

ARTICLE I

NAME

The name of this association shall be “THE NATIONAL ASSOCIATION FOR PRACTICAL NURSE EDUCATION AND SERVICE, INC.,” hereinafter referred to as the Association. (The term “vocational nurse,” and “vocational nursing” shall apply in those states where the terms are legalized for licensure.)

ARTICLE II

OBJECTIVES

The objectives of this Association shall be directed toward the development of sound practical/vocational nurse education and the promotion of the licensed practical/vocational nurse as an important member of the health team, concerned with the health and welfare of all people. In furtherance of its objectives, the Association shall:

1. ESTABLISH sound standards for practical/vocational nurse education and service;
2. INITIATE and foster research in practical/vocational nurse education and service;
3. PROMOTE the philosophy and the opportunity for continuing education among licensed practical/vocational nurses;
4. FURTHER recognition by health agencies of practical/vocational nursing services, especially their substantial contribution to communities at a local level;
5. ENDEAVOR to increase the number of dedicated and well-prepared licensed practical/vocational nurses;
6. REPRESENT the interests of practical/vocational nurse education and service on committees concerned with health, education and service;
7. ADVISE licensed practical/vocational nurse associations on matters pertaining to organization activities.

ARTICLE III –MEMBERS

Section 1. Membership shall be held by those persons who recognize the importance of Practical/Vocational Nurse Education and support the Association's objectives.

a. Members shall be:

1. MEMBERS (INDIVIDUAL). Individual members are persons who support the objectives and purposes of the Association and pay dues to the Association or through State Constituent Associations.

2. LIFE MEMBERS are individuals who pay a stated sum and are then exempt from further payment of membership dues.
3. STUDENT MEMBERS are persons enrolled in a state approved school of practical/vocational nursing. (See Article IV, Dues, Section 3.)
4. ASSOCIATE MEMBERS are individuals who have held membership for 10 years and are now retired.
5. STATE CONSTITUENT ASSOCIATIONS are state associations which recognize the importance of national affiliation and pay dues according to ARTICLE IV -- DUES, Section 5.
6. AGENCY MEMBERS are hospitals, nursing homes, schools of practical/vocational nursing, alumni groups, civic organizations, and others, which support the objectives of the Association.

Section 2. TERMINATION OF MEMBERSHIP

- a. Membership may be terminated for conduct deemed prejudicial to the best interest of the Association.
- b. Such action shall require a two-thirds (2/3) vote of the members of the Board of Directors present and voting, provided opportunity is granted for the member to be heard. Members shall be notified by certified mail at least fifteen (15) days prior to hearing.
- c. Final action on termination shall not be taken in the presence of the member.
- d. The member may be accompanied by legal counsel.

ARTICLE IV-DUES

Section 1. MEMBERS (INDIVIDUAL)

- a. Annual dues of (INDIVIDUAL) members shall be seventy-five dollars (\$75.00).
- b. Reduced dues (see Article XIII Executive Committee).
- c. Only members with dues paid in full shall be entitled to voice and vote.

Section 2. LIFE MEMBERS

- a. Dues of life members shall be five hundred dollars (\$500.00); at least one hundred dollars (\$100.00) shall be payable on application and the balance paid within two years in minimum payments of two hundred dollars (\$200.00).

Section 3. STUDENT MEMBERS

a. Dues for students enrolled in state-approved schools of practical/vocational nursing, shall be twenty-five dollars (\$25.00).

b. They shall be entitled to all privileges of membership.

Section 4. ASSOCIATE MEMBERS

a. Associate Members shall be persons who have held NAPNES membership for 10 years and are retired.

b. They shall be entitled to all privileges of membership except that of holding office.

c. Annual dues shall be thirty-five dollars (\$35.00).

Section 5. STATE CONSTITUENT ASSOCIATIONS

a. State Constituent Associations shall be those which annually contribute \$1.00 per member to the Association.

Section 6. AGENCY MEMBERS

a. Annual dues for agency members shall be one hundred dollars (\$100.00).

b. Each agency member shall be entitled to one delegate or alternate at meetings of the association.

c. The agency member shall send the name of the delegate to the Association at least 60 days prior to the Convention.

Section 6. OFFICIAL PUBLICATION

Individual, Life, Student, Associate, and Agency Members shall receive the official publication.

Section 7. STATEMENT OF DUES

a. Statement of dues shall be mailed to members from headquarters at least thirty (30) days prior to the anniversary date of membership.

b. Members whose dues remain unpaid thirty (30) days following anniversary date, having been notified, shall forfeit membership.

ARTICLE V

FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be the officers of the Board of Directors and of the Executive Committee.

Section 2. ELECTED OFFICERS.

The elected officers of this Association shall be a president, a vice president, a secretary, and a treasurer.

Section 3. ELIGIBILITY TO OFFICE

The president and the vice president shall have served on the Board of Directors of the Association for at least one term of two years.

ARTICLE VII - ELECTIONS

Section 1.

- a. The president, the vice president, and two directors shall be elected in the uneven-numbered calendar years.
- b. The secretary, the treasurer, and three directors shall be elected in the even-numbered calendar years.

Section 2. TENURE OF OFFICE

- a. All elected officers and elected directors shall serve for a term of two years or until their successors are elected.
- b. Officers and directors shall assume their official duties immediately following the convention at which they are elected.
- c. An officer or director who has served more than one-half term shall have served a full term.

Section 3. VOTING

- a. All officers listed in Section I shall be elected by ballot. A plurality vote elects.
- b. In the event an election is held by mail ballot, a plurality vote elects.**
 - 1. Nominees for open offices are selected by the Nominating Committee.**
 - 2. Ballots are prepared at headquarters; structure, form and instructions approved by the parliamentarian.**
 - 3. Ballots and instructions are mailed to each member.**
 - 4. Return envelopes addressed to the parliamentarian are enclosed with the ballot.**

5. Ballots are counted by the parliamentarian and the tellers committee.
6. Teller's report is sent to the President for announcement.

Section 4. VACANCY.

- a. SEE ARTICLE XI - BOARD OF DIRECTORS - SECTION 3 - c.

ARTICLE VIII DUTIES OF OFFICERS

Section 1.

The duties of the president shall be to:

- a. Preside at all business meetings of the Association, the Board of Directors, and the Executive Committee.
- b. Call special meetings of the Board of Directors or the Executive Committee.
- c. Appoint standing committees with the approval of the Board of Directors.
- d. Appoint special committees with the approval of the Board of Directors.
- e. Recommend one director to the Board of Directors to serve with the four officers on the Executive Committee.
- f. Serve as an ex-officio member of all committees except the Nominating Committee.
- g. **May** appoint a historian to prepare a history in narrative style, to be approved by the Board of Directors.
- h. May appoint Parliamentarian.
- i. Perform such other duties as assigned by the Board of Directors.

Section 2. The duties of the vice president shall be to:

- a. Perform the duties of the president in the absence or inability of the president to serve.
- b. Perform such other duties assigned by the president or Board of Directors.

Section 3. The duties of the secretary shall be to:

- a. Record the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee.
- b. Perform such other duties as assigned by the President or Board of Directors.

Section 4. The duties of the treasurer shall be to:

- a. Serve as a member of the Executive Council on Finance.
- b. Submit the Auditor's report to the annual convention.
- c. Submit a written report to the Association, the Board of Directors, and the Executive Committee at their regular meetings.
- d. Analyze the monthly financial report from the Executive Director and advise the Board of any necessary action.
- e. Perform such other duties as assigned by the Board of Directors.

ARTICLE IX

MEETINGS OF THE ASSOCIATION

Section 1. CONVENTION

a. The convention shall be held biennially (every two years), except under conditions beyond the control of the Association.

- b. The date and place shall be approved by the Board of Directors.
- c. Notice of the convention shall be mailed to all voting members not less than thirty (30) days prior to the opening date.
- d. Specific information regarding registration, convention agenda, hotel accommodations, and specific convention meetings shall be printed in the Journal no less than four (4) months prior to Convention.

Section 2. SPECIAL MEETINGS

- a. Special meetings of the Association may be called by the President or three members of the Board of Directors or shall be called by the President, upon written request of one hundred (100)-voting members.
- b. Notice of a special meeting shall be mailed to all voting members not less than two (2) weeks prior to the meeting.

Section 3. DELEGATES

- a. Each agency member shall be entitled to one delegate or alternate.
- b. All members shall have voting privileges.
- c. A voting member may have one (1) vote, and there shall be no voting by proxy.

d. Any member voting as an agency member shall have only one vote.

Section 4. VOTING BODY

a. The voting body of the annual convention or a Special meeting shall consist of Individual, Life, Student, Associate, and Agency Delegate members.

Section 5. QUORUM

A quorum for the convention or special meetings of the Association shall be a majority of the members registered.

ARTICLE X

BOARD OF DIRECTORS

Section 1. COMPOSITION

a. There shall be a Board of Directors consisting of the officers and five directors. The majority of the members of the Board of Directors shall be licensed practical/vocational nurses; at least one member shall be a practical nurse educator.

b. Individual, Life, Student and Agency Delegate Members shall be eligible for election as Officers and Directors.

c. The executive director may attend meetings of the Board of Directors and Executive Committee with the privilege of speaking, but with no vote.

ARTICLE XI

DUTIES OF THE BOARD OF DIRECTORS

Section 1.

a. The Board of Directors shall be the policy-making body responsible for the general management of the affairs and funds of the Association between conventions.

1. Maintain a headquarters office, employ an executive director, and determine duties and compensation.

2. Elect annually upon the recommendation of the president one (1) director to serve with the four officers on the Executive Committee. (See Article VII, Section 1, Paragraph f)

3. Elect annually, the Council on Finance.

4. Elect members of the Nominating Committee.

5. Approve appointment of committees made by the President.

6. Approve the date and place of the convention.
7. **Appoint** consultants as necessary and determine their duties.
8. Approve convention program.
9. Approve the minutes of the convention.
10. Approve bylaw amendments prior to presentation to the convention.
11. Approve resolutions prior to presentation to the convention.
12. Shall establish
 - a. subsidiary organizations as necessary to carry out the mission and purposes of NAPNES.
 - b. committees and councils as necessary.
13. Establish and approve standing rules for the Board of Directors, Standing Committees and Councils.
14. Approve Certified Public Accountant to Audit Association Financial Records.
15. Consider for ratification all actions of the Executive Committee.
16. Approve the history prepared by the historian each year.
17. Approve all official documents/publications of the Association.
18. Approve Chairman of the Nominating Committee at the Fall Meeting of the Board of Directors.
19. Approve Chairman of the Bylaws Committee at the Post Convention Meeting of the Board of Directors.

Section 2. REPORTS

(a) Following each meeting, a Summary of Board Action shall be published in the official publication.

Section 3. VACANCIES

(a) If a member of the Board of Directors is absent from two (2) meetings consecutively, the Board may declare the office vacant.

(b) The Board of Directors may declare a vacancy in an office or committee for cause, provided that the member involved shall have been given an opportunity to be heard by the Board.

(c) Fill vacancies in the Board of Directors by majority vote, except in the office of President. Vacancy in the office of President is automatically filled by the Vice President.

ARTICLE XII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. MEETINGS

a. At least two (2) regular meetings of the Board of Directors shall be held each year, one of which shall be a pre-convention meeting.

(b.) Special meetings of the Board of Directors may be called by the president and shall be called by the President at the written request of five (5) members of the Board of Directors.

(c) Notice of special meetings shall be given to the members of the Board of Directors at least two (2) weeks prior to the date of the meeting.

(d) In the interim between meetings of the Board of Directors, a referendum vote may be taken by mail, telegram, telephone or FAX for any necessary action. All votes shall be acknowledged in writing as having been received by the Executive Director.

Section 2. QUORUM

A quorum for a regular or special meeting of the Board of Directors shall be five (5) members, one of whom shall be the president or the vice president and a majority of whom shall be licensed practical/vocational nurses.

ARTICLE XIII -EXECUTIVE COMMITTEE

Section 1. COMPOSITION There shall be an Executive Committee consisting of:

(a.) The Officers.

(b.) One (1) director who shall be appointed annually by the Board of Directors.

c. At least one of the members shall be a registered nurse who is a faculty member of a State Board-approved school of practical/vocational nursing

(d.) In the year in which the President is elected such appointments shall be made at the post-convention Board meeting.

Section 2. DUTIES

The duties of the Executive Committee shall be to:

- a. Transact the business of the Association between meetings of the Board of Directors.
- b. Meetings of the Executive Committee may be at the call of the President and shall be called by the President at the signed request of four (4) members of the Executive Committee.
- c. Report all actions to the Board of Directors for ratification immediately following the meeting.
- d. Take referendum vote by mail, telegram, telephone or FAX for any necessary action in the interim between meetings of the Executive Committee. All votes shall be acknowledged in writing as having been received by the Executive Director.
- e. May authorize during a fiscal year a maximum of two (2) promotions to obtain members with reduced dues for first-time members.

Section 3. QUORUM

The quorum for Executive Committee meetings shall be three (3) members.

ARTICLE XIV -EXECUTIVE COUNCIL ON FINANCE

Section 1. COMPOSITION

There shall be an Executive Council on Finance composed of at least five (5) persons. At least three (3) shall be members of the Association, one of whom shall be the treasurer.

Section 2. DUTIES

The duties of the Executive Council on Finance shall be to:

- a. Serve as financial advisers to the Board;
- b. Submit recommendations to the Board of Directors;
- c. Review and present an annual budget to the Board of Directors;
- d. Fix bond of employees and treasurer;
- e. Determine policy for authorizing official representatives to sign checks for disbursement of funds;
- f. Submit a written report at each meeting of the Executive Committee and Board of Directors and at the annual convention.

ARTICLE XV DEPARTMENTS

Section 1 **There shall be the following two (2) departments within the framework of the Association and such others as may be established**

- by the Board of Directors.
a) Department of Education
b) Department of Service

Section 2 Department of Education

a) Director

The Director shall be a registered nurse.

b) Functions

Functions of the Department of Education shall be to:

- 1) Maintain a Continuing Education Approval System
- 2) Review and approve all Continuing Education and Certification Programs provided by the Association.
- 3) Coordinate the activities of the Council of Practical/Vocational Nurse Educators.
- 4) Review, revise and recommend brochures and information sheets related to Practical Nursing Information and NAPNES Services.
- 5) Perform such other duties as assigned by the President or Board of Directors.

Section 3 Department of Service

Section 4. Reports

- a) The Director, Department of Education shall submit a written annual report to the convention;
- b) The Director, Department of Education shall report to the Board of Directors prior to the Board Meetings.

ARTICLE XVI COMMITTEES

Section 1. Standing/Special Committees

There may be the following standing/special committees as the Board of Directors deems necessary.

- Bylaws/Resolutions
- Convention Planning
- Education Advisory Committee
- Membership
- Nominating

Section 2. Composition

- a. Committees shall consist of not fewer than three (3) members unless otherwise stated in the bylaws.
- b. The President shall be an ex-officio member of all committees except the Nominating Committee with the privilege of speaking.
- c. The Executive Director may attend committee meetings except the Nominating Committee.

- d. All standing/special committees shall have a majority of Licensed Practical/Vocational nurses as members.**
- e. If the attendance and activities of a standing or special committee are not productive to the Association, the Board of Director may discharge a special committee, remove or replace committee members.**

Section 3. Duties

Duties of all committees shall be to:

- a. Submit all plans, statements and recommendations to the Board of Directors for approval;**
- b. Submit a written annual report to the Board of Directors and to the convention;**
- c. Submit all materials pertaining to their committees to their successors within fifteen (15) days after the convention.**
- d. Perform such other duties as assigned by the President or the Board of Directors.**

Section 4. Bylaws/Resolutions

- a. The Bylaws Committee shall consist of not fewer than five members, two of whom shall be members of the Board of Directors.**
 - 1. The Chairman shall be appointed at the Post Convention Board of Directors meeting.**
- b. The duties of this committee shall be to:**
 - 1. Consider, edit, or correlate all proposed amendments originated in the committee or referred to it for consideration.**
 - 2. Submit proposed amendments to the Board of Directors for approval**
 - 3. Submit the approved proposed amendment or the revisions of bylaws to the Convention.**
 - 4. Review, edit and originate resolutions.**
 - 5. Submit proposed resolutions to the Board of Directors for approval, prior to presentation to the Convention.**
 - 6. Proposed bylaw amendments and resolutions shall be submitted to the Association at least 35 days prior to the Convention.**

Section 5. Convention Program

The duties of this committee shall be to:

- a. Assist the executive director in planning the convention program.**
- b. Executive Director submits convention plans to the Board of Directors for approval;**

Section 6. Education Advisory Committee

The committee shall be composed of the Chairman of the Council Practical/Vocational Nurse Educators, and the Director, Department of Education and others appointed by the Board of Directors.

The duties of the committee shall be to:

- a. Review all activities of the Department of Education, and make recommendations to the Board of Directors.**

Section 7. Membership

The duties of this committee shall be to:

- a. Maintain and promote membership.**
- b. Recommend membership promotional materials.**
- c. Submit information for the official publication of the Association.**

Section 8. Nominating

- a. The committee shall be composed of five (5) members appointed by the Board of Directors prior to the first business meeting of the Annual Convention.**

- 1. The Chairman of the Nominating Committee shall be appointed at the fall meeting of the Board of Directors.**

- a. The quorum for a meeting of this committee shall be a majority and shall be a majority and shall include at least one (1) LP/VN.**
- b. Voting members may submit or endorse any eligible candidate for office and directors.**

- 2. Duties of the Committee shall be to:**

- a. Consider all names and qualifications of proposed nominees submitted in writing by the membership.
- b. Secure written consent from all nominees.
- c. Select two (2) nominees for each office, when feasible.
- d. Select in the even-numbered years not fewer than (4) licensed practical/vocational nurses for election of two (2) members to the board of directors.
- e. Select in the year of uneven date not fewer than (4) four licensed practical/vocational nurses for election of two (3) members to the Board of Directors.
- f. Select in the even-numbered years not fewer than two (2) nominees who are practical/vocational nurse educators for the election of one (1) member to the Board of Directors.

ARTICLE XVII COUNCILS

Section 1. There shall be the following councils and such others as may be established by the Board of Directors:

**Long Term Care
 Student Practical/Vocational Nurses
 Practical/Vocational Nurse Educators**

Section 2. The Councils shall:

- a. Operate within the framework of the Association;
- b. All voting council members shall be members of the Association;
- c. At least one member of all councils shall be a licensed practical/vocational nurse, with the exception of the Council of Practical/Vocational Nurse Educators;
- d. The President shall be an ex-officio member of all councils;
- e. The Executive Director may attend the meetings of all councils with the privilege of speaking, but with no vote;

Section 3. Duties of these councils shall be to:

- a. Study topics of mutual interest of council members and make recommendations to the Board of Directors.
- b. Establish standing rules governing council activities subject to approval of the Board of Directors.
- c. Hold a meeting in conjunction with the convention.

d. Hold special meetings and workshops with permission of the President and/or the Board of Directors.

e. Submit a written annual report to the Board of Directors and the Convention.

f. Perform such other duties as assigned by the President or Board of Directors.

Section 4. LONG-TERM CARE LP/VNs

a. This council shall be composed of individuals who are employed as Long-Term Care Providers.

Section 5. STUDENT PRACTICAL NURSES

Members shall be student members of NAPNES who are enrolled in State-approved programs of Practical/Vocation Nurse Education.

Section 6. PRACTICAL/NURSE EDUCATORS

a. Council members shall be members of the Association who are currently employed in practical nurse education.

b. The Chairman shall be a member of the Education Advisory Committees.

ARTICLE XVIII - OFFICIAL PUBLICATION

The official publication of the Association shall be: **THE JOURNAL OF PRACTICAL NURSING**

ARTICLE XIX -PARLIAMENTARY PROCEDURE

The rules contained in the current edition of "**Robert's Rules of Order Newly Revised**" shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and standing rules.

ARTICLE XX – DISSOLUTION

In the event of dissolution of this Association the net assets, after all liabilities and obligations shall be paid, satisfied, or adequate provisions shall be made therefore, shall be distributed to conform to the object of this Association and shall qualify as provided by the IRS 501(C) 3 or amendments thereto.

ARTICLE XXI -AMENDMENT OF BYLAWS

Section 1.

- a. These bylaws may be amended at any annual convention, by a two-thirds (2/3) vote, provided such amendment shall have been approved by the Board of Directors, and written notice shall have been given to voting members at least thirty-five (35) days prior to the convention.
- b. These bylaws may be amended at any annual convention without previous notice by a three-fourths vote.
- c. These bylaws may be amended at a special meeting called for that purpose, by a two-thirds (2/3) vote of the members, provided such amendments shall have been approved by the Board of Directors and written notice shall have been given at least fifteen (15) days prior to the meeting.
- d. Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment to these bylaws shall take effect at the close of the meeting at which they are adopted.
- e. All notices of proposed amendments to these bylaws shall be given in the call to annual or special meetings.
- f. A revision shall be submitted only upon order of the Board of Directors.