**Chapter of the**

**National Association of Hispanic Nurses**

**Bylaws**

**Article I-Name**

The association shall be known as the Greater Birmingham Chapter of the National Association of Hispanic Nurses (GBNAHN).

**Article II-Purpose and Functions**

Section 1. Purpose

The purpose of this Association shall be to foster the development and improvement of health care for all people residing in the state of Alabama and, in particular Hispanic ethnic groups, through the concerted efforts of Hispanic Nurses.

Section 2. Functions as a Non-Profit Organization

* 1. This organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
	2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation; the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
	3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Functions to Promote the Health of Our Hispanic Communities

* 1. To have a voice in the planning of health service delivery to Hispanic citizens and residents of Jefferson County and surrounding communities
	2. To compile a local membership directory of Hispanic nurses
	3. To promote leadership, professional, and educational advancement of Hispanic nurses to meet the health care needs of the Hispanic population
	4. To support research aimed at evidenced-based solutions and to promote those measures that will address the health and health problems of Hispanic clients and communities
	5. To identify the contributions of Hispanic nurses to research, education, and nursing practice
	6. To strengthen the influence of Hispanic nurses on government and organized nursing through coordinated action

**Article III-Members**

Section 1. General. This class shall include any nurse licensed in the United States and its jurisdictions and who is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community.

Section 2. Affiliate Members. Any non-nursing health care professional that is interested in helping solve the problems and needs of the Hispanic nurses shall be known as Affiliate members. These individuals will be non-voting members.

Section 3. Student Members This class shall include any student enrolled in a pre-licensure nursing program leading to a nurse licensure who is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community. These individuals will be non-voting members.

Section 4. Emeritus

This class shall include any nurse who is at least sixty-two (62) years of age, is no longer employed full-time in the occupation of nursing, and has helped to solve the healthcare problems and support the healthcare needs of the Hispanic community during her or his career. Emeritus members are voting members.

Section 5. Corporate Member

Any corporation who is interested in assisting to solve the problems and to meet the needs of the Hispanic community and has paid dues, shall be known as a Corporate member. A Corporate member shall be entitled to all benefits of NAHN, except for making motions, voting and holding office.

Section 6. Good Standing Member

A Member in Good Standing is one whose NANH (chapter and national) membership dues are paid, and who complies with provisions of amended Articles of Incorporation and the Bylaws of NAHN.

Section 7. Honorary Member

This class shall include any individual who has gained national recognition in the field of nursing or contributed to the health care of Hispanic communities, having been recommended by at least two members and having received a three-fourth (3/4) vote of the National Board of Directors in the affirmative during an Annual Meeting.

Section 8. International Associate Members

This class shall include any nurse licensed in their country of origin that does not reside in the United States and/or its jurisdictions, but is of Hispanic ancestry, and is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community. International members shall be entitled to all of the privileges, except those of making motions, voting, and of holding office.

**Article IV-Membership Year and Dues**

Section 1. Membership year- The membership year shall begin with the date that the dues payment was received by the Treasurer.

Section 2. Membership Dues

* 1. Membership dues shall be set by the Chapter Board and NAHN and voted upon by the membership. Voting members shall pay annual dues to the National Association of Hispanic Nurses and to the Chapter.

**Article V-Executive Board of Directors**

Section 1. Composition

The Executive Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer and the Chairs of any existing committee.

Section 2. Duties

The Executive Board shall be responsible for the affairs of the Chapter. The Board may delegate authority as it deems appropriate and is not in conflict with these Bylaws.

Section 3. Quorum

 A majority of Executive Board or Board members present shall constitute a quorum.

Section 4.Regular Meetings.

Regular meetings of the Board of Directors shall be held at least \_\_\_ of times per year. Meetings may be held in person or by telephone conference call, video conference call, or by other electronic means in which all participants can contemporaneously hear one another.

Section 5. Special Meetings.

 Special meetings of the Board of Directors may be called by or at the request of the President or by directors constituting a majority of the Board. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

Section 6. Notice of Meetings.

Five (5) days’ notice of any regular or special meeting of the Board of Directors shall be given. Notices mail be sent via email or U.S. Mail and shall be effective upon transmission or, in the case of mail, upon deposit. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

Section 7. Manner of Voting.

A majority of the votes of the directors who are present in person, or by means of electronic media, at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 8. Informal Action.

 Any action required by law to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

Section 9. Compensation.

Directors may not be compensated for their services as directors of the Chapter.

Section 10. Procedure.

The proceedings and business of the Board of Directors shall be conducted in accordance with the Robert’s Rules of Order, Newly Revised, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these bylaws.

**Article VI-Officers**

Section 1. Elected Officers

The elected offices of this association shall consist of a President, President-Elect, a Secretary and a Treasurer.

Section 2. Qualification of Officers

Voting members of this association shall be eligible to hold elected offices.

Section 3. Term of Office

Officers shall not be eligible to serve in the same office for more than three consecutive terms of 2 years. Following two years off the Board, they may join the Board again.

Section 4. Vacancies

If a vacancy occurs in the position of President, the President-Elect shall become president. If a vacancy occurs in any other office, the Executive board shall by majority vote, elect a successor to hold office for the unexpired term.

Section 5. President

The president shall preside at all meetings of the Executive Board. The President shall be a non-voting ex-officio member of all committees, except the nomination Committee, and in cases of a tie vote shall vote to break any tie. The President shall perform all such duties as are incident to the office or that may be assigned to the President by the Executive Board. A co-signature by the President is required on any checks issued by the Chapter.

Section 6. President-Elect

The President-Elect shall perform the duties of the President during the President’s absence or inability to act. The President-Elect shall be in charge of recruitment and membership.

Section 7. Secretary

 The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors. The Secretary shall preserve all papers, letters and records of transactions. The Secretary shall issue all notices required by statutes, by these By-laws, or by resolution of the Board of Directors. The Secretary shall sign all documents requiring the Secretary’s signature. The Secretary, within thirty (30) days upon completion of the term of office, shall deliver to the new Secretary all books, papers, and reports covering all transactions that have taken place during the secretary’s term of office.

Section 8. Treasurer

The Treasurer shall receive, have custody of, and be responsible for all bookkeeping and accounting of all the funds of the association: The Treasurer shall see that only the bills that have been approved by the President or Board of Directors are paid; and shall submit a financial statement to the Board of Directors at regular meetings and to the membership at large at the annual meeting. A co-signature by the Treasurer is required on any checks issued by the association. Within thirty (30) days upon completion of terms of office, the Treasurer shall deliver to the new Treasurer all papers, books, records and money of the association with a supplemental report covering all transactions that may have taken place since the last report of the treasurer to the membership. At the end of the treasurer’s term, an audit of the books may be made by an individual outside of the organization.

**Article VII-Committees**

Section 1. Standing Committees

The standing committees shall include Bylaws, Education, Public Relations, Advocacy, Nominating, Awards and Scholarships, Fundraising and Special Committees.

Section 2. Bylaws Committee

This committee shall consist of at least three members with no limit as to the number of members in the committee. This committee shall receive and study any proposals for amendment to the Bylaws and may initiate proposals for amendments to the same.

Section 3. Education Committee

The Education Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. This committee shall focus on the need to educate health care providers and the public about the world view, values and needs of Hispanic clients and to work to minimize barriers and obstacles to obtaining quality health care. This committee shall also be in charge of facilitating Continuing Education credits to the members. This committee shall be responsible for the educational portion of the chapter newsletter.

Section 4. Public Relations Committee

The Public Relations Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. The committee shall devise ways and means of promoting good will between the public and the association and collaborate in the dissemination of information among the members of the association as well as the Alabama Community. The committee shall collaborate with the Education Committee in the creation of the chapter newsletter.

Section 5. Advocacy

The Advocacy Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. This committee shall monitor legislative action pertaining to health and welfare issues related to Hispanic clients and nurses. Please refer the NAHN’s Policy Statement on Political Activity.

Section 6. Nominating Committee

The Nominating Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. The nominating committee shall be responsible for preparing and presenting a report to the Secretary of the Board of Directors no later than sixty days prior to the elections. The report shall set forth a slate of candidates, consisting of at least two candidates for each office. The committee must obtain from candidates a statement of qualifications and consent to serve. Ballots shall be mailed to all voting members as specified in the Bylaws.

Section 7. Awards and Scholarships Committee

The Awards and Scholarship Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. This committee shall select recipients of awards and scholarships approved by the Board of Directors and/or the membership at large.

Section 8. Fundraising Committee

The Fund Raising Committee shall consist of at least three (3) members with no limit as to the number of members in the committee. This committee shall be responsible for creating and organizing fundraising activities for the organization.

Section 9. Special Committees

The Executive Board may establish special committees as deemed appropriate. Such committees shall have members, duties and terms of office determined by the body appointing them.

Article VIII – Nominations and Elections

Section 1. Nominating Committee.

The Nominating Committee shall:

1. Recruit and prepare a slate of candidates, under strict, confidential protocols, to be elected prior to the Annual Meeting of the Chapter;

2. Recruit one candidate for each office to be elected by the Members, except for the office of President, unless there is a vacancy in the office of President-Elect. That office shall remain vacant until the next Annual Meeting of the Chapter at which time a candidate shall be recruited for the office of President-Elect.

3. Obtain a statement of consent to serve and their qualifications for office; and

4. No later than ninety (90) days prior to the Annual Meeting of the Chapter, forward the slate of candidates to the Secretary to place on the Chapter website.

Section 2. Elections and Installation

Ballots are mailed to the membership, or sent electronically to the members’ last known email address, forty (40) days prior to the start of the Annual Meeting of the Chapter. The election shall be decided by the candidate receiving the highest number of votes cast, and a tie vote is determined by lot. Election results are presented to the Board of Directors before the Annual Meeting of the Chapter. Candidates are notified by the Secretary, and the names of the elected members are placed on the website. Installation of officers shall be at the Annual Meeting of the Chapter.

Article IX – Contracts, Checks and Deposits

Section 1.Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of Chapter in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Chapter. Such authority may be general or confined to specific instances.

Section 2.Checks, Drafts, and Notes.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Chapter shall be signed by the Treasurer and one additional officer.

Section 3. Deposits.

All funds of Chapter shall be deposited from time to time to the credit of Chapter in those banks, trust companies, or other depositories selected by the Board of Directors.

Article X – Fiscal Year

Section 1. Fiscal Year.

Chapter shall follow the same fiscal year as the National Association of Hispanic Nurses.

Article XI – Books and Records

Section 1 Books and Records.

Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of Chapter a record of the names and addresses of the Directors. All books and records of Chapter may be inspected by any director at any reasonable time. All books and records will be returned to National in case of Chapter dissolution.

Article XII – Indemnification

Section 1. Indemnification.

Chapter shall indemnify directors, officers, employees, or other agents of Chapter to the maximum extent permitted by applicable law.

Article XIII – Conflict of Interest

Section 1. Loans.

No loans shall be made by Chapter to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to Chapter for the amount of such loan plus interest at market rates until the repayment thereof.

Section 2. Conflicts of Interest Policy.

Chapter shall adopt and abide by a conflicts of interest policy to protect Chapter interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a director, or officer. The policy shall also address non-financial conflicts which may be adverse to the interests of Chapter. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

Article XIV – Amendments to Bylaws

Section 1. Bylaws.

The Bylaws may be amended and new Bylaws may be adopted by majority vote of the General and Emeritus Members at the Annual Meeting of the Chapter, if at least fifteen (15) days written notice of the text of each proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws has been provided to the members following approval by the Bylaws Committee and review by the Board of Directors. General and Emeritus. No revisions to the Bylaws will become effective until approved by the National.

Members may vote in person at the Annual Meeting or electronically, if at a time other than during the Annual Meeting or as otherwise deemed necessary by the Board. Those voting electronically shall be counted as present for purposes of determining the presence of a quorum and count of votes.

Signature: President Greater Birmingham Date

Chapter of the National Association of

Hispanic Nurses