

New Mexico Nurse Practitioner Council

Bylaws

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ARTICLE I: NAME

The name of this professional organization shall be the New Mexico Nurse Practitioner Council incorporated as a 501(c)(6) corporation under the laws of the state of New Mexico and hereinafter referred to as NMNPC and/or the Council.

ARTICLE II: PURPOSES

The purposes of the Council shall be to:

- Unite nurse practitioners in the state of New Mexico for the purpose of maintaining a Council dedicated to promoting excellence in practice to improve quality and safety of patient care.
- Represent nurse practitioners in New Mexico in advocating for issues related to the profession and the quality of patient care.
- Exchange knowledge, experience, and ideas for the purpose of continuing education.
- Hold meetings for the advancement of the purposes of the Council.
- Lawfully cooperate with other professional associations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the purposes of the Council.
- Collaborate with other advanced practice registered nurses (APRNs) and state nursing professional organizations for promoting excellence in practice for better and safer care of patients.

ARTICLE III: MEMBERSHIP AND DUES

Section 1: Membership

- A. Membership in the Council is a privilege and shall be contingent upon compliance with requirements as specified in these Bylaws and policies as established by the Board of Directors.
- B. Membership shall be unrestricted by considerations of gender, age, race, color, creed, nationality, disability, health status, lifestyle, religion, or sexual orientation.

Section 2: Categories and Rights of Individual Membership

- A. A *full member* is a registered nurse who has successfully completed a nurse practitioner program, maintains certification as a nurse practitioner with a nationally approved certifying body and maintains licensure as a nurse practitioner. Full members have the rights to vote and hold office.
- B. A *student member* is a registered nurse who is a student enrolled in an entry-level nurse practitioner program. Student members do not have the rights to vote or hold office.
- C. A *retired member* is a nurse practitioner who is retired from practice. Retired members have the rights to vote and hold office.
- D. An *associate member* is any individual interested in fostering the purposes of the Council, Associate members do not the rights to vote or hold office.

Section 3: Categories and Rights of Group Membership

- A. A *nurse practitioner organization member* is a professional nurse practitioner organization in the state of New Mexico comprised of five (5) or more nurse practitioners. Nurse practitioner organization members must accept and adhere to the mission, bylaws, organizational policies and public policy positions of NMNPC. Eligible organizations include 1) nurse practitioner professional membership organizations, 2) universities and colleges offering nurse practitioner programs and 3) government and military groups or organizations. Nurse practitioner organization members do not have the rights to vote or hold office. Individual members of the nurse practitioner organization who hold valid individual

membership in NMNPC have the rights and privileges as defined by their particular membership; those who do not hold a valid individual membership in NMNPC have no individual rights, including the rights to vote or hold office.

- B. A *supporting member* is a corporation, agency, organization, institution, or other group interested in supporting the purposes of the Council by contributing financial support. Supporting members do not have the rights to vote or hold office.

Section 4: Dues

- A. Members shall pay dues in full on an annual basis. The period covered by annual dues shall be twelve (12) full months. The Council shall notify members in a timely manner prior to their membership renewal period.
- B. Individuals or groups whose membership has expired shall regain all membership rights at such time that the Council receives a completed membership application accompanied by the full amount of their annual dues.
- C. The Board of Directors shall determine membership dues and benefits for individual and group members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

- A. The Executive Committee, two (2) Members at Large, and five (5) Regional Representatives shall constitute the Board of Directors, hereinafter referred to as the Board. The Board shall be the governing body of the Council and each Board member shall have an equal vote in matters that come before the Board.
- B. No Board member shall serve more than three (3) consecutive elected terms and may not run for a different position before completing her/his current term of office. After three (3) consecutive terms, a Board member must take a hiatus from the Board for a minimum of four (4) years. After this hiatus, the Board member shall become eligible for reelection to the Board. The limit of three (3) consecutive elected terms excludes a term of appointment made by the Board to fill a vacancy. Board members in their hiatus may serve on other committees of the Council.
- C. Each Region shall have one (1) Representative residing and/or practicing in the respective region. The Regions shall be constituted by counties in the four (4) quadrants of New Mexico with a fifth, single-county region:
- *Region 1 – Northwest:* San Juan, Rio Arriba, McKinley, Los Alamos, Sandoval, Cibola, and Valencia.
 - *Region 2 – Northeast:* Taos, Colfax, Union, Mora, Harding, Santa Fe, San Miguel, Torrance, Guadalupe, Quay, and Curry.
 - *Region 3 – Southwest:* Catron, Socorro, Grant, Sierra, Hidalgo, Luna, and Doña Ana.
 - *Region 4 – Southeast:* Lincoln, DeBaca, Roosevelt, Chaves, Otero, Eddy, and Lea.
 - *Region 5 – Albuquerque Metropolitan:* Bernalillo.
- D. The Board of Directors shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions. Members of the Board of Directors must reside in New Mexico.

Section 2: Vacancies on the Board

- A. In the event a vacancy occurs in the office of the President when there is a President Elect, the position shall be filled by the President Elect for the completion of that term. The individual shall

then continue to serve as President for the full term that would have otherwise been served had the vacancy not occurred. The Board of Directors shall appoint a temporary vice-president to serve until the next regular election for President Elect. This appointment shall be by majority vote.

- B. In the event a vacancy occurs in the office of the President when there is no President Elect, the immediate Past President shall accede to the position of President and complete the term of the vacated presidency.
- C. If the Immediate Past President is unable to assume the role of President, the President position shall be filled by a special election. The Nominating Committee shall complete the preparation of a slate of candidates by thirty days following the vacancy and shall immediately cause the slate of candidates and the ballot to be sent to all voting members. Council members shall have thirty (30) days from dissemination of the slate and ballot to vote and return ballots.
- D. In the event a vacancy occurs in any other position on the Board, the President, in consultation with the Board, shall appoint an individual to serve as a temporary replacement for the vacated position. The individual shall serve until the completion of the term of the member being replaced.
- E. In the event a vacancy causes a temporary situation in which there is an even number of Board members, a tie vote results in failure of the measure voted on as outlined in *Robert's Rules of Order*.

Section 3: Method of Acting

- A. A majority of the Board shall constitute a quorum. A majority vote of the Board participating at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a larger number is required by applicable law, the Articles of Incorporation, or the Bylaws.
- B. Written actions signed by all the Board members at or following a duly called meeting shall be accepted as an act of the Board. All members need not sign the same written action, and each may sign a separate counterpart of the written action. An electronic signature is valid for all actions of the Board.
- C. A conference among Board members by any means of communication through which the Board members may exchange information constitutes a meeting of the Board if a quorum participates and the meeting was duly called. Participation in a meeting may be by any means designated by the Board.

Section 4: Officers

- A. The Officers of the Council shall be the Executive Committee of the Board.
- B. The Officers are the President, President Elect or Immediate Past President, Secretary, and Treasurer.

Section 5: Duties of the Board of Directors

- A. The President shall:
 - Be responsible to the Board and keep the Board apprised, personally or through delegation, of Council activities.
 - Serve as spokesperson of NMNPC.
 - Preside at all Council and Board meetings.
 - Appoint individuals or ad hoc committees to complete special projects to further the work of the Council.
 - Serve as a voting, ex-officio member of all standing and ad hoc committees with the exception of the Nominating and Tellers Committees.
 - Prepare and present a report to the general membership at the annual meeting.
- B. The President Elect shall
 - Provide active assistance to the President.

- Become versed in the duties of the President.
 - Assume the duties of the President at such time the President is absent or unable to serve.
 - Assume other duties as assigned by the Executive Committee.
 - Prepare and present a report to the general membership at the annual meeting.
- C. The Immediate Past President shall:
- Provide active assistance and counsel to the Board.
 - Serve as a non-voting, ex-officio member of all standing and ad hoc committees.
- D. The Secretary shall:
- Cause recording of the minutes of all meetings of the Council and Board.
 - Cause notices of all Council and Board meetings to be sent to members as directed in these Bylaws.
 - Cause notices of all elections and election results to be sent to members as directed in these Bylaws.
 - Conduct all official correspondence of the Council as necessary.
 - Preserve correspondence, reports, and records in a permanent file.
 - Prepare and present a report to the general membership at the annual meeting.
- E. The Treasurer shall:
- Cause maintenance of a record of all credits and debits, receipts, and disbursements.
 - Cause payment of bills as requested and authorized by the Board.
 - Oversee preparation of an annual budget for consideration and approval by the Board.
 - Provide ongoing oversight of the annual budget.
 - Prepare and present a report to the Board at least one (1) day prior to all regular Board meetings.
 - Submit a written report to the general membership at the annual meeting.
- F. The Regional Representatives shall
- Serve as a liaison between NMNPC and the region they represent.
 - Act on behalf of NMNPC in the recruitment and organization of members in their designated region.
 - Prepare and present a report to the general membership at the annual meeting on regional activities.
- G. The Members at Large shall
- Provide active assistance and counsel to the Board.
 - Serve as voting, ex-officio members of standing or ad hoc/special projects committees when requested by the President and/or Executive Committee.
 - Prepare and present a report to the general membership at the annual meeting.
- H. The Board of Directors may hire administrative staff as deemed necessary to accomplish the goals of the organization.

ARTICLE V: MEETINGS

Section 1: Meetings of the Board of Directors

- A. There shall be a minimum of six (6) business meetings held during the year.
- B. The President shall set the time and place of meetings in consultation with the other members of the Board.
- C. Notice of meetings shall be provided to the Board at least thirty (30) days prior to the meetings.
- D. Special meetings may be called by the President or by a majority of the Board. In the event of a

call for a special meeting: a) all members of the Board shall be notified at least one (1) day prior to the meeting; b) the call shall state the purpose, time, and place of the meeting; and c) no other business other than that stated in the call shall be transacted.

- E. In the event a member of the Board is unable to participate in a meeting, the member shall not have the right to have a proxy attend and/or vote in her/his behalf.
- F. Board members must participate in person or by telecommunication in at least eighty (80) percent of Board meetings annually. For meetings not attended in person or by telecommunication, participation may also include listening to a recording of meetings, reviewing relevant documents and/or voting on required matters after meetings. Attendance less than this shall result in removal from the Board, even if the Board member's term has not expired. Notification of termination shall be provided to the Board member by a member of the Executive Committee.

Section 2: Meetings of the Council

- A. A general membership meeting shall be held annually, in April.
- B. Those members present and a majority of the Board shall constitute a quorum for the annual business meeting of the Council.
- C. The time and place of the meeting shall be set by the Board of Directors.
- D. Notice of the annual general membership meeting shall be provided to the membership at least ninety (90) days prior to the meeting.
- E. Special meetings may be called by the President, by a majority of the Board, or by at least twenty (20) percent of the membership. In the event of a call for a special meeting: a) all members shall be notified at least ninety (90) days prior to the meeting; b) the call shall state the purpose, time, and place of the meeting; c) no other business other than that stated in the call shall be transacted; and d) a quorum for any special meeting shall consist of thirty (30) percent of the membership and a majority of the Board.
- F. In the event a member of the Council is unable to participate in a meeting, the member shall not have the right to have a proxy attend and/or vote in her/his behalf.

ARTICLE VI: ELECTIONS

Section 1: Nominations Process

- A. All voting members in good standing for at least twelve (12) months shall be eligible to be nominated for elected positions, subject to specific qualifications required for certain positions.
- B. The call for nominations for elected positions shall be published by any means on or before December 15.
- C. Nominations must be submitted by the close of the call for nominations.
- D. The close of the call for nominations and announcement of the slate of candidates shall be on February 15.

Section 2: Election Process

- A. All voting members shall receive, by any means, a ballot on or before March 10.
- B. Voting shall close on March 25 and results announced March 28.
- C. The Board shall appoint three (3) individuals who do not sit on the board to serve as the Tellers Committee for each election.
- D. A simple majority shall constitute election. In the event of a tie vote, the decision shall be made by secret ballot of the Board of Directors.

Section 3: Schedule of Elections and Terms of Office

- A. Newly elected officials shall begin their terms of office on April 1 following their election.
- B. All members of the Board shall serve for a term as specified in these Bylaws.

- C. The *President* shall serve a two (2) year term immediately following the completion of her/his term as President Elect.
- D. The *President-Elect* shall serve a one (1) year term and be elected in even numbered years.
- E. The *Immediate Past President* shall serve a one (1) year term immediately following the completion of her/his term as President.
- F. The *Secretary* shall serve a two (2) year term and be elected in even numbered years.
- G. The *Treasurer* shall serve a two (2) year term and be elected in odd numbered years.
- H. Each *Member at Large* shall serve a two (2) year term. One (1) Member at Large shall be elected in even numbered years and one (1) Member at Large shall be elected in odd numbered years.
- I. Each *Regional Representative* shall serve a two (2) year term. Regions 1 and 2 shall elect representatives in even numbered years. Regions 3, 4, and 5 shall elect representatives in odd numbered years.
- J. Each *Nominating Committee* member shall serve a two (2) year term. Two (2) members shall be elected in even numbered years and one (1) member shall be elected in odd numbered years.

ARTICLE VII: COMMITTEES

Section 1: Committee Composition and Vacancies

- A. Standing committees shall have a chair appointed by the President. Each committee shall have at least two (2) members. The second member shall be chosen by the committee chair, subject to approval by the Board.
- B. Ad hoc committees shall be formed to complete tasks as special needs arise. Each committee shall have a chair appointed by the President. Ad hoc committees shall have at least two (2) members. The second member shall be chosen by the committee chair, subject to approval by the Board.
- C. In the event a vacancy occurs in any committee, with the exception of the Executive Committee, the vacancy shall be filled for the remainder of the term by an individual chosen by the remaining committee member(s), subject to approval by the Board. Vacancies on the Executive Committee shall be filled as outlined in Article IV, Section 2.
- D. All committees are advisory to the Board. Committees shall assume such duties as specified in these Bylaws. Each committee shall review its functions annually, and submit an annual report to the Board of Directors with a projected budget for the following year.

Section 2: Standing Committees

- A. The *Executive Committee* shall be the elected Officers of the Council (President, President Elect or Past President, Secretary, and Treasurer). The Executive Committee shall be charged with the authority to present procedures, policies, or guidelines to the Board for determination and/or action and to direct a review of those procedures, policies, or guidelines as deemed necessary. A simple majority of the Executive Committee constitutes a quorum for conducting the business at hand.
- B. The *Public Relations Committee* shall advise on public relations, communications, and marketing activities for the Council.
- C. The *Education Committee* shall promote continuing education activities for nurse practitioners and shall advise on the development of the annual conference, held in conjunction with the annual general membership meeting.
- D. The *Public Policy Committee* shall monitor legislative issues in New Mexico that may affect nurse practitioners and keep Council members apprised of these issues.

- E. The *Scholarship and Awards Committee* shall cause promotion of available scholarships, and/or other awards to eligible members. The committee shall solicit and review applications for scholarships and awards according to approved policies and procedures.
- F. The *Newsletter Committee* shall cause creation, publication, and distribution of an informational communication on a regular basis as determined by the Board of Directors.
- G. The *Website Committee* shall cause ongoing existence, maintenance, and updating of the website.
- H. The *Policy and Procedures Committee* shall cause ongoing creation, maintenance, and updating of policies and procedures deemed necessary by the Board.
- I. The *Tellers Committee* shall review the voting process and vote totals following the close of voting for all annual and/or special elections. The committee shall prepare and submit a written report to the Board of Directors following their review.

ARTICLE VIII: NOMINATING COMMITTEE

Section 1: Committee Composition and Vacancies

- A. The Committee shall consist of three (3) members with voting privileges. They may not be members of the Board and shall be elected by the membership during the regular election process. Members of the Committee may serve two (2) consecutive terms then must take a hiatus for at least two (2) years before becoming eligible to run for a position again.
- B. The Chair shall be chosen by the Board of Directors.
- C. The Chair and members of the committee shall not be eligible for nomination for any elected Board position while serving on the committee.
- D. In the event a vacancy occurs in the committee, the vacancy shall be filled for the remainder of the term by an individual chosen by the remaining committee members(s), subject to approval by the Board.

Section 2: Duties of the Nominating Committee

- A. The committee shall solicit the membership for nominees, review qualifications, and select nominees to be placed on the ballot.
- B. The committee shall submit a slate to the Board each year within the time frame established in these Bylaws. The committee shall strive to prepare a slate consisting of at least two (2) nominees for each office to be filled each year.

ARTICLE IX: AMENDMENTS

Section 1: Procedures for Proposal of Amendments

- A. Proposed amendments to these Bylaws shall be sent to all members at least thirty (30) days prior to publication of the amendment(s) ballot.
- B. Proposed amendments shall be passed by the general membership and the Board.
- C. Amendments to Bylaws shall be limited to no more than two (2) times per year.

Section 2: Passage of Amendments

- A. Only an amendment for which the membership has received proper prior notice shall be presented to the membership for a vote.
- B. An amendment shall be considered passed if it receives a favorable vote by a two-thirds (2/3) majority of the ballots submitted in an amendment vote conducted by secure means.

ARTICLE X: FISCAL YEAR

The fiscal year shall be April 1 through March 31.

ARTICLE XI: PARLIAMENTARY PROCEDURE

Parliamentary procedure for the Council shall be that of *Robert's Rules of Order*, most recent edition, in all situations in which they are applicable and are not in conflict with these Bylaws and/or other Council policies, procedures, or guidelines.