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# **TNP Constitution and Bylaws**

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## **Constitution and Bylaws**

### **ARTICLE I GENERAL**

#### **1.1 Name**

The name of this organization is TNP (Texas Nurse Practitioners), a nonprofit corporation incorporated in the State of Texas.

#### **1.2 Definitions**

- A. The words Constitution and Bylaws or Bylaws when used herein will mean the Constitution and Bylaws of TNP.
- B. The word Organization when used herein will mean TNP.
- C. The word Board of Directors will mean officers, regional representatives, liaisons and the Executive Director.
- D. The term Executive Committee signifies the President, President-Elect, Vice-President, Secretary, Treasurer and Executive Director.

#### **1.3 Government**

This Constitution and Bylaws will be the law of TNP in accordance with federal law.

#### **1.4 Governing Bodies**

The governmental powers of TNP will be vested in the Board in accordance with the laws provided herein. The final control of the Organization will be vested in the membership.

#### **1.5 Location**

The TNP office will be in a located within Texas as determined by the Board.

### **ARTICLE 2 PURPOSE & GOALS**

#### **2.1 Purpose**

The purposes of TNP will be to:

- A. Advance, support, and promote the role of nurse practitioners
- B. Promote accessible, quality health care provided by nurse practitioners

#### **2.2 Goals**

The goals of TNP will be to:

- A. Membership Growth, Benefits and Services
- B. Government Action, Advocacy and Leadership
- C. Education, Conferences and Resources
- D. Public and Professional Relations
- E. Organizational Excellence

## **ARTICLE 3 CATEGORIES OF MEMBERSHIP**

### **3.1 Categories of Membership**

TNP will have the following categories for membership: Regular, Associate, Retired, Student, Honorary, and Lifetime

- A. Regular: all nurse practitioners recognized by a State Board of Nursing
- B. Associate: any licensed nurse who is interested in promoting and supporting the purposes and goals of TNP.
- C. Retired: nurse practitioners who have retired from active practice.
- D. Student: registered nurses enrolled in a nurse practitioner program.
- E. Honorary: non-nurse practitioners recognized for their outstanding contributions in fostering the purpose and goals of TNP. A nomination for Honorary membership will be initiated by the Board of Directors and must be approved by at least a four-fifths (4/5) vote of the members of the Board of Directors present at any meeting.
- F. Lifetime: nurse practitioners recognized for their outstanding contributions in fostering the purpose and goals of TNP. A nomination for Lifetime membership will be initiated by the Board of Directors and must be approved by at least a four-fifths (4/5) vote of the members of the Board of Directors present at any meeting.

### **3.2 Rights of Members**

- A. Each Regular, and Lifetime member in good standing will be:
  - 1. Permitted the right to vote on any membership ballot.
  - 2. Provided access to the current TNP Bylaws.
  - 3. Permitted to hold or be appointed to a Board position.
  - 4. Permitted to serve on a committee as defined by the Bylaws.
  - 5. Permitted to attend the Board meetings. Notification of attendance must be given to the TNP office two weeks prior to the meeting.
- B. Associate, Student, and Honorary members in good standing will have all the benefits of Regular membership except the privileges of voting, and holding office.
- C. Retired members in good standing will be entitled to all of the voting rights and privileges of Regular members including the right to vote but excluding the right to assume or hold office.

### **3.3 Membership Obligation**

Members of the organization will abide by the current Constitution and Bylaws.

### **3.4 Membership Dues**

- A. The Board of Directors will establish the amount of dues for all categories of membership.
- B. No refunds for dues will be permitted.
- C. Membership dues are paid annually.
- D. Honorary and Lifetime memberships are exempt from paying dues.

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- E. Associate, Retired, and Student memberships are offered at discounted rates.

### **3.5 Membership Status**

- A. Members in good standing are those members whose dues and assessments are paid in full
- B. Delinquent members are those who have not paid their dues or assessments for more than sixty days.
- C. Members of any category may be removed from membership by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting.

## **ARTICLE 4 GOVERNANCE**

### **4.1 The TNP Board includes**

- A. Elected Officers: President, President Elect, Past President, Vice President, Secretary, and Treasurer
- B. Elected Regional Representative: Fifteen (15) Regional Representatives from around the state. The Board of Directors will determine the number and districts of regional representatives. A nomination for any regional changes will be initiated by the Board of Directors and must be approved by at least two thirds (2/3) vote of the members of the Board of Directors present at any meeting.
- C. Appointed Liaisons: TNP Foundation (TNPf), American Association of Nurse Practitioners (AANP), and Board of Nursing (BON APRN - Advisory). These liaisons are required to be TNP members in good standing and will be appointed by the President with approval of the Executive Committee.
- D. Staff: Executive Director

### **4.2 Governance of the Board of Directors**

The governing body of TNP will be the Board of Directors (Board).

The Board

- A. Will supervise, control and provide direction of the affairs, committees, publications, policies, and distribution of organizational funds.
- B. May take a position and express an opinion on behalf of TNP on issues relevant to the NP profession.
- C. May adopt policies for the conduct of its business as are deemed necessary.

### **4.3 Meetings of the Board of Directors**

- A. Meetings of the Board will be held at least 3 times a year. Notice of meetings will be announced in the TNP Newsletter and/or posted on the TNP website.
- B. Meetings are open to all members. To allow for space planning, a two week notice of planned attendance of members is required.

- C. Board members are expected to be present at the meetings.
- D. Elected Board members are expected to be present at the annual membership meeting, Board meetings, and strategic planning meeting. If greater than 50 percent of meetings are missed, the president with the approval of the Executive Committee may replace the representative or board member.
- E. Liaisons are expected to be present at the annual membership meeting, provide a written report for every board meeting and attend a board meeting if requested by the Executive Committee.
- F. Board meetings may be convened by either face to face, telephone or other electronic means that allows participants to communicate with each other.
- G. Quorum: A quorum will be a simple majority of Board members present. Action taken by a meeting of less than a quorum of the Board shall be subject to ratification by ballot within thirty days.
- H. All board members will have one vote with the exception of liaison positions and the Executive Director. The affirmative vote of a majority of the total number of Board members present at any meeting at which a quorum (50%) is present will constitute action by the Board of Directors.
- I. Proxy Voting: Voting rights of the Board members will not be delegated to another nor exercised by proxy.
- J. Parliamentary Authority: The rules contained in the current edition of Roberts Rules of Order will govern TNP in all cases to which they are applicable.
- K. Board Insurance: Association professional liability insurance, Directors and Officers insurance, and a fidelity bond for those authorized to issue funds from TNP resources will be maintained. The amount and scope of coverage will be reviewed at the time of the policy renewals.

#### **4.4 Terms of Office**

- A. Elected Officers (with the exception of the President)
  - 1. Terms are for two years beginning after the installation ceremony
  - 2. May not serve more than eight consecutive years after elected or two terms in the same position within the eight year timeframe.
- B. President
  - 1. Incurs a four year obligation, serving one year as president elect, two years as president, and one year as past president. The term begins after the installation ceremony.
  - 2. May not serve more than one term in the president's role within a 10 year period from the last year served.
- C. The president-elect, secretary, and half of the regional representatives will be elected in even numbered years. The vice president, treasurer, remaining regional representatives will be elected in odd numbered years. Liaisons will be appointed in odd numbered years. Regional representatives may not serve more than eight consecutive years after elected or two terms in the same position.
- D. Appointed positions term at the Presidents discretion with the approval of the Executive Committee.

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- E. Any Board member may be removed from the Board of Directors by a two-thirds (2/3) vote of the members of the Board for violation of code of conduct, confidentiality, or organizational bylaws.

#### 4.5 Indemnification

TNP by resolution of the Board of Directors, may provide indemnification by the board to any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party by reason of having been officers, directors or employees of TNP, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability of negligence or misconduct.

### **ARTICLE 5 ELECTION OF BOARD OF DIRECTORS**

#### **5.1 Nominating Committee**

A nominating committee will coordinate elections. The Board of Directors will approve members of this committee. The chairperson and members may not be candidates for election.

#### **5.2 Call For Nominations**

TNP members will receive the notice for expiring Board positions each January. Deadline for accepting nominations will be March 15.

#### **5.3 Eligibility**

- A. Candidates must be current Regular or Lifetime TNP members and in good standing as an Advanced Practice Nurse with the Board of Nurse Examiners.
- B. Regional Representatives must additionally reside in the region they represent.
- C. President Elect candidates must have previously served on the Board.

#### **5.4 Ballots**

Eligible members in good standing will receive ballots by mail or electronic in April of each year. Deadline for accepting votes will be May 15. Each voting member will be allowed to cast one vote for each position to be elected.

#### **5.5 Results of Election**

Candidates receiving the highest number of votes for each office will be declared elected.

### **ARTICLE 6 DUTIES**



## **6.1 Officers**

- A. President will:
  - 1. Provide leadership to TNP
  - 2. Be the authorized representative of TNP
  - 3. Preside over the Board and annual membership meeting
  - 4. Will be ex-officio member of all committees
  - 5. Enforce the Constitution and Bylaws
  - 6. Prepare an annual report.
  
- B. President Elect will:
  - 1. Chair the Bylaws committee
  - 2. Carry out any duties assigned by the president
  - 3. Assume responsibilities and duties of the President in their absence
  - 4. Assume the office of President at the end of the current President's term
  - 5. Prepare an annual report
  
- C. Past President will:
  - 1. Carry out duties assigned by the president
  - 2. Prepare an annual report
  
- D. Vice President will:
  - 1. Perform the duties of the president in the absence of the president if there is no President-elect available
  - 2. Serves as a liaison for the Education Committee.
  - 4. Parliamentarian for meetings
  - 5. Carry out any duties assigned by the president
  - 6. Prepare an annual report
  
- E. Secretary will:
  - 1. Keep a record of proceedings at the Board meetings
  - 2. Carry out any duties assigned by the president
  - 3. Prepare an annual report
  
- F. Treasurer will:
  - 1. Oversee financial accounts and records of TNP.
  - 2. Present a quarterly report on the financial condition of TNP at each Board meeting
  - 3. Carry out any duties assigned by the president
  - 4. Prepare an annual report
  - 5. Chair the Finance committee.

## **6.2 Regional Representatives will:**

- A. Be a liaison between TNP and the local/regional members
- B. Carry out the duties assigned by the president
- C. Prepare an annual report
- D. Promote membership into TNP
- E. Attend the local affiliate meetings.

### **6.3 Liaisons**

- A. Provide direct communication to and from other organizations whose mission/purpose/goals are consistent with those of TNP. This relationship is intended to strengthen the relationship between both groups.
- B. Carry out any duties assigned by the president
- C. Prepare an annual report

### **6.4 Vacancies/Resignation**

- A. Resignations from any member of the Board of Directors position will be submitted in writing to the president. The executive director will receive the resignation in the event the president is unavailable to respond in a timely fashion or in the event the resignation is from the president.
- B. Vacancies of any elected position regardless of whether the individual has been installed, may be filled by appointment for the remainder of the term. A nomination for the vacant Board position will be initiated by the Nomination Committee and must be approved by at least two thirds (2/3) vote of the members of the Board of Directors.
- C. The vice president will assume the office of president should that position be vacated either by resignation or incapacitation of the president. Should both the president and vice president be incapacitated, the order of succession will be president elect, secretary then treasurer.

## **ARTICLE 7 EXECUTIVE COMMITTEE**

### **7.1 Authority and Responsibility.**

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

### **7.2 Committee members.**

The Executive Committee will consist of the president, president elect or past president, vice president, secretary, treasurer, and executive director (non voting member).

### **7.3 Quorum.**

A majority of the Executive Committee will constitute a quorum (50%) at any duly called meeting of the Executive Committee. The president will call such meetings of the Executive Committee as the business of TNP may require.

### **7.4 Initiation of and Method of Meeting.**

An Executive Committee meeting may be called by the president or executive director for issues that need immediate attention by the board or are of a sensitive nature. These meetings may be conducted by telephone, electronic resources, or face-to-face.

## **ARTICLE 8**

## **MEMBERSHIP MEETINGS**

### **8.1 Time, Location.**

The annual meeting of TNP shall be held at a time and place to be designated by the Board of Directors.

### **8.2 Special Meetings.**

Special meetings of TNP may be called by the Board of Directors at any time or may be called by the president. The members must receive no less than ten days notice and the business transacted at any special meeting will be stated in the notice. No other business may be considered at that time. Members present will constitute a quorum.

### **8.3 Cancellation.**

The Board of Directors may cancel any annual or special meeting for cause.

## **ARTICLE 9 COMMITTEES / TASK FORCES**

### **9.1 Standing Committees.**

The president will designate all Standing Committees as deemed necessary to administer the business of TNP. The term of appointment will be for one year. Minutes need to be kept and posted.

- A. Education committee.
  - 1. The purpose of this committee is to plan and coordinate educational offerings by the association.
  - 3. The chair(s) of this planning committee must be TNP members and approved by the Board.
- B. Finance committee. The purpose of this committee is to develop and review fiscal procedures of TNP and make recommendations to the Board of Directors to ensure that the organization remains fiscally sound. This committee will include a minimum of three members, one of whom is the treasurer who will serve as chair
- C. Nominating committee. The purpose of this committee is to coordinate TNP's elections and awards and special memberships for Honorary and Lifetime. There will be a minimum of two Board members appointed to this committee.
- D. Government Action committee. The purpose of this committee is to serve as the advocate for nurse practitioner issues before the government. There will be a minimum of two Board members appointed to this committee. The chair to be appointed by the President with the approval of the Executive Committee.

### **9.2 Task Forces.**

The president or Board of Directors may establish Task Forces for the purpose of investigating and advising the Board of Directors on specific topics or to work on a

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specific goal, issue or project. The authority of these task forces is limited to advising. The president may designate Task Force Chairs.

### **9.3 Quorum.**

A majority of Committee or Task Force members present will constitute a quorum (50%).

## **ARTICLE 10 AFFILIATION**

### **10.1 Affiliation with other organizations**

The Board of Directors may determine that affiliation between TNP and another organization is appropriate if the group:

- A. Supports the purpose and goals of TNP
- B. Facilitates communication between the national, state and local organizations regarding important nurse practitioner issues.
- C. Promotes professional ties between TNP and the affiliating groups.

### **10.2 Types of Affiliations**

A. Corporate Affiliates- Any company, consultant or organization that wants to become an “affiliate” with TNP to assist with fulfilling the mission: to promote the professional excellence of nurse practitioners, and to support quality healthcare through leadership, education and advocacy. Corporate affiliates are not legal partners but a joining of ideas related to healthcare that will benefit both parties.

B. Regional Affiliates-Local groups of nurse practitioners that seek out TNP to formally recognize them in a particular region of Texas and they in return will formally align themselves to TNP. The regional affiliates will be approved by a majority of the Board of Directors.

### **10.3 Affiliation relationship**

TNP will remain at all times an independent organization, separate from affiliations. TNP will not enter into a partnership, joint venture, parent/subsidiary relationship or other similar association with affiliates or other organizations not previously outlined.

### **10.4 Affiliation agreement**

Affiliation will not bind TNP to any third party for expenses or bind TNP to any obligation or liability. There will be a written agreement between TNP and the affiliate outlining the relationship.

### **10.5 Affiliation Review**

The Board of Directors will conduct periodic review of affiliation relationships to determine if the affiliation should continue. Decisions to continue affiliation will be based in part on the financial impact of affiliation and the activities of the affiliating organization as they relate to TNP's purpose and goals.

### **10.6 Approval or Termination of Affiliation**

The Board of Directors will approve or terminate the affiliation between TNP and a national or regional nurse practitioner organization.

## **ARTICLE 11**

## **FINANCES**

### **11.1 Financial Goals**

Ensure prudent and efficient use of member contributions to run a fiscally sound organization on a day-to-day basis.

### **11.2 Financial Rules**

TNP will follow generally accepted accounting principles.

### **11.3 Budget**

The Finance committee will submit a budget for the fiscal year to the Board for approval. Once the operating budget is approved by the Board of Directors, it will be presented to the membership.

## **ARTICLE 12 TNP FOUNDATION**

### **12.1 TNPF Role**

The Texas Nurse Practitioners Foundation (TNPF) is a charitable 501 (C) 3 organization and was founded for the purpose of providing scholarships, financial assistance, and educational grants. The operations of TNPF will remain independent from TNP. TNPF will have its own governance board and bylaws to guide the organization. Affiliation will not bind TNP to any third party for expenses or bind TNP to any obligation or liability.

### **12.2 TNPF Representative**

A representative of TNP, will attend the meetings of TNPF and serve as an advisor between these two organizations. In accordance with TNPF bylaws, this representative may not hold an officer position in TNP. The TNPF Board may send a representative to TNP meetings. The TNP representative will serve in an advisory capacity and have no voting rights at TNPF meetings.

## **ARTICLE 13 Executive Director**

### **13.1 Appointment.**

The Executive Director is a salaried staff person selected by the Board of Directors. Terms and conditions of employment will be specified by the Board.

### **13.2 Authority and Responsibility.**

1. The Executive Director will be responsible for all management functions for TNP.
2. The Executive Director will manage and direct all activities of TNP as prescribed by the Board of Directors and will report to the Board.
3. The Executive Director will employ and may terminate the employment of staff members necessary to carry on the work of TNP and fix their compensation within the approved budget.
4. The Executive Director will define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as will be in the best interest of TNP.

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5. The Executive Director will serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

#### **ARTICLE 14 DISSOLUTION**

Dissolution: TNP will use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of TNP, any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

#### **ARTICLE 15 AMENDMENT OF BYLAWS**

##### **15.1 Substantive Changes.**

These Bylaws of TNP may be altered, amended, supplemented or repealed. All changes must be approved by the Board and submitted to the membership for vote. Notice of the proposed changes will be presented to members at least thirty days prior to voting. The vote may be conducted in person at the annual meeting, by mail or electronic means. At least two-thirds of the returned ballots/votes or members present must approve the amendments.

##### **15.2 Non-Substantive Editorial Changes.**

Editorial changes to the Bylaws may be made by a unanimous vote of the Board of Directors. If the Bylaws are altered, amended or supplemented in this manner, the changes will not become effective until sixty days after the membership has been advised of the changes.