



## **Clinical Nurse Leader Association Bylaws**

January 2016

### **ARTICLE I. Name**

The name of this organization is Clinical Nurse Leader Association, a non-profit, 501 (c) 3 organization hereinafter referred to as "CNLA" or "the Association".

### **ARTICLE II. Mission/Vision/Goals**

#### **Section A. Mission Statement**

The mission of the Clinical Nurse Leader Association is to promote the role for members in all practice settings to collaborate, collect data, publish results, network, promote high standards for practice, maintain a professional presence and stay abreast of issues affecting their practice.

#### **Section B. Vision**

The vision of the Clinical Nurse Leader Association is to be the leading association for Clinical Nurse Leaders by championing patient outcomes and promoting quality, safety, and evidence-based practice at the point of care.

### **ARTICLE III. Membership**

#### **Section A. Membership Qualifications**

Initial membership shall be open to any individual, organization or corporation having an interest in the mission, goals and objectives of the CNLA within the bounds of the requirements and membership qualifications of these Bylaws and applicable policies. The CNLA Board of

Directors (BOD) will establish two (2) membership groups with the respective criteria and rights of membership designated as:

1. Active/Full-refers to individuals who support the mission and goals of the CNLA and are certified as a Clinical Nurse Leaders by the Commission on Nurse Certification. Active members may vote and make motions at any annual business meeting of the CNLA, hold office, chair and serve on CNLA committees, task forces and regional chapters.
2. Student-refers to individuals who are enrolled in a Clinical Nurse Leader education program, or who successfully matriculated but are not yet certified. Student members may participate in meetings but do not have national voting privileges.

### **Section B. Membership Dues**

1. Dues Structure-the BOD shall establish the annual dues for the two membership groups. Subsequent changes to the structure shall be set by the membership at the Annual Membership Meeting, provided that notice is given to all members 30 days prior to vote.
2. Membership Year-The membership year shall be a 12-month calendar period in which membership privileges shall commence the first day of the month following the month in which dues are received by the CNLA.
3. Payment of Dues- Dues shall be paid by all CNLA members directly to the CNLA.

## **ARTICLE IV. Board of Directors**

### **Section A. Board of Directors**

The Board of Directors (BOD) shall manage the affairs and business of the CNLA. The BOD shall possess such power as deemed necessary by the CNLA to further the purpose and objectives of the Association, except those specifically reserved to the Membership as provided in these Bylaws. The day-to-day operations of the Association may be delegated to the President of the BOD subject to the ratification of the BOD.

1. Members of the BOD will include: President, President Elect, Secretary and Treasurer, and Communications and Marketing Coordinator. The BOD will be voting members with one vote per member. All voting members of the BOD shall be Active Members and shall be otherwise qualified according to these Bylaws.
2. The BOD shall oversee the establishment and implementation of such policies, procedures, and regulations in order to carry out the mission, vision and goals of the Clinical Nurse Leader Association.

3. The BOD shall oversee the business, financial resources, human resources, property, activities and other affairs of the Association in accordance with the bylaws of the CNLA in their present or amended form.
4. The BOD shall function as a board of the whole with a quorum consisting of a simple majority of board members as provided in these Bylaws.
5. Specific Authority-The BOD will continue to have authority over these activities but may not perform the day-to-day implementation or management of these activities.
  - a. Charter chapters according to criteria described in Article VII, Section A
  - b. Form boundaries of the CNLA
  - c. Continuing education programs
  - d. Membership
  - e. Membership fees
  - f. Member services
  - g. Creation, combination or discontinuation of committees and task forces except the Nominating/Election Committee
  - h. Filling of mid-term vacancies on the BOD, except for the office of President
  - i. Board operations
  - j. Funding, spending and budget authority

#### **Section B. Limitations and Conduct of the Board**

The BOD shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to the following;

1. Members of the BOD shall not receive any compensation or other tangible or financial benefit for service on the BOD. However, the BOD may authorize payment for actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and at other approved activities.
2. Members of the BOD shall act in an independent and ethical manner consistent with their obligations to CNLA. Board members are expected to identify and recuse themselves from participation and voting in situations where a conflict of interest exists or may appear to exist.
3. Involuntary Termination from the Board shall be for failure to fulfill the legal, ethical or fiduciary responsibilities of the position. Members of the Board are entitled to prior notification and have the right to be heard, subject to policies developed by the Board for this purpose.

#### **Section C. Advisory Council**

The appointed members to the Advisory Council will be comprised of five advisors, representing the American Association of College of Nursing (AACN), Nurse Certification Board of Commissioners (CNCBOC), CNL Faculty Academic Partner, CNL Liaison within the Veterans Health Administration and a CNL Practice Partner respectively.

The appointed members of the Advisory Council (Faculty Academic Partner, Practice Partner and CNL Liaison within the Veterans Health Administration will serve a two-year term, alternating odd years and will meet quarterly with the BOD of the CNLA for the purpose of communicating updates.

#### **Section D. Meetings**

1. The Board shall meet at a minimum quarterly to transact business deemed necessary to support the work and functioning of the CNLA. One of these meetings will coincide with the Annual Summit Meeting of the CNLA.
2. The new Board, at its first meeting following the Annual Meeting, will **set** the time and mode for the regular Board meetings for the year. This information will be published immediately following this Board meeting.
3. Agendas identifying and describing items to be discussed at regular BOD meetings shall be distributed at least 2 weeks prior to the meeting or as otherwise determined by the President.
4. Special meetings shall be called if three members of the BOD request that the meetings be held.

#### **Section E. Quorum**

1. The quorum require for the transaction of business shall be a simple majority of the BOD.
2. Circumstances and procedures shall follow Roberts Rules of Order, Newly Revised and the requirement of applicable laws and rules.
3. Such majority shall be capable of transacting business, consistent with these bylaws.
4. Voting by proxy shall not be permitted.
5. The majority of the voting members of the Board present, whether or not a quorum is present, may adjourn any meetings to another time and place.

### **ARTICLE V. Officers**

#### **Section A. Officers/Duties**

The officers of the Clinical Nurse Leader Association (CNLA) shall be President; President, President Elect, Secretary, Treasurer, and Marketing and Communications Coordinator. All

officers shall serve one full non-consecutive term consisting of two years. (The intent of these edits is to make punctuation consistent and to eliminate the possibility of this clause conflicting with and/or negating the V. 2. e. clause.)

The officers of the Clinical Nurse Leader Association (CNLA) shall be President; President Elect, Secretary, Treasurer, and Marketing and Communications Coordinator. All officers shall serve one full non-consecutive term consisting of two years.

1. Duties of Officers:

- a. The President shall preside at all meetings of the BOD for a period of two years and will continue as Immediate Past President of the BOD in an Advisory capacity post term for a period of one year. The President shall communicate to chapters of the CNLA. Communications shall include issues, which impact the CNLA members and organization.
- b. The President-Elect shall perform the duties of the President when absent and carry out duties as assigned.
  - i. Liaison for Wolters-Kluwer-“Journal of Nursing Care Quality”
  - ii. Collaborate with Secretary to notify Wolters-Kluwer of membership updates for quarterly journal distribution and website access.
  - iii. Collaborate with an assigned CNLA member to promote Mentoring within the organization and schools of Nursing.
- c. The Secretary shall:
  - i. Notify members of all CNLA meetings record and keep minutes of all meetings
  - ii. Maintain a roster of association members
  - iii. Conduct and/or preserve all official correspondences and documents of the BOD
  - iv. Maintain ownership of the CNLA Bylaw revision every four years
- d. The Treasurer shall transact and record the financial affairs of the CNLA.
  - i. Receive dues and all other funds
  - ii. Keep an itemized account of all receipts and disbursements
  - iii. Follow all applicable financial policies/procedures and bylaws
  - iv. Provide a written financial report at all BOD and membership meetings
  - v. Ensure that an outside party completes an annual financial audit and taxes owed are paid on time. Prepare a yearly budget of potential BOD expenditures and ensure that cash reserves are adequate to cover anticipated expenditures.
- e. Marketing and Communication Coordinator shall:

- i. Coordinate CNLA conference with the CNLA Board
- ii. Promote CNLA organization on current social media
- iii. Collaborate with CNC on retention and recruitment of CNLA members
- iv. Establish relationships with Schools of Nursing to promote CNLA membership
- v. Act as liaison to maintain CNLA website
- vi. Act as a liaison with CNC to provide CNLA updates for the newsletter

## **Section B. Elections**

### 2. Eligibility for elected office:

e. Officers in the position of Secretary, Treasurer, or Marketing and Communications Coordinator may run for office for three (3) consecutive terms. (The intent of these edits is to specify which officers are eligible to run for reelection and to allow an officer in any of these positions to remain in the same office for up to six years if duly elected by the voting members at each election cycle.)

Elections for officers will be held once a year in February and completed by March 1. Officers are to serve one full non-consecutive term beginning March 1st. A majority vote of eligible members who vote shall constitute an election.

### 1. Election of officers:

#### a. Officers shall be elected in the following sequence:

- i. President Elect and Secretary in odd years
- ii. Treasurer and Marketing and Communications Coordinator in even years
- iii. Vacancies in officer positions during a term will require an appointment by the President, except for the President position, which is to be filled by the current President Elect.

### 2. Eligibility for elected office:

- a. Any active/full-voting member in good standing may run for office.
- b. Members must conduct themselves in a professional manner.
- c. An individual's membership has not been modified by disciplinary action imposed in accordance with these bylaws.
- d. Any member seeking election to an office or position may not accept nomination or run for more than one elected position during any single election.
- e. Members may run for an office for two (2) consecutive terms.

Nomination/Election Committee

- a. Post a nominations notice on the CNLA website in January specifying the offices to be filled in the upcoming election.
    - i. Notification shall include the date, time, place, and method for submitting nominations
  - b. Candidates will submit a bio and statement regarding qualifications for position.
  - c. Generate summary of candidate qualifications for posting on the CNLA website.
3. Voting process:
- a. The Nominating/Election Committee will consist of three members: CNLA President, President elect and Marketing and Communications Coordinator and will provide notification of an upcoming election which shall be posted on the CNLA website 30 days prior to electronic voting access (see Article VIII, Section D). Notification of an upcoming election will also be sent electronically to each member with the following information:
    - i. Officers to be filled
    - ii. Candidates for each office
    - iii. Date and time of electionAll voting shall take place electronically on a secure website
  - b. Each member with voting privileges will be entitled to one vote per ballot item.
  - c. Access to electronic voting will be provided to voting members by February 1<sup>st</sup> and must be completed by February 28th each year.
- Voting instructions will be included on the online ballot and must be adhered to for validation before they will be counted. Once the online ballot is completed, it must be submitted and may not be revisited.
4. Counting and results reporting:
- a. Ballots will be counted electronically
  - b. The Nomination/Election Committee will:
    - i. Confirm the electronic count
    - ii. Submit election results to the President of CNLA
    - iii. Maintain confidentiality regarding the results
  - c. A tie between two individuals will be settled by a runoff election if there are more than two individuals running in that category. When only two individuals run in a category, the election will be determined by a coin toss by the Nomination/Election Committee. The President will notify the candidates verbally by telephone.
  - d. The Secretary shall notify the CNLA of newly elected officers through the CNLA website within two weeks following the election.
5. Challenging an election's results:

- a. The circumstances and procedure for challenging an election shall follow Robert's Rules of Order Newly Revised and the requirement of applicable laws and rules.
- b. The BOD and the Nomination/Election Committee will be notified of an election challenge.
- c. The protesting member must be eligible to participate in the protested election at the time of the incident giving rise to the protest.
- d. A written protest is filed with the Nomination/Election Committee or through the BOD.
- e. In order to be timely, a protest must be reviewed no later than 15 days subsequent to the election date stipulated in the election rules and within 30 days of the incident giving rise to the protest.
- f. The Nomination/Election Committee will:
  - i. Notify members who were eligible to participate in the election that a protest has been filed
  - ii. Investigate the protest
  - iii. Forward a recommendation to the BOD

### **Section C. Removal of Officers or Committee Members**

An officer or committee member may only be removed from office for just cause, but must be given due process. Criteria considered include the adherence to the task assigned, dereliction of duty, not attending scheduled meetings, or other just cause as appropriate per the majority of the elected officers of the BOD.

## **ARTICLE IV. Meetings**

### **Section A. Annual Meeting**

1. An annual meeting of all levels of membership shall be held at a place and time of year as determined by the BOD.
2. The purpose of the Annual Meeting shall be:
  - a. To provide continuing education to the membership
  - b. To provide a forum to discuss membership issues
  - c. For members to make recommendations to the BOD
  - d. To act upon business items raised by the membership
  - e. To enable a meeting of the BOD

### **Section B. Meeting Notices**

The Secretary shall email notice of the Annual Meeting to each member at the last email address of record every 30 days, starting at least 90 days before the date of each annual



meeting. Such notice shall contain the place, day and hours of the meeting, along with the overriding meeting purpose or theme.

### **Section C. Meeting Quorum**

At least three board members and 1/3 of eligible voting members registered at the Annual Meeting shall constitute a quorum for the purpose of voting on all motions, questions, resolutions, and other actions brought forward as long as all conditions for proper notice have been met.

### **Section D. Meeting Voting Procedures**


Individuals Active/Full members are each entitled to one vote per motion, question, or resolution. Students and Affiliate-Associate members are ineligible to vote, but may speak to motions, questions and resolutions. Not voting by proxy shall be permitted.

## **ARTICLE VII. Chapters**

### **Section A. Chapters**

1. Members residing or working in a given state, country, municipality or a metropolitan area shall be encouraged to form a chapter.
2. A chapter will:
  - a. Formulate bylaws consistent with the CNLA bylaws
  - b. Convene and operate for the stated purpose of CNLA
  - c. Elect its officers with guidelines and parameters
  - d. Be a current member of the International CNLA
3. Chapters shall be chartered by the International CNLA organization upon meeting these requirements.
4. Its members shall define the policies and programs of each chapter as long as such policies and programs are not contrary to those enacted by the National CNLA bylaws.
5. Chapter membership shall be open to all CNLA members, provided that Active/Full members may be voting members of only one chapter.

### **Section B. Use of the Trademarks**

1. The CNLA logo as depicted  (the "Logo"), the initials "CNLA," and the name "Clinical

Nurse Leader Association” (collectively the “Trademarks”) are all the exclusive intellectual property of the national Clinical Nurse Leader Association.

2. Use of any of the Trademarks is subject to the terms and conditions listed in these Bylaws.
3. Conditions:
  - a. The Trademarks do not indicate endorsement or recommendation of products, services, or policies/issues beyond those produced or contracted for endorsement by CNLA.
  - b. CNLA grants a limited, revocable, royalty-free license to Chapters of the national organization to use these Trademarks.
  - c. The Trademarks can be used for non-revenue generating activities such as emails, minutes, social media pages, etc. The logo can only be used for revenue generating activities such as t-shirts and other paraphernalia provided that the artwork is approved by the national board of directors beforehand and the revenue is expressly for the purpose of furthering the Chapter’s goals, as supported by the Chapter’s bylaws.
  - d. Chapters must assign the responsibility of communicating with the national Board of Directors pertaining to the use of the Trademarks for revenue generating activities to one of the Chapter’s officers. This responsibility should be reflected in the Chapter’s bylaws, or by amendment at the next earliest opportunity.
  - e. Alteration of any part of the native logo is not allowed – the logo may only be used in the format as depicted above. The only exception is that the logo may appear in conjunction with the Chapter’s name.
  - f. Any and all uses of any of the Trademarks must immediately cease upon receipt of notice to do so from CNLA.

## **ARTICLE VIII. Committees**

### **Section A. Committees**

The BOD may establish committees as necessary to accomplish the objectives and business of the Association. A member of the BOD is designated as a liaison to a committee. Each committee chairperson will submit a written report to the Secretary for the BOD meetings.

### **Section B. Subcommittees**

The chairperson of a committee may form subcommittees to ensure the accomplishment of the responsibilities of the committee and appoint a designated chairperson with the approval of the BOD.

### **Section C. Task Forces**

The President may establish a task force to accomplish a specific short-term objective in a designated amount of time. The Chair of the task force shall be an active member. This chairperson will serve as a liaison to the BOD and submit written reports as directed.

### **Section D. General authority, responsibilities, and limitations**

All committees and task forces shall have the authority and duty to carry out their purposes consistent with these Bylaws and the CNLA policies. They shall be prohibited from any activities or actions that bind CNLA legally or financially to agreements or others relationships without CNLA Board approval.

## **ARTICLE IX. Amendments**

### **Section A. Amendments at the Annual Meeting**

Amendments to the bylaws may be proposed at the Annual Conference. Results will be submitted to the Board who will submit the proposed amendment for an electronic vote by the members within 2 weeks of the Annual Meeting.

## **ARTICLE X. Finances**

### **Section A. Fiscal year**

The fiscal year shall be a 12-month period, January 1<sup>st</sup> to December 31<sup>st</sup>.

### **Section B. Contracts**

Contractual agreements entered into by the CNLA shall be reviewed per CNLA policy. The BOD has final approval authority.

### **Section C. Review of Financial Records**

Members with active status shall have the right to inspect financial records of the association. An independent external annual audit of the financial statements of the CNLA will be completed by March 1 after the end of the fiscal year and presented to the BOD at the March meeting.

### **Section D. Budget**

It is the responsibility of the BOD to annually review and approve the operating budget prior to the end of the fiscal year.

### **Section E. Signatures**

The President and Treasurer, or their designee shall be authorized to sign checks and documents of the association with approval of both parties. Any expenditure over \$1,000.00 requires BOD approval.

## **ARTICLE XI. Indemnification**

### **Section A. Mandatory Indemnification of Directors and Officers**

The CNLA shall indemnify, to the fullest extent now or hereafter permitted by law each of its Directors, Officers, and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense or any litigation to which the individual may have been made a party because he or she is or was a Director, Officer, or employee of the CNLA. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performances of his or her duties, or was derelict in the performance of his or her duty as Director, Officer, or employee. The right to indemnify for expenses shall also apply to expenses of suits, which are settled if the court having jurisdiction of the matter shall approve of the settlement.

#### **ARTICLE XII. Dissolution**

In the event of the dissolution of the CNLA, the BOD shall adopt a dissolution plan in accordance with applicable federal, state, or other laws. This plan shall include, where appropriate, provisions for payment and discharge for all liabilities and obligations of the CNLA.