**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 Georgia 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 professional advancement of the APRN roles.

**ARTICLE TWO: Membership**

Section 1: **Composition: Regular** 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/PhD students and retired members).

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 regular members except retired APRNs and APRN/DNP/PhD 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: Nominations and Elections**

Section 1: **Candidates**

1. Any Regular member in good standing is eligible for elected or appointed office in UAPRN of Georgia.
2. Candidates for office shall meet established qualifications as delineated under the Bylaws of UAPRN of Georgia.
3. A candidate’s name shall not be placed on the ballot until a signed consent to serve form is returned to the Vice President of UAPRN of Georgia.

Section 2: **Nominations**

A. The Nominating Committee shall put forth a slate of candidates for office with qualifications as defined in the UAPRN By-Laws.

B. The slate of candidates shall be placed on the UAPRN.org website at least 30 days prior to the election period.

Section 3: **Schedule for Elections**

1. Elections shall be held annually by electronic voting.
2. Section 2: **Election Procedures:** New Directors shall be elected to the Board by electronic vote in October annually. A slate of officers shall be presented by the Vice President in September one month 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.
3. The following shall be elected:
4. President
5. Vice President
6. Secretary
7. Treasurer
8. Director-at-Large
9. Chair of Nominating Committee
10. Three Members for Nominating Committee

Section 4: **Elections**

1. A majority of electronic votes cast shall constitute an election.
2. Any paid regular or retired/student member is eligible to vote
3. Any challenge to the election shall be filed with the Secretary within 15 days after the announcement of elected offices via the website.

 Section 5: **Write In Candidates**

1. Any write in candidate must have filed a “consent to serve form” with the Vice President prior to election whether they are self-nominated or nominated by another member.

**ARTICLE FOUR: 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 6 directors but not fewer than 4 directors. The Board receives no compensation other than reimbursement for approved board expenses. A director may be an elected officer or be responsible for a specific program i.e. Legislative Affairs, PAC or Academic Liaison.

 Section 2: **Terms:** All Board of Directors shall serve two-year terms but are eligible for re-election for one additional term. The President and Secretary will be elected on the even years, Vice President, Treasurer, and Director-at-Large on the odd years.

 Section 3: **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. Until the next election period, the vacant director position may be filled by a candidate selected by the President and Executive Committee.

Section 4: **Regular Meetings:** Regular meetings of the members 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 5: **Special Meetings:** Special Board of Directors meeting~~s~~ may be called at any time upon request by the President and/or two Directors. Electronic notice shall be given not less than 72 hours prior to said meeting.

Section 6: **Quorum**: One-third (1/3) of the Officers and members present shall constitute a quorum for the transaction of business at a regular or special called meeting.

**ARTICLES FIVE: Officers**

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

**Section 2: Duties of the Members of the Board of Directors**

1. **President:**

1.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.

**2.**  He/she shall appoint members via a task force to do special projects to further the work and progress of the organization.

3. 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.

4. 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.

5**.** The President shall serve as an Ex-Officio member for one year following his/her term of office.

1. **Vice-President:**

1**.** 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.

2. 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.

3. The Vice President shall serve as the Association’s Compliance Officer. (See Article 6 Section 3).

1. **Secretary:**

1.The Secretary shall keep the minutes and an accurate record of all meetings of the Board of Directors and quarterly state meetings.

2. He/she will ~~send~~ place copies of all meetings minutes on the UAPRN website.

3**.** He/she shall have charge of all books or records of the Corporation.

1. **Treasurer:**
2. The Treasurer shall keep full and accurate financial records of all its business transactions and other such books of accounts as the Board of Directors may require, and shall exhibit the same to any Directors upon request.
3. The Treasurer will quarterly disburse membership funds for each new member ($35.00 for regular member, none for student or retired) to each chapter in UAPRN. The disbursement shall be the month following the end of the quarter. First quarter –January to March in April, Second quarter April to June in July, Third quarter July to September in October and Fourth quarter October to December in January,
4. No funds shall be withdrawn from the account of the organization without the dual signature of the President and Treasurer for checks greater than $500.00.
5. **Director At Large**

 1. The Director-at-Large shall assume such duties as are specified in these bylaws and other duties as may be assigned by the Board of Directors.

 2. The Director-at-Large shall serve as the school liaison, media and academia contact person.

Section 3: **Compensation:** The officers shall serve without compensation.

**ARTICLE SIX: Committees**

Section 1: **Standing and Ad Hoc:** The Board of Directors, at its option, may appoint any or all of the following~~s~~ 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 and Director-at-Large 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 SEVEN: Chapters**

Section 1**: Definition:** Chapters are a constituent of the UAPRN that shall function under the bylaws and policies and procedures of the Corporation, and the chapter’s policies and procedures which are harmonious and not in conflict with UAPRN. Chapters shall be recognized in accordance with policies and procedures adopted by UAPRN.

Section 2: **Composition**

1. Chapters shall be composed of four or more paid regular UAPRN members and meeting for a common purpose.
2. UAPRN members may transfer from one chapter to another.
3. It shall be the duty of each Chapter to require that all of its members have qualifications in accordance with these bylaws.

Section 3: **Responsibilities**

1. Elect officers for each chapter, i.e. President, Vice President, or Secretary and Treasurer.
2. Submit name of chapter officers with complete contact information and chapters’ purpose statement to headquarters annually on January 10 or when chapter is formed. Communicate any changes in chapter leadership with complete contact information immediately to the State President or Treasurer.
3. Support the purposes of the Corporation.
4. Cooperate with other chapters and the Board of Directors of UAPRN.
5. Observe the provisions of these bylaws.
6. Communicate with the Board of Directors of UAPRN at least quarterly.
7. Chapters are not permitted to change or alter the UAPRN logo.

Section 4: **Meetings**

A chapter shall meet as defined by their policies and procedures.

Section 5: **Finances**

1. A chapter will receive quarterly $35.00 by check for each new regular member that has joined UAPRN. No reimbursement will be made for students or retired members.
2. The chapter has fiduciary control of its funds.
3. If a chapter dissolves, any money accrued would be disposed as decided by the chapter members in accordance with UAPRN policy and procedures.
4. Each chapter is responsible to send to the state treasurer their bank information (i.e. name and location of bank and the account number.
5. Each chapter is to apply for their own tax ID number and immediately inform the state treasurer of that number.
6. The chapter bank account should have this tax ID information.

Section 6: **Suspension**

The activities of a chapter may be suspended by the Board of Directors of UAPRN for failure to comply with the UAPRN bylaws, policies or procedures. Any Chapter which fails to comply with the requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as a constituent by a two-thirds vote of the Board of Directors, provided due notice of three months has been given. A constituent Chapter that has been disqualified may be reinstated by a two-thirds vote of the Board of Directors.

Section 7: **Dissolution**

The process for dissolution of a chapter shall be as follows:

1. The chapter President shall contact the President of UAPRN of Georgia to discuss dissolution or other potential options available to the chapter.
2. A resolution for dissolution of the chapter shall be presented to the members at a meeting and be signed by a majority of the members.
3. If a chapter dissolves all members will have the opportunity to transfer their membership to another chapter of their choice.

**ARTICLE EIGHT: Whistleblower Protection**

Section 1: The Corporation endorses an open door policy and encourages directors, officers and members 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 member 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 NINE: 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 and directors 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 TEN: Document Retention and Destruction**

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

Association matters 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 ELEVEN: UAPRN Political Action Committee**

ARTICLE I:  Name

The name of the organization is United Advanced Practice Registered Nurses of Georgia PAC

ARTICLE II:  Organization

The UAPRN-PAC shall be a voluntary, non-profit, unincorporated committee from the paid membership of UAPRN.

ARTICLE III:  Purpose

The purpose of the UAPRN-PAC shall be to promote the improvement of health care for the citizens of Georgia by raising funds from UAPRN membership and the outside community to support candidates for office in the state of Georgia.

ARTICLE IV:  Contributions

Section 1.

All contributions to the UAPRN-PAC shall be on a voluntary basis.

Section 2.

Contributions shall be solicited and received within applicable laws.

Section 3.

 No contribution or solicitation will be accepted or any expenditure made while there is a vacancy in the office of Treasurer.

ARTICLE V:  Financial Accountability

Section 1. All contributions to the UAPRN-PAC shall be maintained as a separate fund in a designated account. All expenditures by the UAPRN-PAC shall be made from such fund.

Section 2.  The Treasurer shall keep the financial records, and shall file all financial statements and reports as required by law

Section 3. Submit to UAPRN State President a list of any changes in the PAC Officers by January 10 of each year or immediately if change are made mid-year.

 Section 4.  PAC to furnish to the UAPRN Treasurer and the membership financial statements for each quarter.

**ARTICLE TWELVE: 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.

**ARTICLE THIRTEEN: 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 FOURTEEN: Fundraising**

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

seeking, special events, major gifts, and membership contributions to fund the annual scholarships and state events.

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

**ARTICLE FIFTEEN: Amendments**

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

These bylaws were approved at a meeting of the state membership by a unanimous vote on

September 13, 2014 and will be maintained in the Corporate Minutes Book.

Signature: Date:

James Lawrence PhD APRN BC CHPN FAANP CPS 9/13/2014

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