



Bylaws

**2018 PROPOSED
BYLAW
AMENDMENTS**

TO: WCAPN Membership
FROM: WCAPN Bylaws Committee
DATE: September 13, 2018
RE: 2018 Proposed Bylaw Amendments

Submitted for membership consideration are the 2018 proposed bylaw amendments detailed on following pages. These proposed amendments include various clean-up items as well as substantive changes that reflect our ongoing commitment to this organization as it evolves.

These proposed amendments will be voted upon by the members at the upcoming WCAPN Annual Assembly which will be held on **Saturday, October 13, 2018 at the Holiday Inn, Sheridan, Wyoming from 12:30 to 1:30.**

Amendment #1—This is a clean-up amendment as WCAPN is a 501(c) 6 per our articles of incorporation.

Amendment #2—Defining of student membership within the Association.

Amendment #3—Redefining the Board of Directors composition, meetings, absences and adding qualifications to serve on the Board of Directors.

Amendment #4—Grammar clean up regarding ex-officio board members.

Amendment #5—Adding a new section to the bylaws that defines the annual membership assembly and functions of the assembly.

Amendment #6—This is a clean-up amendment regarding how WCAPN elections are to be conducted and the process for nominations.

Amendment #7—Redefining the role of the conference planning committee.

Amendment #8—This amendment adds two new sections to the bylaws that define Parliamentary authority and dissolution.

Please note: Proposed deletions are indicated with ~~strikethrough~~ and additions are indicated with **italicized and underlined font**. Any surface grammatical and/or spelling errors will be corrected in the final stages of reissuing bylaws, following any actions taken at this year's Annual Assembly.

Article 1: Name and Definition

The Wyoming Council for Advanced Practice Nursing (WCAPN) is an independent, 501 (c)-~~(3)~~(6) non-profit council that promotes advanced practice nursing in the State of Wyoming. The Wyoming Council for Advanced Practice Nursing is herein referred to as WCAPN or the Organization.

Article 2: Purpose

The purpose of WCAPN is to promote excellence in advanced practice education and professional development; participate in supporting and monitoring relevant legislation; and foster collegial and collaborative relationships with other health care professionals and organizations. WCAPN may choose to partner with other organizations as either a paid or non-paid affiliate. The decision to participate with other organizations will be made by the Board and the new affiliation will be posted on the website.

Article 3: Membership

Section 3A: Regular Membership

Open to any advanced practice registered nurse (APRN) who is retired or currently licensed and/or practicing in the State of Wyoming. Regular members have the right to vote, serve on and chair committees, and hold office.

Section 3B: Student Membership

1. Open to all students who are enrolled in an entry level APRN program ~~in Wyoming or who reside in Wyoming~~. **This category does NOT include APRNs who return to school for additional training or advanced degrees.** Student members have the right to vote and serve on committees.

Section 3C: Affiliate Membership

Encompasses non-APRN individuals, businesses, or organizations who support the Mission and Vision of WCAPN. These members do not have the right to vote, chair a committee, or hold office. At the invitation of the Board these members may serve on a committee.

Article 4: Dues

Membership dues are paid on an annual basis. Annual membership term will be from September 1st to August 31st. There is no provision for prorating dues.

The Board of Directors may review dues annually and draft any proposed changes. Notice of proposed changes will be delivered to the general membership at least 30 days in advance of the upcoming Annual Membership Meeting for consideration and approval. Once approved by the membership adjustments will take place immediately.

Article 5: Board of Directors

Section 5A: Definition, Authority, Responsibility

The Board is the elected corporate body of WCAPN. The Board has the authority, power, and duty to act on behalf of the general membership. As the corporate body representing WCAPN general membership the Board strives to serve in good faith and uphold the highest of professional, ethical, and legal standards. The Board of Directors is herein referred to as The Board or Board.

Section 5B: Composition, Terms of Service, Vacancies

The Board shall consist of eleven (11) persons. ~~Nine (9) are elected from and by the general membership. There are five (5) elected Officers to include President, President-Elect, Immediate Past President, Treasurer, and Secretary and four (4) elected Members at Large. Elected Officers include President, President-Elect, Immediate Past President, Treasurer, Secretary and four (4) elected Members at Large. The President-Elect will transition to the President role at the conclusion of the first year of their term, and simultaneously, the President will transition to the Immediate Past-President role at the conclusion of their second year of service.~~ There are two (2) ex-officio Board members are the Executive Director and the AANP State Representative.

Terms of service are as follows: President, President-Elect, and Immediate Past-President each serve a total of three (3) years consecutively; one (1) year in each role or position respectively. Secretary, Treasurer and Members at Large each serve two year terms. Staggered terms ensure continuity so that Secretary will be elected in even years and Treasurer will be elected in odd years. Members at Large will be elected similarly, two persons elected in even years and two persons elected in odd years.

Vacancy plan is as follows: If the President is unable to continue in their role/position, the President-Elect will accede to the position of President for the remainder of the current term and continue to serve to the completion of their original elected term. If for any reason, the President-Elect is unable to accede to the President position, the Past-President may accede to the President position and complete the remainder of that current term. Membership will be informed of the Board composition adjustments and a call for nominations for vacated position(s) will proceed per election protocol stated elsewhere in WCAPN Bylaws.

The Board may appoint replacements for Secretary, Treasurer, and Members at Large by majority vote to serve for the remainder of the respective current term. Membership will be informed of the Board composition adjustments and a call for nominations for vacated position(s) will proceed per election protocol stated elsewhere in WCAPN Bylaws.

Section 5C: Meetings and Absences

~~The Board shall meet as often as needed to communicate and complete necessary business as representatives of the WCAPN general membership. Meeting dates and times shall be proposed, discussed and agreed upon by Board majority at least annually. Meeting proceedings will be recorded as defined elsewhere in WCAPN Bylaws. Minutes for official Board Meetings will be available to any regular, student, or affiliate member for review.~~

~~Face to face meetings will be planned for the Annual Membership Meeting and for the Annual Strategic Planning Meeting; additional face to face meetings shall be at the discretion of the Board. Any member that is not able to physically attend a meeting may attend and participate by suitable electronic means. No member will be allowed to send or appoint a representative to attend and/or vote by proxy.~~

~~Meetings held via electronic means, phone or video conferencing, may take place at the discretion of the Board. Any Board member that is not able to attend an electronic meeting will not be allowed to vote by proxy. No member will be allowed to send or appoint a representative to attend and/or vote by proxy.~~

~~The Annual Membership Meeting is traditionally held during the annual fall conference with an agenda posted on-line within 30 days of the meeting. All subsequent communications for the general membership will be via on-line website postings, email, or other suitable and effective communication means.~~

~~Roberts Rules of Order will guide the proceedings of the Board and any general membership meetings. A quorum shall be a minimum of six (6) Board members present. To establish a quorum the President or their designee and one additional Board Officer will be in attendance either in person or by other suitable electronic means. Once quorum is established voting will proceed with a simple majority rule. In any instance where the WCAPN Bylaws and Roberts Rules of Order are in conflict, the WCAPN Bylaws shall prevail.~~

- a. The Board of Directors shall meet four (4) times per year, or more often as necessary, to conduct the business of WCAPN.

- b. Special Board of Directors meetings may be called by the President and shall be called upon the written request of no less than five (5) members of the Board of Directors.
- c. A minimum of five (5) Board members present, one must be the President and/or President-Elect, shall constitute a quorum.
- d. Decisions that require immediate action by the Board of Directors may be made, in good faith, by the Executive Committee. Following such action, the President shall notify the Board of Directors of the action taken and shall report for ratification all transactions at the next Board of Directors meeting.
- e. Meetings of the Board of Directors may be held by means of telephone conference or similar communication, provided that all people participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.
- f. A absence of a Board member from two consecutive meetings or a total of three meetings during a twelve (12) month period following election or appointment shall constitute an automatic resignation.

Section 5D: Qualifications

To be eligible to serve on the Board of Directors a person shall be a member in good standing and:

- a. Hold a current and unrestricted APRN license to practice in the State of Wyoming.
- b. Not concurrently serve as an Officer or Director (or its equivalent of another organization, if participation might result in a conflict of interest with WCAPN as determined by the Board of Directors.

Article 6: Duties and Roles of The Board

Section 6A: President

WCAPN President presides over The Board, Board meetings, and the Annual Membership meeting. Represents and/or designates a representative for conducting WCAPN business. Directs and/or appoints leadership for activities of WCAPN including educational, legislative, and public representation. Appoints committee leadership and directs the activity and purpose of said committees. The President will abstain from voting until each Board member present has voted thus the President's vote will serve as a tie-breaker vote if needed.

Section 6B: President-Elect

The President-Elect serves primarily in a learning role preparing to assume the duties of President.

Section 6C: Immediate Past-President

The Past-President serves in a support and advisory role for the current President and the Board in general.

Section 6D: Secretary

The Secretary serves as the primary recorder for WCAPN Board and membership meetings and submits to the Executive Director for distribution.

Section: 6E: Treasurer

The Treasurer serves as the custodian of WCAPN funds in collaboration with the Executive Director. Examines monthly financial reports, monitors and evaluates financial affairs, and provides insight and direction regarding financial goals. The Treasurer provides an annual financial summary report for The Board and General Membership at the fall Annual Membership meeting.

Section 6F: Members at Large

Serve as representation of the General Membership to advise, participate, and contribute to Board on all matters of the organization.

Article 7: Ex-Officio Board Members

Section 7A: Executive Director

The Executive Director (ED) is an ex-officio Board member with no right to vote. The Executive Director is a paid position hired to oversee the day to day operations of WCAPN and serves at the discretion of The Board. The ED is thus a representative of WCAPN able to advise, participate, and contribute to The Board on all matters of the organization.

The Executive Director shall ~~be~~ **be** accountable to the Board of Directors, represent the Association and serve as a designated spokesperson on matters of established policy and positions at the direction of The Board, and be responsible for The Board publications and communications to the membership. ~~For details of contract obligations refer to current contract.~~

Section 7B: AANP State Representative

The AANP State Representative (SR) is an ex-officio Board member with no right to vote. Provides legislative leadership for WCAPN and is a representative of WCAPN able to advise, participate, and contribute to The Board on all matters of the organization. The SR reflects the voice of WCAPN at policy and legislative activities locally, statewide, or nationally and disseminates policy and legislative information and advice to The Board and general membership pertaining to healthcare issues. The SR may post updates regarding state or federal legislative issues on the WCAPN website and collect data from the general membership when appropriate and at the request of The Board.

The ~~State~~-AANP State Representative provides periodic legislative updates and summary reports for The Board and presents an annual legislative summary report to the General Membership at the Annual Membership meeting.

Article 8: Breach of Duty

Any person seeking to establish liability of any Board member must prove that the official did not act in good faith, with ordinary care, or failed to act in a manner reasonably believed to be in the best interest of WCAPN.

When a Board member violates the Bylaws of WCAPN or fails to perform the duties of their elected role. The Board must provide the member in question with a written notice stating the reasons for proposed removal and provide the member an opportunity to respond to the accusations in writing. If deemed necessary, and only after due process, to assure the integrity of The Board a member may be removed by majority vote and the general membership will be advised of the adjustment via suitable communication means. Depending on the established circumstances, any member of The Board who is removed from office may have the opportunity to serve at a future time.

Article 9: WCAPN Annual Membership Assembly

Section 1. Assembly Definition

The Assembly shall be the governing and official voting body of WCAPN and shall be composed of the WCAPN Board of Directors and all other WCAPN Members. The Assembly is accountable to the membership.

Section 2. Composition

- a. All WCAPN members, who are in good standing, shall have a voice and vote at the Assembly on matters related only to WCAPN.

Section 3. Functions

- a. The Assembly shall have all power and authority to adopt, initiate, and implement policies, methods, and measures it deems to be in the interest of members of WCAPN. The Assembly grants to the Board of Directors power and duties to implement action between meetings when prompt action is necessary.

Section 4. Meetings and Quorum

- a. The Assembly shall meet at least annually at the time and place determined by the Board of Directors.
- b. Notice of the WCAPN Annual Assembly shall be published (electronically or direct mail) no less than 60 calendar days prior to the meeting.
- c. Special meetings may be called by the Board of Directors. Members can request a special meeting in writing to the Board of Directors. Notices for special meetings shall be published (electronically or direct mail) at least 30 days before the day of the special meeting.
- d. The President of WCAPN or President Elect, in the President's absence, or in the event of a conflict of interest, in order of rank shall preside at all meetings.
- e. All matters initially introduced and presented for a vote at the time of the WCAPN Annual Assembly shall be decided on a two-thirds (2/3) vote of the members present.
- f. A quorum for the transaction of business of the WCAPN Annual Assembly shall consist of the presence of a majority of the Board of Directors, one of whom shall be the President or President Elect, and a majority of the Members registered for the annual meeting.

Section 5. Removal of Elected Official

Any Board member elected by membership may be removed by a two-thirds (2/3) vote of the members at the WCAPN Annual Assembly whenever such action is deemed to be in the best interest of WCAPN, or for other cause, with provision for due process and appeal rights.

Article 9 10: Annual Elections

~~Section 9 A: Nominations Process~~

~~Voting members in good standing may be nominated for elected positions. Call for nominations will be published on-line at least 90 days prior to the election. Nominees must submit the Consent to Serve application. Nominations will close one month following initial call for nominations.~~

~~Section 9 B: Election Process~~

~~The slate of candidates shall be posted on the WCAPN website and voting will be open 30 days prior to the Annual Membership meeting. Voting will be through on-line ballot or other suitable means and will be completed and closed a minimum of one (1) week prior to the Annual Membership Meeting. A majority vote will be sufficient for election. In the event of a tie vote the decision shall be made by secret ballot of the WCAPN board. The President will abstain from voting until each Board member present has voted thus the President's vote will serve as a tie-breaker vote if needed.~~

~~The Board will be notified of the results and will notify the newly elected Board members. The Board member terms of office shall begin at the adjournment of the WCAPN Annual Membership meeting.~~

Section 10A: Nominations

- a. Candidates for office shall meet established qualifications and shall consent to serve if elected.
- b. Candidates who meet the established qualifications for an elected office may declare as a candidate by notifying the Nominations Committee in writing per board policy.

Section 10B: Elections

- a. Elections shall be held annually and shall be by secret ballot according to WCAPN policies and procedures. Members will vote by electronic ballot.

- b. Slate of Candidates to be made available to the membership fifteen (15) calendar days prior to the ballot being sent.
- c. Ballot to be sent out thirty (30) calendar days prior to the WCAPN Annual Assembly.
- d. A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
- e. Election results are presented at WCAPN Annual Assembly by the nominating committee.
- f. Terms of office shall begin at the close of the WCAPN Annual Assembly.
- g. All ballots and other records of the election shall be preserved.

Article ~~10~~ **11**: Committees

Section ~~10~~ **11A**: Conference **Planning** Committee

~~Purpose is to work with the Executive Director to develop the annual conference including securing funding and vendor sponsorships, recruit relevant presenters, obtain CME credit, and arrange adequate venue facilities.~~

The Conference Planning Committee shall:

- a. Plan the annual educational conference
- b. Seek input from Members on educational topics and speakers
- c. Secure funding and vendor sponsorships
- d. Secure presentations and content

Section ~~10~~ **11B**: Other Committees

Other ad hoc committees may be appointed by The Board to serve a specific function or to address a short-term need.

Article ~~11~~ **12**: Review of Bylaws

The Bylaws of WCAPN must be reviewed by ad hoc committee at least every two (2) years. Any recommendations for revision or amendment must be submitted to the Board for discussion and approval. Proposed changes will be posted via suitable communication means a minimum of 30 days prior to the Annual Membership Meeting. Discussion and voting will take place

during the Annual Membership Meeting. Revised Bylaws will then take effect immediately unless otherwise stated.

Article 13—Parliamentary Authority

Section 1. Parliamentary Authority

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern this association in cases in which they are applicable and to the extent to which they are not inconsistent with these bylaws, the Articles of Incorporation, or any policies or rules of order the association may adopt.

Article 14—Dissolution

Section 1. Dissolution of WCAPN

Procedure. WCAPN shall be dissolved according to the procedures outlined in the Wyoming Nonprofit Corporation Act.

Section 2. Distribution of Assets.

After the liabilities of WCAPN have been discharged or provided for, the remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.