**BYLAWS**

**UNITED ADVANCED PRACTICED REGISTERED NURSES OF GEORGIA, INC**

**ARTICLE ONE: Name, Purpose and Vision Statement**

Section 1: **Name**: The name of the Corporation shall be the United Advanced Practiced Registered Nurses of Georgia, Inc., also known as the UAPRN of Georgia, or the Corporation. It shall be a nonprofit Corporation incorporated under the laws of the State of Georgia.

Section 2: **Purpose:** United Advanced Practiced Nurses of Georgia, Inc. is to address legislative, political, and practice issues of advanced practice registered nurses. The UAPRN of GA will be a collective voice for Advanced Practiced Registered Nurses (APRN) and will promote the professional role identification of the APRNs of Georgia.

Section 3: V**ision** **Statement:** An organization within the state of Georgia, which represents APRNs and other interested nurses to promote APRN legislative and practice issues and to support the advancement of the APRN roles.

**ARTICLE TWO: Membership**

Section 1: **Composition:** Membership will include the following:

1. Registered APRNs in Georgia (i.e. - Nurse Practitioners, Certified Registered Nurse Anesthetists

Certified Nurse Midwives, Clinical Nurse Specialists, APRN/DNP students).

Section 2: **Qualifications/Dues:** A member is one who has been granted a license to practice in the state of Georgia as a Registered Nurse (RN) and an Advanced Practice Nurse.

Section 3: **Privileges and Obligations:** All members shall have the right to vote and hold office. The annual membership dues will be $100.00 for all members except retired APRNs and APRN/DNP students who will pay $50.00. A member shall forfeit all membership rights if dues are not paid by the end of their membership period. Members may attend any meeting and other unrestricted activities of any chapter of UAPRN of Georgia.

**ARTICLE THREE: Board of Director**s

Section 1: **Board Role, Size and Compensation:** The Board is responsible for the overall policy and direction of the Corporation. The Board shall have up to 8 directors but not fewer than 4 directors. The Board receives no compensation other than reimbursement for approved board expenses. A director maybe an elected officer or be responsible for a specific program i.e. Legislative Affairs, PAC or Academic Liaison.

Section 2: **Election Procedures:** New Directors shall be elected to the Board by electronic vote in October of each year. A slate of officers shall be presented by the Vice President in August two months prior to the election. This slate will be sent via email to all eligible members with the option for write –in candidates. All paid members shall be eligible to vote. The electronic voting period will be for two weeks in October. A simple majority of those who voted shall be sufficient for election. The Directors will take office on January 1 following the October ballot.

Section 3: **Terms:** All Board Directors shall serve two-year terms but are eligible for re-election for one additional term.

Section 4: **Resignations and Vacancies:** Directors may resign with written notice to the Corporation. Any Director may be removed, with cause, by a two-thirds (2/3) vote of the Directors then in office. The Board of Directors shall appoint replacements for all vacancies by a majority vote. All official UAPRN documents and/or records shall be given to the President prior to resignation or vacancy of any office The President will document at the next Board of Directors meeting the status and plans for dissemination of these documents or records. .

Section 5: **Regular Meetings:** Regular meetings of the officers and shall be held quarterly either in person or via conference calls. The time and place of the meetings shall be determined by the President.

Section 6: **Special Meetings:** Special Board meetings may be called at any time upon written request by three (3) Directors. Written or electronic notice shall be given not less than 72 hours prior to said meeting.

Section 7: **Quorum**: One-third (1/3) of the Officers and members shall constitute a quorum for the transaction of business at a regular or special Board meeting.

**ARTICLES FOUR: Officers**

Section 1: **Officers and Terms:** Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, who shall each be directors on the Board of Directors.

Section 2: **President:** The President shall be the chief elected officer and shall serve as the representative of the organization, while having supervision of the work of the organization. He/she shall appoint officials to do special projects to further the work and progress of the organization. He/she shall call Regular and Special Meetings of Board of Directors in accordance with these Bylaws and shall be the Chairperson of the Board of Directors. He/she shall preside at all meetings of the Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have other duties and powers as the Directors may from time-to-time prescribe.

Section 4: **Vice-President:** The Vice-President shall generally assist the President and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. In the event of the death, resignation, absence, or inability of the President to act, the Vice President shall assume and discharge the powers and duties of the President. The Vice President shall serve as the Associations Compliance Officer. (See Article 6 Section 3).

Section 5: **Secretary:** The secretary shall keep the minutes and an accurate record of all meetings of the Board of Directors and quarterly state meetings. He/she will send copies of all meetings minutes to the list-serve for distribution to the membership. He/she shall have charge of all books or records of the Corporation.

Section 6: **Treasurer:** The Treasurer shall keep full and accurate financial records of all its business and transactions and other such books of accounts as the Board of Directors may require, and shall exhibit the same to any Directors upon request. No funds shall be withdrawn from the account of the organization without the dual signature of the President and Treasurer for checks greater than $200.00.

Section 7: **Compensation:** The officers shall serve without compensation.

**ARTICLE FIVE: Committees**

Section 1: **Standing and Ad Hoc:** The Board of Directors, at its option, may appoint any or all of the followings standing or ad hoc committees as necessary:

a) Executive Committee

b) Finance Committee

c) Audit Committee

d) Governance and Nominations Committee

Section 2: **Standing Committee Chairs**: President will appoint and assign duties as deemed necessary.

Section 3: **Composition**: The President subject to Board approval shall appoint the chair of each standing committee. The Committee Chairperson shall submit to the Board of Directors a list of candidates to serve on said committee or committees.

Section 4 **Executive Committee:** The President, Vice President, Secretary, and Treasurer shall serve as the Executive Committee. The Executive Committee shall have all powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to dissolve the Corporation, amend the Articles of Incorporation, amend or suspend the Bylaws, appoint, remove, or suspend officers or directors of the Board of Directors. The Executive Committee is subject to the direction and full control of the board.

**ARTICLE SIX: Whistleblower Protection**

Section 1: The Corporation endorses an open door policy and encourages directors, officers and contractors to share their questions, concerns, suggestions or complaints regarding the Corporation and its operations with someone who can address them properly.

Section 2: No director, officer, committee member or contractor who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation, or adverse consequences.

Section 3: The Corporation’s Compliance Officer is the Vice President. . The Compliance Officer is responsible for investigating and resolving all complaints and allegations.

Section 4: Violations or suspected violations may be submitted by writing a letter or email on a confidential basis to the Compliance Officer.

Section 5: The Compliance Officer will acknowledge receipt of the reported/suspected violation by writing a letter or e-mail to the complainant within ten business days of receipt of the report. All reports will be promptly investigated and if warranted, appropriate corrective action will be taken. All complaints will be kept confidential.

**ARTICLE SEVEN: Conflict of Interest**

Section 1: The Corporation enforces transparency in situations that might produce a Conflict of Interest, defined as benefitting private remuneration or producing excess benefit. Direct or indirect financial interest includes, but is not limited to contracts, competitive bidding, transactions and gratuities.

Section 2: It is mandatory that all officers, directors, and contractors disclose all facts material to a potential Conflict of Interest whenever the possibility emerges. In addition, all officers and directors must annually disclose any relationships, positions or circumstances in which the individual is involved that could contribute to a Conflict of Interest.

**ARTICLE EIGHT: Document Retention and Destruction**

Section 1: **Responsibilities**: The Corporation takes seriously its obligation to preserve information relating to

Association maters at a minimum to include corporate records, meeting minutes, financial/tax records and contracts in accordance with IRS regulations.

Section 2: **Electronic Records**: Electronic documents have the same status as paper documents and reliable backup and recovery methods are required to be maintained.

Section 3: **Document Destruction**: Destruction of financial records will be accomplished by shredding. All document destruction will be immediately suspended upon any indication of an official investigation/audit or when a lawsuit is filed or appears imminent.

**ARTICLE NINE: Political Advocacy and Lobbying Policy**

Section 1: Acts and intentions to

1. Advance a particular political party/candidate

2. Support lobbying for any particular party/candidate

3. Expand membership or to encourage membership for a particular political party/candidate by the Corporation or its officers, directors acting on behalf of the Corporation is prohibited.

**ARTICLE TEN: Acceptance of Gifts and Donations**

Section 1: In the course of its regular fundraising activities, the Corporation solicits and accepts gifts that are consistent with its mission and nonprofit status.

Section 2: Donations are accepted from individuals, partnerships, corporations, foundations, government agencies or other entities.

Section 3: Cash gifts are acceptable in any form including check, money order, credit card, wire transfer or online. All contributions will be documented in the Corporation’s financial records.

Section 4: The Corporation accepts appropriate in-kind contributions of skilled services and tangible assets consistent with the Corporation mission and nonprofit status.

**ARTICLE ELEVEN: Electronic Media**

Section 1: The Corporation encourages the use of social media technologies to enhance communication, collaboration and information exchange in support of the Association’s mission.

Section 2: Social media encompasses the various activities that integrate technology, social interaction and content creation.

Section 3: The Corporation respects copyright, fair use and financial disclosure laws; proprietary information, confidentiality and privacy. Appropriate consent is required.

Section 4: The Corporation supports transparency and mandates that statements are truthful and substantiated.

**ARTICLE TWELVE: Fundraising**

Section 1: The Corporation will conduct fundraising activities including but not limited to grant-

seeking, special events, major gifts, and membership contributions.

Section 2: The Corporation will operate in compliance with the *Georgia Solicitations Act of 1988.*

**ARTICLE THIRTEEN: Amendments**

Section 1: The Bylaws of the Corporation may be amended, or new Bylaws may be adopted at a meeting of the Board of Directors and membership by Two-thirds (2/3) majority of those present or by electronic vote.

These bylaws were approved at a meeting of the Board of Directors by a unanimous vote on

xxxxxx.xx,xxxx and will be maintained in the Corporate Minutes Book.

Signature: Date:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_