**Nurse Practitioner Association of South Dakota By-Laws**

**ARTICLE I: NAME** The name of the organization shall be the Nurse Practitioner Association of South Dakota (NPASD).

**ARTICLE II: PURPOSE** The purpose of the NPASD is to establish an association to assist Certified Nurse Practitioners (CNPs) in the delivery of accessible and affordable health care to South Dakota citizens.

**ARTICLE III: OBJECTIVES**

1. To facilitate collaboration between CNPs and other health care professionals for the improvement of health care in the State of South Dakota.
2. To support legislation, and other pertinent issues, affecting CNPs roles, education, and practice.
3. To establish a data bank and recruitment service of employment options for nurse practitioners.
4. To promote public recognition of CNP practice.
5. To provide a continuing education forum, including an annual conference, for members and other CNPs.

**ARTICLE IV: MEMBERSHIP**

***Section A. Active Members*** Active members shall be CNPs who are currently registered to practice as a nurse practitioner and hold current certification with a national certifying organization as a nurse practitioner. Active members shall have the privilege of voting, holding office, and serving on committees.

***Section B. Student Members*** Student members shall be registered nurses who are currently enrolled in a nurse practitioner program. Student members may become active members upon graduation as delineated in Section A. Students, who are active paying students members may vote, hold a student office position, and may serve on committees, but may not serve as chairperson. Proof of student status must be provided at the time of initial student membership and at subsequent renewal(s).

***Section C. Associate Members*** Associate members shall be any person or group interested in fostering the objectives of the NPASD. They shall not have the right to vote or hold office or serve on committees. Associate members will be required to pay full membership dues.

 ***~~Section D. Affiliate Members~~*** ~~Affiliate members shall be any person or group interested in fostering the objectives and purpose of NPASD. They shall not have the right to vote, hold office, or serve on committees. Affiliate members will be required to pay full membership dues.~~

***Section ~~E~~ D. Retired Members***. Retirees are individuals who no longer practice as a CNP. Retirees may serve on committees and vote if they have been an NPASD member for ten (10) years are an active retired member.

***Section ~~F~~ E. Dues*** Membership dues shall be established annually by the Board of Directors (BOD). A change in membership dues shall be proposed by the BOD and the membership at the business annual meeting. Members shall be notified of the proposed change 30 days in advance. Membership dues will be paid at the beginning of the membership period and renewed annually.

**ARTICLE V: OFFICERS**

***Section A. Number, Election, Terms, and Qualifications*** The officers shall be President, Vice President, Secretary, and Treasurer. Officers shall be elected by the eligible membership and they must hold active membership. The officers shall be elected for a term of two (2) years. The office of president can only be filled with someone with prior NPASD board experience. No officer shall hold the same office for more than two (2) consecutive terms. New officers and BOD members shall have a co-joint meeting with the past BOD after the annual business meeting and then will take office at the end of the fiscal year.

***Section B. President*** The President shall be the principle executive officer/spokesperson of the association and shall coordinate the administrative matters, business, and affairs of the association. The President shall preside at all meetings of the association; execute, along with the Vice President, Secretary, and Treasurer, all communications and financial matters pertaining to the organization. The President shall serve as the ex-officio member on all committees. The President shall call special meetings when necessary. The President will direct the maintenance of archives.

***Section C. Vice President*** The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall be an advisor to the President and oversee committee work.

***Section D. Secretary*** The Secretary will record and prepare minutes for approval by the BOD members. The secretary shall provide all BOD members with a copy of the minutes in a timely manner. Approval of meeting minutes will be obtained by the BOD members at the next scheduled meeting. Following approval, hard and electronic copies will be kept for archival purposes. The Secretary will distribute the minutes to the BOD members.

***Section E. Treasurer*** The Treasurer will maintain financial records and funds collected by the organization and will oversee disbursement of NPASD funds after approval by the BOD. The Treasurer will prepare a financial report for each board and general business and membership meeting. The Treasurer will prepare a budget plan for each year, and present it at the annual business meeting to the membership for approval for the following year.

***Section F. Immediate Past President*** The Immediate Past President shall serve a one (1) year term or until replaced by the retiring President. The Immediate Past President shall provide guidance as a non-voting member of the BOD. The Immediate Past President may cast a vote in the case of a tie among the BOD.

**ARTICLE VI: BOARD OF DIRECTORS**

***Section A. Composition*** The BOD shall consist of the President, Vice President, Secretary, Treasurer, and five (5) Members At Large: all of whom shall hold active membership and be voting members of the BOD, and a student member. The immediate past president and student member shall be a nonvoting BOD members. The student member must be actively enrolled in an accredited CNP program and be in good academic standing.

***Section B. Length of Service*** Members at large will serve two (2) year staggered terms, the student member will serve a one (1) year term. No member at large shall be eligible to serve more than two (2) consecutive terms. New members of the BOD shall take office at the end of the fiscal year. Three (3) BOD members shall be elected in odd years, while two BOD members will be elected on even years. The Immediate Past President will serve one year to promote continuity of business affairs. BOD members at large may be elected into offices of the President, Vice President, Secretary, or Treasurer.

***Section C. Duties*** The BOD shall oversee NPASD business. Their duties shall include formulation of policy for the association, adoption of the annual budget, creation of the NPASD newsletter, authorization of expenditures, filling of vacancies on the BOD (except for officers), appointment of necessary office personnel, and advising to the president. All BOD members are expected to attend scheduled and called meetings. In the event a BOD member cannot attend a meeting, they should notify Executive Director regarding their view point on specified agenda items prior to the meeting. The student member will attend all meetings and will serve as a liaison between NPASD and CNP students, will keep NPASD informed about student needs and realities, and will be involved in activities associated with NPASD, such as legislative, membership, newsletter, and others as needed.

***Section D. Meetings*** Regular meetings of the BOD shall be held at least four (4) times a year. One (1) of the four (4) meetings shall occur the night before the general membership meeting. The time and place of these meetings shall be set by the President and agreed upon by all BOD members. Special meetings of the BOD may be called by the President or may be called upon by written request from three (3) BOD members. The BOD must be given twenty-four (24) hour notice, and the purpose of the meeting shall be stated in the call for the meeting. Only specified agenda items may be discussed at special meeting.

***Section E. Quorum*** A majority of the members of the BOD shall constitute a quorum.

***Section F. Action without Meeting*** Action may be taken by the BOD without a meeting if a documentable consensus of BOD members is taken by all BOD members. The action must be included in the minutes of the next meeting.

**ARTICLE VII: MEETINGS**

Full general membership meetings will be held at least annually. The annual business full-membership meeting will be held at this meeting. The time and place of the meeting shall be published a minimum of two (2) months prior to the annual conference. This membership meeting shall include an annual report of all committees and presentation and approval of the budget.

**ARTICLE VIII: ELECTIONS**

***Section A. Preparation of the Ballot*** The Nominating Committee shall prepare a ballot of the officers and Board members to be elected. The list of the nominees and their biographical sketch shall be mailed to the general membership no later than 30 days prior to the annual meeting. Nominees must hold active membership.

The Nominating/Membership Committee shall prepare a ballot of the officers and BOD members to be elected. The list of the nominees and their biographical sketch shall be mailed/emailed to the general membership no later than thirty (30) days prior to the annual meeting. If a candidate notifies the BOD they are willing to run for an open position/office after the thirty (30) day notice to members, this candidate will only be considered if the slate of candidates for open positions/offices is not full.

***Section B. Ballot Count*** Ballots will be conducted through electronic means. At least three (3) BOD members will be designated to count the ballots after the annual meeting commences. Any BOD member on the ballot may not be allowed to count the ballots. The nominee receiving the highest number of votes for a particular office shall be declared elected. In the event of a tie vote, another electronic ballot will be prepared and the membership will cast votes. The election results will be announced to the NPASD members via electronic notification and in the next newsletter.

***Section C. Vacancies*** In the event a vacancy occurs in the office of the President, or the current President can no longer assume the responsibility of the office of the President, the Vice President shall take the office of the President for the duration of the term of office. In the event of other vacancies, the President, with BOD approval, shall appoint someone to the office for the duration of the term.

***Section D. Removal from Office*** Any officer or Board member who is absent from one (1) meeting without prior notice to an executive officer will be contacted by the President and Executive director. Any officer or Board member who is absent from two (2) missed meetings without prior notice to an executive officer, shall be removed from that office.

***Section E. Resignations/Termination*** The President, with approval of the BOD shall replace any BOD member or officer who resigns or is unable to complete a term of office. Appointee to vacant positions shall serve until the next scheduled election for that position is held.

**ARTICLE IX: COMMITTEES**

***Section A. Composition*** The committees of NPASD shall be standing or special. Each committee shall have a chairperson and committee members will be volunteers or be solicited by BOD members.

***Section B. Standing Committees***

1. **Newsletter/Publicity Committee**This committee shall be responsible for promoting Nurse Practitioners and the goals of NPASD to prospective members and the general public. This committee is responsible for the newsletter and its contents. The committee will send all components of the newsletter to the Executive Director. The Executive Director will prepare a mock draft of the newsletter and send it to editor/publisher quarterly.
2. **Legislative Committee** This committee shall identify and inform the membership on appropriate legislative concerns. This committee will develop and maintain methods of networking with the membership and other organizations. The committee will develop appropriate responses to legislative initiatives. This committee shall be responsible for the development of appropriate lobbying materials.
3. **Bylaws Committee** This as needed committee makes recommendations for bylaw changes or amendments. This committee shall be responsible for publishing and posting proposed bylaw changes to the membership at least 30 days before the annual meeting.
4. **Nominations and Membership Committee** This as needed committee should be comprised of at least three (3) elected BOD members. Every effort should be made to have members of this committee represent different geographic areas. Members will prepare a ballot sixty (60) days before the annual business meeting. The ballot will be mailed/emailed to all current voting members. Results will be reported to the membership at the annual business meeting or in the newsletter.
5. **Conference Committee** The conference chairperson shall be appointed by the President with approval of the BOD and be an active member. The conference chairperson shall preside over the conference committee to assist in the planning and execution of the annual conference and prepare and develop a conference budget in collaboration with the Treasurer. In addition to the conference chairperson, the committee will consist of at least three (3) other members who will also attend and participate in hosting the annual conference. The Executive Director will also serve on this committee, and will coordinate the continue education units (CEU’s), as well as work directly with the conference chairperson regarding conference needs and meeting dates.
6. **Special Committees** Ad hoc committees for special tasks may be appointed by the president. Special committees shall limit their activities to the accomplishment of the task for which they were created and upon completion of the task, shall stand discharged.

**ARTICLE X: EXECUTIVE DIRECTOR**

***Section A. Appointment*** The BOD may appoint an Executive Director. The Executive Director is responsible to the President and the BOD. Direction from the President may only be overridden by a majority vote at a BOD meeting.

***Section B. Delegation of Authority and Responsibility*** The BOD delegates to the Executive Director the authority to act for and on the behalf NPASD. Responsibilities include, but are not limited to:

* Promoting legislative activities of NPASD
* Assisting with publishing and editing the newsletter
* Representing NPASD at professional and legislative functions as requested by the President and BOD
* Promoting educational activities and events
* Assisting with recruitment of members
* Maintaining membership data base
* Website maintenance and updates
* Serve on the conference committee
* Coordinate conference CEU’s
* Serve on other committee’s as needed

**ARTICLE XI: GENERAL PROVISIONS**

***Section A. Fiscal Year*** The fiscal year shall be January 1 to December 31 as established by the BOD.

***Section B. Disbursements*** All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of NPASD, shall be signed by the President or Treasurer. If a payment amount is over $1,000.00, the President will be notified in writing for approval.

**ARTICLE XII: OFFICIAL PUBLICATIONS** NPASD shall have an official publication.

**ARTICLE XIII: QUORUM** A quorum shall consist of not less than 10% of the membership of record.

**ARTICLE XIV: PARLIAMENTARY AUTHORITY** The rules contained in Robert’s Rules of Order Revised (current edition) shall govern meetings of NPASD.

**ARTICLE XV: AMENDMENTS** The Bylaws may be amended during the annual meeting. All proposed amendments shall be published and postmarked thirty (30) days prior to the meeting and read at said meeting.

**ARTICLE XVI:  DISSOLUTION** The organization may be disbanded by a majority vote of the BOD following written thirty (30) day advanced notification to active NPASD members by mail/email. The funds left in the treasury at that time will be gifted to a nonprofit organization, who promotes advanced practice nursing, which will be determined by a majority vote of the BOD.