

**BYLAWS OF NATIONAL ASSOCIATION OF CLINICAL NURSE SPECIALISTS,
Ohio Clinical Nurse Specialist (OHCNS) AFFILIATE**

ARTICLE I. NAME.

SECTION 1. NAME

The name of this association shall be the **Ohio Clinical Nurse Specialist (OHCNS)** Affiliate of the National Association of Clinical Nurse Specialists, hereinafter referred to as OHCNS.

ARTICLE II. MISSION AND PURPOSES.

SECTION 1. MISSION STATEMENT

Mission Statement: To advocate for and advance the unique expertise and value the clinical nurse specialist (CNS) contributes to health care through policy, collaboration, and professional development.

Vision Statement: Every CNS is an advanced practice registered nurse (APRN) with full scope-of-practice and a transformational innovator leading improvement in healthcare environments, resulting in superior health outcomes for the populations they serve.

SECTION 2. PURPOSE

The purpose of OHCNS is to provide educational, networking, and mentoring opportunities for the continuing professional development of the CNS in Ohio and the surrounding area.

SECTION 3. PROPERTY AND RECORDS

No part of the income or property (real or personal, tangible or intangible) of this association shall inure to the benefit of any member. Upon retiring from office, all officers shall deliver all records or other properties of the association within two weeks of the end of a term of office unless otherwise specified by the Board of Directors.

ARTICLE III. MEMBERSHIP/APPLICATIONS/DUES.

SECTION 1. AFFILIATE RESPONSIBILITY TO THE NATIONAL NACNS

In accordance with National regulations, NACNS, OHCNS will assure that at least 25% of its membership also holds membership in the National organization at all times.

SECTION 2. REGULAR MEMBER

A regular member of the organization is an individual who:

- A. holds an active license to practice as a registered nurse; and
- B. holds a masters/post- master's certificate/doctoral degree in nursing
- C. pays the assessed dues
- D. is entitled to vote, hold office, and chair committees.

SECTION 3. STUDENT MEMBER

A student member is an individual who:

- A. holds an active license to practice as a registered nurse
- B. is enrolled as a part-time or full-time student in a masters or doctoral program that prepares CNSs
- C. is not entitled to hold elected office or chair a committee
- D. may attend all meetings and participate in committees
- E. Pays the assessed dues at a reduced rate

SECTION 4. RETIRED MEMBER

A retired member:

- A. pays dues at a reduced rate as established by the OHCNS Affiliate, Board of Directors
- B. is entitled to vote, hold office, and chair committees.

SECTION 5. ASSOCIATE MEMBER

Associate member:

- A. An individual who does not meet the membership requirements for the other membership types but who is interested in learning about and supporting the role of the CNS.
- B. Is entitled to attend all meetings, and participate in committees/task forces/work groups,
- C. Is not entitled to vote, hold office, or chair committees/task forces/work groups.

SECTION 6. INSTITUTIONAL MEMBER

- A. Healthcare or educational institutions may become members by enrolling five or more individuals eligible for NACNS, OHCNS individual membership.

- B. An institutional member receives benefits specified by the Board of Directors.

SECTION 7. APPLICATION FOR MEMBERSHIP

Requests for membership shall be made by submitting an online membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

SECTION 8. TERMINATION OF MEMBERSHIP

The membership of any Member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any dues or charges shall be terminated automatically at the discretion of the steering committee/board. In addition, membership in OHCNS may be terminated or other disciplinary action imposed for “cause”, which means violation of these Bylaws or any rule or practice of NACNS/OHCNS. Termination or other discipline shall be affected or imposed only upon the vote of two-thirds of the Board of Directors/entire steering committee; provided that the Member shall have been furnished a full statement of the charges against such Member and shall have been afforded adequate opportunity for a hearing thereon. In special circumstances, such termination may be delayed by the Board of Directors.

SECTION 9. DUES

- A. To retain membership in OHCNS all member categories must pay the dues assessed by OHCNS.
- B. Dues will be assessed by the Board of Directors/Steering Committee in amounts sufficient to ensure that OHCNS maintains financial resources to carry out its purposes and activities.

ARTICLE IV. MEETINGS.

SECTION 1. ANNUAL BUSINESS MEETING

The NACNS, OHCNS Affiliate, shall meet annually at a time and place/virtually to be determined by the Board of Directors/Steering Committee. The annual business meeting shall be an open meeting to all members in good standing of OHCNS.

SECTION 2. QUORUM

The voting membership representing at least 10% of eligible voting members present at any annual business meeting shall constitute a quorum.

ARTICLE V. BOARD OF DIRECTORS AND STEERING COMMITTEE.

SECTION 1. DEFINITIONS

- A. The board members of the Association shall consist of a President, President-Elect, immediate past President, Secretary, and a Treasurer. These officers shall perform the duties prescribed in these bylaws, and by the parliamentary authority adopted by the Association.
- B. The Steering Committee consists of volunteers that are appointed by the Board.

SECTION 2. DUTIES OF BOARD & STEERING COMMITTEE

- A. The Board may appoint other committees, taskforces, workgroups and/or other working entities to mobilize volunteer expertise to meet a need of the organization.
- B. The Board shall manage the affairs of the OHCNS in conformity with the laws under which OHCNS is incorporated and the provisions of these bylaws.
- C. The Board of Directors/Steering Committee members shall meet at least annually.
- D. The Board of Directors/Steering Committee shall formulate policies to conduct/transact the general business of OHCNS in the period between annual meetings to further the purposes and goals of OHCNS and to manage, control, and conserve the property and interest of the affiliate.
- E. The Board of Directors/Steering Committee have the power to establish fees, create standing and ad hoc committees and define their duties, and to call annual meetings and other meetings of OHCNS not already provided for.
- F. The outcome of any action taken will be by a majority vote of those participating as long as a quorum is present.

SECTION 3. TIME AND PLACE OF MEETINGS

The Board of Directors/Steering Committee members may provide by resolution the time, date and place for the holding of an annual meeting and additional regular meetings of the Board of Directors/Steering Committee members without other notice than such resolution.

SECTION 4. QUORUM OF BOARD OF DIRECTORS

A quorum of the Board shall consist of half plus one member.

SECTION 5. REMOVAL OF BOARD OF DIRECTOR/ STEERING COMMITTEE MEMBER

- A. A member of the Board of Directors/Steering Committee member(s) may be removed by the vote of the Board.
- B. Any active member of the organization has the right to initiate a vote of no confidence against any member of the Board or Steering Committee. The motion for a vote of no confidence must be submitted in writing (may be electronic) to the President and Secretary, clearly stating the reasons for the motion.
 - a. Upon receipt of a motion for a vote of no confidence, the Secretary shall notify all Board members and schedule a Board meeting to discuss the motion. This meeting must take place within 30 days of receipt of the motion.
 - b. During the scheduled meeting, the Board or Steering Committee member against whom the vote of no confidence has been initiated will be given the opportunity to respond to the motion. Following this, the Board will discuss the motion. After a thorough discussion, a vote will be conducted. Active members will have the right to vote on the matter.
 - c. The vote of no confidence will be conducted by secret ballot. A two-thirds majority of the total active membership is required for the motion to pass. If the motion passes, the Board or Steering Committee member against whom the vote of no confidence was initiated will be immediately removed from their position.
 - d. If a Board member is removed through a vote of no confidence, the Board will follow the procedures outlined in Article 6, Sections 6-11 of these bylaws to fill the vacant position.
 - e. A vote of no confidence can only be initiated against a specific Board or Steering Committee member once during their term. If the motion does not pass, no further votes of no confidence can be initiated against that Board or Steering Committee member during their current term of office/appointment.

SECTION 6. ELIGIBILITY OF BOARD OF DIRECTORS/ STEERING COMMITTEE MEMBERS

- A. Each candidate for the Board of Directors/Steering Committee members of OHCNS shall have been a member for at least two consecutive years preceding each election.
- B. Each candidate for the Board of Directors/Steering Committee members of OHCNS shall reside within Ohio.
- C. A person may not simultaneously be a candidate for more than one office or Board position.
- D. The immediate past President shall not be eligible for nomination as President-Elect during their term.
- E. No individual may serve more than 6 consecutive years on the Board of Directors/Steering Committee.

SECTION 7. PRESIDENT

Term: The President serves for one year, or until succeeded by the President-Elect.

- A. If a President resigns or is removed from office, the President-Elect shall ascend to the Office of President to serve the remainder of the term as Interim President.
- B. If both the office of President and President-Elect are vacated by resignation or removal from office, the Board of Directors/Steering Committee members shall appoint an interim President to serve the unexpired portion of the President's term.
 - a. the Board may choose to appoint an interim President elect or
 - b. call for a special election for President and/or President-Elect

Duties: The President shall be the Chief Executive Officer of OHCNS. It shall be the duty of the President to preside at all meetings of the OHCNS Affiliate and its Board of Directors/Steering Committee members, and to see the rules are properly enforced in all deliberations. The President shall perform such other duties as may be prescribed by these bylaws and by the parliamentary authority adopted by the affiliate.

SECTION 8. PRESIDENT ELECT

Term: The President-Elect serves for one year or until a successor is elected. In the event of a resignation or removal from office a successor shall be appointed by the Board of Directors/Steering Committee to serve until moving into the office of President.

Duties: The President-Elect shall perform duties as directed by the President.

SECTION 9. IMMEDIATE PAST PRESIDENT

Term: 1 year

Duties: Past President: It shall be the duty of the past President to help assure the continuity of the OHCNS mission and purposes. The past President is an ex-officio member of the Board of Directors/Steering Committee.

SECTION 10. SECRETARY

Term: The Secretary serves for two years or until a successor is elected. In the event of a resignation or removal from office, a successor shall be appointed by the Board of Directors/Steering Committee to serve until the next regularly scheduled election at which time a new Secretary shall be elected to a full term by the membership.

Duties: It shall be the duty of the secretary to keep a true record of the proceedings of the meetings of OHCNS. In addition, the Secretary is responsible for convening an ad hoc committee at the direction of the Board that shall review the bylaws prior to the annual conference. The Secretary shall also perform such other duties as directed by the Board of Directors/Steering Committee or as prescribed by these bylaws and by the parliamentary authority adopted by OHCNS.

SECTION 11. TREASURER

Term: The Treasurer serves for two years or until a successor is elected. In the event of a resignation or removal from office, a successor shall be appointed by the Board of Directors/Steering Committee to serve until the next regularly scheduled election at which time a new Treasurer shall be elected to a full term by the membership.

Duties: It shall be the duty of the Treasurer to maintain the financial records of the OHCNS in accordance with generally accepted accounting principles. The Treasurer shall be responsible for and have full knowledge of all funds, disbursements, and securities of OHCNS, shall submit financial reports to the membership, prepare the annual budget in collaboration with the Board of Directors/Steering Committee, and make recommendations pertaining to changes which may affect the financial status of the affiliate. The Treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be prescribed by the Board of

Directors/Steering Committee; the premiums to be paid by OHCNS. The Treasurer shall perform other duties as directed by the Board of Directors/Steering Committee or as prescribed by these bylaws and by the parliamentary authority adopted by the Association.

ARTICLE VII. TIMING OF ELECTIONS, NOMINATIONS AND ELECTIONS.

SECTION 1. TIMING OF ELECTIONS

Annually, the members of the Association shall elect a President-Elect, and in alternating years, a Secretary and/or Treasurer, unless otherwise voted upon by Board of Directors/Steering Committee.

SECTION 2. NOMINATIONS

Any member may submit the name(s) of a potential candidate(s) to the Board of Directors/Steering Committee. The Board/Steering Committee shall review the qualifications of all applicants and prepare a proposed slate.

SECTION 3. ELECTIONS

- A. Elections of the officers and Board of Directors/Steering Committee members shall be by electronic vote of all regular and senior members from a slate of candidates prepared by the Board/Steering Committee. There shall be no write-in votes unless there are fewer than two candidates for the office.
- B. Plurality shall elect. In case of tie, choice shall be by lot.
- C. The elected officers and directors shall take office at the close of the annual business meeting of the Association following their election. Election results will be announced through the official publications/communication channels of the OHCNS. Ballots shall be kept by the Affiliate for thirty (30) days following the election.

ARTICLE VIII. COMMITTEES.

SECTION 1. CONFERENCE PLANNING COMMITTEE

- A. The only standing committee shall be the Conference Planning Committee.
- B. Committee chair and co-chair are appointed by the Board of Directors.

- C. The size of the committee shall be determined by the Board of Directors, except that no committee shall have fewer than three members.

SECTION 2. AD HOC LEGISLATIVE/REGULATORY COMMITTEE

- A. The Ad Hoc Legislative/Regulatory Committee, shall represent OHCNS and respond to individual members and state legislators, other professional associations and boards of nursing on state and national issues, which affect recognition, reimbursement, and practice of CNSs at the discretion of the Board of Directors/Steering Committee.
- B. Membership – The Legislative/Regulatory Committee shall consist of at least three members, appointed by the Board of Directors/Steering Committee of the OHCNS affiliate when needed.

ARTICLE IX. AWARDS.

The Board of Directors may, under regulations which it may adopt, create and offer awards for scientific investigations or contributions consistent with the purposes of OHCNS. The cost of such awards may be authorized by the Board of Directors/Steering Committee members from the funds of OHCNS or from funds which may be donated, entrusted, or bequeathed to the association for such purposes.

ARTICLE X. FISCAL YEAR.

The fiscal year of the association shall be from August 1st through July 31st.

ARTICLE XI. GIFTS.

The association shall have the authority to accept gifts in accordance with a 501 (c)(6) organization.

ARTICLE XII. PARLIAMENTARY AUTHORITY.

The most recent issue of Robert's Rules of Order shall govern the conduct of the meeting of the Association unless otherwise specified in these bylaws or special rules adopted by OHCNS.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS.

SECTION 1.

Amendments to these bylaws must be proposed in writing (may be electronic) and submitted to the Board of Directors. All proposed amendments received in proper form by the Board of Directors/Steering Committee members and submitted to the Board of Directors/Steering Committee must be circulated to the entire membership for a minimum of 30 days. The amendments shall be voted on by the membership, this may be done electronically.

SECTION 2.

An affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment.

SECTION 3.

Bylaws may be amended at the time of the annual business meeting without the previous membership notification if the amendment is presented from the floor and approved by ninety-nine percent of the voting members present.

SECTION 4.

The Board of Directors/Steering Committee may, at any time, submit proposed bylaw amendments to the membership for approval. The affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment submitted to the membership by the Board of Directors.

ARTICLE XIV. DISSOLUTION.

Upon the dissolution of the Association, the Board of Directors/Steering Committee, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

ARTICLE XV. CONFLICT OF INTEREST.

The purpose of the conflict-of-interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

- A. Definitions. An interested person, for purposes of this conflict-of-interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:
 - a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - b. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - c. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 - i. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in Article IX, section 6, subsection (b), part (2), the board shall determine whether a conflict exists.

- B. The Board of Directors/Steering Committee members shall not enter any contract or transaction with (a) one or more of its directors, (b) a director of a related organization

or (c) an organization in or of which a director of MAP for Nonprofits is a director, officer or legal representative, or in some other way has a material financial interest unless:

- a. Duty to disclose in connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining whether a conflict of interest exists after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
- d. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors/Steering Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.
- f. Violations of the Conflicts of Interest Policy
 - i. If the Board of Directors/Steering Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of

interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

- 1. The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

C. Compensation. This subsection shall govern when compensation from this Organization is being determined.

- a. A voting member of the Board of Directors/Steering Committee who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Draft Amended November 26, 2007

Reviewed/Edited: 2/20/2025

Voted/Approved by Board of Directors/Steering Committee 03/28/2025