



National Organization of Nurse Practitioner Bylaws

Article I. Name

As established by the Articles of Incorporation, this organization is known as the National Organization of Nurse Practitioner Faculties.

Section 1. Principal Office

The principal office of the National Organization of Nurse Practitioner Faculties (hereinafter referred to as "NONPF") shall be located in the District of Columbia. The NONPF may from time to time have such other offices as the Board of Directors may determine or as the affairs of the NONPF may require.

Section 2. Registered Office

The NONPF shall have and continuously maintain a registered office and a registered agent whose office is located in the District of Columbia, as required by law.

Article II. Members

Section 1. Membership Qualifications

- A. To qualify as a NONPF member, an individual must be in good standing, meaning that they must be supportive of the NONPF's mission, be current in applicable dues, and be in compliance with the NONPF's policies.
- B. Members are accepted and retained as members by action of the NONPF's senior staff, by satisfying the membership qualifications and the criteria for a class of membership.

Section 2. Classes of NONPF Membership

- A. Individual membership is available to nurses holding faculty and/or preceptor positions in a nurse practitioner program.
- B. Program membership is available to all nurse practitioner educational programs. Program membership includes nurses holding faculty and/or preceptor positions in a nurse practitioner program.
- C. Associate membership is available to all interested individuals, including individuals who are not faculty persons and retired faculty who are not nurse practitioners.
- D. Student membership is available to nurses enrolled in a graduate, degree-conferring nurse practitioner program.
- E. Honorary membership is conferred by the Board of Directors to individuals who contribute significantly to the advancement of nurse practitioner education and the profession.

- F. Retired individual members are NP faculty members who retire from academic position and who receive approval for such status after petition for recognition of retirement.

Section 3. Special Interest Groups (SIG)

- A. Special Interest Groups (SIGs) are recognized groups within NONPF, established to enhance and extend the mission and purpose of the organization in ways that complement, yet are different from the work of the formal committees. SIGs facilitate communication and information sharing among members regarding topics of shared interest.
- B. Individual, Program, and Retired members of the organization may form and join SIGs to address specific topics of interest not currently represented through the standing or special committee structure. Student members may join SIGs.
- C. A group of fifteen (15) or more members may petition the Board of Directors for recognition as a SIG. To maintain status as a recognized SIG group, a minimum of twenty-five (25) paid members are needed annually to maintain group status. If this number is not obtained in a membership cycle, the group will be placed on probation. If this number is not obtained in a second consecutive membership cycle, the group will no longer be recognized as SIG.

Section 4. Dues and Voting

- A. The membership dues cycle is annual. The membership year shall be September 1 to August 31. Renewal notifications shall be distributed in a timely manner.
- B. Members shall pay an additional fee to join each SIG. Participation in a SIG is voluntary. The amount of the fee to belong to a SIG shall be determined by the Board of Directors. Members can join SIGs at any time during the membership cycle. If the SIG members have not paid SIG dues at the beginning of the membership cycle, they shall be removed from the SIG.
- C. No dues shall be required for honorary members.
- D. Dues structure will be reviewed annually.
- E. Voting privileges shall be limited to Individual members, retired members, and faculty members in a program membership. Dues must be current on the date voting closes to receive a ballot.

Section 5. Suspension or Termination of Membership

Membership of members may be suspended or terminated by action of the NONPF staff for failure to pay applicable dues. Membership of members may be suspended or terminated by action of the NONPF Executive Committee for failure to be supportive of the NONPF's mission and failure to be in compliance with the NONPF's policies, provided that the member is given notice of the intended action and be given 21 days to provide, as determined in the discretion of the Executive Committee, either a written response or a verbal response by electronic communication or in-person.

Article III. Board of Directors

Section 1. Qualifications, Composition and Voting of Board of Directors

- A. Board members must at all times be members in good standing. Only Individual, Retired and Program Members in good standing are eligible to run for an elected office or position on the Board of Directors.

- B. The Board of Directors consists of the four elected Officers (president, president-elect, secretary, and treasurer), which comprise the Executive Committee, and seven additional elected members to serve as Directors-at-Large, each with one vote.
- C. A quorum of the Board of Directors shall consist of a majority of board members in office.
- D. Issues that arise between meetings by majority vote of the Board of Directors by electronic conferencing or telephone conference ballot provided there is a quorum present. Issues considered by electronic mail must be made by unanimous vote per applicable DC law.
- E. Directors-at-Large: The Board of Directors acts on behalf of the organization in the arrangement and management of activities and in policy formation.

Section 2. Responsibilities

- A. The Board of Directors shall determine the headquarters of the organization.
- B. The Board of Directors shall act on behalf of the organization in conducting business not explicitly assigned as a responsibility of the organization.
- C. The Board of Directors shall serve as the trustee of the organization's property.
- D. The Board of Directors is responsible for the selection, appointment, evaluation, compensation, oversight, and dismissal of the Chief Executive Officer.
- E. Directors shall fulfill their legal duties and responsibilities as set forth in DC law, these Bylaws, and the Board Member's Responsibilities Policy. Directors shall fulfill their legal duties and responsibilities as set forth in DC law, these Bylaws, and the Board Member's Responsibilities Policy.

Section 3. Nominations for Board of Directors

Officers and Directors-at-Large shall be nominated by the Nominating Committee or from the membership at large. All nominees must be members in good standing of the organization before the election slate is approved by the board. For the president-elect position, the nominee must demonstrate a history of state and/or national experience on a professional organizational board. Those elected to office shall assume office at the close of the annual business meeting, usually held in April.

Section 4. Elections of Board of Directors

Election to the Board of Directors positions shall be by the candidate receiving the highest number of votes from those members completing a ballot. Elections will be conducted by electronic voting. The Chair of the Nominating Committee shall serve as Teller for the elections by overseeing the counting of the ballots and reporting results at the Annual Business Meeting.

Section 5. Term of Office for Director-at-Large

- A. Director-at-Large terms are two years with one-half elected on alternate years.
- B. A Director-at-Large can be elected to no more than two consecutive terms of office as a Director-at-Large.
- C. A Director -at-Large can serve a third consecutive term as an officer.

Section 6. Duties and Standards of Conduct for Directors

Board members are expected to act in good faith and in a manner the director reasonably believes to be in the best interests of the nonprofit corporation. They are expected to fulfill their fiduciary duties with the same care that a person in their position would, and to disclose information material to the discharge of their decision-making or oversight of the organization.

Section 7. Removal of Directors and Officers

- A. A Director or an Officer elected by the members or by the Directors may be removed from office, with or without cause, upon a vote of a majority of the members or by majority vote of the remaining members of the Board of Directors, whenever in the members' or the Directors' judgment the best interests of the NONPF would be served thereby. If the action is to be taken by the Board, the Directors must all have at least 21 days' notice of the proposed removal, and the Director at issue must be given an opportunity personally to address the Board, either by electronic conferencing or in-person, as determined at the discretion of the Board.
- B. Alternatively, the Board may by majority vote remove a Director or Officer for not satisfying the director qualifications that were in effect in the articles of incorporation or bylaws at the beginning of the Director's current term, including the Code of Ethics, provided that the removal decision is made by the vote of a majority of the Directors who meet all of the required qualifications.
- C. Directors who fail to satisfy the Director Attendance Policy may be removed from the Board.
- D. Any Officer appointed by the Board may be removed by the Board with or without notice or cause.

Section 8. Board Emergency Powers

In an emergency such that a quorum of the directors cannot readily be assembled because of some catastrophic event, the board of directors may modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

Articles IV. Officers

Section 1. Officers

- A. **President:** It shall be the duty of the president to preside at all meetings and to enforce all regulations relating to the administration of the organization. The president shall serve as chair of the Board of Directors. The president shall appoint such committees with input from the executive board as the activities of the organization may require unless these duties have been delegated to another officer. The president or their designee from the Board shall serve as ex-officio on all standing committees, except the Nominating Committee. When the president is unable to perform these duties or vacates the office for any reason, the president-elect will assume the presidency. The president may not serve as treasurer or secretary while holding the office of president.
- B. **President-Elect:** It shall be the duty of the president-elect to carry out such functions as are delegated and, in the absence of the president, to act on their behalf. If the president is unable

to perform their duties or vacates the office for any reason, the president-elect will assume the presidency.

- C. Secretary: It shall be the duty of the secretary to oversee a process for the accurate recording of all the proceedings of the meetings of the Board. The secretary will perform in general functions commonly identified with such office. The secretary shall serve as Chair of the Bylaws Committee and shall facilitate filing of annual committee and SIG reports.
- D. Treasurer: The treasurer shall be responsible for overseeing a process for the handling of fiscal matters and the accounting thereof and provide oversight for the disbursement of funds in accordance with rules and instructions established by the Board of Directors. An audit shall be conducted minimally at the end of the treasurer's term of office and periodically as deemed needed by the Board of Directors.

Section 2. Term of Office for Officers; Vacancies

- A. Officers and Directors-at-Large shall serve from the close of the Annual Business Meeting following their election to the close of the next Annual Business Meeting at the end of their term.
- B. Officers
 - a. The president-elect shall be elected for a four-year term of office. The president-elect shall serve a term of two (2) years as president-elect followed by a term of two (2) years as president. The president-elect who then becomes the president may only serve for one term (4 years) in that office.
 - b. The secretary shall be elected for a two-year term of office. The secretary may only serve two (2) terms in that office.
 - c. The treasurer shall be elected for a two-year term of office. The treasurer may only serve two (2) terms in those offices.
 - d. No officer may serve more than eight (8) total years as a member of the Board of Directors.
- C. Vacancies

A vacancy in a Director-at-Large position and Nominating Committee position shall be filled by appointment by the president in consultation with the other officers for the unexpired term of office. The election shall be held at the next scheduled annual election or by special election to be determined by a majority vote of the Board of Directors.
- D. Duties and Standards of Conduct for Officers

Each officer shall perform the duties as prescribed in the Organization's Articles, Bylaws, and policies, including the Code of Ethics. In addition to complying with the duties applicable to Directors, Officers are obligated to report about any actual or probable material violation of law involving the NONPF or material breach of duty to the NONPF by an officer, employee, or agent of the NONPF, that the officer believes has occurred or is likely to occur.

Article V. Meetings

Section 1. Frequency

- A. Meetings of the membership shall be held at such times and places as determined by the Board of Directors. There shall be at least one meeting of the membership each year, to be known as the Annual Business Meeting; at which a part of the program shall be reserved for a membership meeting, the report of the election of officers, and the Board Members at-large, and other business of the organization.
- B. The Board of Directors shall meet regularly, as needed, to conduct the on-going business of the organization.
- C. The Executive Committee shall meet as needed between regular meetings of the Board of Directors.

Section 2. Special Meetings

- A. Special meetings may be called by the President as deemed necessary or at the request of more than 50% of the Directors then in office or 10% of the NONPF membership.
- B. Special meetings may be conducted in person or by electronic conferencing.

Article VI. Committees

Section 1. In General

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Each committee shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the NONPF. However, no such committee shall have the authority to amend the Articles of Incorporation or Bylaws; remove or appoint any Director, officer, or committee member; merge, dissolve, consolidate the NONPF or distribute substantially all its assets. Each committee intended to have and exercise the authority of the Board in the management of the NONPF shall have directors as a majority of its members and shall require approval of a majority of such director members in any matter brought before the committee.

Section 2. Executive Committee

- A. The four officers shall comprise the Executive Committee of the Board. The Executive Committee shall exercise the authority of the Board of Directors in the management of the business of the organization. The following actions shall require the notification to the full board and prior approval by majority vote of the Board of Directors: a) grant submission; and b) for each expenditure or incurrence of indebtedness or obligation in excess of \$500,000 or any greater threshold as established by the Board.
- B. The actions of the Executive Committee are reported at the next meeting of the Board of Directors.
- C. To conduct business, members of the Executive Committee shall participate in person or by electronic conferencing. No business can be conducted without a majority of the Executive Committee.

Section 3. Finance, Capital Development and Marketing Committee

It shall be the responsibility of the Finance, Capital Development and Marketing Committee for advising the organization on matters relating to finances and budget, developing revenue streams, establishing, and maintaining endowments, and marketing the organization's products. One member of this committee will be the Treasurer, and one member of the committee will be another Board member. This committee will meet at least annually.

Section 4. Nominating Committee

A Nominating Committee shall be composed of five persons elected by the membership for a term of two years. The member with the highest votes will be chair of the committee in the second year of their term. It shall be the responsibility of the Nominating Committee to draft a competitive slate of eligible candidates for annual elections. The President-elect, as an ex officio member, will serve in an advisory capacity to the Nominating Committee. The Committee will submit the slate to the Board of Directors for review and comment prior to submission to the membership. Members of the Nominating Committee cannot run for a Board of Directors position during their term on the committee. The Board is authorized to vote to fill any vacancy.

Section 5. Bylaws Committee.

The Bylaws Committee shall be appointed on an ad hoc basis by the Executive Committee. The Bylaws Committee shall be composed of three or more members and chaired by the Secretary. It shall be the responsibility of this committee to revise the Bylaws at least every five (5) years and as needed, based on input from the Board of Directors or members, according to the process described in Article IX Section 5.

Section 6. Additional Committees

The Board may appoint committees to advance the work of the organization to ensure the successful accomplishment of the strategic plan. The Board shall have the power to: (i) designate a member of such committee as its Chair; (ii) fill vacancies; (iii) change the committee membership; or (iv) discharge a committee. Such committees do not have final decision-making authority. They make recommendations to the Board and inform and support its work.

Article VII. Parliamentary Authority

When invoked by the Board, Robert's Rules of Order, current edition, shall be the authority in all questions of procedure not covered by the Bylaws.

Article VIII. Indemnification

Section 1. In General

The directors-at-large, officers, employees, and agents of the NONPF shall be indemnified for any costs, expenses, or liabilities incurred as a result of the performance of their duties as provided in the District of Columbia or the appropriate state statutes or any amendment thereto.

Section 2. Indemnification

The liabilities and expenses reasonably incurred by a claim against any persons who served or is serving the NONPF as a director, officer, committee member, volunteer, or employee, because of that person's position with or service to the NONPF:

- A. shall be indemnified to the extent they are successful on the merits or otherwise;
- B. may be indemnified if they acted in good faith and reasonably believed in the case of conduct in an official capacity, that their conduct was in the best interests of the NONPF; and in all other cases, that their conduct was at least not opposed to the best interests of the NONPF; and in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful;
- C. but no such persons shall be indemnified:
 - a. In connection with the proceeding by or in the right of the NONPF (unless it is determined that the person met the relevant standard of conduct under subsection (b) herein; or,
 - b. In connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; and;
- D. decision's indemnification or advance of expenses shall be done in accordance with the then current procedures in the D.C. Nonprofit Corporation Act of 2010 and any accompanying DC Regulations.

Section 3. Insurance

The board of directors shall purchase insurance to fund its indemnification obligations and to qualify its volunteers and employees for protection under the DC Volunteer Protection Act.

Articles IX. Amendments

Section 1. Board Approval

- A. Proposed Amendments to the Bylaws shall be submitted by the Bylaws Committee at least ninety days prior to a vote by the Board of Directors.
- B. If approved by two-thirds vote of the Board, the proposed amendment shall be submitted to the membership in writing at least thirty days prior to a membership vote.

Section 2. Membership Approval

Amendments shall be adopted by approval of two-thirds vote of those members casting ballots through an electronic/mail ballot or at an in-person meeting as determined by the Board.

Article X. Dissolution

In the event of dissolution, all assets shall be distributed to an organization of like purpose and no assets shall inure to any individual member.

Bylaws Adopted: April 20, 1991

Revisions: February 9, 1994

Revisions: July 22, 1995

Amended: April 12, 1997

Amended: April 17, 1999

Amended: April 7, 2001

Amended: April 16, 2005

Amended: October 23, 2006

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