receive publications, electronic and paper, and eligibility to serve in any elected office of NPWH or as a member of any committee until the indebtedness is paid.

**ARTICLE V**

**Board of Directors**

5.1 **Powers.**

All corporate powers of NPWH shall be exercised by or under the authority of, and the activities, property, and affairs of NPWH shall be managed by or under the direction of NPWH’s BOD. The BOD may delegate its powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, and the Connecticut Revised Nonstock Corporation Act.

5.2 **BOD Composition and Eligibility.**

The BOD shall consist of the four elected Executive Committee (EC) Officers who shall serve as ex officios with full voting rights. In addition, by BOD vote, the BOD must have at least 6 other members who must hold active certification of the WHNP-BC, and up to 3 at-large members who may be Advanced Practice Registered Nurses (APRNs) who provide women’s or gender related healthcare and/or are others who have a skill set required by the BOD (total maximum directors and officers shall not exceed 13). The CEO will serve as a non-voting member of the
BOD who does not count for quorum purposes. Only individuals who have been voting members of NPWH for two consecutive years shall be qualified to serve as directors, but only as long as no conflict of interest exists. Every member of the board will have one vote. After a hiatus of two years, 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.

5.3 BOD Appointment and Term.

Appointments to the BOD shall be made by a majority vote of the BOD after consideration of the Nominating and Governance Committee’s recommendations. The term of the appointed Board Members shall be three (3) years. The terms of appointed directors shall be staggered by dividing the total number of directors, as nearly equal as possible, into three groups, so that the terms of roughly one-third of the directors shall expire each year. BOD positions are voluntary.

A currently appointed BOD member who has served for at least one (1) year on the BOD can seek election as an executive officer of the BOD. A member of the BOD may resign by notifying the BOD in writing. BOD members who miss two consecutive in-person or virtual meetings after being given proper notice requires Executive Committee review for continued participation on the BOD.

Article VI
Officers and Agents

6.1 Officers.

NPWH shall have the following officers to be known as the Executive Committee: President, President-Elect, Secretary, and Treasurer. Each officer shall serve for a term of two (2) years, which shall begin on January 1 following the date of the officer’s election or elevation and shall expire on December 31 of the year the officer’s successor is elected or elevated as provided in Section 6.2. The CEO will also be an officer, as described in Section 15.1. The election, elevation, or appointment of an officer does not itself create contract rights. An officer’s removal does not affect the officer’s contract rights, if any, with NPWH. An officer’s resignation does not affect NPWH’s contract rights, if any, with the officer.

6.2 Elections and Eligibility.

The President, President-Elect, Secretary and Treasurer shall be elected by the membership from among those members of the BOD who have served on the BOD for at least one year immediately preceding the date of the election and who hold active certification of the WHNP-BC. Upon the completion of the President-elect’s term, the President-elect shall be elevated to the office of President.
The appointed Nominations and Governance Committee, which will follow section 10.6(a), will review eligible board members’ applications to run for a vacant seat on the Executive Committee. The Nominations and Governance Committee will review applications to ensure compliance with requirements and eligibility to serve in these elected positions. Membership will vote and those candidates with a simple majority will win the election.

6.3 President.

The President shall be the chief elected officer of NPWH and shall preside at meetings of the members of NPWH, the BOD, and the Executive Committee. The President shall work in collaboration with the CEO overseeing the business of NPWH, including developing the agenda of the meetings of the Executive Committee and the BOD and appointment of the non-elected President of standing and ad hoc committees, and shall perform such other duties as the BOD may assign. The President shall be a nonvoting member of all committees.

6.4 President-Elect.

In collaboration with the CEO of NPWH, the President-Elect shall be responsible for preparing and revising NPWH’s long-range plan, assisting the President and CEO in developing the agenda of the meetings of the Executive Committee and the BOD, and performing the duties of President in the President’s absence or inability to act and such other duties as the BOD may assign.

6.5 Treasurer.

The Treasurer, with the CEO or their designee, shall be responsible for all financial matters, including the filing of tax or information returns 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 their designee, shall 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 NPWH. The Treasurer shall serve as Chair of the Finance Committee and have such other powers and perform such other duties as assigned by the BOD.

6.6 Secretary.

The Secretary shall record minutes for the Executive Committee and BOD meetings.

6.7 Resignation and/or Vacancy of an Officer.

An officer may resign anytime by delivering notice to the Executive Committee of NPWH. A resignation is effective when the notice is received unless the notice specifies a later effective time. If an office becomes vacant, the Executive Committee will notify the Nominations and Governance Committee to establish the process detailed in section 10.6 (a) to fill the position.
The vote to replace the vacant position will go to the membership. Notwithstanding the foregoing, if the office of President becomes vacant, the President-Elect will immediately be elevated to the office of President and serve as President for the remainder of the current term and the following full term. The Nominations and Governance Committee will follow the process detailed in section 10.6(a) to fill the new vacancy in the office of President-Elect, and the individual elected to serve as President-Elect for the remainder of the unexpired term shall not be elevated to the office of President unless re-elected to the office of President-Elect by the membership at the next regular election of officers.

6.8  **Removal.**

Any officer or member of the BOD may be removed at-will, including prior to the date a person is to take office, by the vote of two-thirds of the BOD.

6.9  **Agents and Attorneys.**

The Executive Committee may appoint such other agents and attorneys with such powers, and to perform such acts and duties on behalf of NPWH, as the Executive Committee deems necessary and proper for the management and regulation of the affairs of NPWH.

6.10  **Standards of Conduct.**

(a) A director shall discharge their duties as a director, and an officer with discretionary authority shall discharge their duties under that authority: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the officer reasonably believes to be in the best interests of NPWH.

(b) In discharging their duties a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of NPWH whom the director or officer reasonably believes to be reliable and competent in the matters presented; or (2) legal counsel, public accountants or other persons as to matters the director or officer reasonably believes are within the person’s professional or expert competence.

(c) A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

**ARTICLE VII**

**Meetings of the BOD**

7.1  **Location.**

Meetings of the BOD may be held within or without the State of Connecticut as set forth at any notice of meeting.
7.2  Meetings.

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 CEO shall have the primary responsibility for the administration and general management of NPWH, with strong transparency and communications to the BOD. The BOD shall set the strategic priorities and goals of NPWH. The BOD shall meet at least twice yearly. 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 President or upon request of five members of the BOD. Notice shall be given to each BOD member at least seven (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 (7) 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. Periodically review and approve changes to the by-laws
j. Establish liaison and /or affiliations with other professional groups and/or organizations, which share the purpose and mission of NPWH
k. Establish the strategic plan of NPWH

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. NPWH has a COI policy that all BOD members, staff and volunteers must sign annually. The BOD may require additional steps in case of conflict or the BOD member may recuse themselves from any potential COI. The BOD member with a conflict will abstain from voting on the relevant transaction. The BOD member is a representative of the organization and should conduct themselves in a professional manner including one that is supportive of the mission of NPWH.
7.3 **Inability to Attend Meeting.**

In the event that a BOD member is unable to attend a meeting, the President and CEO of the organization need to be notified.

7.4 **Participation by Directors by Means of Remote Communication.**

Directors may participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. This includes Zoom-conference call technology, and other like technologies. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**ARTICLE VIII**

**Transaction of Business by the BOD**

8.1 **Quorum.**

Unless a greater number is required by the Certificate of Incorporation, these Bylaws, or by law, the quorum necessary for the transaction of business shall consist of two-thirds (2/3) of the full BOD members.

8.2 **Robert’s Rules.**

Robert’s Rules will be referenced when necessary for a non-binding guideline for all NPWH meetings. However, Robert’s Rules are not required to be utilized.

8.3 **Voting.**

Unless the vote of a greater number of directors is required by the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the directors entitled to vote and present at a meeting duly held at which a quorum is present shall be the act of the BOD. A director who is present at a meeting of the BOD or a committee of the BOD when corporate action is taken is deemed to have assented to the action taken unless: (1) the director objects at the beginning of the meeting, or promptly upon the director’s arrival, to holding it or transacting business at the meeting; (2) the director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the director delivers written notice of their dissent or abstention to the presiding officer of the meeting before its adjournment or to NPWH immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
8.4 **Action without a Meeting.**

If the BOD is unable to meet in-person or virtually, the Executive Committee can bring a vote on an action forward to the BOD for an online virtual vote, using a 3rd party voting system. The information for the vote and details will be disseminated, discussion held via email, and voted upon electronically providing seven (7) business days for the Board members to conduct their vote. BOD members may ask questions via email about said vote.

In order for an action to be taken by an online virtual vote, there must be unanimous consent among the BOD members as evidenced by all BOD members, approving the action through the voting system. A record of all such consents will be maintained with NPWH’s permanent records. If there is not unanimous consent, the action may be brought to the full board for an in-person or virtual meeting, for discussion, deliberation, and another vote.

**ARTICLE IX**

**Compensation of Directors**

9.1 **Compensation.**

No director shall receive compensation for services rendered to NPWH in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses incurred in connection with the performance of their duties in the manner and to the extent that the BOD shall determine. Notwithstanding the foregoing, NPWH shall provide no reimbursement for expenses or compensation other than those that are reasonable and necessary for furthering NPWH’s purposes. No director shall receive any service or benefit not provided to the public. Directors will have expenses covered for duties performed in other capacities for or on behalf of NPWH pursuant to authorization by the BOD, subject however, to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

**ARTICLE X**

**Committees**

10.1 **Authority.**

NPWH may act through committees of the BOD (“Standing Board committees and Standing Advisory Committees”), subject to the limitations on power in Section 10.3. Board committees may be standing or ad hoc committees. Each Board committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the BOD adopted from time to time.
10.2 **Appointment.**

Board committees shall be created and committee members appointed by a majority of all directors in office when the action is taken. The Executive Committee and Finance Committee shall consist of BOD members only.

Voting members and students may submit applications for participation on standing committees.

Each Board committee shall be composed of a chair and a co-chair elected by the committee or when necessary, appointed by the NPWH BOD President. Members from the BOD will be appointed to serve on each committee as Ex-officio.

10.3 **Limitations on Powers.**

Notwithstanding any provision in these Bylaws to the contrary, no Board committee shall have any power to:

(a) Approve or recommend to members action that the Connecticut Revised Nonstock Corporation Act requires to be approved by members;
(b) Fill vacancies on the BOD or any Board committees;
(c) Amend the Certificate of Incorporation;
(d) Adopt, amend, or repeal these Bylaws;
(e) Approve a plan of merger;
(f) Approve a sale, lease, exchange or other disposition of all, or substantially all, of NPWH's property, other than in the usual and regular course of business or other than a mortgage, pledge, or other encumbrance on NPWH’s assets; or
(g) Approve a proposal to dissolve NPWH.

10.4 **Meetings, Notices, and Quorum.**

All Board committees shall have the same requirements for meetings and the transaction of business as those set forth in these Bylaws with respect to the conduct of meetings and the transaction of business by the BOD, except that Board committees shall not be required to hold a particular number of regular meetings and committee meetings may be called by the CEO.

10.5 **Standing Board Committees.**

NPWH shall have the following standing Board committees whose members, duties, and, subject to Section 10.2-10.4 powers are as follows:
(a) **Executive Committee.**

The Executive Committee shall be comprised of the officers. The Executive Committee is empowered to conduct the business of NPWH between meetings of the BOD. The Executive Committee shall conduct an annual evaluation of the CEO and determine appropriate compensation for the CEO. The Executive Committee shall meet at the call of the President, the CEO, or two or more members of the BOD. The President shall be the chair of the Executive Committee.

(b) **Finance Committee.**

The Finance Committee shall be chaired by the Treasurer. The committee shall consist of a minimum of three (3) members, who are: the Treasurer, the President, and the President-Elect. The CEO will serve as a non-voting member of this committee. The committee shall plan for and advise the BOD on the 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 for the auditor.

10.6 **Standing Advisory Committees.**

NPWH shall have the following standing advisory committees whose members are as follows:

- Voting members of NPWH can apply to serve on a two-year staggered term for the following committees:
  - Nominations and Governance Committee
  - Education Committee
  - Advocacy and Government Affairs Committee
  - Research and Quality Improvement Committee
  - Membership Committee
  - Inclusivity, Diversity, and Equity Committee

Each standing committee will have the following composition and terms except for the Nominations and Governance Committee:

- The standing advisory committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or chair-elect.
  - Voting members of NPWH who may apply to serve on a two-year term for a standing advisory committee.
- NPWH staff liaison will be a non-voting member, offering administrative support and provide communications updates to the committee as necessary.
- The chair and chair-elect of a standing advisory committee who will be elected from within the committee or when necessary, appointed by the NPWH BOD President. They must fulfill their full term as a chair or chair-elect on a standing advisory committee.
before being qualified to run for the BOD. If they resign from the standing advisory committee chair or chair-elect position, they must wait a minimum of two years before eligibility to apply to serve on the BOD.

(a) Nominations and Governance Committee (NGC)

Nominations and Governance Committee (NGC):

Purpose: The purpose and role of the NGC is to identify, recruit, screen, and interview candidates for board positions (elected and appointed by BOD). THE NGC will receive from the sitting BOD additional qualifications for all vacancies (Executive Committee and BOD.) In addition, the NGC is present a slate of qualified candidates to either be elected by membership or the full BOD to vote, depending on the role. The NGC will elect a Chair and Co-Chair of the Committee.

Composition: The NGC shall consist of at least three and no more than five voting members of NPWH. The BOD President-Elect will serve as a non-voting member to the NGC and is not permitted to be chair or co-chair of the NGC.

Selection of appointed candidates to the BOD: The role of the NGC is to screen potential candidates to serve on the BOD, taking into consideration identified needs and criteria established by the NPWH BOD.

At the direction of the committee, NPWH Staff will solicit applications from all NPWH voting members in good standing via electronic methods, sharing criteria and qualifications to apply to the BOD. The NGC will use a rubric to screen and review all applications. The committee will choose a slate of candidates to be interviewed. Upon completion of the interviews, the committee will submit the slate of recommended candidates to the sitting BOD for vote of approval.

Selection of candidates to run for Executive Committee: The qualifications to serve on the Executive Committee are described in Article VI. The NGC will review applications and develop a rubric to indicate qualifications. The committee will deliberate and provide a final list of candidates for membership to vote. At the direction of the NGC, NPWH Staff will establish a 3rd party voting system and vote will be sent to all voting members. The candidates with the majority vote will win the election.

Executive Committee Role in appointing members to the Nominations and Governance Committee: The NPWH BOD has an Executive Committee who will appoint the members of the NGC.

Duties for Executive Committee selection of the Nominations and Governance Committee: The Executive Committee will establish eligibility criteria for members to serve on the NGC. At the direction of the Executive Committee, NPWH Staff will solicit applications from all NPWH voting members via electronic methods, sharing criteria and qualifications to serve on the NGC. The Executive Committee will identify, recruit, screen, and interview candidates. The
Executive Committee will appoint members of the NGC by majority vote of the Executive Committee.

(b) **Education Committee.**

**Education Committee:** Voting members of NPWH may apply to serve on a two-year term for the education committee. The committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or chair-elect. The staff liaison will be a non-voting member. The chair and chair-elect will be elected from within the committee or when necessary, appointed by the NPWH BOD President. The committee shall be responsible for the continuing education requirements and review all NPWH courses/lectures/continuing education programs.

(c) **Advocacy and Government Affairs Committee.**

**Advocacy Committee:** Voting members of NPWH may apply to serve on a two-year term for the committee. The committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or chair-elect. The staff liaison will be a non-voting member. The chair and chair-elect will be elected from within the committee or when necessary, appointed by the NPWH BOD President. The committee shall recommend the NPWH advocacy agenda, initiate, and respond to the health, social, and public policy issues affecting women’s health and NPWH constituents.

(d) **Research and Quality Improvement Committee.**

**Research and Quality Improvement Committee:** Voting members of NPWH may apply to serve on a two-year term for the education committee. The committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or chair-elect. The staff liaison will be a non-voting member. The chair and chair-elect will be elected from within the committee or when necessary, appointed by the NPWH BOD President. The committee shall evaluate and select research and quality improvement 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 and Gender-Related Healthcare and the WHNP profession.

(e) **Membership Committee.**

**Membership Committee:** Voting members of NPWH may apply to serve on a two-year term for the education committee. The committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or
chair-elect. The staff liaison will be a non-voting member. The chair and chair-elect will be elected from within the committee or when necessary, appointed by the NPWH BOD President.

The Membership Committee shall develop recruitment and retention strategies for NPWH’s membership in collaboration with the CEO and NPWH staff liaison.

(f) Inclusivity, Diversity, and Equity Committee.

Inclusivity, Diversity and Equity Committee: Voting members of NPWH may apply to serve on a two-year term for the education committee. The committee shall consist of a minimum of five members, plus at least one BOD member who will serve as a liaison to the BOD and cannot serve as chair or chair-elect. The staff liaison will be a non-voting member. The chair and chair-elect will be elected from within the committee or when necessary, appointed by the NPWH BOD President.

The IDE Committee shall be responsible for implementing and sustaining an IDE perspective embedded in NPWH’s strategic planning and all organizational services, projects, and programs.

ARTICLE XI
Finance

11.1. Fiscal Year.

The fiscal year of NPWH shall begin on the first day of January in each year and end on the 31st of December.

11.2. Budget.

The BOD shall approve a budget for NPWH annually.

11.3 Checks, Notes and Contracts.

The BOD shall determine who shall be authorized from time to time on NPWH’s behalf to sign checks, drafts, or other orders for payment of money beyond any authority already expressly granted by these Bylaws; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

11.4 Annual Financial Statement.

NPWH auditors and shall prepare an annual financial statement for distribution to the BOD.
ARTICLE XII
Amendments

12.1 These Bylaws may be amended or repealed at any meeting of the BOD called for such purpose or purposes by the affirmative vote of a majority of the BOD; provided, however, that the members shall have the exclusive power to amend or repeal these Bylaws if such power is reserved to them by the Certificate of Incorporation or the Connecticut Revised Nonstock Corporation Act or if, in amending or repealing a particular bylaw, the members provide expressly that the BOD may not amend or repeal that bylaw.

ARTICLE XIII
Liability and Indemnification

13.1 Liability.

To the extent allowed by law, no director or officer shall be personally liable to NPWH for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of any director or officer for gross negligence or misconduct. Misconduct means (1) any act or omission not in good faith or which constitutes a knowing violation of law or (b) any transaction from which the director or officer derived an improper personal or financial benefit.

13.2 Indemnification.

NPWH shall indemnify, and advance expenses to, its directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended. Notwithstanding the foregoing, if at any time NPWH is a private foundation, NPWH shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIV
Conflicts of Interest

14.1 Compliance.

No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The BOD shall comply with Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act regarding “conflicting interest” transactions. The BOD shall adopt appropriate policies and procedures to implement this Article, including a Conflict-of-Interest Policy and Confidentiality Policy, and
such policies and procedures may only be amended by the same vote required to amend these Bylaws.

ARTICLE XV
Staff

15.1 Chief Executive Officer.

NPWH shall employ a chief executive officer (CEO) to manage the business of NPWH working with the President and under the direction of the BOD. The CEO shall be responsible for hiring and management of all employees and overseeing the day-to-day operation of the NPWH business. The CEO shall be an officer of NPWH and a non-voting member of the BOD who does not count for quorum purposes. The CEO shall serve in such capacity at the pleasure of the BOD without prejudice to any other contractual or employment relationship the CEO may have with NPWH.

15.2 Other Staff.

The BOD shall authorize the CEO to employ and manage staff, and determine their duties, and assign their compensation under established policies.

*September 2023 the NPWH Board of Directors voted to adopt the Bylaws and send them to membership for a vote. January 2024 the membership voted to adopt the Bylaws.*