

Bylaws

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BYLAWS

OF

California Association for Nurse Practitioners

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BYLAWS

of

California Association for Nurse Practitioners

ARTICLE I

Name, Principal Office, Purpose and Restrictions

1.01 Name. The name of the Association is California Association for Nurse Practitioners, a California nonprofit mutual benefit corporation (“Association”).

1.02 Principal Office. The principal office of the Association shall be located in California as determined by the Board of Directors.

1.03 Purpose. The Association is the unifying voice and networking forum for nurse practitioners, providing expert guidance and advancing the nurse practitioner profession statewide.

1.04 Compliance with Laws. All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable federal and state tax-exemption requirements.

ARTICLE II

Membership

2.01 Full Membership. Full membership is granted to those nurse practitioners that live and work in California. Nurse practitioners that live and work in another state, but still maintain their active California license can apply for the Associate membership status in CANP. Full members shall have full and exclusive voting privileges and rights to hold office.

2.02 Corporate Membership. Corporate membership is extended to an organization engaged in providing goods or services to nurse practitioners. These members shall not have the right to vote or hold office.

2.03 Associate Membership. Associate membership is intended for those individuals who do not qualify for Full, or Student membership. Individuals who qualify for this category may include, but are not limited to, Physician Assistants, Advance Practice Nurses, Nurse Practitioners who live out-of-state, Nurse Practitioners who are retired, or who are no longer

working in the field of nursing as well as parents, relatives, friends, and colleagues. Individuals enrolled as students in a nurse practitioner program that is not a state-approved, Master's Level program, qualify for this membership. These members shall not have the right to vote or hold office.

2.04 Student Membership. Student membership is granted to those individuals enrolled full-time, a state-approved, Master's level or above nurse practitioner program. These members shall not have the right to vote or to hold office.

2.05 Affiliate Membership. Affiliate membership is extended to those non-corporate organizations serving other nursing, nurse practitioner, advanced practice nursing or other health care providers interested in the profession. These members shall not have the right to vote or to hold office.

2.06 Member in Good Standing. A member in good standing is one who has paid current dues and assessments.

2.07 Member Obligation to Follow Association Rules. Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

2.08 Termination. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; and (b) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

2.9 Discipline. A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a significant abuse of the authority conferred on a member or a failure, on serious degree, to observe an Association's rules of conduct as prescribed in these Bylaws or otherwise by the Board. The member shall be given a minimum 15-days prior written notice of the proposed discipline with the reasons. The notice shall also include the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

2.10 Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

ARTICLE III

Finance

3.01 Budget. An annual operating budget will be prepared by the executive director and the vice president of finance and presented to the board for approval at least 60 days prior to the beginning of the next fiscal year.

3.02 Audit. An audit of CANP's finances will be conducted by an independent auditor appointed by the executive committee. The scope of those audits will be determined from time to time by the executive committee. The executive committee will approve an accounting firm to do the audit, and the contract for audit will be formally bid and conducted at least once every five years.

ARTICLE IV

Dues

4.01 Dues. The Board of Directors shall, subject to ratification by the House of Delegates, set dues recommend assessments and set the terms of payment. A proposal to change the amount of dues or consider an assessment shall be mailed to the Board of Directors at least sixty (60) days in advance of the session at which such proposal is to be considered.

4.02 Delinquency. Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

4.03 Refunds. No dues will be refunded.

ARTICLE V

House of Delegates

5.01 Composition. The House of Delegates shall consist of up to 105 members of this Association plus the members of the Board of Directors. The delegates shall be allotted to chapters according to the method of least proportionate error. Each chapter of this Association shall have at least one delegate. The membership report as of September 1st of the year immediately preceding the annual session shall be the basis for allotment of delegates. Each chapter shall elect its own delegate(s) in accordance with its own procedures. The Association imposes no limits on the number of consecutive terms a delegate may serve, but chapters rules may impose term limits.

5.02 Ex Officio Members. The Vice President of Corporate Affairs, Speaker of the House, and each past president of this Association shall be an *ex officio* member of the House of Delegates, without right to vote unless elected as a delegate.

5.03 Certification of Delegates and Alternate Delegates. The secretary of each Chapter shall file with the headquarters office of this Association, not later than dates established by the Board of Directors and up to two (2) weeks prior to the House of Delegates (for emergency purposes only), the names, addresses and telephone numbers of each delegate and alternate delegate designated by his/her chapter. The Vice President of Corporate Affairs of this Association shall provide each delegate and alternate delegate with credentials, which shall be presented to the Committee on Credentials of the House of Delegates. In the event of a contest over credentials of any delegate or alternate delegate, the Committee on Credential shall hold a hearing and report its findings and recommendations to the House of Delegates for final action.

5.04 No Proxy Voting. No delegate may be represented by proxy in the House of Delegates.

5.05 Entire Voting Power. The members of the House of Delegates shall constitute the entire voting power of this Association.

5.06 Powers. The House of Delegates shall be the supreme authoritative body of this Association with respect to all health, practice, professional and external matters. It shall have the power to amend the Articles of Incorporation and Bylaws of this Association. It shall have the power to elect certain officers and “honorary members” of this Association.

5.07 Duties. It shall be the duty of the House of Delegates to elect the officers of this Association, to ratify the amount of dues and/or to set assessments. The House of Delegates shall also adopt or ratify all policies or principles of the association relating to its health, practice and professional external matters.

5.08 Annual Session. The House of Delegates shall meet annually on a day or days specified by the Board of Directors in or around March, April, or May. The notice of the annual session shall be sent to all delegates and alternate delegates at least forty-five (45) days in advance.

5.09 Special Sessions. A special session of the House of Delegates shall be called by the president on two-thirds (2/3) affirmative vote of the members of the Board of Directors or on written request of at least twenty-five officially certified delegates of the last House of Delegates. The time and place of a special session shall be determined by the president, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call. Delegates at a special session shall be officially certified delegates of the last House of Delegates, or duly elected alternate delegates of the last House of Delegates.

5.10 Official Call. The Vice President of Corporate Affairs of the Association shall cause to be published an official notice of the time and place of each annual session, and shall send to each member of the House of Delegates an official notice of the time and place of the annual session at least forty-five days before the opening of such session.

5.11 Quorum. At least fifty percent (50%) of the voting members registered at the House of Delegates shall constitute a quorum for the transaction of business at any official meeting.

5.12 Officers. The officers of the House shall be the speaker of the House of Delegates and a secretary of the House of Delegates. The Vice President of Corporate Affairs of this association shall serve as secretary of the House of Delegates. In the absence of the speaker the office shall be filled temporarily by the president of this Association. The speaker shall preside at all meetings of the House of Delegates and shall perform such duties as these Bylaws, custom and parliamentary usage require. The secretary of the House of Delegates shall serve as the recording officer of the House, and shall cause a record of the proceedings of the House to be published as the official transactions of the House.

5.13 Rules of Order. Reports: All reports of the Board of Directors, officers and committees are the property of the House and shall be distributed to each delegate before such report is considered by the House of Delegates. Appropriation of Funds: Any resolution proposing an appropriation of funds (which are not already budgeted) shall be referred to the Vice President of Finance for a report on the availability of funds, which report shall be made at the same session of the House. Introduction of New Business: No new business shall be introduced into the agenda of the House unless the item is submitted prior to the opening of reference committee hearings, and unless the matter constitutes a genuine emergency. Parliamentarian: The speaker may appoint an official parliamentarian.

5.14 Committee on Credentials. The Committee on Credentials shall consist of the Vice President of Corporate Affairs of the Association, who shall serve as chairman, and three (3) delegates appointed by the president at least fifteen (15) days in advance of the Annual Meeting. It shall be the duty of the Committee on Credentials to (1) report concerning delegate attendance at the meeting (a verbal roll call is not required), (2) to conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and report its recommendations to the House of Delegates and (3) supervise the casting of ballots.

5.15 Committee on Rules and Order. The Committee on Rules and Order shall consist of three (3) delegates appointed by the president at least fifteen (15) days in advance of each Annual Session. It shall be the duty of the Committee on Rules and Order to (1) prepare a report, in consultation with the speaker and secretary of the House of Delegates, on matters relating to the order of business and special rules of order, if any, and (2) to consider all matters referred to it and report its recommendations to the House of Delegates.

5.16 Reference Committees. Each reference Committee shall consist of four delegates appointed by the president at least fifteen (15) days in advance of each annual session. The president shall designate the chairman of each Reference Committee. It shall be the duty of each Reference Committee to consider the reports referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

5.17 Election Procedures. Officers shall be elected by the House of Delegates as provided in these Bylaws. In addition to those nominated by the Nominating Committee, other persons may be nominated for office from the floor of the House of Delegates meeting by petition of at least fifteen (15) delegates. Voting shall be by written ballot, except when there is only one candidate for an office, such candidate shall be declared elected by the speaker. The majority of ballots cast shall elect officers. In the event that no candidate for office receives a majority of the votes

cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted upon again.

5.18 Resolutions. Resolutions may be proposed by the Board of Directors, by any chapter, by any committee, or by written petition of at least ten delegates.

5.19 The presiding officer of the House of Delegates shall be the Speaker who shall be elected by the House of Delegates for a three (3) year term or until his/her successor is elected. In the event the Speaker is unable to fulfill the duties of the office the Immediate Past President will serve as Speaker for the conduct of the business of the House of Delegates. The Speaker may vote in the House only in case of a tie vote.

ARTICLE VI

Board of Directors

6.01 Board of Directors. The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association. The Board is responsible for setting operating policy and all policy not set by the House of Delegates pursuant to these Bylaws, and overseeing the financial matters of the Association. The Board is also responsible for approval of the budget and reviewing, hiring and terminating the Executive Director. The Board shall maintain a positive relationship with other persons, firms and organizations with which the profession interacts.

6.02 Composition. The Board of Directors shall consist of ~~10~~ the following members:

Elected Directors:

- President
- Vice-President of Finance/Treasurer
- President Elect
- Immediate Past President
- Vice President of Corporate Affairs/Secretary

Appointed Directors:

Chair of the following Standing Committees:

- Membership
- Educational Affairs
- Health Policy
- Practice Issues
- Public Relations

The president of the Association shall serve as chairman of the board. All directors except the Speaker and Vice President of Corporate Affairs shall have the right to vote.

6.03 Selection and Term of Office. Elected directors shall be selected by the delegates at the Annual Session, except that the immediate past president shall take office automatically. Appointed directors shall be appointed by the Board of Directors during its first meeting following each Annual Session, and shall take into consideration the recommendations of the Nominating Committee concerning candidates for appointed positions. The term of the Chairperson of the Policy Committee and the Chairperson of the Practice Issues Committee shall be from October 1 to September 30, or until his/her successor is appointed. Other appointed directors shall take office immediately upon appointment. Directors shall serve staggered terms of one year or until a successor is selected and qualified for office.

6.04 Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

6.05 Meetings. The President or the Board may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects. Each director is obligated to attend each duly called and noticed meeting.

6.06 Notice. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by electronic means.

6.07 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business.

6.08 Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt policies, procedures, rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers, except that all matters relating to health, practice, professional or external policies shall be subject to and consistent with policies enacted by the House of Delegates. Policies adopted by the Board pertaining to health, professional or external policies shall be interim, and shall be submitted to the next meeting of the House of Delegates for ratification or revocation.

6.09 Absence: Proxies are not permitted. If a director is absent from two consecutive meetings in any one fiscal year term, the director's resignation shall be deemed to be tendered and accepted, and the director shall be so notified.

6.10 Conduct of Meetings. Meetings shall be governed by an appropriate parliamentary standard adopted by the Board.

6.11 Meeting by Conference or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen

communication, or other communication equipment if in compliance with California Nonprofit Corporation Law and according to established policy.

6.12 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

6.13 Expenses. Each director shall be reimbursed for expenses incurred in connection with travel to and from a Board meeting in accordance with standards and procedures the Board may adopt and amend from time to time. At any time, the Board, in its discretion, may determine not to pay any expenses for any or all future meetings.

6.14 Nomination. All candidate applications for director positions, both elected and appointed shall be processed by the Nominating Committee unless nominated during the Annual Session by petition of no less than fifteen (15) delegates.

ARTICLE VII

Officers

7.01 Officers. The officers of the Association shall be a President, President-Elect, Vice-President of Corporate Affairs, Vice-President of Finance and immediate past president. The Executive Director shall serve as an ex officio officer, without the right to vote.

7.02 Election and Term of Office. Excepting for the Executive Director, an officer may be selected and serve for no more than two consecutive terms in the same office. Officers shall attend all Board meetings.

7.03 Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as presiding officer of the Board; the President-Elect acts in place of the President when the President is not available and succeeds to the office of President should it become vacant; and the Vice-President of Corporate Affairs and the Vice-President of Financial Affairs will perform the duties of secretary and chief financial officer as specified by the California Nonprofit Corporation Law.

7.04 Vacancies. If a vacancy occurs among the offices, other than the President or the Executive Director, for any reason, the Board may fill the unexpired portion of the term.

7.05 Executive Director. The executive director shall be the executive head of the offices of the Association, and shall have the authority to employ, define terms of employment for, and terminate employment of staff personnel. He/she shall coordinate the activities of all councils and committees, including the preparation of their reports. He/she shall present written reports to the Board of Directors upon meeting or request, available to each Chapter, and a written annual

report to the House of Delegates with prior review of the annual report by the Board of Directors. He/she shall serve as an ex officio member of the House of Delegates, the Board of Directors, committees (except the Nominating Committee) of the Association, without the right to vote. He/she shall perform such other duties as may be assigned by the Board when the Board is not in session.

ARTICLE VIII

Committees

8.01 Committees. The Board may create committees to which it may delegate various governance functions. At the time it creates a committee, the Board shall issue to the committee a specific mission statement with a definition of the committee's authority. Committee chairs are appointed by the President based on Nominating Committee recommendations, and subject to approval of the Board. Committee members shall be appointed by the president, subject to approval of the Board.

8.02 Executive Committee. The Executive Committee shall consist of the officers. The Executive Committee shall have the authority to act on behalf of the Board when the Board is not in session. The Committee shall report its actions to Board at the earliest practical opportunity.

8.03 Nominating Committee. The Nominating Committee shall consist of four (4) persons appointed by the president, including no more than two directors and two delegates from the immediate past House of Delegates, none of which are or will be candidates for elective office for that election cycle. The Nominating Committee shall nominate candidates for all elective officer positions, all appointed director and committee chair positions. The Nominating Committee shall review and revise the nominating process, forms, deadlines and procedures. The Nominating Committee shall prepare solicitation materials, including a list of positions for which nominations are sought, nomination forms, qualifications for office (as determined by the Nominating Committee), and other forms necessary for the evaluation process (including forms relating to disclosure of actual and potential conflicts of interest) no later than October 1st of the year immediately preceding the Annual Session at which the election will occur. Eligible nominators include any member of the Association. Nominations must be received no later than December 1st of the year immediately preceding the Annual Session at which the election will occur. The Nominating Committee shall submit a complete nomination slate by February 1st of each year. The Nominating Committee shall evaluate applications and render an opinion concerning whether candidates for positions are well qualified, qualified or not qualified, and recommend at least one candidate per elective office to be filled. Delegates shall be provided the Nominating Committee's report not later than February 15th of each year.

ARTICLE IX

Policies

9.01 Policies. All policy decisions relating to health, practice, professional or external issues will be made by the House of Delegates by majority vote. The Board of Directors may establish policies to the extent permitted by these Bylaws. Policies will be reviewed and/or amended annually.

ARTICLE X

Parliamentary Authority

10.01 Parliamentary Authority. Meetings of the CANP board will be governed by the parliamentary rules as outlined in Alice Sturgis Standard Code of Parliamentary Procedure in all cases where current bylaws and current board policies do not apply.

ARTICLE XI

Indemnification and Insurance

11.01 Indemnification. To the fullest extent permitted by law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees when acting on behalf of the Association.

11.02 Insurance. The Association may purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, to include the Association's obligation to indemnify the agents in the manner specified in the preceding paragraph.

ARTICLE XII

Amendment of Bylaws

12.01 Amendment of Bylaws. These Bylaws may be amended by a majority vote of the House of Delegates.

ARTICLE XIII

Regional Chapters

13.01 Recognition. The Board may recognize chapters on such terms and conditions as it may prescribe in a written affiliation agreement with each recognized regional chapter. Effective January 1, 2001, each nurse practitioner shall be a CANP member in order to be eligible for chapter membership.

ARTICLE XIV

Interpretation

14.01 Interpretation. These Bylaws constitute a written agreement between the Association and its members, Board of Directors and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law which supplements and controls these Bylaws.