

Florida Association of Nurse Practitioners

BYLAWS

ARTICLE I

Offices

The principal office of the corporation shall be in the State of Florida in a city and site chosen by the Board of Directors.

The corporation also may have offices at such other place or places within the State of Florida as may be designated, from time to time, by the Board of Directors.

ARTICLE II

Books

The books and records of the corporation shall be kept within the State of Florida at such place or places as may be designated, from time to time, by the Board of Directors.

ARTICLE III

Vision Statement

Florida Association of Nurse Practitioners will be the leading Florida Nurse Practitioner professional organization advocating for patient centered health care. The organization will increase knowledge on healthcare policy pertaining to Nurse Practitioner practice and patient centered health care; and will remove barriers to Nurse Practitioner practice to gain access to quality health care for Floridians.

Mission

Through aggressive grassroots involvement in the legislative process the corporation will:

- Educate the public on the advanced practice of nursing.

- Remove obstructions to the advanced practice of nursing.
- Work to remove barriers and gain access to health care for all Floridians.
- Foster and promote civility, mutual respect, and collegial support among nurses.
- Be a good steward of contributions received for these purposes.

ARTICLE IV

Members

Associate: members who receive the FLANP newsletter. No voting rights. May not sit on committees. Open to all who are supporters of the mission and ideals of the organization, subject to approval of the Board of Directors and may be removed without cause on the decision of the Board.

Retired: dues supporting member annual dues at reduced rate. Open to retired nurse practitioners. May Vote. May sit on any standing committee. May chair a committee. May sit on Board of Directors. May sit on advisory board. Annual Dues will be determined by Board of Directors

Student: dues supporting member annual dues at a reduce rate. Open to nurse practitioner students. May vote. May sit on any standing committee. May co- chair a committee. Board may appoint a student member to advise Board of Directors. May sit on advisory board. Annual Dues will be determined by Board of Directors.

Advocate: dues supporting members. May vote in all elections. May sit on any standing committee. May chair a committee. May sit on board of directors. May sit on advisory board. Annual Dues will be determined by Board of Directors. Application shall be made via website or contacting a member of the Board.

Partner: dues supporting members. May vote in all elections. May sit on any standing committee. May chair a committee. May sit on board of directors. May sit on advisory board. Annual Dues will be determined by Board of Directors. Application shall be made via website or contacting a member of the Board.

Section 2: Removal of Membership

Members may be removed with or without cause by quorum vote of the Board of Directors.

Section 3: Property Rights

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation; provided, that upon dissolution or final liquidation, the assets of the corporation shall be distributed to a similar organization exempt from taxation under Section 501 (c) of the Internal Revenue Code with purposes similar to those of this corporation.

Section 4: Liability of Members

No member of this corporation shall be personally liable for any of its debts, liabilities or obligations.

ARTICLE V

Board of Directors

Section 1: Number

The business and affairs of the corporation shall be managed by the Board of Directors of no fewer than three or more than eleven members. The initial number of directors shall be five and each director must be a Florida licensed ARNP, or Florida resident holding or having held national certification as an NP. The incorporator shall appoint the initial five directors. Thereafter, they shall be elected as directed by the bylaws. Any additional directors shall initially be appointed by unanimous vote of the Board of Directors. Any additional directors must have shown active involvement in NP policy issues for a minimum of one year. The number of additional directors shall be of sufficient number to maintain an odd number of votes on the Board of Directors.

Section 2: Board of Directors Positions

Chairman: The Chairman shall be the public face of the corporation, responsible for developing, coordinating, and implementing legislative strategy and outreach within the corporation and with other statewide groups. The Chairman also shall chair all meetings, set the annual meeting schedule and agendas, and call special meetings as needed. The Chairman must sign all checks over \$500. Only the Chairman shall have the authority to sign legal contracts for the organization and only if a Board of Directors resolution has been voted upon for the contract. The Chairman shall assist with all duties of other members as needed.

Vice Chairman of Public Affairs: The Vice Chairman of Public Affairs shall provide outreach to small groups to help organize and disseminate information and provide outreach to other organizations to join in the corporation's efforts. The Vice Chairman of Public Affairs shall develop, organize and implement the corporation's public relations and media campaign and develop and maintain the corporation's website. The Vice Chairman of Public Affairs acts in place of Chairman if the Chairman cannot attend meeting. If the Chairman is unable to finish his or her term, the Vice Chairman of Public Affairs shall become the new acting Chairman. The Vice Chairman of Public Affairs shall assist with all duties of other members as needed.

Vice Chairman of Membership: The Vice Chairman of Membership shall develop, organize, and implement the corporation's membership campaigns and keep records of members. The Vice Chairman of Membership shall assist with fundraising efforts and assist with all duties of other members as needed.

Treasurer: Treasurer shall develop fundraising campaigns, keep financial records, sign all checks, file tax forms, and work directly with the corporation's accountant. In addition to the Chairman, the Treasurer must sign all checks over \$500. Treasurer shall assist with all duties of other members as needed.

Secretary: Secretary shall be the Parliamentarian of all meetings, keep meeting minutes, and assist with organizing membership and fundraising records as needed. The Secretary shall assist with the corporation's website and assist with all duties of other members as needed.

Health Policy Chair: shall be responsible for reviewing current state policies that effect or have the potential to effect nurse practitioners and patient access to health care. The Health Policy Chair will suggest recommendations to change these policies in accordance with the policy platform of FLANP. The Health Policy Chair will Chair the Health Policy Committee. The Health Policy Chair shall assist with all duties of other members as needed.

Education Chair: The Education Chair shall chair the education committee and develop or assist in development of any educational offerings. Coordinate an annual symposium or conference maintain records for any CEUs offered and earned through the organization and shall assist with all duties of other members as needed.

At Large Directors: Four positions available for appointment by the board of directors. Students may be appointed by the board to these positions and be full voting members of board.

The Board of Directors, by unanimous vote, may add additional positions as needed.

Section 3: Elections

The Chairman and Vice Chairman of Public Relations and the First At Large Vice Chairman's initial terms shall be six years and those positions shall be up for election in the sixth year of organization's operation (2016).

The Vice Chairman for Membership, Vice Chairman of Finance, Vice Chairman for Administration and the Second At Large Vice Chairman's terms shall be up for election in 2015.

Thereafter, elections shall be held every two years with the Chairman, Vice Chairman of Public Relations and First At Large Vice Chairman up for election opposite the terms of Vice Chairman of Finance, Vice Chairman of Administration, Vice Chairman of Membership and Second At Large Vice Chairman.

Section 4: Notification of Elections

All eligible voting members shall be notified about the election by letter mail delivered by the US post office. Included in this notification shall be written bio sketches of each candidate for director position.

Section 5: Method of Voting

Elections shall take place via electronic voting and administered by a third party to be decided by the Board of Directors.

Section 6: Nominating/Election Committee

During an election year at the General Meeting held in June, July or August, a Nominating/Election committee shall be selected by general vote of all ARN Ps members who are present at the annual general meeting.

Those wishing to be on the Nominating/Election committee shall present themselves to the Vice Chairman of Administration one month before the general meeting and shall have typed up a one page bio sketch describing why they want to be on the nominating committee and any past experience. These bio sketches shall be copied by the Vice Chairman of Administration and available for distribution to members at the Annual Meeting and prior to the meeting on the corporation's website.

Section 7: Election of Nominating/Election Committee

A secret ballot for election to the Nominating/Election committee shall take place at 12:00 noon on the day of the general meeting. The Vice Chairman of Records and the Vice Chairman of Membership shall be in charge of the Nominating/Election Committee election and be responsible to count the votes.

The committee shall be the candidates who receive the top 3 votes.

In the event that there are not enough members who apply to be on the Nominating/ Election committee, the process shall be as follows:

The Chairman, Vice Chairman of Public Relations and First at large Vice Chairman shall be in charge of the elections during years when their positions are not up for re-election and the Vice Chairman of Finance, Vice Chairman of Administration, Vice Chairman of Membership and Second at large Vice Chairman shall be in charge of nominating/ election committee when their positions are not up for re-election.

Section 8: Duties of the Nominating/Election Committee

The Nominating/Election committee shall prepare a slate of potential electors by September 1st and shall oversee the general election of the organization. The Nominating/ Election Committee shall coordinate bio sketch retrieval and posting of bio sketches on the corporation's website, as well as mailing the election information and bio sketches to all eligible members. The general election shall take place from November 1st -November 10th

. Elections shall take place via electronic voting and administered by a third party to be decided by the Board of Directors.

Section 9: Vacancies

If a director must be replaced because of resignation or death, the remaining directors shall replace the director(s) with a qualified voting member of the corporation. This shall take place by a majority vote of the remaining directors. The Chairman will be the tie breaker if needed. All appointed directors must meet eligibility requirements.

Section 10: Removal

Removal of a director may occur only for the following causes: conviction of criminal activity, unethical behavior or involuntary commitment to a psychiatric facility. The decision to remove a director shall be made by a unanimous decision

of the remaining directors.

The director, for whom removal is being considered, must be given the opportunity to freely speak to and address the issue at a formal meeting of the Board of Directors called for that purpose.

Section 11: Financial and Legal considerations

Any financial considerations must go to a full vote of the Board of Directors. All expenses in excess of \$500 of the organization must be written by organizational check and have the signature of the Vice Chairman of Finance and the Chairman of the corporation on the check. Checks less than \$500 must have the signature of the Vice Chairman of Finance. The Board of Directors may assign petty cash account to any member of the Board of Directors for purposes of carrying out the duties of his or her office.

Only the Chairman shall have the authority to sign legal contracts for the corporation and only if a Board of Directors resolution has been voted upon for the contract. No expenditure shall be undertaken without a board resolution.

ARTICLE VI

Officers

The Officers of the corporation shall be the Board of Directors with the positions and duties set forth in Article V, Section 2 of the bylaws.

ARTICLE VII

Meetings

Section 1: Quorum

For a vote of the Board of Directors, four out of five directors (4/5), five out of seven (5/7), six out of eight (6/8), seven out of nine (7/9), eight out of 10 (8/10) Nine out of eleven (9/11) dependent on the total number of directors, will constitute a quorum. For a meeting of the

Board of Directors, the presence of a majority of the directors will constitute a quorum. Minutes must be taken.

Section 2: Annual Meeting

An annual general face to face meeting of the Board of Directors and general membership shall take place during the months of June, July or August of each year.

The Board of Directors shall be responsible for selecting the venue. Attending members may be asked to make a donation to defray any costs involved in holding the general meeting.

Section 3: Reports of Annual Meeting to Membership

During the annual meeting, the general membership will be given a verbal update on legislative activities, financial picture of the corporation including projected budget, and membership activities. A written report may be given if the Board of Directors deems it pertinent.

Section 4: Regular meeting schedule

A meeting schedule for each year shall be set by the Chairman every January at the January Board of Directors meeting.

Meeting dates may only be changed by a voting quorum of the Board of Directors.

Section 5: Special meetings

Special meetings may be called with 24 hours notice via email and telephone calls to Board of Directors members.

Section 6: Format for Meetings

All Board of Directors meetings shall take place in person or on teleconferencing equipment where all members can be audibly immediately heard or immediate teletype accessible for Board of Directors members who have a hearing

impairment.

Official meetings of the Board of Directors may never take place via email or postal mail.

The Board of Directors may elect to reimburse the cost of attending meetings of directors if funds allow.

Section 7: Observation of Board of Directors Meetings

Any voting member of the corporation may be allowed to observe and attend any meeting of the Board of Directors but may not interject in the meeting. Any disruptive observational member will be immediately asked to leave the meeting. The Board of Directors may vote to go into closed door session for extenuating circumstances.

Section 8: Cancellation of meetings

The Chairman may cancel meetings for reasons of local or national emergency or inclement weather or if a quorum will not be present.

Section 9: Order of Meetings

In order to foster an atmosphere of collegiality and mutual respect the format of Board of Directors meetings shall be:

Call to order by Chairman

Moment of silence or silent prayer

Mission statement read by volunteer

Statement of Collegial Civility read by volunteer

Minutes read by Vice Chairman of Records

Minutes discussed and voted upon

Finance report read by Vice Chairman of Finance

Committee reports

Old Business

New Business

Business for the good of the order

Conclusion statement read by Chairman

Roberts Rules shall be the standard rules for procedure. They shall be diligently held to and followed so as to assist the directors in fostering a community of mutual respect and collegiality.

Sections 10: Statement of Collegiality Civility

Statement of Collegial Civility

In order to foster our mutual goals, we as individuals commit ourselves to developing an environment of mutual respect and collegiality. As we value civility, the members of this board pledge to place principles above personalities by following the bylaws of the organization, Roberts Rules of Order, using proper parliamentary procedure and common rules of etiquette.

In all deliberations, the common welfare of the organization should come first; progress for the greatest number depends upon unity. All decisions for the Board of Directors shall be reached by discussion, vote and whenever possible, unanimity. All efforts should be made to speak only to the issues and never to personally attack the character of any individual member of the Board of Directors.

Concluding Statement

We each affirm our participation and commitment to our organization. Each one of us brings gifts and talents which are strengthened by unity. We remember the convictions and espouse the principles which brought each of us to CAPPAC.

Let us foster in each other a sense of respect and gratefulness for the efforts we make. Progress for the greatest good depends upon our common action.

Together we will be victorious.

ARTICLE VIII

Committees

Section 1:

The Board of Directors Chairman is an ex-officio member of all committees. The Board of Directors may develop other committees as it sees fit to further the goals of the organization. Any member of the Board of Directors may sit on any committee. Participation in any committee is open to all members in good standing. Recommendations of any standing committee are non-binding on the Board of Directors.

Section 2:

The standing committees of the organization shall be:

Legislative Committee: Chaired by the Board of Directors Chairman or his/her designee. All members of Board of Directors are ex officio members This committee is responsible for assisting the Chairman in developing legislative goals and a strategic plan to implement those goals and responsible for assisting the Chairman in carrying out the plan.

Membership Committee: Chaired by Vice Chairman for Membership. The committee shall be responsible for developing membership goals and a strategic plan to implement those goals and assisting in carrying out the plan.

Finance Committee: Chaired by Vice Chairman of Finance. The committee shall be responsible for developing finance and fundraising goals and a strategic plan to implement those goals and assisting in carrying out the plan.

Nominating /Election Committee: During an election year at the General Meeting held in June, July or August, a Nominating/ Election committee shall be selected by general vote of all ARNPs members who are present at the annual general meeting.

Health Policy Committee: Initially, the committee shall be chaired by the Vice Chairman of Administration, but if the board is expanded then it shall be chaired by the First At Large Vice Chairman. The committee shall be responsible for researching health policy issues and developing organizational statements.

Advisory Committee: Made up of members from the community who wish to collaborate with the corporation on furthering the corporation's goals.

ARTICLE IX

Parliamentary Procedure

The organization will use the most recent edition of Roberts Rules for all Parliamentary Authority. The Vice Chairman of Administration shall be responsible to make sure the organization is following parliamentary procedure and shall have the duty to notify the Board of Directors and general membership if the Board of Directors is not following procedure and refuses to follow procedure after notification.

ARTICLE X

Motto

Advocacy through Action shall be the motto of the organization.

ARTICLE XI

Revision of Bylaws

The Board of Directors shall be the only body allowed to make revisions to the Bylaws. The Board of Directors shall notify the voting membership at the annual general meeting of any proposed Bylaws changes and shall have an official open forum for the purpose of discussing any proposed Bylaws provisions during the meeting. Any changes to the Bylaws shall be quorum vote of the Board of Directors.

ARTICLE XII

Liability and Indemnification

Section 1:

The officers and directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section 2:

The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been

guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

Section 3:

Any indemnification under this article shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

Section 4:

The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of this article upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in this article, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting

interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, and representation by counsel retained by the corporation is objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

Section 5:

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

Section 6: The indemnification contained in this Article shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or Directors of Florida not for profit corporations from liability. The organization shall indemnify all officers, Board of Directors members and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an officer, Board of Directors member or employee, unless a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

ARTICLE XIII

Dissolution

In the event of dissolution of the organization, the net assets of the organization shall be applied as follows:

Section 1:

All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.

Section 2:

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.