



## **International Clinical Nurse Leader Association Bylaws**

### **ARTICLE I. Name**

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

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

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

The mission of the International Clinical Nurse Leader Association is to promote the role for the Membership 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 International 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. Certified/Full-refers to individuals who support the mission and goals of the CNLA and are certified as Clinical Nurse Leaders by the Commission on Nurse Certification (CNC). Certified/Full 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 as officer of 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 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 the Membership 30 days prior to vote.
2. Membership Year- The membership year shall be a 12-month calendar period in which membership privileges shall commence immediately upon confirmation of satisfaction of all membership requirements by the BOD.
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 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 Certified/Full 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 International 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 BOD 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. BOD operations
- j. Funding, spending and budget authority

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

The BOD shall establish policies and procedures specifying BOD 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 BOD 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. BOD 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 BOD shall be for failure to fulfill the legal, ethical or fiduciary responsibilities of the position. Members of the BOD are entitled to prior notification and have the right to be heard, subject to policies developed by the BOD 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 (NCBOC), CNL Faculty Academic Partner, CNL Liaison within the Veterans Health Administration and a CNL Practice Partner respectively.

The appointed members of the Advisory Council 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 BOD 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 Meeting of the CNLA Membership historically convened at the CNL Summit.
2. The new BOD, at its first meeting following the Annual Meeting, will set the time and mode for the regular BOD meetings for the year. This information will be published immediately following this BOD 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 required 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 a 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 BOD 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 International Clinical Nurse Leader Association shall be President, President-Elect, Secretary, Treasurer, and Marketing and Communications Coordinator. Secretary, Treasurer, and Marketing and Communication Coordinator terms will consist of two (2) years. President-Elect will serve in that position for two (2) years and then assume the position of President in lieu of election to serve in that position for two (2) years.

#### **1. Duties of Officers**

a. The President shall:

- i. preside at all meetings of the BOD for a period of two years.
- ii. continue as Immediate Past President of the BOD in an Advisory capacity post term for a period of one (1) year.
- iii. communicate to chapters of the CNLA. Communications shall include issues which impact the Membership and the Association.

- b. The President-Elect shall:
  - i. perform the duties of the President when absent and carry out duties as assigned.
  - ii. liaise with Wolters-Kluwer - *Journal of Nursing Care Quality*.
  - iii. collaborate with Secretary to notify Wolters-Kluwer of membership updates for quarterly journal distribution and website access.
  - iv. collaborate with an assigned CNLA member to promote Mentoring within the organization and schools of Nursing.
- c. The Secretary shall:
  - i. notify the Membership of all CNLA meetings record and keep minutes of all meetings.
  - ii. maintain a roster of the Membership.
  - iii. conduct and/or preserve all official correspondence and documents of the BOD.
  - iv. maintain ownership of the CNLA Bylaw revision every four years.
- d. The Treasurer shall:
  - i. transact and record the financial affairs of the CNLA.
  - ii. receive dues and all other funds
  - iii. keep an itemized account of all receipts and disbursements
  - iv. follow all applicable financial policies/procedures and Bylaws
  - v. provide a written financial report at all BOD and membership meetings
  - vi. 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 the CNLA conference with the CNLA BOD
  - 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. liaise to maintain CNLA website
  - vi. liaise with CNC to provide CNLA updates for the newsletter

## **Section B. Elections**

### **1. Election of officers**

Elections for officers will be held in the first quarter of each year. Officers are to serve one full two (2) year term. A majority vote of the eligible Membership who vote shall constitute an election.

- 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
- b. Mid-term vacancies:
  - i. Vacancies in the positions of Secretary, Treasurer, and/or Marketing and Communications Coordinator positions:
    - require an appointment by the President.
    - appointees will serve until the position comes up for election.
    - time served as an appointee will be commensurate with a full term in that position and will remain subject to Article V. Section B. 2. e.
  - ii. A vacancy in the position of President-Elect:
    - requires an appointment by the President from the remaining pool of previously elected officers.
    - time served as an appointee will be commensurate with a full term in that position and the appointee will assume the position of President in lieu of election to serve in that position for two (2) years, and finally transition into the role of Immediate Past President of the BOD for one (1) remaining year as per Article V. Section A.
    - will require adherence to Article V. Section B. 1.b.i.
  - iii. A vacancy in the position of President:
    - will be filled by the currently serving President-Elect.
    - time served as an appointee will be commensurate with a full term in that position and will transition into the role of Immediate Past President of the BOD to serve for one (1) remaining year as per Article V. Section A.
    - will require adherence to Article V. Section B. 1.b.ii.

**2. Eligibility for elected office**

- a. Any Certified/Full 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. Officers in the positions of Secretary, Treasurer, or Marketing and Communications Coordinator may run for office for up to three (3) consecutive terms.

**3. Nomination/Election Committee**

- a. The Nomination/Election Committee shall:
  - i. be comprised of two (2) CNLA officers not participating in a bid for re-election in the current election cycle.

- ii. coordinate the nomination process.
- iii. coordinate the election process.
- iv. coordinate the tie-breaking process, if applicable.
- iv. oversee the notification process.

#### **4. Nomination Process**

- a. A call for nominations will be sent electronically to active voting Membership early in the first quarter of the year.
- b. The nomination period will last for twenty-one (21) days; candidates will have until the end of the nomination period to satisfy all of the requirements for a full and complete nomination.
- c. Qualified self-nominations will be accepted.
- d. Nominations of qualified candidates from any active CNLA member will be accepted.
- e. The call for nominations will include:
  - i. offices to be filled.
  - ii. requirements for a full and complete nomination:
    - A declaration of nomination for the intended office either by the potential candidate or by another CNLA member.
    - In the event of a nomination by another CNLA member, a declaration of nomination for the intended office by the potential candidate will subsequently be required.
    - A concise biography and statement of qualifications.
    - Two (2) professional letters of reference.
    - A headshot (a picture of the candidate from the shoulders up).
- f. The Nomination/Election Committee will attempt to facilitate the completion of incomplete nominations during the nomination period.
- g. Nominations deemed incomplete at the conclusion of the nomination period will be discarded and those individuals will not be considered candidates in the election.
- h. Potential candidates that appear to be unopposed must still comply with the requirements set herein.

#### **5. Election Process**

- a. The voting period will commence fourteen (14) days after the conclusion of the nomination period.
- b. Access to electronic voting will be provided to voting members for a period of fourteen (14) days..
- c. Each Certified/Full member will be entitled to one vote per ballot item.
- d. Voting instructions will be included on the electronic ballot and must be adhered to for validation in order to be counted.

- e. Once the electronic ballot is completed, it must be submitted and may not be revisited.
- f. Ballots will be counted electronically at the conclusion of the voting period .
- g. The Nomination/Election Committee will submit election results to the BOD within twenty four (24) hours of the electronic count.
- h. Outside of the BOD, the details of the election results will remain confidential.

#### **6. Tie-Breaking Process**

- a. The Nomination/Election Committee will contact all of the candidates involved in the tie to offer a chance for abdication. If this does not result in a victor:
  - i. A tie between three (3) or more candidates for an office will be determined by a special runoff election that will follow a process similar to that detailed herein for general elections.
  - ii. A tie between two (2) candidates will be determined by a coin toss.

#### **7. Notification Process**

- a. Newly elected officers will be notified by the BOD within two (2) days of the conclusion of the election.
- b. The Membership shall be notified of the election results electronically within two (2) weeks of the conclusion of the election.

#### **8. Election Results Challenge Process**

- 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 Nomination/Election Committee must be notified in writing of an election challenge within fifteen (15) days of the electronic notification of the results to the Membership.
- 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. In order to be timely, a protest must be reviewed within 30 days of the protest.
- e. 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
    - The BOD will deliberate the recommendation
    - The President will communicate the final decision to all parties involved and direct any further required actions that result

### **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 the 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 the Membership to make recommendations to the BOD
  - d. To act upon business items raised by the 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 BOD members and 1/3 of eligible voting Membership 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**

Individual Active/Full members are each entitled to one vote per motion, question, or resolution. Students and Affiliate-Associate members are ineligible to vote, by 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 at the head of these Bylaws (the “Logo”), the initials “CNLA,” and the names “Clinical Nurse Leader Association” and “International Clinical Nurse Leader Association” (collectively the “Trademarks”) are all the exclusive intellectual property of the International 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 BOD 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 BOD 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 BOD approval.

## **ARTICLE IX. Amendments**

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

Amendments to the Bylaws deemed minor by the BOD may be proposed and voted on at the Annual Meeting. Approval for amendments to the bylaws may be approved by a simple majority of Certified/Full Membership.

### **Section B. Amendments by electronic vote**

Amendments to the Bylaws may be proposed to the Certified/Full Membership by electronic vote in a single instance in any given calendar year. Amendments to the Bylaws deemed numerous or complex by the BOD must be proposed by electronic vote.

1. Access to electronic voting will be provided to voting members for a period of fourteen (14) days..
2. Each Certified/Full member will be entitled to one vote per ballot item.
3. Voting instructions will be included on the electronic ballot and must be adhered to for validation in order to be counted.
4. Once the electronic ballot is completed, it must be submitted and may not be revisited.
5. Ballots will be counted electronically at the conclusion of the voting period .
6. The Nomination/Election Committee will submit proposal results to the BOD within twenty four (24) hours of the electronic count.
7. The Membership shall be notified of the proposal results electronically within two (2) weeks of the conclusion of the voting process.

## **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.