

ANPD WASHINGTON AFFILIATE BYLAWS

ARTICLE I – NAME

The name of the organization shall be called the Association for Nursing Professional Development Washington Affiliate (ANPDWA). ANPDWA is an affiliate of the Association for Nursing Professional Development (ANPD).

ARTICLE II – MISSION, VISION, PURPOSE AND OBJECTIVES

Section I – Mission

ANPDWA advances quality healthcare by defining and promoting nursing professional development practice in Washington State.

Section II- Vision

ANPDWA is the premier resource for supporting nursing professional development practice in Washington State.

Section III- Purpose

The purpose of ANPDWA is to promote and advance nursing professional development and its practitioners within Washington State via education, collaboration, advocacy, and connection.

Section IV – Objectives

The objectives of the ANPDWA shall be:

- Provide for the sharing of educational information and resources.
- Encourage communication through the local, state, and national arenas.
- Provide and promote continuing education among health care personnel.
- Act as a resource for other health care professionals and organizations.
- Promote, utilize and engage in educational research to improve the practice and effectiveness of professional development.
- Support networking and mentoring among its members.

ARTICLE III – MEMBERSHIP

Section I – Membership

1. Membership in ANPDWA is open to those who have an interest in the education and development of professional and allied health care personnel.
2. Membership in ANPD (National) is *not required* for general membership, but is strongly recommended.
3. Membership in the organization may be terminated by the directors of the organization for failure to pay dues or non-compliance with any pertinent provisions of the bylaws, rules, and regulations of the ANPDWA.

Section II – Voting and Elections

1. All ANPDWA members in good standing shall have voting privileges.
2. Electronic survey ballots will be emailed to ANPDWA current members at least 30 days prior to the election of directors.
3. A plurality of vote of returned ballots constitutes an election.
4. Board Directors are: President, Vice President, Immediate Past President, Secretary, Treasurer, Education Director, Program Director, Communication Director, Eastern WA Director, and Western WA Director.
5. In the event the office of president becomes vacant, the president-elect shall serve as President for the unexpired term. All other vacancies may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms.
6. No member shall hold more than one office at a time, and no member shall serve more than two consecutive terms in the same office.
7. Any elected Directors on the Board may be removed by a two-thirds vote of current ANPDWA members.

ARTICLE IV – MEETINGS

Section I – Meetings

1. General membership meetings shall be held at a minimum of annually.
 - a. Members must be given notice no less than 10 days prior to an annual membership meeting.
 - b. Issues voted on during General Membership meetings shall be decided by a simple majority of those ANPDWA members in good standing present at the meeting in which the vote takes place. In case of a tie, the President will cast the deciding vote.
2. Regular meetings of the Board of Directors shall be held at least annually, and more frequent as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, by the President, Secretary, Treasurer, or by three other members of the Board of Directors.
3. Members may attend Board meetings and/or bring concerns before the Board.

ARTICLE V – FINANCE

Section I – Dues

1. All members or individuals shall pay such annual dues as recommended by the Board and approved by the general membership.
2. Additional fees may be required for certain events (i.e. educational offerings).

Section II- Fiscal Year

1. The fiscal year shall be January 1- December 31.

Section III – Maintenance of Funds

1. The treasurer shall keep record of all revenue and expenditures.
2. All dues shall be deposited in a bank and the signature of the treasurer shall be required for each check written against the account.
3. The treasurer shall present a financial report to the general membership at each annual membership meeting and to the Board at each Board meeting.
4. A Board-approved budget will be presented at the last meeting of the business year.

ARTICLE VI – BOARD AND COMMITTEES

Section I – Board of Directors

1. Is composed of the President, Vice President, Immediate Past President, Secretary, Treasurer, Education Director, Program Director, Communication Director, Eastern WA Director, and Western WA Director.
2. Is elected by the membership.
3. Board Directors will be elected to serve two-year terms, other than the position of Vice-President/President-Elect, which will serve a three-year term. (The elected Vice President serves in the first year as Vice-President/President-Elect, the next year as President, and the third year as Immediate Past-President.)
4. Represent this organization to ANPD and other organized professional groups with related missions and goals.

Section II- Board Directors

1. All board directors must sustain current membership in ANPD and ANPDWA.
2. All individual board directors report to the Board of Directors.
3. All individual board directors will serve on ANPDWA committees.
4. A director shall perform his or her duties, including his or her duties as a member of a committee of the board on which he or she may serve, in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances.
5. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
6. Resignation from elected office must be in writing and received by the Secretary.

Section III- Director Duties

1. President

The President serves as the official representative of the Affiliate. The President will preside at all official meetings of the Affiliate and will serve as the primary contact for the National Office, including completion of all correspondence with the national office as required. The President will cast the deciding vote in the case of a tie within the Board of Directors.

2. Vice President

The Vice President serves as an apprentice to the role of the President. The Vice President will accept assignments delegated from the President and will serve in the leadership role in case of the absence of the President. The Vice President has voting privileges within the Board of Directors.

3. Immediate Past President

The Immediate Past President serves in a non-voting, advisory capacity for the Board of Directors and President.

4. Secretary

The Secretary develops, records and maintains the agendas and minutes of all meetings and assists with communication and official correspondence within the Board of Directors and with ANPD National. The Secretary has voting privileges within the Board of Directors.

5. Treasurer

The Treasurer will manage the finances of the Affiliate organization in collaboration with The Board of Directors. The Treasurer has voting privileges within the Board of Directors.

6. Education Director

The Education Director coordinates ANPDWA educational programs, workshops, and conferences. The Education Director has voting privileges within the Board of Directors.

7. Program Director

The Program Director, in collaboration with the Board of Directors, shall facilitate planning and coordination of ANPDWA education activities, social activities, and other projects and initiatives. The Program Director has voting privileges within the Board of Directors.

8. Communication Director

The Communications Director represents the President and Board of Directors in all matters pertaining to communication between the affiliate and its members, and the affiliate and outside associations and agencies. The Director is responsible for ensuring

clear and timely communication in all board and affiliate activities. The Communication Director has voting privileges within the Board of Directors.

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9. Eastern WA Director

The Eastern WA Director represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Eastern Washington. The Eastern WA Director has voting privileges within the Board of Directors.

10. Western WA Director

The Western WA Director represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Western Washington. The Western WA Director has voting privileges within the Board of Directors.

Section IV – Committees

1. Committee Formation:
 - a. The board may create committees as needed. Limited-term task forces may be appointed by the President at any time.
 - b. Each committee must have at least 1 board director as a member of the committee.
 - c. Committees report to the Board of Directors, who are responsible for final decision-making.

ARTICLE VII- DIRECTOR LIABILITY LIMITATIONS & INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a two-thirds majority vote of the directors who are not at that time parties to the proceeding.

ARTICLE VIII – AMENDMENTS

1. The bylaws will be reviewed annually by the Board of Directors.
2. Any members may suggest changes in the bylaws.
3. Upon a resolution by the Board of Directors, amendment of the bylaws requires a vote of the members. The members will vote on the proposed amendments by electronic ballot. The proposed amendments must receive an approval vote of two-thirds of the members responding to electronic ballot for adoption of the bylaw amendments.
4. Any proposed changes must be sent to all members at least thirty days prior to voting.

ARTICLE IX – DISSOLUTION

The organization shall be dissolved upon a two-thirds majority vote of members attending a membership meeting, responding to an electronic ballot, or when formal petition for bankruptcy is filed. In the event of dissolution, any net assets will be distributed to the Association for Nursing Professional Development (National).

Approved: September 6, 2018