

By-Laws of The Nurse Practitioner Council of the Treasure Coast, Inc.
Approved November 16, 2021

ARTICLE I - THE COUNCIL

SECTION 1: Name.

The name of this body shall be **Nurse Practitioner Council of the Treasure Coast, Inc.**, herein referred to as “Council”, incorporated in the State of Florida as a 501c4 nonprofit organization.

SECTION 2: Term of Council.

The term of the Council shall be perpetual.

SECTION 3: Purpose of the Council.

The Council shall be concerned with the health and wellness of the people of the State of Florida. The Council will promote the visibility and unity of nurses engaged in advanced nursing practice as Nurse Practitioners. This is accomplished by the provision of quality evidence-based educational programs, networking opportunities for its members, promoting the role of the Nurse Practitioner, and legislative policy advocacy. An integral part of the purpose of the Council will be achieved through community outreach programs.

SECTION 4: Fiscal Year.

The fiscal year of the Council shall run from July 1 through June 30. The Council has the authority to change the dates of the fiscal year with a unanimous vote by the Board of Directors.

SECTION 5: Dissolution of the Council.

- A. The dissolution of the Council shall require a majority vote of the Board of Directors, and a two-thirds vote by the active membership, in which a quorum is present.
- B. Notice of such intent of dissolution shall be conveyed to all active members at least 60 (sixty) days prior to the date set for dissolution meeting.
- C. Upon dissolution of the Nurse Practitioner Council of the Treasure Coast, Inc., all assets after payments of debts owed by the Council and its membership in the management of the Council and its duties shall be distributed to the Florida Nurse Practitioner Network.

SECTION 6: Amendments.

- A. Any proposed amendments to these Articles and By-Laws shall be initiated by the Board of Directors and will be made available to the membership.
- B. Approval or ratification of amendments shall be made by majority vote of active members. Voting shall be conducted electronically.

SECTION 7: Establishment of Interim Board of Directors.

- A. In order to conduct the business of the Council prior to holding the first election of a Board of Directors by the active membership, the pre-existing Planning Committee shall select an Interim Board of Directors.
- B. The officers of the Interim Board of Directors shall consist of President, Vice President, Secretary, Treasurer, and two Directors at Large.
- C. The Interim Board of Directors shall serve until the active membership of the Council elects an official Board of Directors.

- D. The election of the Council's Board of Directors shall occur within 180 days of establishment of an Interim Board of Directors.

ARTICLE II - MEMBERSHIP

SECTION 1: Membership.

- A. A Member of the Nurse Practitioner Council of the Treasure Coast, Inc. is a Nurse Practitioner who is licensed by the State of Florida as an Advanced Practice Registered Nurse (APRN) or an Autonomous Advanced Practice Registered Nurse (Autonomous - APRN) and maintains national certification from a certification board that is recognized by the Florida Board of Nursing; a Nurse Practitioner Student enrolled in a nationally accredited Nurse Practitioner program; a retired Nurse Practitioner; or, a faculty member of a nationally accredited Nurse Practitioner program.
- B. A Member is considered to be in good standing if current on dues and possesses an active license to practice, as outlined in Article II; Section 1A.
- C. A Nurse Practitioner Student member shall maintain enrollment in a Nurse Practitioner program. Upon graduation, a Student member must obtain national certification and licensure within one hundred eighty (180) days of the date of graduation from a nationally accredited Nurse Practitioner program.

SECTION 2: Dues.

- A. The Board of Directors will set the membership dues annually.
- B. Any dues collected by the Council will be used to support the activities of the Council and its membership.

ARTICLE III - GOVERNMENT OF THE COUNCIL

SECTION 1: Board of Directors.

- A. The Board of Directors shall consist of six (6) elected positions and the Immediate Past President, for a total of seven (7) members:

President

Vice President

Secretary

Treasurer

Director-at-large - two (2)

Immediate Past President

SECTION 2: Term of Office.

- A. The term of office of an elected Board Member will be two years. Board Members may not serve more than two (2) consecutive terms in office in the same position.
- B. The President will serve for two (2) years as President and the following two (2) years as Immediate Past President. The President shall be elected in even years.
- C. The Vice President shall be elected in even years.
- D. The Secretary shall be elected in odd years.
- E. The Treasurer shall be elected in even years.
- F. The Directors-at-large shall be elected in odd years.
- G. The Immediate Past President will serve in the same term as the President.

SECTION 3: Duties and Responsibilities of Officers.

A. President

The President of the Council is the chief executive officer (CEO) of the Council and shall see that all decisions and resolutions of the Board of Directors are carried out. The President shall preside over all meetings of the Board of Directors and the General Membership. In case of a tie vote, the President shall cast the deciding vote. The President shall be an official member of all committees. The President's duties are to oversee all officers and to ensure that the duties are carried out and the committees fulfill their commitments. At the end of the term of office, the President becomes the Immediate Past President. In the event that the President is re-elected to a second term, the Immediate Past President's seat on the Board of Directors shall be filled by appointment of an additional Director-At-Large that will serve during the same two-year term as the newly elected President.

B. Vice President

The Vice President shall preside over the Board of Directors and the General Membership meetings in the absence of the President. The Vice President shall succeed the President in the event that the office is vacated before the term has expired. The Vice President shall assist the President in all tasks and coordination regarding The Nurse Practitioner Council of the Treasure Coast, Inc.

C. Secretary

The Secretary shall record the minutes of all meetings, be they Board, Annual, or Special. The minutes will be filed as permanent records belonging to the

Council. Copies of minutes shall be posted on the Council's web site within two weeks after meetings. The Secretary shall handle all mailings and correspondence of the Council as directed by the members of the Board. If it is not possible for the Secretary to attend a meeting, it shall be the duty of the Secretary to appoint an acting Secretary at such meeting for the taking of the minutes.

D. Treasurer

The Treasurer shall have custody of the Council's bank account and funds, as will the President. The Treasurer shall keep accounts belonging to the Council containing complete and accurate records of all receipts and disbursements.

The treasurer shall ensure that all required documentation is filed appropriately and meets all accounting procedures according to the law. The Treasurer ensures all necessary paperwork is submitted to the Council's designated accountant in a timely fashion to meet deadlines of the tax code.

E. Director-at-large

The Director-at-large shall attend all Board of Director, General, and Special meetings and may serve on any committees.

F. Immediate Past President

The Immediate Past President is the previously elected President and shall serve as a mentor for the newly elected President. In addition, the Immediate Past President is recognized as the elder statesperson of the Council and therefore may speak on behalf of and/or represent the Council.

SECTION 4: Elections and Voting.

- A. Elections will take place annually. Voting will consist of electronic ballots.
- B. The Nominating Committee shall be solicited by the Board of Directors from the active membership. The nominating committee will be selected at least sixty (60) days before the date of the annual elections.
- C. The Nominating Committee shall have no fewer than three (3) members. The committee members will serve a term of one (1) year.
- D. The Nominating Committee, under the leadership of the Vice President shall solicit the Membership for candidates that wish to hold office. A call for nominations shall be held between sixty (60) and thirty (30) days before the opening of the time period for voting and casting ballots.
- E. Nominations that are accepted by the Nominating Committee shall be placed on the ballot in a timely manner. The list of candidates will be presented to the membership at least fifteen (15) days before the voting period begins and ballots are cast.
- F. Candidates for any office must be members in good standing of the Nurse Practitioner Council of the Treasure Coast, Inc. Upon accepting the nomination, each candidate must agree to fulfill the responsibilities of the office. The candidates shall agree to serve prior to being placed on the ballot.
- G. Should a position on the Council become vacant, the Board of Directors shall appoint a replacement for the remainder of that term.
- H. Active Members of the Council who are in good standing may cast votes in the annual election of the Board of Directors.

SECTION 5: Resignation and Vacancies.

- A. Any Board Member may resign their position by providing written notification to the Council President or Secretary.
- B. In the event that the President resigns from office, the Vice President shall become the President of the Council and complete the term of the resigned President. If the former Vice President does not wish to become the Immediate Past President at the end of the term, the Board of Directors shall appoint a third (3rd) Director-at-large to serve in lieu of an Immediate Past President.
- C. With the exception of the office of President, the Board of Directors shall fill vacancies on the Board of Directors by appointment. Those who are appointed shall complete the term of the office for which they were appointed.

SECTION 5: Removal from Office.

- A. Any Board Member of the Council may be removed from the office by a majority vote of the Council members in good standing.

ARTICLE IV: MEETINGS

SECTION 1: Annual Membership Meeting.

- A. The Council shall conduct an Annual Meeting of its membership.
- B. The date and location of the meeting shall be determined by the Board of Directors.
- C. Notice of the annual meeting shall be sent electronically to all active members at least thirty (30) days in advance of the meeting.

- D. The agenda for the annual meeting shall be posted on the Council's website no later than forty-eight (48) hours before the date of the meeting.
- E. The Annual Membership meeting may be conducted in-person or electronically. If held electronically, the meeting shall be recorded and the recording shall be made available for the active members of the Council.
- F. A quorum of officers of the Board of Directors must be in attendance in-person or electronically in order to conduct the Annual Meeting. A quorum is considered to be at least fifty percent (50%) of the officers of the Board of Directors.

SECTION 2: General Business Meetings.

- A. The Board of Directors shall meet quarterly to conduct the business of the Council.
- B. General Business Meetings may be conducted in-person or electronically. If held electronically, the meeting shall be recorded and the recording shall be made available for the active members of the Council.
- C. A quorum of officers of the Board of Directors must be in attendance in-person or electronically in order to conduct the General Meeting. A quorum is considered to be at least fifty percent (50%) of the officers of the Board of Directors.
- D. The agenda for the general business meeting shall be posted on the Council's website no later than forty-eight (48) hours before the date of the meeting.

SECTION 3: Special Meetings.

- A. The Council may hold special meetings for the benefit and support of its members, including but not limited to: education, community outreach, healthcare policy and legislative issues, networking, and professional practice and role advocacy.
- B. A Special Meeting may be called by the Board of Directors in order to conduct urgent business of the Council.
- C. Special Meetings may be conducted in-person or electronically. If held electronically, the meeting shall be recorded and the recording shall be made available for the active members of the Council.
- D. A quorum of officers of the Board of Directors must be in attendance in-person or electronically in order to conduct the Special Meeting. A quorum is considered to be at least fifty percent (50%) of the officers of the Board of Directors.
- E. The agenda for the general business meeting shall be posted on the Council's website no later than forty-eight (48) hours before the date of the meeting.

SECTION 4: Committees.

- A. The Board of Directors shall designate committees, other than the Nominating Committee as outlined in Article III; Section 4, as deemed necessary to promote the purpose and mission of the Council.
- B. The Board of Directors shall appoint committee members from its active membership to serve on the committee.
- C. The President of the Board of Directors shall appoint the Chairperson of the committee.

- D. Committee members shall serve a term of two (2) years and may be re-appointed to serve more than one term.
- E. The Committee shall exist until its business has concluded or the Board of Directors votes to dissolve the committee, and such vote shall be unanimous.

SECTION 5: Parliamentary Procedure.

- A. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.
- B. The Board of Directors may adjourn a meeting and move to conduct business in an Executive Session in order to discuss legal issues, member or personnel matters, or other confidential business of the Council.