

# **NATIONAL ASSOCIATION OF NEONATAL NURSES**

## **BYLAWS**

### **ARTICLE I** **NAME**

The name of the organization shall be The National Association of Neonatal Nurses, Inc. (ASSOCIATION).

### **ARTICLE II** **PURPOSE**

The purposes of the ASSOCIATION shall be:

1. To promote the highest standards of neonatal nursing practice, education, and research; and
2. To maintain an organization that will assist neonatal nurses in optimizing professional development and economic and general welfare, including facilitating, and supporting advanced practice neonatal nursing roles
3. To facilitate an exchange of information between nurses and other professional colleagues in the neonatal field;
4. To participate in activities that will promote and improve neonatal nursing and health care for the infant and family;

### **ARTICLE III** **MEMBERSHIP QUALIFICATIONS AND PRIVILEGES**

Membership in the ASSOCIATION is a privilege and is contingent on continued compliance with the requirements specified by these Bylaws and California law.

It shall be the duty of each member to keep on file with the national headquarters a current address to which all notices, rules, or regulations required by the Bylaws of the ASSOCIATION may be sent.

#### Section 1. Qualifications and Privileges

Membership in this ASSOCIATION shall be composed of registered professional nurses and other healthcare professionals concerned with or engaged in the practice of neonatal nursing.

- a. Individual Registered Nurse Members  
Individuals practicing as registered nurses who are concerned with or engaged in the active practice of neonatal nursing shall be eligible to vote, hold elected office, and serve on committees and or task forces.
- b. E-Members  
E-membership is open to individuals practicing as registered nurses who are concerned with or engaged in the active practice of neonatal nurses but do not wish to gain full access to individual member benefits. E-members may not serve or chair committees and volunteer task forces and are not eligible to vote or hold an elected office or position.
- c. Student Members  
Membership as a student is open to individuals interested in neonatal nursing and are actively enrolled in an entry-level nursing program that leads to eligibility for the NCLEX examination upon graduation. Student members may serve on but not chair committees or volunteer task forces and are not eligible to vote or hold an elected office or position.
- d. Retired Members

Association registered nurse members who are sixty-five or older or are retired from active nursing practice may change their membership status to retired member. Retired members shall be eligible to vote and may serve on, but not chair committees or volunteer task forces and are not eligible to hold an elected office or position.

e. Associate Members

Membership as an associate member is open to individuals who are non-nurse healthcare professionals who care for neonatal patients and their families and are interested in the Association's mission, purpose, and goals. Associate members may not serve on or chair committees or volunteer task forces and are not eligible to vote or hold an elected office or position.

## **Section 2. Dues**

- a. Membership dues shall be established by the Board of Directors of the ASSOCIATION;
- b. Any individual eligible for membership may become a member after completing an application and payment of first annual dues.
- c. Members shall pay annual dues on the anniversary date of membership in the Association.

## **Section 3. Expulsion**

- a. The Board of Directors may expel a member for cause.
- b. No member shall be expelled until the person has been notified in writing of the reasons for the expulsion and has had an opportunity to respond to the Board of Directors.

## **ARTICLE IV** **OFFICERS**

### **Section 1. Officers**

- a. The officers of the ASSOCIATION shall be a President, Secretary/Treasurer, and in alternating years a President-Elect or Immediate Past President.
- b. Each candidate for office shall be an active member in good standing of the ASSOCIATION. Nominees for the office of President-Elect shall have served at least one term on the Board of Directors; Nominees for the office of Secretary/Treasurer must have served at least one term on the Board of Directors or as a Chapter President or Chairperson of a national committee. A member shall not hold more than one national office in the ASSOCIATION at any given time.
- c. All officers and board members shall take office immediately after the adjournment of the annual meeting closest to their election or appointment and shall continue in office until their successors are duly elected and qualified.
- d. All officers shall be registered nurses.

### **Section 2. President**

The President shall:

- a. Be the chief elected officer of the ASSOCIATION
- b. Preside at all meetings of the Board of Directors and of the ASSOCIATION;

- c. Act as the official representative of the ASSOCIATION;
- d. Appoint, with the approval of the Board of Directors, all NANN committee chairpersons, as provided in the Bylaws;
- e. Serve as an ex-officio member without vote of all standing committees;
- f. Perform and discharge all duties incident to the office of President; and,
- g. Perform other duties as may be assigned by the Board of Directors.
- h. The President shall serve for a term of two years and may not be reelected.

### **Section 3. President-Elect**

The President-Elect shall:

- a. Succeed to the Presidency;
- b. Perform the duties of the President in the absence or disability of the President;
- c. Perform all duties incident to the office of President-Elect;
- d. Perform other duties as may be assigned by the Board of Directors;
- e. The President-Elect shall serve for a term of one year.

### **Section 4. Immediate Past President**

The Immediate Past President shall:

- a. Perform the duties of the President in the absence or disability of the President;
- b. Perform other duties as may be assigned by the Board of Directors;
- c. The Immediate Past President shall serve for a term of one year.

### **Section 5. Secretary/Treasurer**

The Secretary/Treasurer shall:

- a. Be responsible for the minutes of all meetings of the Board of Directors and of the ASSOCIATION and make corrections before full board review;
- b. Oversee amendments to the Association bylaws in collaboration with the Association staff and see that accurate records are kept for all members;
- c. Provide oversight and works in collaboration with staff to maintain full knowledge of all funds and securities of the ASSOCIATION;
- d. Provides oversight and works in collaboration with staff in the performance of a financial audit of the ASSOCIATION finances;

- e. Render to the President and the Board of Directors, whenever they request it, an account of all transactions as Secretary/Treasurer;
- f. Render a statement of the financial condition of the ASSOCIATION at all regular meetings of the Board of Directors and at the annual meeting of the ASSOCIATION;
- g. Perform all duties incident to the office of Secretary/Treasurer; and,
- h. Perform all other duties as may be assigned by the Board of Directors.
- i. The Secretary/Treasurer shall not serve in that capacity for more than two elected (2) two-year terms.

### **Section 6. Vacancies**

If the office of an elected officer or director shall become vacant before the term expires, the board of directors shall appoint a qualified member of the Association to fill the vacancy, and the appointee to the vacated position will serve for the remainder of the term. If the office of President becomes vacant before the term of office expires, it shall be filled by the Immediate Past President if in the first year of the term and the President-Elect if in the second year of the term. If there is no Immediate Past President or President-Elect, the board shall appoint an interim president for the remainder of the unexpired term.

## **ARTICLE V** **BOARD OF DIRECTORS**

### **Section 1. Composition**

- a. The Board of Directors of the ASSOCIATION shall include the officers of the ASSOCIATION, six (6) At-Large Members, and the Chair of the National Association of Neonatal Nurses Advanced Practice (NANN-AP).
- b. The officers and directors shall be registered nurses.
- c. The chair of NANN-AP shall not be eligible to serve as an officer of NANN at the same time.

### **Section 2. Powers and Duties**

The general management of the affairs of the ASSOCIATION shall be vested in the Board of Directors, who shall:

- a. Transact all business of the ASSOCIATION;
- b. Manage, control, and conserve the property interests of the ASSOCIATION;
- c. Approve, budget, and authorize reimbursement of expenses to elected or appointed officials engaged in business on behalf of the ASSOCIATION;
- d. Establish fees and dues;
- e. Create standing task forces or special committees and define their duties;
- f. Call meetings of the ASSOCIATION not already provided in these Bylaws; and,
- g. Appoint an Executive Director, or hire a firm to conduct the administrative and daily duties of the ASSOCIATION.

### **Section 3. Term**

- a. The elected officers shall serve their terms as specified in Article IV. Three Directors-At-Large shall be elected annually each year to serve a two-year term. The NANN-AP Council Chair shall serve a term on the NANN Board of Directors and Executive Committee that aligns with their term on the NANN-AP Council.
- b. Members of the Board of Directors shall take office immediately after the adjournment of the annual meeting closest to their election or appointment and shall continue in office until their successors are duly elected and qualified.
- c. No Director-At-Large may be elected to serve in that capacity for more than two (2) full terms. However, a Director-at-Large who is appointed to fill a vacancy may be elected to serve up to two full elected terms.

#### **Section 4. Meetings**

- a. Meetings of the Board of Directors shall be held a minimum of two (2) times each year.
- b. The time and place of additional meetings shall be determined by the Board of Directors.
- c. Special meetings of the Board of Directors may be called by the President or by request of at least five (5) members of the Board of Directors.
- d. A majority of the members of the Board of Directors of the ASSOCIATION, including the President shall constitute a quorum for the transaction of business.

Meetings may be held in person or by any means permitted by law.

#### **Section 5. Removal and Vacancies**

The Board of Directors or members may declare vacant the office of any officer or director in accordance with applicable law. The Board of Directors may fill a vacancy among the directors-at-large.

### **ARTICLE VI** **MEMBERSHIP MEETINGS**

- a. An annual business meeting of the membership shall be held once a year at such time and place as designated the Board of Directors.
- b. Each eligible Member shall be entitled to one vote on matters properly placed before the membership.
- c. One hundred (100) members entitled to vote shall constitute a quorum at any meeting of members, and represent the majority of members present in person.
- d. At all business meetings of the Association, each voting member shall have one vote and may take part and vote in person only, and members may not vote by proxy. Unless otherwise specified by these bylaws, a majority vote of voting members present shall govern.
- e. The annual business meeting shall include a report to the membership of all committee and Board activities.
- f. Action may be taken by members by written ballot or other means permitted by applicable law.

### **ARTICLE VII** **ELECTIONS**

Elections of officers (other than the president) and directors shall be held annually, which election shall be by ballot by a majority of votes cast. The Nominations Committee shall develop a procedure for solicitation of candidates and implementation of the election process.

## **ARTICLE VIII** **COMMITTEES**

### **EXECUTIVE COMMITTEE**

#### **Section 1. Composition**

The Executive Committee shall be composed of the officers of this ASSOCIATION and the Chair of NANN-AP.

#### **Section 2. Authority**

The Executive Committee shall have the authority to act on behalf of the Board of Directors between meetings of the Board of Directors except with respect to:

- a. The approval of any action which also requires approval of the members;
- b. The filling of vacancies on the Board of Directors;
- c. The fixing of any compensation of the directors;
- d. The amendment, repeal or adoption of bylaws;
- e. The appointment of committees of the Board of Directors.

#### **Section 3. Meetings**

The Executive Committee shall meet as often as necessary to conduct the business of this ASSOCIATION.

### **NOMINATING COMMITTEE**

The immediate past president shall serve as chair of the Nominations Committee. The Nominations Committee shall be comprised of two current Association board members and three at-large members appointed by the chair and approved by the president. The nominations committee chair and nominations committee members will be appointed to a maximum 2-year term.

### **OTHER COMMITTEES**

Other standing committees may be established or discontinued by a resolution of the Board of Directors. The President may appoint such ad hoc committees and task forces as are necessary to carry out the purposes of the Association with the approval of the Board of Directors. An ad hoc committee or task force created by the President shall terminate with the expiration of the president's term of office. Ad hoc committees or task forces may be established for longer periods with the approval of the Board of Directors.

Each committee or task force shall submit annual reports to the ASSOCIATION and Board of Directors and any interim reports that may be requested by the Board of Directors.

## **ARTICLE IX** **NATIONAL ASSOCIATION OF** **NEONATAL NURSES ADVANCED PRACTICE (NANN-AP)**

**Section 1. Establishment**

The Association has established a division known as the National Association of Neonatal Nurses Advanced Practice (NANN-AP).

**Section 2. Membership**

Membership in NANN-AP shall be open to all members of the ASSOCIATION who meet criteria established by the NANN-AP.

**Section 3. Bylaws, Policies, and Procedures**

NANN-AP is subject to the bylaws, policies, and procedures, of and works in collaboration with the Association.

**ARTICLE X**  
**SPECIAL INTEREST GROUP**

**Section 1. Establishment**

ASSOCIATION members sharing a common interest may organize to form one or more focus groups within the structure of the Special Interest Group as per criteria set forth by the NANN Board of Directors.

**Section 2. Membership**

Membership in the Special Interest Group shall be open to all members.

**Section 3. Bylaws, Policies and Procedures**

The ASSOCIATION bylaws, policies, and procedures shall control the activities of the Special Interest Group.

**ARTICLE XI**  
**CHAPTERS**

The Board of Directors may adopt policies and procedures for the establishment of affiliated chapters.

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order shall govern this ASSOCIATION in all cases to which they are applicable, and which are not inconsistent with these Bylaws or California law.

**ARTICLE XIII**  
**AMENDMENTS**

Amendments to the Bylaws may be made only upon approval by a quorum of the voting membership.

**ARTICLE XIV**  
**INDEMNIFICATION**

The corporation shall indemnify its officers and directors to the full extent permitted by the California General Not for Profit Corporation Act.

**ARTICLE XV**  
**DISSOLUTION**

On dissolution, any assets remaining after payment of all obligations shall be transferred to an organization exempt from taxation under section 501 (c) (3) or (6) selected by the Board of Directors.

Proposed 3/13/85

BOD approved (pending legal consult) 9/29/85

Ratified 2/15/86

Supported by popular membership vote 4/86

Amended: 9/26/87, 3/10/89, 11/11/89, 3/27/92, 11/5/92, 3/25/93, 11/5/93, 6/25/94

Board of Directors approved 11/5/94, 2/24/95, 7/20/95

Approved by membership vote 9/9/95

Board of Directors approved 2/23/96, 6/21/96, 8/7/03

Approved by membership vote 10/10/03

Approved by membership vote 12/7/07

Approved by membership vote 9/16/11

Approved by membership vote 7/15/16

Amended: 9/1/2023

Approved by Board of Directors: 9/24/2023

Approved by membership vote: 12/4/2023