



Article I. Name/Purpose

A. Name: The name of this association is Gerontological Advanced Practice Nurses Association, Inc., New England Chapter. The Association may also be known as NEGAPNA.

B. Purpose: The purpose of NEGAPNA shall be to promote high standards of health care for older adults through advanced gerontological nursing practice, education, and research.

Article II. Membership

A. Regular Membership: Any advanced practice nurse in gerontological practice is eligible to become a regular member of NEGAPNA with full voting rights.

B. Associate Membership: Any person who is interested in the activities of NEGAPNA may be an associate member without voting rights.

C. Sustaining Membership: Any person, group, company or corporation interested in supporting the activities of NEGAPNA may be a sustaining member without voting rights.

D. Retired Membership: Any person who was a nurse in advanced gerontological nursing practice and is currently retired may be a retired member with full voting rights.

E. Student Membership: Any person who is a student in advanced nursing practice may be a student member without voting privileges.

F. Honorary Membership: May be awarded to persons as determined by the Board of Directors with such privileges and responsibilities as set forth by the Board of Directors; honorary members shall have no voting privileges.

G. Duration of Membership: Membership in NEGAPNA is renewed annually. Membership is non-transferable.

Article III. Dues

The Board of Directors of GAPNA shall determine annual dues required for membership in NEGAPNA.

Article IV. Meetings

There shall be two meetings of the general membership of NEGAPNA to conduct business. Ad-hoc education, membership, and Board of Director may be convened via: in-person, electronic, and/or phone communication.

Article V. Officers

A. Elected Officers: The officers of NEGAPNA shall be a President, an Immediate Past President, a President- Elect, a Secretary, a Treasurer, and 2 Directors-at-Large. An appointed non- Voting Student Director-at-Large may be included in the Executive Board of Directors. **The officers shall compose the Executive Board of Directors.**

B. Terms: The Term of Office shall commence at the close of the conference in the year the officer is elected. The term of the President shall be one (1) year. The President-Elect shall be elected annually, serve a term of one (1) year, shall become the President the following year, and shall serve a term of one (1) year as the Immediate Past President following the Presidential term. All other officers shall serve a term of two (2) years with the Secretary and one Director-at-Large being elected in even years and the Treasurer and one Director-at-Large being elected in odd years. Officers may be re-elected for one (1) consecutive term. At least

two (2) years must elapse before a member may then be eligible for re-nomination to the same office **unless the Executive Board deems a need**. An elected officer may run for another position if the Executive Board deems a need. The officer must vacate their present position *immediately upon conclusion of the annual election process*.

C. Mid-Term Vacancies: In the event that a vacancy occurs outside the election cycle, in the office of President, the President-Elect shall assume the office of President and shall serve the remainder of the vacated term and the elected term. The President-Elect position shall remain vacant until the next election. In the event that a vacancy occurs in the office of Immediate Past President the position shall remain vacant until the current President completes the term of office. A vacancy in the offices of Secretary, Treasurer, or Director-at-Large shall be filled by appointment by the Board of Directors, and each officer so elected shall hold office until the installation of the officer's successor.

D. Duties of Officers:

1. President: The President shall be the chief elected officer of GAPNA and shall 1) preside at the meetings of the Board of Directors and at the annual membership meeting; 2) serve as an ex-officio member of all committees except the Nominating Committee; 3) serve as official spokesperson for GAPNA, and 4) perform other duties as prescribed by the Board of Directors.
2. President-Elect: The President-Elect shall assume the duties of the President at the end of one year when the President completes the term of office, in the absence of the President, or in the event of a vacancy in the office of President. The President-Elect shall perform such duties as prescribed by the Board of Directors.
3. Immediate Past-President: The immediate Past-President shall serve in an active advisory capacity for one year and shall perform duties as prescribed by the Board of Directors.
4. Secretary: The Secretary shall record proceedings of all official meetings of GAPNA and shall review minutes of the Board of Directors.
5. Treasurer: The Treasurer shall oversee the finances of the Association and shall perform other duties as prescribed by the Board of Directors.
6. Directors-at-Large: The Directors-at-Large shall perform duties as prescribed by the Board of Directors.
7. Student Directors-at-Large: The Student Director-at-Large shall perform duties as prescribed by the Board of Directors.

Article VI. Authority

The Executive Board of Directors shall conduct the business of NEGAPNA Association on behalf of the membership.

Article VII. Removal

Any Officer or Director may be removed for cause by a 2/3 vote of the NEGAPNA Board of Directors.

Article VIII. Nominations and Elections

A. Nominating Committee: The Nominating Committee shall be composed of 3 NEGAPNA Board members that include the President Elect, Past President and the Secretary.

Term of Office: The **Volunteer Nominating Committee will serve during the election year**.

1. Function: The Nominating Committee shall prepare the slate of eligible candidates for the Board of Directors and the Nominating Committee
2. Vacancy: The Board of Directors shall fill a vacancy on the Nominating Committee.

B. Elections

1. Eligibility: Regular members shall be eligible to be nominated to the Board of Directors.
 - i. A current member of the Board of Directors or Nominating Committee may seek candidacy for another elected office provided that the existing term will expire

prior to assuming the duties of the next office. Volunteers of the NEGAPNA Education committee may seek candidacy for an elected office

2. Preparation of Ballot: The Nominating Committee shall prepare a ballot that shall be reviewed by the Executive Board of Directors prior to the election.
3. Elections: Elections shall be conducted annually. A plurality vote for any office shall constitute election. In case of a tie, the chair of the Nominating Committee shall determine the election by lot which is defined as a majority vote of the Executive Board votes will determine the elected office.
4. Special Election: A special election shall be called in the event of a vacancy of the president elect.
5. Destruction of Ballots: Any hard copy ballots, electronic ballots and tallying sheets shall be destroyed following the election.

Article IX. Committees and Task Forces

A. Additional Committees/Task Forces: The NEGAPNA Board of Directors shall appoint additional committees and task forces as needed to complete the work of the Association.

Article X. Intentionally left blank

Article XI. Indemnification

Every Officer, Director, and such others as specified by the Board of Directors, shall be indemnified by GAPNA

against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection

with any proceeding to which they may be made a party, or in which they may become involved, by reason of having

been a Director or Officer of GAPNA, or any settlement thereof, whether the person is a Director or Officer at the

time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful

misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition

to and not exclusive of all other rights to which the indemnified may be entitled.

Article XII. Amendments

Notice of sixty (60) days must be given to the active eligible members prior to any vote to amend these bylaws. These bylaws may be amended, repealed, or altered, in whole or in part by a two-thirds (2/3) majority vote of voting members present at the annual meeting. The bylaws may only be amended at the annual meeting.

Article All Parliamentary Authority

Robert's Rules of Order, newly revised, shall govern the conduct of business of GAPNA in all cases in which they are applicable and not in conflict with the bylaws or policies of the Association.

Original Bylaws April 29, 2005

Revisions: October 22, 2008. Signed by, Katherine Howard President

Revisions Adopted May 17, 2012 Signed by, Susan Mullaney President

Revisions Adopted October 1, 2016 Signed by, Linda Barnard President

