

# Bylaws Amendments Official Ballot

Below you will find the current LANP Bylaws along with the proposed changes and the rationale for the changes.

Voting will begin on November 13, 2017 and close on December 1, 2017.

The official ballot will be used for your formal vote for or against the proposed Bylaws changes.

You will vote once for all amendments OR for each of the articles below.

We realize this is a lengthy process. Thank you for taking the time to read through the proposed changes.



**PROPOSED BYLAWS CHANGES AND RATIONALE**

<b>CURRENT BYLAW PROVISIONS</b>	<b>PROPOSED BYLAW PROVISIONS</b>	<b>RATIONALE</b>
<p align="center"><b>ARTICLE III – MEMBERSHIP</b></p>	<p align="center"><b>ARTICLE III - MEMBERSHIP</b></p>	
<p><b>SECTION 1</b> LANP shall be comprised of five (5) levels of membership - Active, Associate, Student, Honorary, and Retired members.</p> <p>A. <b>Active Membership</b> shall be open to those nurses who are a certified Nurse Practitioner, nurse midwife, or certified nurse specialist by the state of Louisiana licensing board. Active members shall pay dues and may vote, hold elected or appointed office and serve on committees.</p> <p>B. <b>Associate Membership</b> shall be open to any person who is not an NP, but is interested in fostering the mission and visions of LANP and is approved by the Board of Directors for membership. Associate members shall pay dues, but may not vote, hold office or serve on any committees.</p> <p>C. <b>Student Membership</b> shall be open to any registered nurse currently enrolled in a program for nurse practitioners, nurse midwives, or certified nurse specialist. Students shall pay dues and may serve on committees, but may not vote nor hold office.</p> <p>D. <b>Honorary Members</b> shall be open to persons who have made outstanding contributions towards the mission and visions of LANP and are</p>	<p><b>SECTION 1</b> <b>Membership Categories.</b> There are tiered categories of membership, each with rights and obligations as may be from time to time further specified by the Board of Directors.</p>	<p>To remove the listing and details of each membership tier from bylaws and move them to policies and procedures to allow the ability to update membership tiers more efficiently.</p>

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<p>approved by the Board of Directors. Honorary members may serve on committees, but shall not pay dues, may not vote or hold office</p> <p>E. <b>Retired Members</b> shall be open to nurse practitioners, nurse midwives, and certified nurse specialists who have reached retirement age and have retired from active practice. Retired members shall pay dues and may vote, hold elected or appointed office and serve on committees.</p>		
<p><b>ARTICLE IV – BOARD MEMBER RESPONSIBILITIES</b></p>	<p><b>ARTICLE IV – BOARD MEMBER RESPONSIBILITIES</b></p>	
<p><b>Board Member Roles &amp; Responsibilities</b></p>	<p>ADD LABEL <b>SECTION 1</b> to <b>Board Member Roles &amp; Responsibilities</b></p>	<p><b>Non-substantive change.</b> To provide consistency of labelling throughout the document</p>
<p><b>Board Member Roles &amp; Responsibilities Section 2</b> Unprofessional or damaging personal conduct, behavior, or misrepresentation as an entrusted LANP Board Member in any public and/or professional forum or setting is strictly prohibited.</p>	<p>Move Section 2 to Section 4 (under Board Member Code of Conduct)</p>	<p><b>Non-substantive change.</b> To move the content to the appropriate Section</p>
<p><b>Board Member Roles &amp; Responsibilities (SECTION 1)</b></p>	<p>Replace the LABELING under <b>Board Member Roles &amp; Responsibilities (Section 1)</b> of Sections 1-3 with A-C</p>	<p><b>Non-substantive change.</b> To provide consistency of labelling throughout the document</p>
<p><b>Board Member Roles &amp; Responsibilities (SECTION 1) Section 3 (B)</b> LANP board members are volunteer servants; as such they are responsible for carrying out the organizational duties and responsibilities related to LANP operations.</p>	<p><b>Section 3 (B)</b> - LANP board members <b>servants serve on a voluntary basis</b>; as such they are responsible for carrying out the organizational duties and responsibilities related to LANP operations.</p>	<p><b>Non-substantive change.</b> To replace wording with more appropriate terminology.</p>

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<p><b>Board Member Roles &amp; Responsibilities</b> (<a href="#">SECTION 1</a>)  <b>Section 4</b>                  Board members are not allowed to use LANP to promote their own personal, political or professional agendas.</p>	<p><b>Section 4 (C)</b>                  Board members are <del>not allowed</del> <b>prohibited</b> to use LANP to promote their own personal, political or professional agendas.</p>	<p><b>Non-substantive change.</b> To replace wording with more appropriate terminology.</p>
<p><b>Board Member Code of Conduct</b></p>	<p>ADD LABEL <b>SECTION 2</b> to <b>Board Member Code of Conduct</b></p>	<p><b>Non-substantive change.</b> To provide consistency of labelling throughout the document</p>
<p><b>Board Member Code of Conduct</b> (<a href="#">SECTION 2</a>)</p>	<p>Replace the LABELING under <b>Board Member Code of Conduct</b> (<a href="#">SECTION 2</a>) from Sections 1-3 with A-D</p>	<p><b>Non-substantive change.</b> To provide consistency of labelling throughout the document. (Labeling will go up to D because we proposed moving Section 2 under Board Member Role &amp; Responsibilities to Board Member Code of Conduct.)</p>
<p><b>Board Member Code of Conduct</b> (<a href="#">SECTION 2</a>)  <b>Section 2</b>                  Board meetings serve as the principle forum for conducting LANP general business. As such, board members are expected to be respectful and adhere to parliamentary procedures; in adherence to established LANP Policies &amp; Procedures.</p>	<p><b>Section 2 (B)</b>                  Board meetings serve as the principle forum for conducting LANP general business. <del>As such,</del> Board members are expected to be respectful, <del>and</del> adhere to parliamentary procedures, <del>in adherence to and follow</del> established LANP Policies &amp; Procedures.</p>	<p><b>Non-substantive change.</b> To provide clarity of wording</p>
<p><b>Board Member Code of Conduct</b> (<a href="#">SECTION 2</a>)  <i>(Current Bylaws reflect this provision under Board Member Role &amp; Responsibility. We earlier proposed moving this section under Board Member Code of Conduct as D)</i>                  Section 2 <b>(D)</b> - Unprofessional or damaging personal conduct, behavior, or misrepresentation as an entrusted LANP Board Member in any public</p>	<p><b>(D)</b> Replace with: <b>LANP board members must refrain from unprofessional or damaging personal conduct or misrepresentation while conducting LANP business.</b></p>	<p><b>Non-substantive change.</b> To provide clarity of wording</p>

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and/or professional forum or setting is strictly prohibited.		
<b>ARTICLE V – BOARD STRUCTURE</b>	<b>ARTICLE V – BOARD STRUCTURE</b>	
<b>SECTION 1</b> D. <b>Community Representatives</b> – Appointments to serve as Board Members	<b>SECTION 1</b> D. <b>Community Representatives</b> – Appointments to serve as <b>non-voting</b> Board Members	To provides consistency and clarity to current practice.
<b>ARTICLE VI – EXECUTIVE COMMITTEE BOARD MEMBERS</b>	<b>ARTICLE VI – EXECUTIVE COMMITTEE BOARD MEMBERS</b>	
<b>SECTION 3</b> In the event that the President is unable to fulfill his/her duties, for whatever reason, the Vice-President shall assume the responsibilities of President. In the unlikely event that both the President and Vice-President are incapacitated, the order of succession shall be Secretary and then Treasurer.	<b>SECTION 3</b> In the event <del>that</del> , the President is unable to fulfill <del>their</del> duties, for whatever reason, the Vice-President shall assume the responsibilities of President. In the unlikely event that both the President and Vice-President are incapacitated, the order of succession shall be Secretary and then Treasurer.	<b>Non-substantive change.</b> To provide consistency of wording throughout the document
<b>ARTICLE VII - ELECTION OF OFFICERS</b>	<b>ARTICLE VII - ELECTION OF OFFICERS</b>	
<b>SECTION 3</b> Candidates for Executive Committee Officer Positions must have served on the Board of Directors for no less, than the previous two years prior to running for Office.	<b>SECTION 3</b> Candidates for President and Treasurer must have served on the Board of Directors within the previous six years prior.	Opens an opportunity for additional qualified candidates to run for Executive Committee positions
<b>SECTION 4</b> Candidates must be an “active” or “retired” member in good standing.	<b>SECTION 4</b> Candidates must be a voting member in good standing.	<b>Non-substantive change.</b> To provide clarity and simplification of wording
<b>ARTICLE VIII: REGIONAL REPRESENTATIVE BOARD MEMBERS</b>	<b>ARTICLE VIII: REGIONAL REPRESENTATIVE BOARD MEMBERS</b>	
<b>SECTION 3</b> Regions may, at their own discretion, form subgroups for meeting purposes, but shall be	<b>REMOVE</b> Section 3 and update labeling of following sections as appropriate.	To remove from bylaws and address as appropriate in policies and procedures.

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<p>represented by the official LANP Regional Representative.</p>		
<p><b>SECTION 5</b> Shreveport-Bossier, Baton Rouge, Lafayette and Lake Charles Regional Representatives shall be elected in odd years to begin serving in the subsequent even year. Alexandria, Monroe, New Orleans, Northshore, and Houma Regional Representatives shall be elected in even years to begin serving in the subsequent odd year. Regions with Elected Co-Representatives shall designate one primary representative to cast their regions one vote.</p>	<p><b>SECTION 5</b> <b>REPLACE WITH:</b> The Regional Representative shall be elected in odd years. The Co-Regional Representative shall be elected in even years. Each Region shall have one vote.</p>	<p>To streamline the voting process and maintain continuity of leadership and of the member experience</p>
<p><b>SECTION 6</b> Should a vacancy occur during any given term, the Board of Directors will appoint a candidate for that Region’s representative; to be filled at the earliest opportunity.</p>	<p><b>SECTION 6</b> Should a vacancy occur during any given term, the <b>Executive Committee</b> will appoint a candidate for that Region’s representative; to be filled at the earliest opportunity.</p>	<p>To improve the efficacy of filling a vacancy</p>
<p><b>ARTICLE IX – STANDING COMMITTEE CHAIR BOARD MEMBERS</b></p>	<p><b>ARTICLE IX – STANDING COMMITTEE CHAIR BOARD MEMBERS</b></p>	
<p><b>SECTION 1</b> The President will appoint, at his/her discretion, an active or retired member in good standing, to Chair each LANP standing committee.</p>	<p><b>SECTION 1</b> The President will appoint, at <b>their</b> discretion, an active or retired member in good standing, to Chair each LANP standing committee.</p>	<p><b>Non-substantive change.</b> To provide consistency of wording throughout the document</p>
<p><b>SECTION 2</b> <b>Primary Care Conference Committee Chair</b> The Primary Care Conference Committee shall manage the annual Primary Care Conference activities in providing a forum of excellence for continuing education and programs for APRNs.</p>	<p><b>SECTION 2</b> <b>REMOVE CHAIR POSITION - Primary Care Conference Committee Chair</b> - The Primary Care Conference Committee shall manage the annual Primary Care Conference activities in providing a forum of excellence for continuing education and programs for APRNs.</p>	<p>To align with Article XVI – Conflict of Interest – Section 1, this position is being removed as a standing committee and no longer considered a voting member of the board</p>

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ARTICLE XI - BOARD MEETINGS	ARTICLE XI - BOARD MEETINGS	
<p><u>Section 1</u> The Board of Directors shall convene, at a minimum, 4 times per year, as determined by the President. Notification of meeting date, time and place will be sent via mail (electronic or otherwise) no less than 14 days prior to the meeting. Board meetings shall be for the board to conduct its legal responsibilities and oversights.</p>	<p><u>Section 1</u> The Board of Directors shall convene, at a minimum, <b>four</b> times per year, as determined by the President. <b>Membership shall be notified of meeting date, time, and place</b> no less than 14 days prior to the meeting. Board meetings shall be for the board to conduct its legal responsibilities and oversights <b>and open to general membership.</b></p>	To provide clarity to current practice.
ARTICLE XIII - RESIGNATION, REMOVAL & ABSENCES	ARTICLE XIII - RESIGNATION, REMOVAL & ABSENCES	
<p><u>SECTION 2</u> A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be appointed by the President, at their discretion, to fill the unexpired portion of the term.</p>	<p><u>SECTION 2</u> A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be appointed by the <b>Executive Committee</b>, at their discretion, to fill the unexpired portion of the term.</p>	To allow more input and consistency with the process of filling vacancies
ARTICLE XVI – CONFLICT OF INTEREST	ARTICLE XVI – CONFLICT OF INTEREST	

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<p><u>Section 1</u> No Board member may have family members serving on the LANP Board of Directors, or as a paid employee, consultant or contractor for LANP.</p>	<p><u>Section 1</u> <del>No</del> Board members may <del>not</del> have family members serving on the LANP Board of Directors,<del> or</del> as a paid employee, consultant or contractor for LANP.</p>	<p><b>Non-substantive change.</b> To provide clarity of wording</p>
<p><u>Section 2</u> No Board member may contract with LANP to provide or receive services. However, a board member acting as liaison or representative for LANP at an approved meeting or event may be reimbursed and/or paid a stipend according to policy.</p>	<p><u>Section 2</u> <del>No</del> Board members may <del>not</del> contract with LANP to provide or receive services. However, a board member acting as liaison or representative for LANP at an approved meeting or event may be reimbursed and/or paid a stipend according to policy.</p>	<p><b>Non-substantive change.</b> To provide clarity of wording</p>
<p><u>Section 3</u> No Board member – nor their immediate family - may receive any financial benefit from any of the business and operations of the Board of Directors.</p>	<p><u>Section 3</u> <del>No</del> Board members <del>–nor</del> and their immediate family may <del>not</del> receive any financial benefit from any of the business and operations of the Board of Directors.</p>	<p><b>Non-substantive change.</b> To provide clarity of wording</p>
<p><b>ARTICLE XVII – INDEMNIFICATIONS</b></p>	<p><b>ARTICLE XVII – INDEMNIFICATIONS</b></p>	
<p><u>Section 1</u> The LANP Board of Directors will procure insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of LANP against any liability asserted against or incurred by the person in any such capacity, or arising out of the person’s status as such, whether or not LANP would have the power to indemnify the person against such liability under the Louisiana Non-Profit Organization Corporation Law.</p> <p><u>Section 2</u> LANP shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal,</p>	<p><b>REPLACE SECTION 1 &amp; 2 WITH:</b> This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, but not limited to, any action by or in the right of the corporation) by reason of the fact that he or she is or was a member, director, officer, agent or incorporator of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee, or agent of another business, foreign, or nonprofit corporation partnership, joint venture, or other entity, to the fullest extent permitted by Section 227 of the Louisiana Nonprofit Corporation Law, as amended,</p>	<p><b>Non-substantive change.</b> To consolidate and align with best practices</p>



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<p>administrative, or investigative (including any action by or in the rights of LANP by any reason of the fact that the person is or was a Director, Officer, Employee, or Agent of LANP).</p>	<p>or any other applicable provision of law; provided, however, that this obligation to provide indemnification shall not apply to any action brought by or in the right of the corporation if an officer or director is found liable to the corporation in such action.</p>	
<p><u>Section 3</u> The LANP Treasurer shall, at all times, be bonded</p>	<p><u>Section 3</u> The LANP Treasurer, <b>President, and Executive Director</b> shall <b>be bonded</b> at all times. <del>be bonded</del></p>	<p>To provide clarity to current practice.</p>