



# TNP Constitution and Bylaws

Approved July 2017

## Constitution and Bylaws

### ARTICLE I NAME AND OFFICE

#### 1.1 Name and Association Type

The name of this Association is TNP (referred to as “Texas Nurse Practitioners” or “Association”). It is a Texas Nonprofit Corporation recognized as a tax-exempt association under IRS Section 501C6.

#### 1.2 Office

The principal office of the Association shall be located in Austin, Texas or at another site as determined by the Board of Directors.

### ARTICLE 2 PURPOSE & OBJECTIVES

#### 2.1 Purpose

The purposes of TNP will be to:

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

#### 2.2 Objectives

The objectives of TNP will be:

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

### ARTICLE 3 CATEGORIES OF MEMBERSHIP

#### 3.1 Membership

Membership in the Association shall be determined by the Board of Directors by acceptance of the applications for Membership. The Board may create such categories or classes of Membership, set fees, dues or benefits of Membership and make such changes in classes, benefits, dues or fees as it deems in the best interest of the Association provided however, that all such changes shall be made proactively so as not to adversely affect current memberships. TNP may include individual members, chapters and/or affiliates as determined by the Board.

#### 3.2 Dues

Dues are payable in full at the time of becoming a member for one year, and annually thereafter for the following year. The board may determine membership promotions as deemed necessary to retain and recruit members. No dues, fees or assessments shall be refunded to any members who membership is suspended, revoked or terminated for any reason.

### 3.3 Benefits

Benefits are defined by the Board for each membership type, with membership dues and fees set appropriately by the Board for these benefits.

### 3.4 Voting

With the exception of associate and student members, each member shall be entitled to one vote and to other benefits of membership as determined by the Board of Directors.

### 3.5 Membership Status

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

### 3.6 Termination of Membership

Any member failing to conform to the provisions of these Bylaws or to commonly accepted standards of conduct and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have their membership suspended or revoked by action of the Board of Directors. In such a case a vote of two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges. The decision of the Board of Directors shall be final.

### 3.7 Delinquencies

Any member who has not paid their dues in full by the date set by the Board of Directors shall be considered delinquent and the membership suspended along with the rights, privileges, and services of membership in the Association.

### 3.8 Transfer of Memberships

No member may transfer a membership or any membership right to another member or non-member. All rights cease on the member's discontinuation, dissolution, or death.

### 3.9 Annual Meeting

Annual meeting of members shall be held in conjunction with TNP's Annual Conference.

### 3.10 Special Meetings

Special meetings of the members may be called at any time by the President.

### 3.11 Voting Rights

Every member entitled to vote shall have the right to one (1) vote, in person or by electronic means.

## ARTICLE 4 BOARD OF DIRECTORS

### 4.1 Composition of the Board

The Board of Directors will consist of 5 Officers and at least three at large board members. The Chief Executive Officer of Texas Nurse Practitioners will hold a non-voting seat. The members of the Board of Directors will be elected by voting members of the Association. The Board Officer positions are determined by the Board of Directors after the election.

### 4.2 Management by Board

The Board of Directors shall manage the business affairs of the Association. The Board of Directors shall determine the policies and activities of the Association, advise and consent on the Association's committees, task forces, and advisory boards and exercise all such powers of the Association and do all such lawful acts and things as are permitted by law, by the Articles of Incorporation or by these Bylaws, unless otherwise expressly provided herein.

### 4.3 Terms of Office

Elected Directors will begin his/her term after the installation ceremony held during the Annual Meeting for a two-year term, unless otherwise noted in the Bylaws or until such Director's earlier death, resignation, retirement, disqualification or removal from office. With the exception of the President, any director may be re-elected to serve another two-year term in the same position. A maximum of 8 total years may be served on the Board of Directors. In the event there is not a President-Elect, the Past President will continue on the board for one year.

### 4.4 Staggered Terms

The two-year terms for the Directors shall be staggered. The President-Elect, Secretary, and two at large board members will be elected in even numbered years. The Vice President, Treasurer, one at large board member will be elected in odd numbered years.

### 4.5 Nominations of Directors

TNP will accept nominations for open board positions. A member of TNP who is not an associate or student member of TNP may self-nominate for consideration of the nominating committee. A nominating committee of at least three voting, dues paying members who are in good standing with the Texas Board of Nursing will be appointed by the President to present a number of nominees at least equal to the number of Board positions up for election by March 15.

The immediate Past President shall serve as chair of the Nominating Committee if such exists as a current member of any classification; if not, the current President shall appoint the chair of the Nomination Committee. The chairperson and members may not be candidates for election.

#### 4.6 Eligibility

- A. Must be recognized as a Nurse Practitioner in Texas; in good standing by the Texas Board of Nursing; and must reside in the state of Texas.
- B. Been a dues paying, voting member of Texas Nurse Practitioners for a minimum of three consecutive years.
- C. Within the last two years served on a TNP Committee, Task Force or Advisory Group.
- D. President Elect candidates must have previously served on the Board and will serve a total of 4 years.

#### 4.7 Means of Election

Eligible members in good standing with Texas Nurse Practitioners will receive electronic ballots in April of each year. Deadline for accepting votes will be May 15. Each voting member will be allowed to cast one vote for each position to be elected. Candidates receiving the highest number of votes for each vacancy will be declared elected.

#### 4.8 Election Procedures

The Board of Directors may develop other needed rules and procedures to ensure the timeliness and efficient execution of the Association elections.

#### 4.9 Duties of the Board of Directors

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

The Board:

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

#### 4.10 Vacancies

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office, or termination of membership of any Director will be filled by the affirmative vote of a majority of the remaining Directors present at any meeting of the Directors at which a quorum of Directors is present. Any Director elected by the Board to fill a vacancy is appointed until the next opportunity to fill the position through an election of Directors by the Full Members, in accordance with these Bylaws. The vice president will assume the office of president should that position be vacated either by resignation or incapacitation of the president. Should both the president and vice president be incapacitated, the order of succession will be president elect, secretary then treasurer.

#### 4.11 Removal

Any Board member may be removed from the Board of Directors by quorum of the Directors for violation of code of conduct, confidentiality, or Associational bylaws.

## ARTICLE 5 MEETINGS

### 5.1 Notice

The notice shall state the place, day and time of the meeting and the purpose of the meeting. Notice shall be delivered not less than ten (10) days before the meeting unless unusual circumstances occur requiring a meeting on shorter notice.

### 5.2 Proxy Voting Prohibited

Proxy voting is not permitted.

### 5.3 Written Consent of Directors

Actions should be taken during the Board of Directors' meetings. However, in occasions when board actions need to be taken outside of a meeting, the appropriate numbers of Directors should consent in writing to such action. Such consent should include the action to be taken and should be signed by the number of Directors whose vote would be necessary to take action at a regular meeting. Such consent shall have the same force and effect as a vote at a meeting where such Directors or Officers were present and voted.

### 5.4 Electronic Meetings

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of such the Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting shall constitute presence in person at such meeting.

### 5.5 Meetings of the Board of Directors

The Board of Directors shall meet not less than quarterly and at the call of the President. Meetings may be held in person or virtually. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

### 5.6 Attendance

Any elected Officer or Director who shall have unexcused absence from two (2) meetings of the Board of Directors during a single administrative year shall automatically vacate the seat held on the Board of Directors and the Board of Directors shall fill the unexpired term. The Board of Directors may expressly waive or excuse an absence by an affirmative vote if significant mitigating circumstances exist.

## ARTICLE 6 Officers

### 6.1 Number

Officers of the Association shall be President, President-Elect (odd years), Past President (even years), Vice President, Secretary and Treasurer. The officers meet the same criteria as the Board of Directors and are selected from the members of the Board of Directors.

### 6.2 Election and Term of Office

Other than the Immediate Past President, the officers and a President-Elect shall be elected by the Board of Directors. The Officers terms are for two years with the exception of President-Elect which is a 4-year commitment.

### 6.3 Duties of Officers

- A. The President shall be the principal executive officer of the Association and shall preside over all meetings of the Association and the Board of Directors. The President shall appoint and be an ex officio member of standing committees not otherwise established by the bylaws and shall perform such other duties as usually pertained to the office of President.
- B. The President-Elect shall carry out any duties assigned by the President. The President-Elect will assume the office of President at the end of the President's term.
- C. The Vice President will perform the duties of the President in the absence of the President if there is no President-Elect available.
- D. The Treasurer will oversee financial accounts and records of TNP including a quarterly report on the financial condition of TNP to the Board of Directors.
- E. The Secretary will keep a record of proceedings at board meetings.

## ARTICLE 7 COMMITTEES / ADVISORY BOARDS

### 7.1 Committees

The Board of Directors may establish one or more Committees, may delegate specified authority to a Committee, and may appoint or remove members of a Committee. A committee shall include one or more Director(s), and may include persons who of any membership status who are not Directors.

### 7.2 Advisory Boards

The Board of Directors may establish the use of advisory boards to be utilized as a resource. In addition, the Board of Directors may appoint individuals to represent TNP on various boards and committees.

### 7.3 Task Forces

The President or Board of Directors may establish Task Forces for the purpose of investigating and advising the Board of Directors on specific topics or to work on a specific goal, issue or project. The authority of these task forces is limited to advising. The president may designate Task Force Chairs.

#### 7.4. TNP Foundation

The President or Board of Directors may send a representative to TNP Foundation meetings in an advisory (non-voting) capacity. TNP officers shall not also be officers of TNP Foundation at the same time.

#### 7.5 Quorum

A majority of Committee, Advisory Board or Task Force members present will constitute a quorum.

### ARTICLE 8 FINANCES

#### 8.1 Financial Goals

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

#### 8.2 Financial Rules

TNP will follow generally accepted accounting principles.

#### 8.3 Budget

An annual budget will be approved by the Board of Directors.

#### 8.4 Fiscal Year

The fiscal year of the Association will be July 1 to June 30.

#### 8.5 Loans to Officers and Directors Prohibited

The Association will not make loans to its Officers and Directors, and any Directors voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the Association for the amount of such loan until repayment thereof.

### ARTICLE 9 STAFF

#### 9.1 Appointment

The Board of Directors may appoint a staff, including a Chief Executive Office (CEO), to be responsible for all management functions for TNP. The CEO will manage and direct all activities of TNP as prescribed by the Board of Directors and will report to the Board. The CEO will employ and may terminate the employment of staff members necessary to carry on the work of TNP and fix their compensation within the approved budget. The CEO will define the duties of the staff, supervise their performance, establish their titles and

delegate those responsibilities of management as will be in the best interest of TNP. The CEO serves without vote as an ex-officio member of the Board of Directors.

## ARTICLE 10 OPERATIONS

### 10.1 Conflicts of Interest

The Association shall adopt a conflict of interest policy in the form attached hereto as Schedule A.

### 10.2 Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

### 10.3 Amending the Bylaws: Substantive Changes

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

### 10.4 Amending the Bylaws: Non-Substantive Editorial Changes

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

## ARTICLE 11 DISSOLUTION

### 11.1 Dissolution

TNP will use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Members of the Association as required by the Internal Revenue Service. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

## ARTICLE 12 INDEMNIFICATION/INSURANCE

### 12.1 Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or

administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

#### 12.2 Limits on Indemnification

Notwithstanding the above, the Corporation will indemnify a person only if he/she acted in good faith and reasonably believed that his/her conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe his/her conduct was unlawful.

#### 12.3 Board Insurance

Association professional liability insurance, Directors and Officers insurance, and a fidelity bond for those authorized to issue funds from TNP resources will be maintained. The amount and scope of coverage will be reviewed at the time of the policy renewals.

#### CERTIFICATION

The undersigned, being the duly elected and qualified President of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation.

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President, Date

Schedule A  
CONFLICT OF INTEREST POLICY

A. Introduction and Rationale

Texas Nurse Practitioner (TNP), is a professional association, as described within Section 501 (c ) (6) of the Internal Revenue Code, that is committed to pursuing its mission in a responsible and ethical manner. Because of the nature of the TNP association (referred to as The Association, many individuals are involved in making or influencing significant Associational decisions. Some of these individuals may have or develop personal interests that could create or be perceived as a conflict between those personal interests and the interests of TNP. Conflicts may arise when:

1. the interest or activities of an individual (or those of a member of his or her family) are competitive with or otherwise adverse to those of the TNP; or
2. the individual is in a position to influence a transaction or decision in such a way that it will or might appear to benefit the individual or his or her family member.

(As used in this Policy, “family” refers to a group of persons who consider themselves as family, including those related by blood, marriage, or dependency, or joined together to raise children, or sharing living quarters, whose concern for each other might, or could be expected to, affect their judgment or impartiality.)

Such perceived or actual conflicts can best be addressed and resolved through full disclosure and review by appropriate individuals, together with a process for the approval of business decisions and transactions by non-interested decision makers.

B. Applicability

This Policy applies to TNP Officers, Board of Directors, and Staff or those appointed (including [but not limited to] liaisons, fellowship and traineeship recipients, and lobbyists) by the TNP Officers, Board of Directors, and Staff.

C. Policy

1. An individual shall not vote on, influence, or make recommendations regarding a TNP transaction when that individual or a member of his or her family has a Material Interest (defined below) in an entity, property involved, or outcome in said transaction or decision.
2. An individual, member of his or her family, or an entity of the family (in which one or more of the family has a Material Interest) may not do business with or compete with the business of TNP, unless expressly authorized by TNP’s Officers and Board of Directors, or as detailed in the Bylaws of TNP.
  - a. Determining a Material Interest: For purposes of compliance with the preceding C (1) and (2) and the following D (1), (2), and (3), a Material Interest is defined to exist in, but is not limited to, the following circumstances:
    - i. an individual and/or member of his or her family having a combined ownership or investment interest of greater than five percent (5%) in an entity or property.

ii. an individual (or family member of his or her family) serving as a director, trustee, officer, partner, employee, consultant, agent, member of the active professional staff, researcher or advisor (whether in a paid or voluntary capacity) of or to an entity (including but not limited to health care providers) other than the TNP.

iii. An individual holding an elected or appointed office or position in a branch of government or in a regulatory agency having authority or jurisdiction over professional associations or providers of medical or advanced nursing practice care (for members of the judiciary, areas of conflict of interest will be as defined by the Code of Judicial Conduct):

iv. An individual (or member of his or her family) competing with the TNP in the purchase or sale of property or any property right, interest or service.

3. An individual or member of his or her family shall not accept gifts or other favors under circumstances that might reasonably lead to the inference that the gift or favor was intended to influence his or her decision-making while serving TNP in any capacity.
4. An individual shall not disclose or use information of TNP's business for personal profit or advantage or use or disclose confidential and/or strategic information in advance of its authorized release.
5. No Board of Director of TNP may apply for, solicit, or accept employment with the TNP unless, at the time of their application or solicitation, they have resigned from TNP 's Board of Directors and have agreed not to serve in such capacity, or be a candidate for an office for a period of not less than two years after the date of his or her resignation.
6. No person who has been an employee of or has applied for a position as an employee of TNP may serve or be a candidate for director of the TNP for a period of not less than two years after the date of his or her date of termination as an employee or the last date on which such person was being considered for employment with the TNP.

(i) No other person covered by the Conflict Policy (this includes a member of a committee of TNP) may apply for, solicit, or accept employment with TNP if the Officer of the Committee on which they serve, approves or participates in the selection of candidates, or development of job descriptions, requirements, duties, responsibilities, salary, or similar aspects for the position unless at the earliest time of their application, solicitation, or participating in the creation of any staff position (including developing job descriptions, requirements, duties, responsibilities, salary or similar aspects) they have resigned their office in the TNP and have agreed not to apply for, or serve in such capacity, for a period of not less than two years after the date of his or her resignation.

(ii) A person who applies for, solicits or accepts employment with the TNP (whether or not they are selected or are then serving, shall not, for a

period of not less than two years after the last date on which such person was being considered for employment with TNP, be appointed to or be a candidate for election to any Officer or Committee staffed by TNP position they were applying for or if such Officer or Committee approves or participates in the selection of candidates, or development of job descriptions, requirements, duties, responsibilities, salary, or similar aspects for the position.

#### D. Process for Addressing a Potential Conflict

1. Annual Disclosure and Update: individuals to whom this policy applies shall provide annual disclosure of their outside financial and professional interest on the TNP disclosure statement. In addition, said individuals shall immediately update this statement at any time during the year that the information requested on said statement changes. Disclosure statements shall be submitted to TNP's Chief Executive Officer for review. TNP's Chief Executive Officer shall prepare and present a report documenting the results of this review to TNP's Board of Directors.
2. Specific Disclosure Employee: An employee of the TNP who is in a position to approve or influence a particular transaction or decision in which the employee (or his or her family member) has a Material Interest in an entity or property involved in the transaction or decision, shall disclose without delay the Material Interest to the Officer President for review and resolution prior to any action by TNP. TNP's President may seek advice from TNP's legal counsel.
3. Specific Disclosure – Officer or Representative: An individual serving as an Officer or a Board of Director who is in a position to vote on or influence a particular transaction or decision when the individual (or his or her family member) has a Material Interest in an entity or property involved in the transaction or decision shall without delay:
  - a. Disclose the conflict to the Officer or Committee prior to any action by TNP;
  - b. Leave the room during the discussion;
  - c. Not participate in discussion of the transaction or decision;
  - d. And abstain from voting on the matter.

The transaction or decision must be approved by a vote of majority of the non-material interested TNP Board of Directors present at the meeting. If the transaction or decision is approved, the minutes of the meeting should reflect the reasons that the transaction was deemed to be in the best interests of the affected Association and that the terms are at least as favorable as those which are or would be available under competitive disinterested proposals (It is not necessary in all circumstances to solicit competitive proposals if the relevant terms can be reasonably evaluated without such proposals or if no competitive proposal is reasonably available).

#### E. Violations of the Conflict of Interest Policy

A TNP Board of Director, with reasonable cause to believe than an individual subject to this Policy and with a Material Interest has failed to make the required conflict of interest disclosure, shall inform the Chief Executive Officer and President of TNP. The Chief

Executive Officer shall inform said individual of the basis for such belief and shall afford the individual an opportunity to explain the alleged failure to disclose. If after hearing the response of the individual and making such additional investigation as may be warranted under the circumstances, the Chief Executive Officer shall inform the Executive Committee of the situation. Should the Board of Directors determine the individual has in fact failed to make a required disclosure, it shall take appropriate disciplinary and corrective action.

F. Records of Proceedings.

The minutes of the meetings of TNP will contain the names of the persons who disclosed or otherwise were found to have a Material Interest in connection with an actual or potential conflict of interest, the names of the persons who were present for discussions and the results of the votes.

G. Periodic Review.

To promote regulatory compliance, including the avoidance of impermissible private benefit, private inurement, or excess benefit to persons possessing substantial influence over the affairs of TNP, TNP will conduct reviews as it deems appropriate or necessary of: (i) compensation arrangements; (ii) acquisitions of provider services; (iii) partnership and joint venture arrangements and arrangements with management services Associations.