



**Bylaws of the
North Dakota Nurse Practitioner Association**

The corporation (herein referred to as the North Dakota Nurse Practitioner Association or NDNPA) is organized for purposes, which are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, specifically including assisting nurse practitioners in the delivery of accessible and affordable health care to North Dakota citizens and others with whom they may provide healthcare. In order to facilitate such purposes, NDNPA shall strive to meet the following objectives:

Objectives

1. To facilitate collaboration between nurse practitioners and other healthcare professionals for the improvement of health care in North Dakota and other areas where they may practice.
2. To support legislation, and other pertinent issues, affecting nurse practitioner roles, education, and practice.
3. To promote public recognition of nurse practitioners' practice.
4. To promote a continuing education forum, including an annual conference, for members and other nurse practitioners.

Article I. Offices

The principal offices of NDNPA in the state of North Dakota shall be located at the residence of a NDNPA board of director. The registered office of NDNPA may, but need not be, identical to the principal office. The Board of Directors may change the address of the principal or registered office from time to time.

Article II. Members

SECTION 1. Membership

A. Active Members

Active members shall be nurse practitioners who (i) are registered with the NDNPA, are currently licensed as a nurse practitioner in North Dakota, (ii) have paid dues, if applicable, to NDNPA. Active members shall have the privilege of voting, holding office, and serving on committees.

B. Student Members.

Student members shall be registered nurses who are currently enrolled in a nurse practitioner program. Student members may become active members upon graduation as delineated in Section 1(A) of this Article II. Students shall not have the right to vote or hold office. Student Members may serve on committees but may not serve as chairperson.

C. Associate Members.

Associate Members shall be any person or group interested in fostering the objectives of the corporation including Certified Registered Nurse Anesthetists, Physicians Assistants, Certified Midwives, Certified Nurse Specialists. Associate Members shall not have the right to vote or hold office but may serve on committees.

D. Retired Members.

Retired members are individuals who (i) are sixty-two (62) or older, (ii) no longer hold a full-time position, and (iii) have registered with the corporation. Retired members may serve on committees and vote.

E. Dues.

Members of the corporation may be required to pay annual dues. The Board of Directors and the members shall determine the price of the annual dues. The Board of Directors and the members at the general membership meeting may propose a change in membership dues. Members shall be notified of the proposed changes at least thirty (30) days in advance.

F. Conference Attendance.

The NDNPA Board of Directors will be authorized to allocate funds for reimbursement of conference attendance with the intent of supporting NDNPA representation at regional and national conferences as guided by Conference Attendance and Funding Policy.

Article III. Board of Directors

SECTION 1. General Powers. Its Board of Directors shall manage the business and affairs of NDNPA. The Board of Directors shall have the power to conduct, manage, and control the affairs and business of NDNPA, consistent with its purposes, and subject to the limitations set forth in the corporation's Articles of Incorporation.

SECTION 2. Composition. The Board of Directors shall consist of the President, President Elect, Secretary, Treasurer, three Members at Large, all of which have voting

rights. Included on the Board of Directors are the Legislative Liaison, the American Academy of Nurse Practitioners (AANP) State representative, the immediate past president, three student members and committee chairs. These ex officio or appointed officers do not have voting rights.

SECTION 3. Tenure. All officers will serve two-year terms with no more than two consecutive terms in the same office. Members at Large will serve staggered terms. New members of the Board of Directors shall take office at the close of the annual business meeting. Members at large may be elected into offices of the president, president elect, secretary, or treasurer.

SECTION 4. Organization. At each meeting of the Board of Directors, the president or, in the president's absence, the president elect shall preside. The secretary or, in the secretary's absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

SECTION 5. Resignation. Any board director may resign at any time by giving written notice to the president or to the secretary of NDNPA. The resignation of any director shall take effect at the time of submission, or, if no time is specified, upon receipt by the officer to whom such written notice is given. Unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, or an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until such director's successor shall be duly elected and qualified.

SECTION 7. Removal of Directors. Any director may be removed at any time, with or without cause, by a vote of the majority of the total number of directors at a special meeting of the Board of Directors called for the purpose. Any vacancy in the Board of Directors caused by any removal shall be filled in the manner provided in Section 6 of this Article III.

SECTION 8. Regular Meetings. The Board of Directors shall meet at least once per quarter of each year, at a time and place fixed by resolution of the Board of Directors, and more frequently as it may be deemed by it for the best interests of the association. A regular meeting can be face to face or in any other electronic or remote manner deemed appropriate to conduct the business of the association.

SECTION 9. Special Meetings. Special meetings by the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may determine the format (remote or face-to-face) date and time of the meeting.

SECTION 10. Notice. Written notice of the time and place of any meeting of the Board of Directors, and in the case of a special meeting, the purpose of the special meeting, shall be given to each director at least seven (7) days prior to the meeting.

SECTION 11. Quorum. A majority of the number of directors fixed by the Board of Directors in accordance with Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may recess or adjourn the meeting from time to time without further notice until a quorum shall be present to transact business.

SECTION 12. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 13. Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a majority of directors consents in writing.

SECTION 14. Committees, Professionals. By resolution adopted by a majority of the directors, the Board of Directors may designate one or more committees of the Board, and may adopt such regulations, as it deems advisable with respect to the members, authority, and procedures of such committees. The Board of Directors may employ investment, accounting, legal and such other professionals as it deems to be for the best interest of the corporation.

Article IV. Officers

SECTION 1. Number. The officers of NDNPA shall be a president, a president elect, a secretary, a treasurer, and three members of large, all of which shall be elected by the membership of NDNPA in attendance at the annual meeting. Ex Officio officers of NDNPA include the immediate past president and the AANP State Representative. The Board of Directors may appoint such other officers as may be deemed elected or appointed by the Board of Directors. Each officer shall be a member of the Board of Directors.

SECTION 2. Election and Term of Office. Elected officers of NDNPA include the President Elect, the Secretary, the Treasurer, and three Members at Large. Appointed officers include the Legislative Liaison, Student Members, Committee Chairs and any other position deemed necessary by the Board of Directors. Ex Officio members include

the immediate past president and the AANP State Representative. Each officer shall hold office until such officer's successor shall have been duly elected or appointed and shall have qualified.

SECTION 3. Resignations. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the president, or to the secretary of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, president, or secretary of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal. Any officer may be removed at any time, with or without cause, by a vote of a majority of the total number of directors at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present at such meeting.

SECTION 5. Vacancies. A vacancy in any office because of the death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

SECTION 6. President. The president shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall, in general, supervise and control all the business and affairs of the corporation. The president shall serve as the chairperson of the Board of Directors, and shall, when present, preside at all meetings of the Board of Directors. The president may sign, with the secretary or any

other proper officer of the corporation authorized by the Board of Directors, any checks, drafts, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. President Elect. The president elect shall serve as the vice chairperson of the Board of Directors, and in the absence of the president or in the event of the president's death, inability, or refusal to act, the president elect shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president. The president elect shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

SECTION 8. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

SECTION 9. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds of the corporation; (b) receive and give receipts for moneys

due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. The president will serve as adjunct to the treasurer and have access to the bank account for depositing checks and serving as a substitute for the treasurer when needed.

SECTION 10. Members at Large. Three members will be elected to the position of Members at Large. These elected members are available to offer input in decision-making and help with projects throughout the year. They will also prepare the ballot and nominations for the yearly election, assist with the annual pharmacy conference, and review and provide recommendations for scholarship applicants.

SECTION 11. Past President. The past president will serve as an ex officio member of the board for 2 years. Duties are to assist the president in the transition and to help with the pharmacology conference.

SECTION 12. Legislative Liaison. The Legislative Liaison will be appointed by the board of directors within 30 days of the annual business meeting. An individual interested in this position must notify the board of directors within 20 days of the annual business meeting for consideration. The Legislative Liaison will provide contracted services and will be responsible for reviewing upcoming legislative committee meetings and hearings necessitating representation of the NDNPA. Additional responsibilities include representing the NDNPA or finding representation from the

NDNPA to attend applicable legislative meetings and prepare/present testimony when appropriate. The Board may determine compensation to the Legislative Liaison for contracted services, not to exceed \$5000 per year.

SECTION 13: AANP State Representative. The AANP state representative serves as a liaison for AANP members and other NPs at the state and local levels.

SECTION 14: Student Members. The student members will serve a 2-year term with one representative from each nurse practitioner programs which includes North Dakota State University, the University of North Dakota and the University of Mary. Duties include acting as a liaison between the NDNPA board and DNP students, student membership recruitment and other duties as directed by the President.

Article V Elections

SECTION 1. Preparation of the Ballot. The Members at Large shall serve as the nominating committee and prepare a ballot of the officers and board members seeking to be elected officers and directors. The list of the nominees and their biographical sketch shall be distributed to the general membership no later than thirty (30) days prior to the general membership meeting.

SECTION 2. Ballot Count. At least three (3) people will be designated by the Board of Directors Members at Large to count the ballots at the general membership meeting. The nominee receiving the highest number of votes for a particular office shall be declared elected. In the event of a tie vote, another ballot will be prepared, and the membership will cast votes. The election results will be announced at the general membership meeting. The nominee receiving the highest number of votes for a

particular office or as an at large director shall be declared elected. In the event of a tie vote, another ballot will be prepared, and the membership will cast votes. The election results will be announced at the fall meeting.

SECTION 3. Composition. The Board of Directors may recommend and sanction an ad hoc or standing committees as needed to achieve the objectives of the corporation. Each ad hoc or standing committee shall be comprised of a chairperson and a non-fixed number of committee members, who may be volunteers or may have been recruited by the Board of Directors. The Chair of each standing committee is expected to report as needed to the Board of Directors.

Article VI: Executive Director

SECTION 1. Appointment. The Board of Directors may appoint an Executive Director if a need is identified. The Executive Director is responsible to the President and the Board of Directors. Direction from the President may only be overridden by a majority vote at the Board of Directors meeting.

SECTION 2. Delegation of Authority and Responsibility. The Board of Directors delegates to the Executive Director the authority to act for and on the behalf of the NDNPA. Responsibilities include, but are not limited to:

- A. Promoting legislative activities of NDNPA
- B. Representing NDNPA at professional and legislative functions as requested by the President and Board of Directors.
- C. Promoting educational activities and events.
- D. Assisting with recruitment of members.

Article VII. Parliamentary Authority

The rules contained in Robert's Rules of Order Revised (current edition) shall govern the meetings of the corporation.

Article VIII. Contracts, Loans, Checks, and Deposits

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. Such officer shall sign all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Article IX. Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against and incurred by such person in any such capacity.

Article X. Conflicts of Interest

A contract or other transaction between the corporation and a member of the Board of Directors, a member of the family of a director or any corporations in which a director or member of the family of a director has a direct or indirect financial interest is not void or voidable because such director, member of the family or corporations are parties to the contract or transaction if at least one of the requirements of Subsection 2 of N.D.C.C. § 10-33-46 is satisfied.

For purposes of this section, a “member of the family” of a director is a spouse, parent, child, child of a spouse, brother, sister, or the spouse of any of them.

Article XI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in the following year.

Article XII. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XIII. Governing Law

The Articles of Incorporation and Bylaws shall govern the internal affairs of this corporation unless they conflict with the North Dakota Nonprofit Corporation Act.

Article XIV. Amendments

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors at any regular or special meeting of the Board of Directors

Article XV. Dissolution

The corporation may be dissolved by a majority vote of the Board of Directors following ninety (90) days written notification to the general membership in accordance with the ND Century code, subsection 8. The Board of Directors shall direct the funds remaining in the corporation's accounts at the time of dissolution will be donated to a non-profit corporation with similar objectives and mission.