

NATIONAL ASSOCIATION OF HISPANIC NURSES-ILLINOIS

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# NAHN-ILLINOIS

## BY-LAWS

REVISED

3/31/18



National Association of Hispanic Nurses-Illinois Chapter (NAHN-Illinois), is a professional, voluntary and non-profit healthcare organization, dedicated to enriching the lives of Hispanic nurses through the promotion of academic attainment, mentorship, professional development, and by actively reshaping healthcare in the Hispanic community.

#### EXECUTIVE BOARD 2017-2019

##### PRESIDENT

Elizabeth Aquino, PhD, RN

##### PRESIDENT-ELECT

Guadalupe Hernandez, MSN, FNP-BC

##### IMMEDIATE PAST-PRESIDENT

Susana Gonzalez, MSN, MHA, CNML

##### SECRETARY

Irene Mendez, BSN, RN

##### TREASURER

Gloria E. Barrera, MSN, RN, PEL-CSN

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# **NATIONAL ASSOCIATION OF HISPANIC NURSES ILLINOIS (NAHN-ILLINOIS) BYLAWS**

Provisions of the Bylaws shall not be in conflict with the Membership Agreement.

## **Article I. Name and Office**

### **Section 1.**

The name of the organization shall be known as the NATIONAL ASSOCIATION OF HISPANIC NURSES-ILLINOIS, hereinafter referred to as “NAHN-ILLINOIS”, a chapter of the National Association of Hispanic Nurses; hereinafter referred to as “NAHN-Illinois”.

### **Section 2.**

The principal office shall be located within the state of Illinois; to be determined by the President.

- A. The corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agency whose office is identical with such registered office, as required by the State of Illinois Non-profit Corporation Act.
- B. The registered office may be, but need not be; identical with the principal office of the corporation in Illinois, and the address of the registered office may be changed by the President.

## **Article II. Purpose and Function**

### **Section 1. Purpose**

The purpose of NAHN-Illinois is to foster a life-long learning environment where all nurses become actively engaged in mentoring a new generation of healthcare professionals. Through mentorship experiences, nurses will develop the skills necessary to become involved in advancing the nursing profession, improving the health of the Hispanic community and in reshaping the healthcare system of the future.

### **Section 2. Function**

NAHN-Illinois shall have the following function:

**Mission:** National Association of Hispanic Nurses-Illinois Chapter (NAHN-Illinois), is a professional, voluntary and non-profit healthcare organization, dedicated to enriching the lives of Hispanic nurses through the promotion of academic attainment, mentorship, professional development, and by actively reshaping healthcare in the Hispanic community.

**Core Values:**

*Advancement and Education:* A culture of professional development reflects the commitment to promote continuous growth, improvement and understanding of all individuals represented within the organization.

*The Nurse:* A culture of empowerment is evident through the organizational strategies to invest in a diverse set of Registered Nurses at all levels of education and practice.

*Research and Policy:* A culture of advocacy is fundamental to the improvement of health and healthcare outcomes for all healthcare consumers.

*Community Involvement:* A culture of engagement reflects a commitment to the health and well-being of all members of society.

**Article III. Status****Section 1.**

This organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2.**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 3.**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IV. Meetings (Regular, Special, Quorum)**

### **Section 1: Membership Year**

The membership year shall begin with the date that the NAHN-Illinois Treasurer receives dues payment.

### **Section 2: Membership Dues**

- A. Membership dues shall be proposed by the Executive Board and approved by the membership at the NAHN-Illinois Annual Meeting.
- B. NAHN-Illinois shall notify members concerning renewal of dues two (2) months prior to the set membership anniversary date.

### **Section 3: General/Board Meetings**

- A. General chapter meetings will be held every 3rd Thursday of the month at the discretion of the executive board and at other times as deemed necessary. Time of meeting shall be agreed upon by the executive board and membership at the start of the New Year. Meetings may be canceled or rescheduled if no executive board member is present. Any executive board member may lead the general chapter meeting in the absence of the President.
- B. At the Annual Business Meeting, newly elected officers will be presented and a full and complete Annual Accounting of the financial condition of the organization shall be reported to the members.
- C. Special meetings may be called at any time by the President. Also, any seven or more members may request a special meeting through the President, in writing. Written requests must be submitted in writing one month in advance. In all cases, special meetings shall be limited to the stated purpose, which must be communicated in advance to all Members.
- D. A quorum of five members (all must be elected officials-including the President) shall be present at any regular or special meeting in order for Membership business (votes) to be conducted. Executive board majority vote of the members present is needed to approve any business not otherwise specified in the Bylaws herein.
- E. A majority of Members shall be present at any regular, special, or Annual Meeting before the election of officers or amendments to the Membership Agreement or

Membership Bylaws can commence. A majority vote of the Members present is needed to approve amendments to the Membership Agreement or Bylaws, or to elect officers.

- F. Each General Member (non-student) shall have one vote in all matters.
- G. The use of written proxies is hereby permitted for those Members unable to attend any regular, special, or Annual Meeting. A proxy vote will be tallied when it pertains to a specific issue previously discussed by the Members, not to issues raised and decided at the missed monthly meeting.
- H. The Executive Board shall meet on a monthly basis or at the Board's discretion.

## **Article V. Membership Positions and Duties**

### **Section 1. Membership Positions**

Executive Board Members shall be elected by a majority vote, to the following positions and duties.

- A. *President*: Sets meeting dates and locations, appoints committees, presides over meetings, supervises the affairs of the organization, signs or countersigns all official documents of the organization, officially represent the organization at meetings and conventions, ensures resolutions passed by the Membership are carried out, calls special meetings of the Executive board. Appoints or delegates a member to represent the organization in the absence of the executive board.
- B. *Immediate Past-President*: Current NAHN-Illinois member who oversees and assists with the transition of new membership positions. Serves as a liaison and mentor to the new president-elect. A member of the executive board.
- C. *President-Elect*: Takes the place of the President when s/he is absent. In the event of disability or resignation of the President, serves as President for the remainder of the unexpired term.
- D. *Secretary*: Keeps a record of the actions authorized by the Members. Tracks attendance at chapter meetings and events. Provides meeting minutes to all members via email or the NAHN-Illinois website.
- E. *Treasurer*: Keeps complete and detailed records of accounts; reflecting accurately at all times the financial condition of the organization. S/he will coordinate with the fiscal agent all financial aspects related to the organization and will present a statement of financial condition to the NAHN-Illinois membership and the Executive Board at scheduled meetings.

## **Section 2. Nominations**

Nominations for officer positions will take place in March of each election year. Candidates must hold an active general membership status (non-student).

## **Section 3. Executive Board**

The President, President-Elect, Immediate-Past President, Treasurer and Secretary shall serve as the Executive Board. The governing body of the association shall be the Executive Board, which consist of all the elected and appointed officers. The Executive Board shall manage all affairs of NAHN-Illinois. The Immediate-Past President shall serve as an ex-officio member of the Executive Board for a two year term. The Immediate-Past President shall attend and vote at Executive Board meetings. The Executive Board submits an Annual Report to the membership at the annual business meeting, prior to the NAHN Conference. The Executive Board shall keep regular minutes of membership proceedings which shall be distributed to members during meetings or made available via the NAHN-Illinois website.

### **Duties of Executive Board:**

- A. The general management of the organization shall be vested in the Executive Board.
- B. The Executive Board shall formulate the administrative policies of the organization in accordance with the purpose and objectives of the organization.
- C. The Executive Board shall conduct the business of the organization. A majority of executive members shall constitute a quorum and be required for the transaction of any official business.
- D. Directs the business and financial affairs of the organization by reconciling bank records on a monthly basis.
- E. Establishes the Association's administrative policies.
- F. Fosters growth and development of the association.
- G. Authorizes the formulation and awarding of contracts.
- H. Reviews recommendations of the NAHN-Illinois President and determines action to be taken.
- I. Reviews committee reports and determines action to be taken on the recommendations.
- J. Suspend or expel Officers, Board Members, unless otherwise specified by bylaws
- K. Fill vacancies of the Executive Board unless otherwise specified by the bylaws.



- L. Authorizes the representation and participation of the Association in activities other than the non-profit activities and functions of the Association.
- M. Reviews and authorizes publications proposed by any member as they may affect representation of the philosophy, prerogatives, and image of the Association.
- N. Performs such other duties and exercise authority as prescribed in these bylaws.
- O. Each Executive Board Member is also responsible for overseeing an assigned committee and other duties as designated by the President.

#### **Section 4. Term of Office**

Officers shall not be eligible to serve in the same office for more than two consecutive terms in the same position. For purposes of these bylaws, a term is considered two years. Secretary and President terms commence odd years and Treasurer commence even years.

#### **Section 5. Election of Officers**

Officers shall be elected at the annual meeting or as needed to maintain the minimum Executive Board positions.

- A. To be eligible to serve for the office of President, a nominee shall have an active general membership status with NAHN-Illinois and have served as President-Elect for a two-year term. President must be an Illinois licensed registered nurse of Hispanic descent.
- B. President-Elect, and other members of the Executive Board, shall be a general member in good standing of the organization for at least twelve (12) consecutive months, immediately preceding nomination.
- C. All nominees shall be Registered Nurses within the State of Illinois; as well as a voting member of the NAHN-Illinois organization and have participated in at least two meetings and two NAHN-Illinois events within the last year. Proper notification in writing of absence permitted.
- D. Candidates must submit a written candidate platform, professional photo, and resume to the Nomination Committee or the Executive Board.
- E. An official ballot displaying the candidates shall be available via the NAHN-Illinois website or via email to members.
- F. Each voting member is entitled to one (1) vote via electronic ballot.
- G. Candidates become elected members with majority vote. In the event of a tie, the Executive Board reserves the right to nominate one of the two candidates for the position.

- H. If an election is contested, the Executive Board shall review the dispute. Any and all actions will be decided solely by the Board.
- I. Election results shall be presented at the annual member business meeting.
- J. Newly elected officers must sign a letter of commitment for their term.
- K. Board Voting: A quorum is the majority of Board members.

#### **Section 6. Compensation**

Executive Board members may not be compensated for their services as directors of NAHN-Illinois, but may be reimbursed for their reasonable out-of-pocket expenses incurred in attending Board meetings or otherwise in connection with the performance of their duties as directors. Directors may be compensated for their personal and professional development, or on behalf of NAHN-Illinois if approved in advance by the Board.

#### **Section 7. Vacancies**

If a vacancy occurs during the tenure of President, the President-Elect shall become President. If a vacancy occurs in any other office, the Executive Board shall nominate and select a successor to complete the term.

#### **Section 8. Representation and Privileges**

- A. Active general members are eligible to vote, hold elective office, and serve on elected or appointed committees. All Executive Board members must be of Hispanic descent. An active member shall have the right to cast votes in an election of officers for the organization.
- B. All non-general memberships status members have all the rights and privileges of active members except to hold elected office and vote.
- C. Membership status and eligibility shall be determined from information on the application form and shall be duly noted on the membership roster. Roster information is to be used by the discretion of the Executive Board with awareness to privacy.
- D. Members shall be eligible for scholarships, awards and recognition, and other benefits as determined by the Executive Board. Executive board members do not qualify for scholarships or awards while serving.
- E. Members shall request special meetings of the Executive Board to address urgent issues affecting the profession and/or the organization. Request must be submitted to the Secretary in writing, one month in advance.

- F. Membership shall have the right to voice their comments and make suggestions to the Executive Board, in the promotion of the general interest of the membership and for the good of the organization. Comments and suggestions must be submitted in writing to the Secretary in order to ensure adequate recordkeeping.

### **Section 9. Powers**

Members of the organization may recommend to the Executive Board of the organization policies for adoption, which are within the area of interest of the organization. Members may also recommend programs and activities to be undertaken by the organization. The organization, through the Executive Board, shall review and announce positions on local issues affecting the welfare of the general membership of the organization. Recommendation and/or position statements for the organization shall be established and approved by a simple majority vote of the Executive Board.

### **Section 10. Organizational Structure**

The organizational structure is in place to ensure all levels of leadership are aware of actions of the organization. If a board member or general member is interested in using NAHN-Illinois's name, logo or affiliation, then it must be directed to the President-Elect or President at least one (1) month prior to the date of the event. Should this process not be followed, the event at which members are present, will not be acknowledged as an NAHN-Illinois event and will be sited as a potential conflict of interest for using the NAHN-Illinois affiliation without proper consent from the authorizing body.

The organizational structure must be updated every two (2) years with each election or more frequently as deemed necessary by the Executive Board.

## **Article VI. Ethical Standards/Disqualification of Members**

### **Section 1. Removal of an Executive Board Member**

Removal of an Executive Board Member can only be prompted by another Executive Board Member.

- A. The absence of the Executive Board Members in fifty percent (50%) of the chapter meetings shall be grounds for termination from office, unless appropriate notification was received in advance by the Executive Board.
- B. The Executive Board Members shall be subject to: reprimand, censure, suspension or termination of office by a two thirds (2/3) vote of the Executive Board for violating the by-laws of the association, misconduct, or neglect of duty in office, absence in 50% of the chapter meetings and/or any behavior injurious to the association and/or violation of the Code of Ethics as established by ANA. No action shall be taken against any officer or member of the Executive Board Member until he/she has been advised of specific charges, given reasonable time to prepare a response, and afforded a fair hearing process before the Executive Board. It shall be incumbent upon the Executive Board to validate justification of charges for removal from office and/or expulsion from the organization.

## **Section 2. Removal of a General Member**

- A. By a majority vote, the Executive Board shall censure or expel a member for a cause provided there shall be a due process hearing at which the member shall be permitted to defend himself/herself.
- B. Any member shall be removed from the membership roster and from running for office for:
  - a. Violation of the association's bylaws, rule of conduct or Code of Ethics as established by ANA.
  - b. Acts, errors, or omissions detrimental to the goals of the association.
  - c. Failure and continuous refusal to pay membership fees.

## **Section 3. Conflict of Interest**

Board members and general members are expected to avoid conflicts of interest involving any matter pending before the board. A conflict of interest is deemed to exist when a member is confronted with an issue in which the member has a personal or pecuniary interest or an issue or circumstance that could render the member unable to devote complete loyalty and singleness of purpose to the public interest of the organization. The activity shall commence only after written approval from the Executive Board which may not be unreasonably withheld. Any actions or behaviors which negatively affect the organization will be grounds for dismissal.

Accordingly:

- 1. If a Board member or general member has a direct personal or private interest in any matter pending before the Board, the member shall disclose such interest to the Board, shall not vote on the matter and shall not attempt to influence the decisions of the other Board members.
- 2. If a Board member or general member has an indirect personal or private interest, then that member may vote on the matter if s/he publicly acknowledges such interest prior to the vote.
- 3. A Board member shall not enter into any contract with any of its members or with an outside organization or institution in which a member has a financial or personal interest.
- 4. A Board member is expected to avoid conflict of interest in the exercise of the members' fiduciary responsibility. Accordingly, a Board member may not:

- a. Disclose or use confidential information acquired during the performance of official duties as a means to further the Board member's own personal financial or personal interests, or the interests of a Board member's immediate family.
- b. Accept a gift of substantial value or economic benefit which would tend to improperly influence a reasonable person; or which the Board member knows or should know is primarily for the purpose of a reward for official action;
- c. Engage in substantial financial transaction for private business purposes with a person whom the Board member directly or indirectly supervises
- d. Perform an official act which directly confers an economic benefit on a business in which the Board member has a substantial financial interest or is engaged as counsel, Board member, consultant, representative or agent.

## **Article VII. Guests**

Members may invite guests to any meeting of the organization with proper notification to the Executive Board before the scheduled meeting.

## **Article VIII. Committees**

### **Section 1.**

In the absence of sufficient individuals to form committees, the Executive Board shall be responsible for the duties listed below, or delegate other individual members to assist with such duties.

### **Section 2. Standing Committees**

The standing committees shall be:

- A. Award & Scholarship
  - i. Will review scholarship applications and award nominations. Findings are presented to the NAHN-Illinois Board of Directors by the date agreed upon. The Committee also presents nominees to the NAHN-Illinois Board of Directors for the following award category: Jay Pedroza-Sepulveda Nurse Leadership Award.
- B. Community Engagement
  - i. Assist in fostering community relationships with organizations that include but are not limited to nursing organizations, food pantries, churches, local businesses and healthcare organizations. Increase member involvement in community events and health fairs.

C. Event Planning

- i. Assist in planning/organizing annual events (October Scholarship Event, February Go Red Event, Inauguration ceremony for board transitions-every two years, and additional fundraising events).

D. Membership Recruitment & Retention Committee

- i. Enhance NAHN-Illinois recruitment and retention efforts of both licensed nurses and students.

F. Pre-nursing Engagement Committee (PEC)

- i. Increase the nursing pipeline by engaging high school and middle school students (7-12th grades) regarding the nursing profession, pathways to becoming a nurse, and the various settings in which nurses work.

G. Special Committees

- i. The Executive Board may establish such special committees as they may deem appropriate. Such committees shall have a minimum of three members, duties and terms of office and shall be determined by the appointing body (executive board).

## **Article IX. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of the NAHN-Illinois except in such cases as are covered by the Bylaws and/or special rules adopted by NAHN-Illinois.

## **Article X. Guidelines**

The constitution and Bylaws of NAHN-Illinois shall be based on and follow the guidelines set forth by the National Association of Hispanic Nurses.

## **Article XI. Amendments and Revision to Bylaws**

These bylaws may be revised:

- A. Any proposed amendments to the bylaws must be presented to and approved by the general members 30 days prior to the annual general business meeting. A majority member vote must be established to approve any bylaw changes.
- B. Amendments may be ratified by a majority vote of the Executive Board of Directors.

## **Article XII. Book of Account**

The Book of Account shall be a complete set of accounts, consisting of assets, liabilities, individual Member accounts, and appropriate revenue and expense accounts. It shall be available through Microsoft Excel to the Executive Board and Committee Chairs per written request.

## **Article XIII. Annual Accounting**

### **Section 1.**

- A. Each calendar year, a full and complete financial report of the condition of the organization shall be made to the Members. The annual accounting shall take place at the Annual Business Meeting for the preceding year.
- B. All financial transactions shall be reviewed monthly by the Executive Board.

## **Article XIV. Bank Account**

### **Section 1.**

The organization may select a bank for the purpose of opening a bank account. Funds in the bank account shall be pre-approved by the Executive Board. The Board Member writing the check shall not be the same Board Member signing it. Bank account access shall be granted to the Executive Board in its entirety. An electronic debit card shall be held by only one Board Member, selected by an Executive Board majority vote.

*REVISION: JANUARY 4, 2011*

*REVISION: AUGUST 22, 2012*

*REVISION: SEPTEMBER 12, 2012*

*REVISION: FEBRUARY 24, 2015*

*REVISION: MAY 19, 2016 (name change)*

*REVISION: MARCH 11, 2018*

*APPROVAL OF EXECUTIVE BOARD: March 11, 2018*

*APPROVAL OF NAHN-ILLINOIS MEMBERSHIP: March 31, 2018*