



BYLAWS

of the

New Hampshire Nurses' Association

as Amended

October 25, 2017

**New Hampshire Nurses' Association
25 Hall Street, Unit 1E, Concord, NH 03301**

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www.nhnurses.org

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The undersigned, being persons: Of lawful age, associate under the provisions of chapter 147 of the Public Statutes of New Hampshire by the following

ARTICLES OF AGREEMENT:

Article 1. The name of this corporation shall be Graduate Nurses' Association of New Hampshire.

Article 2. The object for which this corporation is established is

- (1) Registration of graduate nurses;
- (2) The furtherance of the efficient care of the sick and the maintenance of the honor and character of the nursing profession;
- (3) The establishment of a uniform curriculum in training schools.

Article 3. The place in which the business of this corporation is to be carried on is Concord, New Hampshire.

Article 4. The amount of capital stock to be paid in shall be nothing.

Article 5. The first meeting of the corporators was held May 28, 1906.

Names.	Postoffice Address.
Margret E. Mitchell,	Concord, NH
Elizabeth M. Murphy,	Concord, NH
N. Velona Curtice,	Concord, NH
Mary A. Gates,	Concord, NH
Augusta M. Fellows,	Concord, NH

State of New Hampshire,
Office of Secretary of State,
Concord, October 2, 1906

A true record:

Edward N. Pearson
Secretary of State.

Nashua, New Hampshire.
January 15, 1947.

At the annual meeting of the Graduate Nurses' Association held at North Conway, New Hampshire, on June 19, 1946 it was the unanimous vote of the members present that the name of The Graduate Nurses' Association of New Hampshire be changed to the New Hampshire State Nurses' Association.

Notice of the anticipated change of name of The Graduate Nurses' Association of New Hampshire to the New Hampshire State Nurses' Association was sent to all members of the association previous to the annual meeting.

Dorothy M. Heath, RN
Secretary Hillsborough, SS
January 15, 1946

Personally appeared the above-named Dorothy Heath, R.N. who gave oath that the foregoing is a true copy of the resolution as passed by the New Hampshire State Nurses' Association, on June 19, 1946.

Before me,

J. Russell Nedenes
My Commission expires 1951

STATE OF NEW HAMPSHIRE

Office of Secretary of State
Filed for record this 17th day
of January, 1947 at 9 o'clock, a.m.

Harry E. Jackson
Deputy Secretary of State

December 17, 1962

The following change was made in the Articles of Corporation under the provisions of chapter 147 of the public statutes of New Hampshire.

ARTICLES OF AGREEMENT:

Article 1. The name of the Corporation shall be New Hampshire Nurses' Association.

After due notice to all members, the change was unanimously adopted at the Annual Meeting of the New Hampshire State Nurses' Association, North Conway, New Hampshire, October 3, 1962. The name of the New Hampshire State Nurses' Association was recorded in the records of Voluntary Corporation, Volume 169, Page 327, on November 10, 1949.

Mary T. Madden

(Mrs.) Mary T. Madden
Executive Secretary

Attest:

Mary M. Jenkins
Notary Public

STATE OF NEW HAMPSHIRE
OFFICE OF THE SECRETARY OF STATE
Filed for record this 17th day of December, 1962
At 3:45 o'clock P.M.
Edward P. Kelley
Deputy Secretary of State

ARTICLE I: TITLE, PURPOSES, AND FUNCTIONS

Section 1. Name

The name of this association shall be the New Hampshire Nurses' Association, hereinafter referred to as NHNA, a Constituent State Nurses Association (hereinafter referred to as C/SNA) of the American Nurses Association, hereinafter referred to as ANA.

Section 2. Purposes

A. The purposes of NHNA shall be to:

1. Foster high standards of nursing practice in collaboration with other healthcare professionals.
2. Advocate for safe working environments.
3. Promote the professional and educational advancement of nurses.
4. Promote the improvement of health standards and healthcare services for the people of New Hampshire.

B. These purposes shall be unrestricted in accordance with ANA Bylaws.

Section 3. Functions

The functions of NHNA shall be to:

- A. Promote standards of nursing practice, nursing education, and nursing services as defined by ANA.
- B. Provide for the continuing professional development of nurses.
- C. Foster adherence to the ANA Code of Ethics by nurses.
- D. Serve as a resource for economic and general welfare issues.
- E. Represent the interest of nurses to allied professionals, community and governmental groups.
- F. Promote healthcare legislation and speak for nurses in regard to legislative action.
- G. Provide representation from NHNA to ANA.
- H. Collaborate with the Student Nurses' Association of New Hampshire, hereinafter referred to as SNANH.

- I. Maintain an active role as consumer advocate in health practices and the delivery of healthcare.
- J. Disseminate research findings and promote evidence-based practice.
- K. Identify documents and other materials that relate to the historical and cultural development of nursing in New Hampshire for repository in state archives.

ARTICLE II: ANA RELATIONSHIP

Section 1. Membership

NHNA is a C/SNA of ANA and, in accordance with dues policies adopted by member representatives to the ANA and the written agreement between NHNA and ANA, remits a reciprocal payment to ANA on behalf of NHNA/ANA members. NHNA shall remain affiliated with ANA until such time as 2/3 of the entire NHNA/ANA membership votes to disaffiliate from the ANA. "NHNA/ANA membership," for these purposes, is defined as individual members of NHNA who are also members of ANA and have ANA rights and privileges of membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 2. Representation

- A. Membership Assembly: NHNA is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policies.
- B. Leadership Council: NHNA is entitled to two representatives to the ANA Leadership Council. One is the NHNA President or designee, and will cast the single NHNA vote. The other Representative is the NHNA Nurse Executive Director or designee.

ARTICLE III: MEMBERSHIP

Section 1. Composition

- A. Members of NHNA shall be those persons accepted as members in accordance with qualifications and other requirements described in the NHNA Bylaws. Membership shall be unrestricted in accordance with ANA Bylaws by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
- B. For such period(s) of time that NHNA and ANA have an agreement permitting NHNA Only membership, NHNA will have two categories of membership: NHNA Only members and NHNA members who are also ANA members (referred to as NHNA/ANA members).

Section 2. Qualifications

An individual is qualified to be a member if she/he has been granted a license to practice as a registered nurse in at least one state or territory of the United States and does not have a license under suspension or revocation in any state or territory, or is otherwise entitled by law to practice.

Section 3. Dues

- A. Dues for NHNA shall be recommended by the Board of Directors and voted on by the general membership. A vote of 2/3 of the members present and voting at the annual membership business meeting or at a specially convened membership meeting shall be required to change the amount of NHNA dues. Any proposal to change the NHNA dues shall be sent to the membership with the official notice of the meeting.
- B. The membership year shall be a period of twelve consecutive months from the time of application or renewal of membership. Dues are considered to be delinquent if not paid within thirty days of their due date.
- C. Total dues paid by NHNA/ANA members shall include NHNA dues as determined by the membership under Article 3, Section 3 (A) plus the current rate of dues for the ANA as determined by the ANA Membership Assembly. The annual dues for an NHNA/ANA member shall be set forth by the Board of Directors and shall include the rate of dues paid by the NHNA to the ANA. In the event that the rate of dues payable to the ANA by the NHNA is increased, any such change shall be automatically added to the annual dues owed by an NHNA/ANA member to NHNA.

Section 4. Transfer

- A. NHNA does not refund dues already paid by a member of NHNA/ANA who transfers to another C/SNA.
- B. A member of another C/SNA/ANA who has paid full dues may transfer to NHNA/ANA without further payment or refund of dues for the remainder of the membership year.

Section 5. Membership Rights

- A. An NHNA Only Member shall have the right to:
 - 1. Receive an NHNA membership card and New Hampshire Nursing News.
 - 2. Be a candidate for some NHNA elective or appointive office/positions in accordance with qualifications set forth in the NHNA Bylaws. NHNA Only members shall not be candidates for President-elect, President, and for NHNA Representative or Alternate Representative to the ANA Membership Assembly, nor shall they be appointed to serve

as Tellers or to serve on an Ad Hoc Committee or Task Force to amend the NHNA Bylaws.

3. Participate in some elections of candidates for elective office to NHNA. They shall not participate in the election of the President-elect; of the President, in those situations when one is elected; or of the NHNA Representatives or Alternate Representatives to the ANA Membership Assembly.
4. Attend NHNA meetings, and other unrestricted activities.
5. Submit proposals regarding issues impacting nursing practice and/or education for consideration by NHNA.
6. Fully participate in the NHNA as described in these Bylaws.
7. Be accorded other rights as provided for under common parliamentary or statutory law.
8. NHNA Only membership does not entitle these registered nurses to belong to or receive benefits from the ANA at the national level, including representation at the ANA Membership Assembly or voting and running for ANA office. NHNA Only Members may not vote for NHNA Representatives or Alternate Representatives to the ANA Membership Assembly, as well as certain NHNA elective offices previously identified in these Bylaws.

B. Members of NHNA who are also members of ANA shall also have the right to:

1. Receive an ANA Membership card in lieu of an NHNA membership card.
2. Receive news and informational publications as specified in ANA Bylaws.
3. Nominate a candidate or be a candidate for ANA elected or appointed office in accordance with qualifications set forth by NHNA and/or ANA.
4. Nominate a candidate or be a candidate for NHNA Representative or Alternate Representative to the ANA Membership Assembly.
5. Vote for Membership Assembly Representatives and Alternate Representatives.
6. Attend unrestricted meetings of ANA.
7. Fully Participate in NHNA and ANA activities.
8. Attend the Quadrennial Congress of the International Council of Nurses (ICN) and other unrestricted ICN meetings.

Section 6. Membership Obligations

The member shall have the obligation to:

- A. Uphold the Bylaws of NHNA and, if also a member of ANA, the Bylaws of ANA.
- B. Abide by the ANA Code of Ethics for Nurses.
- C. Pay dues as required by NHNA within thirty days of their due date.
- D. Fulfill the requirements of an office, commission, ad hoc committee or task force, if elected or appointed. Absence from two consecutive meetings may be cause for declaring a vacancy in the position.

Section 7. Disciplinary Action and Appeal

- A. Cause for disciplinary action.

Cause for disciplinary action against a member shall be limited to:

1. Failure to fulfill the obligations as cited in these Bylaws.
2. Engaging in activity that threatens the existence and viability of NHNA.
3. Other actions detrimental to the purposes, goals, and functions of NHNA and/or ANA.

- B. Disciplinary Proceedings.

Disciplinary proceedings shall be conducted in accordance with common parliamentary and statutory law assuring the right to due process and the policies and procedures established by the NHNA Board of Directors, which shall have final disciplinary authority over members. Disciplinary actions require a 2/3 majority vote of the NHNA Board of Directors.

- C. Disciplinary Action.

Depending on the severity of the violation, a member may be reprimanded, censured, suspended from membership, or permanently expelled from membership in NHNA.

- D. Appeal of Disciplinary Action.

A member may appeal any disciplinary action in accordance with procedures adopted by the NHNA Board of Directors pursuant to common parliamentary and statutory law.

- E. Recognition of Disciplinary Action by Another C/SNA.

Any disciplinary action taken by another C/SNA against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining C/SNA's Bylaws and disciplinary procedures.

- F. Adoption of Disciplinary Action Policies and Procedures

The NHNA Board of Directors shall notify members through New Hampshire Nursing News, the NHNA website or other electronic communication, prior to their adoption, of a hearing on the proposed policies and procedures established under Art. III, Sect. 7 relating to disciplinary action and appeal.

ARTICLE IV: ORGANIZATIONAL AFFILIATE MEMBERSHIP

Section 1- Organizational Affiliate Composition

Organizational Affiliate members of NHNA shall be composed of organizations accepted as Organizational Affiliate members in accordance with qualifications and other requirements described in this article of the NHNA Bylaws. Registered nurses should compose the majority of the governing bodies of these Organizational Affiliates.

Section 2- Organizational Affiliate Qualifications

An Organization is qualified to be an Organizational Affiliate member of NHNA if:

- A. The Organizational Affiliate expresses values consistent with the mission and Bylaws of NHNA and
- B. The Organizational Affiliate represents the interests of registered nurses and
- C. The Organizational Affiliate is approved for Organizational Affiliate member status by the NHNA Board of Directors.

Section 3- Organizational Affiliate Dues

The NHNA Board of Directors shall set the dues for Organizational Affiliate membership in NHNA.

Section 4- Organizational Affiliate Membership Rights

Organizational Affiliate members shall have the right to:

- A. Receive an NHNA Organizational Affiliate membership certificate and a subscription to New Hampshire Nursing News and other NHNA publications.
- B. Be recognized as an Organizational Affiliate via the NHNA website with linkage to the Organization Affiliate's website.
- C. Have an ad hoc/non-voting seat on the NHNA Commission on Government Affairs.
- D. Participate in the annual NHNA Legislative Forum.
- E. Attend the NHNA Board of Directors meetings with the exception of confidential/restricted sessions. The Organizational Affiliate President or designee may attend meetings but shall have no voting privileges.
- F. Participate in meetings and activities of NHNA Commissions at the discretion of the Commission Chairperson, but may not hold an elected or appointed position and has no voting privileges.

- G. Attend scheduled meetings or gatherings of NHNA with participating Organizational Affiliate members.
- H. Submit proposals for consideration by the NHNA Board of Directors or Commissions.
- I. Establish an organization-specific column in the quarterly New Hampshire Nursing News publication. Content must be submitted to meet scheduled print deadlines and is subject to editorial review and approval by NHNA.
- J. Receive regular email communications from NHNA regarding nursing issues, educational opportunities, programs and activities.
- K. Submit for consideration qualified RN nominees for NHNA appointments and awards.
- L. Receive the NHNA member discount for individual Organizational Affiliate members for the NHNA annual membership business meeting and select programs offered during the year.

Section 5- Organizational Affiliate Member Responsibilities

Members shall:

- A. Uphold the Bylaws of the NHNA.
- B. Pay dues as required by NHNA within thirty days of their due date.
- C. Provide a written 90-day notice to NHNA if the Organizational Affiliate wishes to disaffiliate from NHNA. Dues will not be refunded.

Section 6. Organizational Affiliate Member Disciplinary Action and Appeal

- A. Cause for disciplinary action.

Cause for disciplinary action against an Organizational Affiliate member shall be limited to:

1. Failure to fulfill the obligations as cited in these Bylaws.
2. Engaging in activity that threatens the existence and viability of the NHNA.
3. Other actions detrimental to the purposes, goals, and functions for NHNA.

- B. Disciplinary Proceedings.

Disciplinary proceedings shall be conducted in accordance with common parliamentary and statutory law assuring the right to due process and the policies and procedures established by the NHNA Board of Directors, which shall have final disciplinary authority over Organizational Affiliate members.

C. Disciplinary Action.

Depending on the severity of the violation, an Organizational Affiliate member may be reprimanded, censured, suspended from Organizational Affiliate membership, or permanently expelled from Organizational Affiliate membership in NHNA.

D. Appeal of Disciplinary Action.

An Organizational Affiliate member may appeal any disciplinary action in accordance with procedures adopted by the NHNA Board of Directors.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1. NHNA Committee on Nominations and Elections

The NHNA Committee on Nominations and Elections is comprised of three Board of Directors members, as follows:

- A. In odd-numbered years:
 - 1. The President
 - 2. The Secretary
 - 3. The Director elected in even-numbered years
- B. In even-numbered years:
 - 1. The President
 - 2. The Treasurer
 - 3. One of the two Directors elected in odd-numbered years
- C. The President will serve as Chair of the Committee, serving for two years.
- D. The Board of Directors members listed above will serve on the Committee on Nominations and Elections in an “ex-officio” capacity, i.e. by virtue of their office as Board of Directors members.
- E. The ballot for the election of all Board of Directors members will clearly state such ex officio function.

Section 2. Qualifications

Each nominee must be a member in good standing of NHNA and must be qualified for the office or position as described in the NHNA Bylaws and delineated in the NHNA Policy and Procedure manual, and shall have consented in writing to serve in such a position if elected or appointed.

Section 3. Nominations

The NHNA Committee on Nominations and Elections shall solicit nominations from all members of the association. The Notice of Nomination shall be sent to the members through the U.S. Mail, email, web postings and/or the New Hampshire Nursing News. The manner of communication shall ensure adequate notice to the members so that they can self-nominate or nominate others pursuant to procedures established by the Board of Directors. The Nurse Executive Director, who shall be a joint NHNA/ANA member, shall be responsible for putting together a slate of candidates for the election.

Section 4. Ballot

All elections shall be determined by secret ballot conducted by mail, email via a secure online voting system or other electronic means. A second ballot may be sent at the discretion of the NHNA Nurse Executive Director to any member who reports that the original ballot was not received.

Section 5. Election Results

- A. The Board of Directors shall appoint at least two tellers who shall be joint NHNA/ANA members and who shall count ballots submitted by mail and report results of the election to the Board of Directors. An electronic record from the secure online voting system will be sent to the NHNA office. Election results shall be sent by mail or email to members and published in New Hampshire Nursing News.
- B. A plurality of votes cast by those entitled to vote shall constitute an election. In the event of a tie, the election shall be determined by a simple majority vote of the Board of Directors. Any challenge to the election results must be received by the NHNA Board of Directors within 30 days of when the results are made available to the NHNA membership. All ballots, candidate biographies and other records of the election shall be deleted or destroyed three months after the election results are reported to the membership. If there is a challenge, then election materials can be disposed of three months after the challenge has been resolved.

Section 6. Term of Office

- A. The President-Elect shall be a joint NHNA/ANA member and shall be elected to serve one year in that role during the President's second year in office, and shall then serve a two-year term as President. The NHNA ballot shall indicate that this candidate is being elected to be the President-Elect, as well as an NHNA Representative to the ANA Membership Assembly when NHNA President-Elect, President and Immediate Past President.
- B. The Secretary, Treasurer and Directors at Large shall be elected for two-year terms.

- C. With the exception of the President and President-Elect, who do not have consecutive terms, Officers and Directors may serve a maximum of three consecutive terms in the same office on the Board of Directors.
- D. The Immediate Past President shall serve one year following expiration of her/his term as President.
- E. The President-Elect, Secretary and one Director shall be elected in even numbered years. The Treasurer and two Directors shall be elected in odd numbered years. The President-Elect position will be left vacant during the President's first year in office. The Immediate Past President position will be left vacant during the President's second year in office.

Proviso: The implementation and transition plan for the changes to a two-year term for the President will be accomplished by extending the 2015 President's term for six months until June 30, 2016, at which time the President will become the Immediate Past President for one year, until June 30, 2017; extending the 2015 President-Elect's term for six months, until June 30, 2016, at which time the President-Elect will become the President for eighteen months, until December 31, 2017, and then become Immediate Past President for one year, until December 31, 2018. A President-Elect will be elected in the Fall 2016 elections to serve as President-Elect in 2017 (January 1-December 31), and then President in 2018 and 2019 and Immediate Past President in 2020.

- F. Commission members shall be elected or appointed for a two-year term: a minimum of two in even numbered years and three in odd numbered years.
- G. There shall be no limit to the number of nominees for each office and elected position. Appointments to Commissions shall require a simple majority vote of the Board of Directors.
- H. An elected or appointed member assumes office in January following the Fall elections.

Section 7. Representation at the ANA Membership Assembly

- A. NHNA is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policies.
- B. The NHNA President shall serve as a Representative to the ANA Membership Assembly. The Immediate Past President shall serve as a Representative during the President's first year in office; the President-Elect shall serve as a Representative during the President's second year in office. Additional Representatives and Alternate Representatives will be elected to assure that NHNA has a full complement of elected NHNA Representatives to attend the ANA Membership Assembly annually. The NHNA Representatives and Alternate Representatives shall be elected by secret ballot to serve a two-year term or until a successor is elected, with at least one Representative and Alternate Representative elected in odd years and at least one Representative and Alternate Representative elected in even years.
- C. Nominees must be members in good standing, shall be joint NHNA/ANA members and shall only be elected by joint NHNA/ANA members.

Section 8. Vacancy in Elected or Appointed Positions

In the event of a vacancy:

- A. In the office of President during the first year of office: the Immediate Past President shall serve as President for the remainder of the unexpired term. If the vacancy occurs during the President's second year of office, the President-Elect will serve as President for the remainder of the unexpired term, and then shall transition to her/his elected term as President.
- B. In the office of President-Elect during odd numbered years (second year of office of the President): the office shall not be filled. At the Fall regular election the members shall elect a President. The President-Elect office shall remain vacant during even numbered years (first year of the office of the President).
- C. In the position of Representative to the ANA Membership Assembly: the elected Alternate Representative shall serve as NHNA Representative to Membership Assembly for the remainder of the unexpired term.
- D. In the office of any other elected or appointed position: the Board of Directors shall fill the vacancy by appointment for the remainder of the unexpired term.
- E. The Board may declare vacancies in any elected or appointed position due to unexcused absence from two consecutive meetings. Such vacancy shall be determined by a simple majority vote of the Board of Directors.

ARTICLE VI: MEETINGS

Section 1. Annual Membership Business Meeting

The membership business meeting of NHNA shall be held annually between August 1st and December 1st. A combined business/program meeting may be held at the discretion of the Board of Directors. Registration fee and location shall be determined by the Board of Directors. Notification to the membership shall be via mail, email and/or publication in New Hampshire Nursing News.

Section 2. New Hampshire Student Nurses' Association

Meetings of the NHSNA may be held in conjunction with NHNA meetings.

Section 3. Special Meetings

Special meetings of NHNA may be called by the President with approval of the Board of Directors. Special meetings shall also be called by the President upon the written request of at least five percent (5%) of the membership.

Section 4. Notice of Meetings

- A. Official notice of NHNA membership business meetings shall be sent to all members at least one month prior to scheduled meetings via email, postcards, social media and/or publication on the NHNA website.
- B. Official notice of NHNA special meetings shall be sent to all members at least ten days prior to the scheduled meetings via email, postcards and/or publication on the NHNA website.

Section 5. Voting Body

The voting body at all membership business meetings of NHNA shall consist of all members in good standing who are registered and are in attendance.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall have the authority delegated to it by the members, including the duty and power of acting for the membership in the intervals between meetings of NHNA, and other duties and powers as defined in these Bylaws.

Section 2. Composition

- A. The Board of Directors shall consist of elected officers and directors.
- B. There shall be four officers during even numbered years: President, Immediate Past President, Secretary and Treasurer, and four officers during odd numbered years: President, President-Elect, Secretary and Treasurer. They shall serve as full voting members of the Board of Directors.
- C. There shall be three Directors at Large who shall serve as full voting members of the Board of Directors, one of whom shall be a recent graduate of an RN licensure program within the previous 5 years.

Section 3. The Board of Directors shall:

- A. Exercise corporate responsibility and fiduciary duties for the association.
- B. Provide for implementation of association policies and position statements.

- C. Establish policies and procedures for the transaction of business, coordination of association activities and operation.
- D. Assume responsibility for assuring rights of members and for disciplinary action.
- E. Define the authority and responsibilities of the NHNA Nurse Executive Director and the NHNA Office Manager. Appointment and removal of the Nurse Executive Director and/or the Office Manager shall require a 2/3 majority vote of the NHNA Board of Directors.
- F. Define qualifications for appointive office, unless otherwise specified in these Bylaws.
- G. Directors at Large shall serve on the Committee on Nominations and Elections as specified in Article V, Section 1 of these Bylaws.
- H. Appoint two or more members as needed to each commission annually and make all appointments not otherwise provided for in the Bylaws.
- I. Interpret NHNA Bylaws.
- J. Recommend to the State Governor and State Executive Council nominees from NHNA membership for each vacancy on the New Hampshire Board of Nursing, State legislative committees, and other committees that impact healthcare and the welfare of NH nurses as requested.

Section 4. Duties of Officers

- A. The President shall be the Chairperson of the voting body, the Board of Directors, and the Executive Committee. In addition, the President shall:
 - 1. Serve as the official representative of the association and as its spokesperson on matters of association policy and positions.
 - 2. Serve as ex-officio member of all organizational units/commissions.
 - 3. Serve as mentor to the President-Elect during the President's second year in office.
 - 4. Serve as one of the NHNA Representatives to both the ANA Membership Assembly and the ANA Leadership Council.
 - 5. Serve as Chair of the Committee on Nominations and Elections.
- B. The President-Elect shall
 - 1. Perform duties as designated by the President and Board of Directors.
 - 2. Assume the duties of the President in the temporary absence of or at the discretion of the President during the President's second year in office.

3. Serve as one of the NHNA Representatives to the ANA Membership Assembly while serving as the President-Elect.

C. The Immediate Past President shall:

1. Serve as mentor to the President during the President's first year in office.
2. Provide insight and guidance to the Board of Directors during discussions and deliberations.
3. Perform duties as designated by the President and the Board of Directors.
4. Assume the duties of the President in the temporary absence of or at the discretion of the President during the President's first year in office.
5. Serve their final year of their four-year term as an NHNA Representative to the ANA Membership Assembly while serving as the Immediate Past President.

D. The Secretary shall:

1. Be accountable for record keeping and recording minutes of:
 - a. NHNA Board of Directors meetings.
 - b. Executive Committee meetings.
 - c. Annual membership business meetings.
 - d. Special membership meetings.
 - e. Organizational Affiliate membership meetings.
2. Serve on the Committee on Nominations and Elections in odd-numbered years.

E. The Treasurer shall be accountable for:

1. Monitoring the fiscal affairs of the association.
2. Reviewing, evaluating and making recommendations for annual budgets and other financial matters to the Board of Directors.
3. Providing reports and interpretations of the association's financial status to the Board of Directors and to the membership, including a formal presentation at the annual membership business meeting.
4. Serve on the Committee on Nominations and Elections in even-numbered years.

Section 5. Executive Committee

The Executive Committee of the Board of Directors, composed of the officers, shall have all powers of the Board of Directors to transact business between board meetings in accordance with rules established by the Board. Such transactions shall be reported at the next regular meeting of the Board of Directors.

Section 6. Meetings

- A. Regular meetings of the Board of Directors shall be held at least every other month.
- B. Special meetings of the Board of Directors may be called by the President. The President shall call a special meeting upon written request of three or more Board members. At least five days notice shall be given.
- C. Business requiring action by the Board of Directors may be conducted by mail, email or other media. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.
- D. NHNA members are welcome to attend board meetings with twenty-four hour advance notice to the NHNA Nurse Executive Director. Members are entitled to participate in the meeting but shall not have voting privileges.

ARTICLE VIII: COMMISSIONS

Section 1. Definition

Commissions are groups of elected and appointed members responsible for advancing the profession of nursing through activities which affect professional affairs, continuing education, health policy and state legislative matters, and other matters as assigned by the Board of Directors. Commissions are accountable to the Board of Directors and to the members and act in accordance with the general policies and Bylaws of NHNA.

Section 2. Established Commissions

Commissions established are the:

- **Commission on Nursing Practice**
- **Commission on Continuing Education**
- **Commission on Government Affairs**

Section 3. Composition

Each commission shall consist of members who have expertise in the field related to the commission's functions and who meet qualifications established by the commission and approved by the Board of Directors. The number of members of a commission shall be reviewed at least annually by the Board of Directors. The Board of Directors shall have authority to alter the number of members on a commission when necessary to allow the commission to achieve its mission. The Chairperson of a commission may either be elected by commission members or appointed by the Board of Directors. If no commission member is prepared to assume chairperson duties, the Nurse Executive Director will become the pro-temp Chairperson until a commission Chairperson is elected or appointed. A Vice Chairperson may be elected if the workload of the commission so requires. In determining the size of a commission the Board of Directors shall:

- A. Seek input from the Chairperson of the commission.
- B. Not reduce the size of the commission to less than 9 members.

Section 4. Responsibilities of Commissions

Each commission shall:

- A. Identify and evaluate trends, developments and issues in the commission's areas of responsibility.
- B. Establish a plan of operation for carrying out its responsibilities, including preparing a budget and monthly action reports that are submitted to the Board of Directors.
- C. Recommend policies and positions to the Board of Directors.
- D. Provide for dissemination of information to the membership following approval from the Board of Directors.
- E. Appoint an ad hoc committee or a task force as necessary to fulfill the purposes and functions of the Commission.
- F. Maintain communication with other units withing NHNA on matters of mutual concern.

Section 5. Commission on Nursing Practice

The Commission on Nursing Practice is responsible for advancing the profession of nursing through activities that identify and evaluate trends, developments and issues that impact nursing. Activities include, but are not limited to:

- A. Developing educational programs or activities which enhance nursing practice.
- B. Fostering expansion of the knowledge base for nursing practice.

- C. Enhancing the economics of practice and healthcare.
- D. Promoting the rights and responsibilities of nurses.
- E. Protecting the rights of recipients of nursing services by promoting the implementation of ANA Standard for Nursing Practice and ANA Code of Ethics.
- F. Developing documents (such as Position Papers or “White Papers”) reflecting NHNA’s position on issues regarding nursing practice and promotion of workforce advocacy.

Section 6. Commission on Continuing Education

The Commission on Continuing Education is a functional unit of the Northeast Multi-State Division, which is accredited as a Provider and as an Approver of continuing education by the American Nurses Credentialing Center’s Commission on Accreditation. The commission administers the peer review approval process for continuing education activities submitted by providers in order to ensure quality continuing education for the advancement of professional nursing practice.

Section 7. Commission on Government Affairs

The Commission on Government Affairs evaluates proposed healthcare legislation, recommends appropriate legislative action to the Board of Directors, initiates action as per Board consultation or previously-determined plan, and assists in the development of policy statements related to healthcare. The commission conducts an annual focused evaluation in order to identify members’ legislative priorities and plans strategies for the upcoming legislative year. The Chair, with the approval of the commission, may invite adjunct members to assist with the duties of the Commission. Adjunct members shall have no vote and shall not be counted in the quorum.

ARTICLE IX: AD HOC COMMITTEES AND TASK FORCES

Section 1. Establishment

Ad hoc committees and task forces of NHNA may be established for specific purposes to provide opportunities for members to participate in time-limited activities and tasks to accomplish goals or activities set forth by the Board of Directors or the general membership.

Section 2. Composition

- A. Ad hoc committees and task forces shall consist of no fewer than three members. At least one member shall be from the Board of Directors, and the remainder shall be from the general membership.

- B. The member representing the Board of Directors will serve as Chair, unless otherwise directed by the Board of Directors or the membership.

ARTICLE X: SPECIAL INTEREST GROUPS

Section 1. Special Interest Groups

- A. A special interest group is an organizational unit through which members participate in the improvement or advancement of the profession in an area of nursing practice or interest.
- B. The Board of Directors may establish special interest groups. The NHNA Board of Directors shall only establish a special interest group upon the request of not less than five NHNA members who have developed a clear statement of purpose for the proposed group.
- C. Membership in the group is composed of NHNA members who are active in or interested in the area of focus of the special interest group. There shall be no limit to the number of special interest groups to which a member may belong.
- D. Each special interest group shall:
 - 1. Be comprised of a community of peers with expertise in areas of the special interest and shall serve as a forum for discussion of relevant issues and concerns.
 - 2. Develop position statements and policies for recommendation to the Board of Directors when requested.
 - 3. Establish a plan of operation to accomplish its goals and submit its plan to the Board of Directors for approval when indicated.
- E. The Board of Directors may dissolve a special interest group if:
 - 1. The Board of Directors and the respective special interest group mutually agree that there is no reason for the special interest group's continuance, or
 - 2. The Board of Directors finds that the special interest group has failed to carry out its responsibilities or conform to the policies and positions of NHNA, or
 - 3. The Board of Directors determines the membership in the special interest group has declined below five members for any 90 day period.

ARTICLE XI: QUORUM

Section 1. Annual Membership Business Meeting and Special Membership Meetings of NHNA

Two officers of NHNA, one of whom shall be the President or the President-Elect or Immediate Past President, and 5% of members in good standing, representing various areas of the state, shall constitute a quorum for the transaction of business at the annual membership business meeting and at any special membership meeting of NHNA. The method for determining geographical representation shall be decided by the Board of Directors.

Section 2. Board of Directors

A simple majority of members of the Board of Directors including the President or the President-Elect or Immediate Past President shall constitute a quorum at any meeting of Board.

Section 3. Commissions, Ad Hoc Committees and Task Forces

A simple majority of members of any commission, ad hoc committee or task force shall constitute a quorum at any meeting of the commission, ad hoc committee or task force.

ARTICLE XII: FISCAL YEAR

Section 1. Fiscal Year Designation

The fiscal year of NHNA shall be January 1 to December 31.

ARTICLE XIII: OFFICIAL PUBLICATION

Section 1. New Hampshire Nursing News

The New Hampshire Nursing News is the official publication of NHNA.

ARTICLE XIV: BYLAWS AMENDMENTS

Section 1. Bylaws Amendments

- A. All proposed amendments to the NHNA Bylaws must be submitted to the NHNA Board of Directors for review, after which they must be submitted for review by the ANA Committee on Bylaws (COB) for harmony with the ANA Bylaws prior to presentation to the NHNA membership for adoption. Submission of the NHNA proposed amendments and Bylaws to the ANA COB for review needs to occur at least 90 days before the date the NHNA membership must be notified of the meeting to amend the NHNA Bylaws.
- B. NHNA Bylaws must be amended within two years of the year that the ANA Bylaws are amended at the ANA Membership Assembly in order to bring the NHNA Bylaws into harmony with the ANA Bylaws.

Section 2. Bylaws Amendments with Notice to NHNA Members

With notice, these Bylaws may be amended at any NHNA annual membership business meeting if approved by a vote of 2/3 of the members present and voting. All proposed amendments shall be made available to the membership at least two weeks prior to the meeting.

Section 3. Bylaws Amendments without Notice to NHNA Members

These Bylaws may be amended without previous notice at any NHNA annual membership business meeting if approved by a vote of 99% of the members present and voting.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern NHNA in all cases to which they are applicable and harmonious with the ANA and NHNA Bylaws.

REV. October 25, 2017