

Pennsylvania Coalition of Nurse Practitioners Bylaws

Article I: General

Section 1.1: Name

The name of this group shall be the Pennsylvania Coalition of Nurse Practitioners, herein referred to as PCNP, a nonprofit corporation incorporated in the state of Pennsylvania.

Section 1.2: Definitions

The following terms used in these bylaws shall have the following meaning below:

- a. Board means the Board of Directors of the Corporation.
- b. Corporation means Pennsylvania Coalition of Nurse Practitioners.
- c. Director means an individual serving on the Board of Directors.
- d. Executive Committee means the President, Vice President, Secretary, Treasurer, Immediate Past President and Executive Director (Ex-Officio)

Section 1.3: Purpose

The purpose of PCNP shall be:

1. To advance, support, and promote the role of Nurse Practitioners.
2. To improve communications among Nurse Practitioners, other healthcare professionals, healthcare organizations and the community.
3. To promote the practice of Nurse Practitioners through the legislative and regulatory processes.
4. To provide continuing education programs for Nurse Practitioners.
5. To advocate for affordable, accessible quality health care.

Section 1.4: Location

The location of PCNP is Pennsylvania and an office can be anywhere in the United States, as approved by the Board of Directors.

Article II: Membership

Section 2.1: Categories of Membership

The membership of PCNP shall be composed of Regular, Affiliate, Student, and Retired members.

2.11: Regular Membership:

Regular membership will be comprised of nurse practitioners recognized by the State Board of Nursing. Regular members shall pay dues, may vote, hold elected office and serve on committees.

2.12: Affiliate Membership:

Affiliate membership shall be open to any non-nurse practitioner interested in promoting and supporting the purposes of PCNP. Affiliate members shall pay dues and may serve as committee members. They may not vote nor serve as officers of PCNP.

2.13: Student Membership:

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Student membership is open to students enrolled in an initial Nurse Practitioner program for their first degree. Student members shall pay dues, may vote and serve on committees, but they may not hold elected office.

2.14: Retired Membership:

Retired membership is open to Nurse Practitioners who are retired from active practice. Retired members shall pay dues, may vote, serve on committees, and hold elected office.

Section 2.2: Rights of Members

2.21: Each member shall pay dues

2.22: Each Regular and Retired member in good standing will be permitted:

- a. The right to vote.
- b. The right to hold or be appointed to a Board position.
- c. To serve on a committee.

2.23: Each Student member in good standing will be permitted:

- a. The right to vote.
- b. To serve on a committee.

2.24: Each Affiliate member in good standing will be permitted:

- a. To serve on a committee.

Section 2.3: Membership Dues

2.31: The Board of Directors shall establish annual dues for all categories of membership.

2.32: Each recognized regional group can establish regional dues to support local activities. Regional dues may be established annually by October 1st to become effective January 1st.

Section 2.4 Membership Status

2.41: To remain a member in good standing, dues must be paid annually.

2.42: Members who fail to pay their dues within 30 days of their membership expiration date will be delinquent and forfeit all member rights until said dues have been paid.

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2.43: Dues cannot be prorated or refunded once paid.

2.44: Members of any category may be removed from membership for due cause by two-thirds (2/3) vote of the members of the Board of Directors present at any meeting.

Section 2.5: Regional Membership

2.51: All members also must choose to become a member of:

- a. recognized regional group or
- b. member-at-large.

Article III: Board of Directors

Section 3.1: Governing Body, Number of Directors and Composition of the Board of Directors

3.11: The governing body of PCNP will be the Board of Directors. The Board of Directors will:

- a. Provide direction of the affairs of the association.
- b. Take a position and express opinions on behalf of PCNP on issues relevant to the Nurse Practitioner profession.
- c. Adopt policies for the conduct of the business of the corporation as necessary.

3.12: The Board of Directors include:

- a. The elected officers, which includes: the President, Vice President, Secretary and Treasurer. Active membership shall be maintained at all times while serving as a Board member of PCNP.
- b. A designate from each recognized regional group and member-at-large will each serve as directors. Active membership shall be maintained at all times while serving as a Board member of PCNP.
- c. Each member of the Board will have one vote.
- d. In the event of a tie, the Immediate Past President succeeds from Presidency and is with vote.
- e. The Executive Director is Ex-Officio and without vote.

3.13: Qualifications of the Board of Directors

- a. Members of the board of directors must be a regular or retired member to be eligible
- b. The directors are regional representatives appointed by the recognized region.

Section 3.2: Number of Directors

The number of directors should not be less than ten or more than 30. The number of directors may be increased or decreased by amendment to the bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.3: Terms of Office

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3.31: Directors shall serve a one-year term from January through December and can be reappointed.

Section 3.4: Procedure of Nominations

3.41: Directors shall be nominated from the recognized regional group and approved by the Board of Directors at the first Board of Directors meeting per year.

Section 3.5: Vacancies

Any vacancy occurring among the director positions on the Board of Directors should be discussed with the region. A recommendation should be made by the region and may be filled by the affirmative vote of the majority of the Executive Committee at their next scheduled meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Vacancies in directors, arising from any cause, may be approved, usually within 60 days, by the Executive Committee at any regular or special meeting.

Section 3.6: Removal of Directors

A director may be removed with or without cause by two-thirds (2/3) vote of the members of the Board of Directors present at any meeting.

Section 3.7: Resignations of Directors

Except as otherwise required by law, any director of the corporation may resign at any time by giving written notice to the Board of Directors, President, or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.8: Compensation of the Board of Directors

The Corporation shall not pay any compensation to directors for services rendered to the Corporation, as directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved.

Section 3.9: Meetings of the Board and Quorum and Action

3.91: Meetings of the Board of Directors, regular or special, may be held at such place within or outside of the state of Pennsylvania, and upon such notice as may be prescribed by the Board of Directors.

A Board member's attendance at any meeting shall constitute waiver of notice of such meeting, except such attendance at a meeting by the Board member for the purpose of objecting to the transaction of business because the meeting is lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of such meeting.

3.92: A majority of the number of Board of Directors shall constitute a quorum for the transaction of business. Quorum is defined as 1 more than half of the current number of the board of directors. Except as otherwise specified by the articles of incorporation or these bylaws, the act of a majority of the directors present at a meeting

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at which a quorum is present shall be the act of the Board.

3.93: Informal Action by Directors; Meeting by conference telephone and electronic mail.

Unless otherwise restricted by these bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if majority of directors consent in writing to the adoption of a resolution and the written consents thereto by the Board shall be filed with the minutes of proceedings of the Board.

Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presences in person at the meeting.

Article IV: Committees

Section 4.1: Establishment and Powers

The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint one or more committees, each of which shall consist of one or more Board of Directors. These committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon him by law.

Section 4.2: Term

Terms of committees shall be determined by the Executive Committee.

Section 4.3: Committee Organization

4.31: The Board shall determine Standing Committees.

4.32: The Executive Committee appoints chairpersons of Standing Committees. It is the responsibility of the committee chair to choose committee members.

4.33: The formation of Ad Hoc Committees may be authorized by the Executive Committee or by vote of the membership.

4.34: Ad Hoc Committees shall make reports to the Board of Directors.

4.35: Ad Hoc Committees shall remain functional until their work is completed or until they are disbanded by the Board of Directors.

Section 4.4: Executive Committee

4.41: Executive Committee members

The Executive Committee is composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, and Executive Director (Ex Officio).

4.42: Quorum

A majority of the Executive Committee will constitute a quorum at any meeting of the Executive Committee.

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4.43: Authority and Responsibility

The Executive Committee may act in place and instead of the Board of Directors between meetings on all matters, except those specifically reserved to the Board by the bylaws. Actions of this committee will be reported to the Board by mail, electronically or at the next Board meeting.

4.44: Meetings

The President or Executive Director may call meetings of the Executive Committee as the business of PCNP may require. Meetings may be conducted by telephone, electronic resources or face-to face.

Section 4.5 Standing Committees

4.51: Nominating Committee

- a. The Nominating Committee shall prepare a slate of candidates.
- b. They shall have authority to determine the eligibility of each candidate.
- c. The Nominating committee shall publish the ballot, verify returned ballots, and announce those elected at the Annual Conference.
- d. The Immediate Past President will serve as Chairperson of the Nominating Committee and appoint a minimum of three members to the Committee.
- e. The Chairperson and members of the Nominating Committee are not eligible to be candidates for office.
- f. A call for nominations shall be made at least four months before the Annual Conference.
- g. A slate of officers and ballot must be provided to each voting member of the organization at least six weeks before the Annual Conference and can be in either written or electronic form.
- h. Completed ballots should be verified and approved by the Nominations Chair and Executive Director and kept on file for one year.

Article V: Officers

Section 5.1: Officers

The officers of the corporation are the President, Vice President, Immediate Past President, Secretary, and Treasurer.

Section 5.2: Qualifications of Officers

5.21: Officers must have served at least one year on the Board of Directors or as an active participant on a PCNP committee.

5.22: Active membership shall be maintained at all times while serving as an officer of PCNP.

5.23: Officers are elected according to the schedule every two years as follows:

- a. President is elected on odd-numbered years.
- b. Vice President is elected on even-numbered years.
- c. Immediate Past President succeeds after Presidency.
- d. Secretary is elected on odd-numbered years.
- e. Treasurer is elected on even-numbered years.

Section 5.3: Termination, Resignations, or Removal of Officers

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5.31: Any officer may be removed by two-thirds vote of the Board of Directors or a majority vote of the voting members whenever in the judgment of the Board of Directors or voting membership, as the case may be, the best interests of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his contract rights, if any and the election or appointment of an officer shall not itself create contract rights.

5.32: The President shall be succeeded by the Vice President in the event of resignation or incapacitation of the President. In the unlikely event that both the President and Vice President are incapacitated, the Board of Directors will appoint a President and Vice President to serve the remainder of the terms of office.

5.33: Vacancies in any office, arising from any cause, may be filled by the Board of Directors at any regular or special meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Section 5.4 President

5.41: The President shall chair Board of Directors meetings and preside over all corporate meetings.

5.42: The President shall serve as an ex-officio member of all committees.

5.43: The term of the President shall be two years and until his successor has been elected or appointed and qualified.

5.44: The President may serve only two consecutive terms. The President will be elected in odd-numbered years.

5.45: After completing their last term as President, or until the successor succeeds as the Past President, will serve another on the Executive Board as Immediate Past President. The immediate Past President serves their successor succeeds.

Section 5.5: Vice President

5.51: The Vice President shall perform the duties of the office of President in the absence of the President.

5.52: The Vice President shall succeed the President if the President is unable to fulfill the term of office.

5.53: The term of the Vice President shall be two years and until his successor has been elected or appointed and qualified. The Vice President may serve only two consecutive terms.

5.54: The Vice President shall serve as chair of the Bylaws Committee.

5.55: The Vice President shall perform such other duties as assigned by the President.

5.56: The Vice President will be elected in even- numbered years.

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Section 5.6: Secretary

5.61: The Secretary shall be responsible to maintain records of all membership and Executive Board meetings.

5.62: The Secretary will give all notices in accordance with these bylaws or as required by law and in general shall perform all duties customary to the office of Secretary.

5.63: The Secretary shall perform other duties assigned by the President.

5.64: The term of the Secretary shall be two years and until his successor has been elected or appointed and qualified.

5.65: The Secretary will be elected in odd-numbered years.

Section 5.7: Treasurer

5.71: The Treasurer ensures the integrity of the fiscal affairs of the Corporation.

5.72: Specific responsibilities may include: maintaining accurate financial records; reviewing expenditures on a regular basis to ensure overall fiscal integrity; submitting regular financial reports to the Board of Directors; implementing the annual audit, as needed; and presenting an annual financial report to the membership.

5.73: The Treasurer will dispense the funds of PCNP as directed by the Board of Directors.

5.74: The Treasurer may perform other duties as assigned by the President.

5.75: The term of the Treasurer shall be two years and until his successor has been elected or appointed and qualified.

5.76: The Treasurer will be elected in even-numbered years.

Section 5.8: Compensation of Officers

The Corporation shall not pay any compensation to officers for services rendered to the Corporation, as officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as defined in the Finance Policy.

Article VI: Agents and Employees

6.1: The Association may have an Executive Director who serves in a leadership and advisory capacity to the Board of Directors and the membership. To promote continuity for the corporation, this position serves indefinitely through the terms of a contract or until replaced by majority vote of the Board of Directors. This position serves the organization in a role defined and at the behest of the President and Executive Committee.

6.2: The Board of Directors may appoint other agents and employees who shall have such authority and perform such duties as prescribed by the Board. The Board

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may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

6.3: Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered as define in the Finance Policy, such amounts to be fixed by the Board of Directors or if the Board of Directors delegates power to any officer or officers, they by such officer or officers.

Article VII: Meetings of the Membership

7.1: Membership will be notified in advance of the Annual Business Meeting.

7.2: There shall be at least one membership and continuing education meeting each year, which shall be called the Annual Conference, unless unable to occur because of an act of God or an event which would make it unable to be completed. In that case, the membership should be convened at the next available opportunity.

7.3: Robert's Rules of Order, newly revised shall govern the conduct of business at all meetings, except where superseded by these bylaws.

Article VIII: Transaction of Business

Section 8.1: Bylaws

- a. The bylaws will be reviewed annually and as needed by the Bylaws Committee. Proposed amendments to the bylaws by the Board of Directors or regular members must be submitted to the Bylaws Chairperson. Notification of proposed Bylaw changes must be submitted to all Regular Members at least one month prior to the Annual Conference.
- b. The proposed Bylaws changes may be amended on the floor at the Annual Conference.
- c. Bylaws amendments shall be adopted by a majority vote of Regular Members present at the Annual Conference.
- d. Bylaws changes approved at the Annual Conference shall be published by any means.

Section 8.2: Fiscal Year

The fiscal year of the Corporation shall be the calendar year or such other period that may be fixed by the Board of Directors.

Section 8.3 Checks, Notes and Contracts

The Executive Committee shall determine who shall be authorized on the Corporation's behalf: to sign checks, drafts, contracts; to sign acceptances, notes or other evidences of indebtedness; or to execute and deliver other documents and instruments.

Section 8.4: Records to be Kept

The Corporation shall keep correct and complete records of accounts, minutes of proceedings of the members, Board of Directors and any committee having any authority; and a record of the names and addresses of any member having voting rights. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney for any proper purpose at any reasonable time.

Section 8.5: Indemnification and Insurance

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Unless otherwise prohibited by law, the Corporation may indemnify any Director or officer, any former Director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such Director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of such duty to the Corporation.

Amounts paid in indemnification or expenses and liabilities may include, but shall not be limited to: counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or employee; provided, however, that such Director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him that arises out of such person's status as a Director, officer, employee, or agent or out of facts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code.

If any part of this article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

8.6: Loans to Directors and Officers

No loans shall be made by the Corporation to its Directors or officers.

Article IX: Dissolution of the Organization

Section 1: All monies shall be returned to the local Nurse Practitioner associations on a pro-rated basis if PCNP is dissolved as an association

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