

## **BYLAWS**

### **AMERICAN ASSOCIATION OF HEART FAILURE NURSES, INC.**

#### **ARTICLE I – NAME**

The name of the corporation is American Association of Heart Failure Nurses, Inc. (“the Association”), a California nonprofit mutual benefit corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code (“the Code”). The Association shall at all times maintain a registered agent in the State of California, as required by the California Nonprofit Mutual Benefit Corporation Law (“the Law”).

#### **ARTICLE II – OFFICES**

##### **Section 1. Principal Office of the Association**

The principal office of the Association shall be at such location as may be determined from time to time by the Board of Directors.

##### **Section 2. Other Offices of the Association**

The Board may at any time establish other offices at any place or places where the Association is qualified to conduct its activities.

#### **ARTICLE III – MEMBERSHIP**

##### **Section 1. Classes of Membership**

The Association shall have the following nine classes of membership: Active, Associate, Emeritus, Honorary, International, Student, Sustaining (Corporate), Inactive and Lifetime. Any person interested in heart failure nursing who subscribes to the mission and vision of the Association, agrees to abide by its charter, bylaws, policies and procedures, and meets such other criteria for membership as may be established by these Bylaws or by the Board of Directors, shall be eligible to apply for membership.

##### **Section 2. Membership Qualifications and Privileges**

###### **a. Active Member**

1. Any individual who is (a) licensed to practice as a registered professional nurse (“RN”) within the United States, and (b) engaged

in or interested in heart failure nursing shall be entitled to apply to become an active member of the Association.

2. An active member in good standing shall be entitled to vote, hold elected office, and serve on committees and volunteer groups.

b. Associate Member

1. Any individual who is (a) licensed to practice as a vocational or practical nurse, (b) a student in a healthcare area other than nursing, (c) a non-nurse healthcare professional, or (d) any individual interested in supporting the mission and values of the Association shall be entitled to apply to become an associate member of the Association.
2. An associate member in good standing shall be entitled to attend meetings of the membership and to serve on volunteer groups. An associate member shall not be entitled to vote, hold office or serve on a committee.

c. Emeritus (Senior) Member

1. Individuals who (a) qualify for active membership, (b) have reached the age of 65, and (c) have maintained active membership in the Association for not less than five (5) consecutive years shall be entitled to apply to become an emeritus (senior) member of the Association.
2. An emeritus (senior) member in good standing shall be entitled to vote, hold elected office, and serve on committees and volunteer groups.

d. Honorary Member

1. The Board of Directors may, by a unanimous vote, award status as an honorary member to any individual who has made outstanding contributions or given valuable service to heart failure nursing.
2. An honorary member shall be entitled to attend meetings of the membership and serve on volunteer groups. An honorary member shall not be entitled to vote, hold office or serve on a committee.

e. International Member

1. Any individual who is licensed or registered to practice as an RN or its equivalent, as determined by the Board of Directors, in any country other than the United States shall be entitled to apply to become an international member of the Association.

2. An international member in good standing shall be entitled to attend meetings, vote and, with the prior approval of the Board of Directors, serve on a committee or volunteer group. An international member shall not be entitled to hold office.

f. Student Member

1. Any individual who is enrolled full-time in an approved nursing education program leading to eligibility for RN or LVN/LPN licensure or its equivalent and who is not currently licensed as a registered nurse, shall be entitled to apply to become a student member of the Association.
2. A student member in good standing shall be entitled to attend meetings of the membership. A student member shall not be entitled to vote, hold office or serve on a committee or volunteer group.

g. Sustaining (Corporate) Member

1. Any entity interested in supporting the mission and values of the Association shall be entitled to apply to become a sustaining (corporate) member of the Association. Each sustaining (corporate) member shall designate in writing one individual who shall be entitled to exercise the entity's membership rights.
2. The designated representative of a sustaining (corporate) member shall be entitled to attend meetings of the membership. A designated representative of a sustaining (corporate) member shall not be entitled to vote, hold office or serve on a committee or volunteer group.

i. Inactive Member

1. An individual who has maintained active status for not less than five (5) consecutive years and wishes to take a limited sabbatical from active member status may apply to become an inactive member. Inactive member status shall be effective in increments of one (1) year and may be maintained for no longer than two (2) consecutive years.
2. An inactive member shall receive notice of the annual membership meeting and shall be entitled to attend the annual membership meeting. An inactive member shall not be entitled to vote, hold office, serve on a committee or volunteer group or attend web-based or non-national, "local" meetings. An inactive member shall not receive Association newsletters or other mailings.

j. Lifetime Member

1. The Board of Directors may, by a unanimous vote, award status as a lifetime member to any individual who has made outstanding contributions to the Association.
2. A lifetime member shall not be required to pay annual dues or assessments and shall be entitled to all of the privileges accorded to members in his or her membership class at the time of elevation to lifetime member status.

### **Section 3. Application and Dues**

- a. Each person or entity desiring to become a member of the Association shall submit an application, together with any required supporting materials and fees, to the Association's principal office.
- b. Each member must pay, within the time and conditions set forth by the Board of Directors, the dues, fees and assessments as established from time to time by the Board.
- c. The dues, fees and assessments shall be equal for all members within each membership class but may vary in amount between membership classes.
- d. Members who or which are current in their financial obligations to the Association and are not suspended shall be deemed members in good standing.
- e. Applicants who or which do not meet the criteria for membership shall not be accepted into membership and their prospective dues shall be returned.

### **Section 4. Termination of Membership**

Membership shall terminate as provided in Section 5 hereof on occurrence of any of the following events:

- a. Resignation of the member;
- b. Failure to pay dues, fees and assessments when due;
- c. Any event that renders the member ineligible for membership, as determined by the Board of Directors;
- d. The conviction of a member for a felony which is determined by the Board to indicate that the member is a danger to public health or safety.

## **Section 5. Procedure for Termination or Suspension of Membership**

If the Board of Directors or a committee authorized by the Board determines that a member has failed to observe the Association's rules of conduct, as specified in the Articles of Incorporation, these Bylaws or policies and procedures established by the Board of Directors, or has engaged in conduct materially and seriously prejudicial to the Association's purposes and interests, the following procedure shall be followed:

- a. Membership may be suspended for up to one (1) year by a majority vote of the Board of Directors. Membership may be terminated by a two-thirds (2/3) vote of the Board of Directors. Decisions of the Board shall be final.
- b. At least fifteen (15) days prior to a Board vote to suspend or terminate a membership, a notice stating the reason for such proposed suspension or termination shall be sent to the member. Notice shall be given by any method reasonably calculated to provide actual notification, which may include notice by electronic mail. The member shall be given an opportunity to be heard, orally or in writing, at the meeting at which the matter is considered. The effective date of the suspension or termination shall be at least five (5) days after the Board vote to suspend or terminate.
- c. Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year of the date of the suspension or termination.
- d. A person or entity whose membership is suspended shall not be considered a member during the period of suspension and as such may not attend meetings, hold office, vote or participate on committees or volunteer groups.
- e. A person or entity whose membership is suspended or terminated shall not be relieved of liability for all financial or other obligations to the Association incurred prior to the date of suspension or termination.

## **Section 6. Transfer of Membership**

No membership or right arising from membership shall be transferable. All membership rights cease on the member's death or dissolution.

## **ARTICLE IV – MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

An annual meeting of the Association's membership shall be held at a time and a place to be determined by the Board of Directors. Newly elected directors shall take office and any other proper business may be transacted at this meeting.

### **Section 2. Place of Meeting**

Meetings of the members shall be held within or outside California as designated by the Board.

### **Section 3. Special Meetings**

The President, the Board of Directors or five percent (5%) or more of the active members may call a special meeting of the members for any lawful purpose at any time. If the members wish to request a special meeting, they shall make their request in writing signed by all requesting members, specifying the general nature of the business proposed to be transacted, and send the request to the President or the Secretary of the Association.

### **Section 4. Notice**

Written notice of a meeting shall be given to each member entitled to vote at that meeting. Notice shall be given in a manner consistent with the Law. Only those matters identified in the meeting notice shall be considered at a special meeting of the members.

### **Section 5. Proxy Voting/Quorum**

Voting members shall be entitled to vote in person or by proxy. Five percent (5%) of the members eligible to vote, present in person or by proxy, shall constitute a quorum. If less than one-third of the voting members are present in person or by proxy, the members may vote only on those matters the general nature of which was set forth in the meeting notice.

### **Section 6. Action Without a Meeting**

Any action which may be taken at a regular or special meeting of the members, including without limitation the election of directors, may, if so determined by the Board of Directors, be taken by the written ballot procedure set forth in Section 7513 of the Law. Voting by members on the following matters shall be conducted solely by such statutory written ballot procedure:

- i. election of directors, officers, and Nominating Committee members;
- ii. removal of directors;

- iii. amendment of the Articles of Incorporation
- iv. amendments of these Bylaws
- v. transfer of substantially all of the Association's assets
- vi. adoption of merger agreements; and
- vii. voluntary dissolution of the Association.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. Authority**

The Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

### **Section 2. Composition**

The Board of Directors shall be composed of not less than three (3) and not more than nine (9) directors, with the intent to maintain an odd number of directors. The Board shall include the five (5) elected officers: President, President-Elect, Secretary, Treasurer and Immediate Past President.

The exact number of directors shall be fixed from time to time by a resolution adopted by the Board of Directors.

### **Section 3. Eligibility**

Each director shall have been an active member in good standing for not less than one (1) year immediately prior to assuming office and have served on a committee for not less than one (1) year prior to serving as a director.

### **Section 4. Term of Office**

Each director shall serve a term of two (2) years, and no director shall serve more than two (2) consecutive full, two-year terms, unless a director shall be elected as an officer of the Association, in which case such person's term as a director shall be extended to coincide with his or her term as an officer. The terms of the directors shall, to the extent possible, be staggered. Any member filling an unexpired term for more than one-half of the term shall be considered to have served one term.

### **Section 5. Meetings**

Directors shall be given at least 48 hours notice, given by telephone or electronic communication, of any special meeting of the Board of Directors. A majority of the Board of Directors, including at least two (2) of the elected officers,

constitutes a quorum. Directors may participate in a meeting through the use of conference telephone or other communications equipment, provided that all directors may communicate with each other concurrently. Unless the Law or these Bylaws shall require a greater number, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of directors from the meeting, if any action taken is approved by at least a majority, or such greater number required by the Law or these Bylaws, of the required quorum for that meeting. Directors may not vote by proxy.

### **Section 6. Action Without a Meeting**

Any action to be taken by the Board may be taken without a meeting if all directors consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the directors.

### **Section 7. Resignation**

A director may resign at any time by submitting a written resignation to the President, or in the case of the resignation of the President, to the President-Elect. A resignation need not be accepted to be effective. Resignation as a director shall also constitute resignation as an officer of the Association.

### **Section 8. Removal**

The Board of Directors may declare vacant the office of any director who (a) is declared of unsound mind, (b) is convicted of a felony, (c) fails to attend three (3) meetings of the Board of Directors in a fiscal year, or (d) no longer meets the eligibility requirements for service on the Board of Directors.

Any director may be removed from office, with or without cause, by a majority vote of the members following adoption by the Board of Directors of a resolution recommending such removal.

Removal from a directorship shall also constitute removal from any elected office of the Association.

### **Section 9. Vacancies**

A vacancy on the Board of Directors shall be filled by the Board of Directors in the following manner:

- a. President: The President-elect shall assume the office.



b. President-elect: The President shall appoint a current member of the Board of Directors to fill the vacancy on a three (3) month interim basis. The Board of Directors shall nominate a candidate for this position to be approved by vote of the membership.

c. The Board of Directors shall appoint qualified persons to fill all other vacancies for the unexpired balance of the terms, except that when a director has been removed from office by a vote of the members, the vacancy shall be filled by a vote of the members.

## **Section 10. Compensation**

A director shall not be entitled to receive compensation for service as a director of the Association, but may, upon approval by the Executive Director, be reimbursed for reasonable, actual expenses incurred on behalf of the Association.

## **Section 11. Accountabilities**

The Board of Directors shall have the following accountabilities:

- a. Establish the vision and mission of the Association
- b. Select, support and assess the performance of the Executive Director
- c. Ensure effective organizational planning
- d. Manage resources effectively
- e. Determine, monitor and strengthen the Association's programs and services
- f. Uphold legal and ethical integrity
- g. Recruit and orient new directors and assess Board performance

# **ARTICLE VI – OFFICERS**

## **Section 1. Responsibilities**

- a. President

The President shall provide for the general supervision and control of all business and affairs of the Association, subject to the control of the Board of Directors. The President shall preside at all meetings of the membership, the Executive Committee and the Board of Directors, appoint all committee and volunteer group chairpersons, except as provided in these Bylaws, and perform and discharge all duties incident to the office of President and such duties as may be assigned by the Board of Directors. The President shall succeed to the office of Immediate Past President upon the conclusion of his or her term as President.

b. President-Elect

The President-Elect shall become familiar with the duties of the President, shall perform the duties of the President in the President's absence and shall succeed to the office of President upon the conclusion of his or her term as President-Elect.

c. Secretary

The Secretary shall provide for the keeping of the following documents at the principal office of the Association: (1) minutes of meetings held by the Association, the Executive Committee and the Board of Directors; (2) the Articles of Incorporation; (3) the Bylaws; (4) annual reports required by the Law; and (5) the membership roster.

The Secretary shall provide or cause to be provided notice of all meetings of the Board of Directors, the Executive Committee and members in accordance with the Law and these Bylaws. The Secretary shall perform all duties incident to the office of the Secretary and such duties as may be assigned by the Board of Directors.

d. Treasurer

The Treasurer shall supervise the maintenance of all funds and securities of the Association and perform such other duties as may be assigned by the Board of Directors.

e. Immediate Past President

The Immediate Past President shall serve as Chair of the Nominating Committee.

f. Executive Director

The Board of Directors may engage an Executive Director, or a management company providing an executive director, to manage the business affairs of the Association subject to the control of the Board of Directors. The Executive Director shall receive notice of and attend all meetings of the Association, including without limitation meetings of the membership, the Executive Committee and the Board of Directors, except such meetings or portions thereof as are held in executive session, but shall not have the right to vote.

## **Section 2. Eligibility**

Each officer shall have been a member of the Board of Directors or a committee for not less than one (1) year prior to serving as an officer.

### **Section 3. Term of Office**

Each officer shall serve a term of two (2) years, and no officer shall serve more than two (2) consecutive full, two-year terms in the same office..

### **Section 4. Resignation**

An officer may resign at any time by submitting a written resignation to the President, or in the case of the resignation of the President, to the President-Elect. A resignation need not be accepted to be effective.

### **Section 5. Removal**

Any officer may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors.

### **Section 6. Compensation**

An elected officer shall not be entitled to receive compensation for service as an officer of the Association, but may, upon approval by the Executive Director, President and Treasurer, be reimbursed for reasonable, actual expenses incurred on behalf of the Association.

### **Section 7. Bonding**

The Board of Directors may require a good and sufficient surety bond or its equivalent from the Executive Director or the management company providing the Association's Executive Director in an amount which the Board deems advisable for the faithful performance of their duties.

## **ARTICLE VII – ELECTIONS AND VOTING BY THE MEMBERSHIP**

### **Section 1. Elections**

Elections shall be held once annually for directors and officers whose terms are expiring. Each Active, Emeritus, and Lifetime member shall be entitled to vote.

### **Section 2. Nomination Process**

- a. The Board of Directors shall select the candidate(s) for President-Elect. Each nominee for President-Elect shall have previously served as an

officer or director of the Association for at least one term (2 years) prior to assuming office as President-Elect.

- b. After receiving nominations from the membership, the Nominating Committee shall prepare a list of candidates for the vacant director and Nominating Committee member positions.
- c. The Nominating Committee shall meet at least annually and shall make its recommendation of candidates to the Board of Directors in a closed session not less than 60 days prior to the scheduled date for voting. The Board shall, following consideration of the recommendation of the Nominating Committee, make a determination to present those candidates determined by the Board to be qualified to serve if elected, to the voting members not less than 30 (thirty) days prior to the date upon which the election is to be held.
- d. The Nominating Committee must present to the voting members at least one but not more than three qualified candidates for each position open for election.
- e. The list of candidates, their resumes and the ballot shall be submitted to all eligible voting members not less than sixty (60) days prior to the date of the annual membership meeting.
- f. Directors not on the Nominating Committee shall not intervene in the Nominating Committee process, other than to advise the Nominating Committee of the existence of a potential candidate.
- g. The Nominating Committee shall keep all personal information gathered in the evaluation process confidential, and shall not disseminate any information to the voting members unless approved by the candidate for publication.
- h. Members of the Nominating Committee may not be nominated for elected office during their term on the Nominating Committee.

### **Section 3. Voting**

The Board of Directors shall determine the manner in which the election shall be conducted. Only active, emeritus (senior), lifetime and international members shall be entitled to vote in the election of directors and officers. The candidates receiving the greatest number of votes shall be elected. In case of a tie vote, the tie shall be broken by secret ballots cast by all members of the Board of Directors as constituted prior to the election.

## **ARTICLE VIII: COMMITTEES AND VOLUNTEER GROUPS**

### **Section 1. Description**

There shall be categories of volunteer groups, including but not limited to committees, task forces, advisory boards, review panels, Communities of Practice, or other such volunteer groups for any purpose as deemed appropriate by the Board of Directors for the purpose of carrying out the Association's mission and vision. These groups may consist of: Executive Committee, standing committees or committees appointed by the board, ad hoc or special committees, and Nominating Committee.

### **Section 2. Executive Committee**

The Executive Committee, composed of the five elected officers of the Association, shall be authorized to act on behalf of the Association when the Board of Directors is not in session, provided that any act of the Executive Committee shall be reported promptly to the Board of Directors. The Executive Committee may act by a majority vote at a meeting at which a majority of the Committee members is present. Notice of a meeting of the Executive Committee shall be communicated to each Committee member by any means and as far in advance of the meeting as is reasonably possible. The Executive Committee shall serve as the audit committee for the Association.

### **Section 3. Standing Committees or Committees Appointed By the Board**

The Board of Directors may establish such other standing committees and advisory committees as it deems necessary to accomplish the purposes of the Association. Such committees as are established shall remain constituted until dissolved by the Board of Directors.

### **Section 4. Ad Hoc or Special Committees**

The Board of Directors may establish such ad hoc or special committees as it deems necessary to accomplish the purposes of the Association. Such committees shall have a finite term and shall remain constituted until the conclusion of that term.

### **Section 5. Nominating Committee**

- a. The Nominating Committee shall consist of the following: no less than two (2) members of the Board of Directors appointed by the President, the Immediate Past President, who shall act as chair; the Executive

Director, who shall be a non-voting member of the Committee; and two (2) persons elected by the voting members. The President-Elect is not eligible to serve on the Nominating Committee.

- b. To be eligible to be elected to the Nominating Committee, individuals shall have been voting members of the Association for no less than one (1) year immediately prior to election.
- c. The term of office shall be one year, and no person except the Immediate Past President shall serve on the Committee for more than two (2) consecutive terms.
- d. Vacancies on the Committee shall be filled by the Board of Directors.

### **Section 6. Appointment to Committees and Volunteer Groups**

Unless specified otherwise in these Bylaws, all chairs of standing and special/ad hoc committees, task forces, advisory boards, review panels, study groups, or other such volunteer groups shall be appointed by the President with the approval of the Board of Directors. The composition, powers and duties of all committees and groups shall be determined by the Board.

The Board of Directors, or the groups if the Board does not act, shall establish rules and regulations for meetings and shall meet at such times as is deemed necessary. Reasonable notice of all meetings shall be given to committee or group members. No act of a committee or group shall be valid unless approved by the vote or written consent of a majority of the committee or group's members. All committees and groups shall keep regular minutes of proceedings and provide reports to the Board of Directors as requested.

### **Section 7. Term of Office**

Unless otherwise provided herein, terms of office shall be two years for committee and group chairs and members; committee and group chairs and members may be reappointed one time and serve for no more than two consecutive terms.

### **Section 9. Meeting; Quorum**

Each group shall meet as often as is necessary to perform its duties at such times and places as directed by its Chairperson or by the Board of Directors. A simple majority of the members of the group shall constitute a quorum of such group, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the group.

## **ARTICLE IX – GENERAL PROVISIONS**

### **Section 1. Fiscal Year**

The fiscal year of the Association shall be the twelve (12) month period as may be established by resolution of the Board of Directors.

### **Section 2. Contracts**

The Board of Directors may authorize any officer(s) or agent(s) of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

### **Section 3. Books and Records**

The Association shall maintain such books and records as the Law and any other applicable law requires that it maintain. Members of the Association shall have such inspection rights and rights to copy Association records, subject to the rights of the Association, as are granted to them by the Law, any other applicable law and such policies as may be adopted by the Association. Every director of the Association shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Association. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents, as permitted by law.

### **Section 4. Annual Report**

The Association shall provide each director, and each member of the Association who submits a written request therefore, an annual report as required by Sections 8321 and 8322 of the Law.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by the Board of Directors under Section 7150 of the Law, except when a vote of the active members is required by the Law.

## **ARTICLE XI – PERSONAL LIABILITY AND INDEMNIFICATION**

### **Section 1. Personal Liability of Directors**

To the fullest extent permitted by law, as now in effect or as hereafter amended, no current or former director of the Association shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a director. The Association shall have the right, and shall use its best efforts, to purchase and maintain reasonable insurance on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **Section 2. Indemnification**

The Association shall indemnify all current and former, directors, officers, committee members, employees and agents of the Association, and their heirs and assigns, to the full extent required by law, and to the full extent permitted by the Law, but only if and to the extent such indemnification obligation is covered by liability insurance purchased by the Association.