

BYLAWS OF THE NATIONAL ASSOCIATION OF HISPANIC NURSES

ARTICLE I NAME

1.1. Name. The name of the Organization is the National Association of Hispanic Nurses (NAHN) (hereinafter, "NAHN").

ARTICLE II PRINCIPAL OFFICE

2.1. Principal Office. The principal office of NAHN will be at a location approved by the Board of Directors.

ARTICLE III PURPOSES AND POWERS, FUNCTIONS

3.1. Purposes and Powers. The affairs and activities of NAHN shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with the Washington Nonprofit Corporation Act, as amended, and all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c) (3) of the Code.

Without limiting the generality of the foregoing, NAHN shall promote health and well-being and advance health education by fostering the development and improvement of health care for all people, and in particular Hispanic ethnic groups, through the concerted efforts of Hispanic nurses.

3.2. Functions. NAHN's functions shall include, but not be limited to, the following:

- a. to have a voice in the planning of health care service delivery to Hispanic communities of the United States and its jurisdictions;
- b. to promote leadership by, and professional and educational advancement of, Hispanic nurses to meet the health care needs of the Hispanic population;
- c. to promote research activities and seek grant funding opportunities which address Hispanic health promotion, illness prevention initiatives, and the improvement of health care problems and disparities common to Hispanic ethnic clients and communities;

d. to identify the contributions that Hispanic nurses have made to research, education, and nursing practice;

e. to strengthen the influence of Hispanic nurses on government and organized nursing through coordinated action;

f. to participate in setting health care policy that affects the Hispanic populations; and

g. to be recognized and used as a resource in setting health care policy that affects the Hispanic population.

h. to collaborate with other national and international organizations to support the health of all people across the lifespan.

ARTICLE IV

MEMBERS

4.1. Members. NAHN shall have the following classes of members:

4.1.a. Voting Members

(1) General. This class shall include any nurse licensed in the United States and its jurisdictions and who is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community.

(2) Emeritus. This class shall include any nurse who is at least sixty-two (62) years of age, is no longer employed full-time in the occupation of nursing, and has helped to solve the healthcare problems and supports the healthcare needs of the Hispanic community during her /his career.

4.1.b Non-Voting Members

(1) Nursing Affiliate. This class shall include any unlicensed health care personnel (Certified Nursing Assistants, Medical Assistants, Patient Care Technicians, etc.) The nursing affiliate supports the mission of NAHN and is interested in exploring career opportunities in the nursing profession.

(2) International Associate. This class shall include any nurse licensed in their country of origin that does not reside in the United States and its jurisdictions but is of Hispanic ancestry and is interested in helping to solve the healthcare problems and support the healthcare needs of the Hispanic community.

(3) Student (Unlicensed). This class shall include any unlicensed student enrolled in a pre-licensure nursing program leading to a nurse licensure or someone currently enrolled in pre-requisite nursing coursework leading to a nursing program or a prelicensure nursing program that is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.

(4) Emeritus. This class shall include any nurse who is at least sixty-two (62) years of age, is no longer employed full-time in the occupation of nursing, and has helped to solve the healthcare problems and supports the healthcare needs of the Hispanic community during her /his career.

(5) Honorary. This class shall include any individual who has gained national recognition in the field of nursing or contributed to the health care of Hispanic communities, having been recommended by at least two members and having received a three-fourth (3/4) vote of the Board of Directors in the affirmative during an Annual Meeting.

(6) Corporate. This class shall include any corporation that is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.

(7) Affiliate. This class shall include any individual other than those who qualify for previous categories who is interested in helping to solve the healthcare problems and supports the healthcare needs of the Hispanic community.

4.2. Qualifications of Members. Individuals who fall within the definition of a Membership class as set forth in Section 4.1 shall be qualified to serve as Members of NAHN. In order to maintain Membership status, individuals must pay and maintain current annual dues to NAHN, in an amount determined from time to time by the Board of Directors and annually affirm their desire and intent to be Members of NAHN in accordance with procedures established by NAHN.

4.3. Member Voting Rights. Only General and Emeritus Members shall have voting rights under these Bylaws providing they are current in their dues payments and not subject to disciplinary action. The General and Emeritus Members of NAHN shall have the right to elect the officers and directors of the Board of Directors in accordance with procedures for voting established by NAHN.

Members in all classes may participate in Member meetings, and may speak and be heard, but only General and Emeritus Members shall have the right to vote.

Eligible voting Members may vote via electronic transmission (if available) and such Members shall be considered "present" for purposes of quorum, count of votes and percentages of total voting power present.

The Members shall be entitled to receive such information as the Board of Directors shall deem necessary and appropriate to provide regarding the activities of NAHN.

4.4. Annual Meeting. The Annual Meeting of the Members shall be held at a time designated by the Board of Directors for the purpose of receiving the Annual Report of the President, and for the discussion of any other matters of NAHN brought before the Members. Members holding five percent (5%) of the votes entitled to be cast represented in person or electronic means shall constitute a quorum.

4.5. Special Meetings. Special meetings of the Members may be called by the Board of Directors as they deem necessary. A special meeting of Members may be called by Members having one-twentieth (1/20) of the votes entitled to be cast at the meeting.

4.6. Place of Meetings. Meetings may be held at any place specified by the Board of Directors. If no designation is made for any meeting, the place of meeting shall be the principal office of NAHN.

4.7. Notice of Meetings. Written notice stating the place, date, and hour of any Membership meeting shall be provided to each of the Members no fewer than ten (10) days before the date of the meeting, either by regular or electronic mail, and posted on NAHN's website, at the direction of the Board President or the Secretary. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

4.8. Manner of Action. The act of a majority of the Members having voting rights present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

4.9. Attendance Alternatives. Meetings may also be held by telephone conference call, video conference call, or by other electronic means permitted by statute in which all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

4.10. Action Without Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if consent in the form of a record, setting forth the action so taken, is executed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or record filed with the Secretary of State of Washington.

4.11. Waiver of Notice. A Member may waive any notice requirement by signing a written waiver of notice and delivering it to the Secretary of NAHN for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting shall constitute waiver of notice unless he/she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

ARTICLE V **CHAPTERS OF NATIONAL ASSOCIATION** **OF HISPANIC NURSES**

5.1. Purpose; Standards for Association. NAHN shall encourage and facilitate the formation of regional, state, or metropolitan chapters of the National Association of Hispanic Nurses to promote its purposes and to take action on regional, state, or local matters in accordance with such purposes.

Chapters may be separately incorporated or unincorporated associations and shall be organized and operated in conformity with standards formulated by the Board of Directors. Chapter bylaws and any amendments thereto, shall be subject to the review and approval of the Board of Directors. NAHN may also itself operate or support chapters, which may, but need not be separately incorporated, if approved by the Board of Directors. The Board of Directors shall conduct a review of chapter status on an

annual basis. The Board of Directors shall recognize chapters conforming to such standards, and such chapters shall be permitted to use the name “National Association of Hispanic Nurses” or “NAHN” or “National Association of Hispanic Nurses [name of state, region or affiliation]”, the NAHN logo, other licensed trademarks, and intellectual property of NAHN in connection with their organization in accordance with NAHN’s policies governing the use of such marks and property.

ARTICLE VI **BOARD OF DIRECTORS**

6.1. Powers and Duties. The Board of Directors shall exercise all corporate powers and manage the business and affairs of NAHN, except as otherwise provided by law, NAHN’s Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing NAHN shall include, but not be limited to, the following:

- a. to establish the mission, purposes, goals, and program priorities to be implemented by NAHN’s staff, through a strategic planning process;
- b. to ensure that appropriate policies have been developed, adopted, and implemented by NAHN to carry out its mission, specifically including policies pertaining to Members and Chapters;
- c. to determine and set overall policy;
- d. to advocate the mission, values, accomplishments, and goals of NAHN to the public at large;
- e. to determine, monitor, and strengthen programs that are responsive to the needs of Hispanic nurses and are central to NAHN’s mission;
- f. to establish fiscal policy, including fiduciary responsibility for budget authorization and oversight;
- g. to develop adequate resources to ensure financial stability for NAHN’s activities;
- h. to ensure the legal and ethical integrity of NAHN;
- i. to select, retain, support, evaluate the performance of, and discharge the chief staff executive of NAHN;
- j. to recruit, orient, and evaluate the Directors and Officers of the Board of Directors; and
- k. to respect and maintain the confidentiality of all matters of NAHN that comes before the Board for which confidentiality is appropriate.

6.2. Number and Composition. The number of directors of NAHN shall be 10. Vacancies causing the number of directors to fall below shall be filled as soon as reasonably possible in accordance with Section 6.6. The Board of Directors shall be elected by the Members of NAHN in accordance with Article IX.

6.3. Qualifications. Directors must be General Members in good standing of the National Association of Hispanic Nurses. Directors shall be committed to supporting and advancing the mission and purposes of NAHN.

6.4. Term of Office. A director shall hold office for a term of two (2) years and until his/her successor is elected and qualified or until his/her earlier death, resignation, or removal. Directors shall serve staggered terms of office such that half of the Board will have terms commencing in even numbered years and half of the Board will have terms commencing in odd numbered years subject to the requirements of Section 7.2.

Directors may serve a maximum of three (3) consecutive two-year terms. Following at least a two-year hiatus from Board service as a director, the individual is again eligible to serve as a director for a maximum of three (3) consecutive two-year terms. A director who becomes the Immediate Past President at the end of his/her third consecutive two-year term may serve for two (2) additional years as a director after the expiration of that third term while he/she is also serving as Immediate Past President.

6.5. Resignation and Removal: Any director may resign at any time by giving written notice of his/her resignation to the Board of Directors of NAHN. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any director who is absent from two (2) consecutive meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned. Any director elected by members may be removed, with or without cause, by two-thirds of the votes cast by members having voting rights with regard to the election of any director at a meeting of members at which a quorum is present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election of a director shall not of itself create contract rights.

6.6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

6.7. Leave of Absence. A director may take up to a one (1) year leave of absence from service as a director for good cause subject to the approval of the Board. No vacancy shall be created as a result of a director taking an approved leave of absence; however, the Board or President, as appropriate, may designate another director to serve in any office or on any committee in place of the director on leave until such time as the leave is completed. A director who fails to return to Board service at the end of the leave of absence shall be deemed to have resigned.

6.8. Regular Meetings. An Annual Meeting of the Board of Directors shall be held, without other notice than these Bylaws, at a place and time as shall be determined by the Board of Directors. Meetings may also be held by telephone conference call, video conference call, or by other electronic means permitted by Washington law. However, meetings may not be conducted via e-mail. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The Board shall hold at least three (3) regular meetings each year in addition to the Annual Meeting. The Annual Meeting may be held at the same time and place as a regular meeting. All regular and special meetings shall include an executive session of the Board during which only directors and non-directors invited by the Board may be present. The executive session shall commence and adjourn by majority vote of the Board.

6.9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by directors constituting a majority of the Board. The person or persons authorized to call special meetings of the Board of Directors may designate the meeting's location.

6.10. Notice of Special Meetings. Five (5) days' notice of any special meeting of the Board of Directors shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. If mailed, the notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid or, if sent via email, addressed to the director at his/her address as shown by the records of the Corporation. If notice is given by facsimile or electronic mail, the notice will be deemed to be delivered upon an effective transmission of the facsimile or electronic mail to the director at his/her facsimile number or electronic mail address as shown by the records of the Corporation. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice of the meeting.

6.11. Waiver of Notice. A director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of NAHN for filing with the minutes or the corporate records. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

6.12. Manner of Voting. A majority of the votes of the directors who are present in person, or by means of electronic media, at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws.

6.13. Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of directors are present, a majority of those present may adjourn the meeting to another time.

6.14. Informal Action. Any action required by law to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

6.15. Participation By Means of Communication Equipment. Members of the Board of Directors may participate in a meeting by technical/electronic media/other communication equipment by which all persons can see/hear/ and/or speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting.

6.16. Compensation. Directors may not be compensated for their services as directors of NAHN, 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 services rendered to or on behalf of NAHN if approved in advance by the Board and subject to compliance with NAHN's conflict of interest policy.

6.17. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the *Robert's Rules of Order, Newly Revised*, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these bylaws.

6.18. Advisory Councils. The Board of Directors may establish and appoint Advisory Councils to provide counsel and information regarding matters before the Board and the effectuation of the mission of NAHN. An Advisory Council may include honorary members. The President shall recommend to the Board candidates for appointment to a Council and shall designate one individual from among those appointed to serve as the Chair of the Advisory Council. The members of an Advisory Council shall serve at the pleasure of the Board. The Board shall establish such meetings and activities for the Advisory Councils as it deems useful and appropriate.

ARTICLE VII **OFFICERS**

7.1. Officers. The elected officers of NAHN shall consist of a President, a President-Elect, a Secretary, and a Treasurer. Officers shall be elected by the General and Emeritus Members. In addition to the elected officers, the Immediate Past President

shall serve as an officer of NAHN and a voting member of the Board of Directors. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of NAHN. No officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers. The Board of Directors may select and retain an Executive Director who shall serve as the chief staff executive of NAHN. The Executive Director shall not serve on the Board of Directors.

7.2. Election of Officers. Elected officers of NAHN shall be elected by the General and Emeritus Members prior to the Annual Meeting. Each elected officer shall hold his/her office for two (2) years and until his/her successor shall be elected and qualified, unless he/she shall sooner resign or be removed or otherwise become disqualified to serve. For purposes of staggering Officer terms, the terms of the President, Immediate Past President and President-Elect shall commence on even numbered years and the terms of the Secretary, and the Treasurer shall commence on odd numbered years. Elections of all elected officers shall be by vote of a majority of the General and Emeritus Members. The elections shall be by anonymous written ballot. Directors may serve a maximum of three (3) consecutive two-year terms.

7.3. Resignation and Removal. Any officer may resign at any time by giving written notice of his/ her resignation to the Board of Directors of NAHN. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Membership may remove any officer whenever in its judgment the best interests of NAHN will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the Members entitled to vote thereon. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an officer shall not of itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

7.4. Duties of President. The President shall be the chief elected officer of NAHN. He/she shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. When the president is unable to attend a NAHN meeting, the President will appoint a board member to represent him/her at said meeting for purposes of carrying out NAHN business. The President will determine the regular agenda of all meetings of the Members, the Board of Directors, and the Executive Committee. The President shall present a report at the Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between NAHN's staff and the Board, and perform such other duties as are inherent in the office of President or as authorized by the Board of Directors.

The President will also be an ex-officio member of all committees except for Nominations Committee, and shall have the same rights and duties as all other Committee members.

7.5. Duties of President-Elect. The President-Elect shall take over the office of President upon the expiration of the prior President's term of office. The President-Elect shall serve as the Board's parliamentarian.

7.6. Duties of Immediate Past President. For two (2) years following the expiration of his/her tenure as President, except where the tenure was ended by resignation or removal, the President shall automatically serve as the Immediate Past President. The Immediate Past President shall have no formal duties, but shall serve as an Officer of the Board, a member of the Executive Committee, and a voting member of the Board of Directors, and shall be available for consultation and guidance.

7.7. Duties of Secretary. The Secretary shall:

a. certify and keep, or cause to be kept, at the principal office of NAHN the original or a copy of the Articles of Incorporation and these Bylaws, as amended, to date;

b. keep, or cause to be kept, at the principal office of NAHN or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, any committees having any of the authority of the Board of Directors, and the Members, recording therein the time and place of holding, whether annual, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the proceedings thereof;

c. be custodian of the records of NAHN and see that all documents of NAHN, the execution of which on behalf of NAHN is authorized by law or by these Bylaws, are properly and duly executed;

d. exhibit at all reasonable times to any director, or proper designee, upon request, the Bylaws and the minutes of the proceedings of the Board of Directors and the committees of NAHN; and,

e. perform any and all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

7.8. Duties of Treasurer. The Treasurer shall:

a. keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of NAHN;

b. deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of NAHN, with such depositories as may be designated by the Board of Directors;

c. cause all the funds of NAHN to be disbursed as ordered by the Board of Directors;

d. render to the Board of Directors, upon request, an accounting of all financial transactions of NAHN and a statement of the financial condition of NAHN, and cause an annual audit of NAHN's financial affairs to be conducted; and

e. perform any and all duties incident to the office of Treasurer and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

The Treasurer shall also serve as the Chair of the Finance Committee, *ex officio*.

ARTICLE VIII **COMMITTEES**

8.1. Committees. The Board may appoint Committees as it may deem necessary and appropriate.

8.2. Standing Committees. The Standing Committees shall include the following: Awards and Scholarship, Bylaws, Finance, Nominating, and Policy.

The Standing Committees shall each have at least five (5) members.

For all Standing Committees, except for the Nominating Committee, the President shall appoint three (3) members and the Board shall appoint two (2) members.

8.3. Awards and Scholarship Committee. The Scholarship Committee reviews nominations and selects scholarship recipients. Findings are presented by NAHN Board Membership. The awards are restricted to the Membership and include the following:

a. The Awards and Scholarship Committee shall:

(1) review nominees that were nominated by and from the membership and select scholarship recipients;

(2) present selections to the NAHN Board of Directors in the following categories:

- (a) The Dr. Ildaura Murillo-Rohde Award for Academic Excellence;
- (b) The Henrietta Villaescusa Award for Community Service;
- (c) The Dr. Ildaura Murillo-Rohde Scholarship Award for Hispanic students enrolled in a nursing program leading to licensure;
- (d) The Dr. Janie Menchaca Wilson Award for outstanding Leadership;
- (e) The Sara Gomez Erlach Humanitarian Award; and

(f) Hispanic Nurse of the Year.

8.4. Bylaws Committee. The Bylaws Committee shall receive and review all proposals for revisions and amendments, and may itself initiate revisions and amendments to be submitted for a Membership vote thereon. The Bylaws committee is answerable and responsible to the Membership for following through with the request for amendments. The committee will submit a report of the reviewed proposed amendments to the NAHN Board of Directors for informational purpose. The Committee will make efforts to review amendments with Members through media means prior to Member voting.

8.5. Finance Committee. The Finance Committee shall provide support to the Treasurer in the responsible management of fiscal affairs. Duties and responsibilities include the following:

a. Provide consultation and recommendations for fiscal policies, procedures, and NAHN dues.

b. Receive the Treasurer's reports and contributes to the reports that are prepared by the Treasurer and submitted to the Membership and Board at the Annual Meeting.

8.6. Nominating Committee.

a. Composition. The Nominating Committee shall be composed of five (5) members, two (2) members appointed by the Board of Directors and three (3) members elected by the membership. The Nominating Committee members shall elect the committee chairperson.

b. Duties. The Nominating Committee shall:

(1) Recruit and prepare a slate of candidates, under strict, confidential protocols, to be elected prior to the Annual Meeting;

(2) Recruit one candidate for each office to be elected by the Members, except for the office of President, unless there is a vacancy in the office of President-Elect. That office shall remain vacant prior to the next Annual Meeting at which time a candidate shall be elected for the office of President-Elect.

(3) For each candidate to obtain a written statement of consent to serve and their qualifications for office; and

(4) No later than ninety (90) days prior to the Annual Meeting, forward the slate of candidates to the NAHN Secretary to place on the website.

8.7. Policy Committee. The Policy Committee integrates NAHN's mission and objectives with related public policy issues, and addresses the challenges. Duties and responsibilities include the following:

- a. Integrate NAHN's purpose with related public policy issues and address the challenges;
- b. Develop position papers for discussion and action by the Board of Directors and the membership.
- c. Seek collaboration with the private, public, and governmental entities in matters of public health as they relate to Hispanics;
- d. If requested, serve as representatives of NAHN on boards, commission, and task forces; and
- e. Develop endorsement policies and guidelines for externally-funded sources.

ARTICLE IX **NOMINATIONS AND ELECTIONS**

9.1. Nominating Committee.

a. Composition. The Nominating Committee shall be composed of five (5) members, two (2) members appointed by the Board of Directors and three (3) members elected by the membership. The Nominating Committee members shall elect the committee chairperson.

b. Duties. The Nominating Committee shall:

(1) Recruit and prepare a slate of candidates, under strict, confidential protocols, to be elected prior to the Annual Meeting;

(2) Recruit one candidate for each office to be elected by the Members, except for the office of President, unless there is a vacancy in the office of President-Elect. That office shall remain vacant until the next Annual Meeting at which time a candidate shall be recruited for the office of President-Elect.

(3) Obtain a statement of consent to serve and their qualifications for office; and

(4) No later than ninety (90) days prior to the Annual Meeting, forward the slate of candidates to the NAHN Secretary to place on the website.

9.2. Elections and Installation

a. Ballots are sent electronically to the Members' last known email address, forty (40) days prior to the start of the Annual Meeting.

b. A ballot may be re-issued, if deemed appropriate, by the chairperson of the Nominating Committee.

c. The election shall be decided by the candidate receiving the highest number of votes cast, and a tie vote is determined by lot.

d. If an election is contested, a Professional Registered Parliamentarian or Registered Parliamentarian shall review the protocols utilized by the Nominating Committee. The decision that the election was valid or invalid is determined by the Professional Registered Parliamentarian or Registered Parliamentarian.

e. Election results are presented to the Board of Directors before the Annual Meeting. Candidates are notified by the NAHN Secretary, and the names of the elected members are placed on the website.

f. Installation of officers shall be at the Annual Meeting.

ARTICLE X **CONTRACTS, CHECKS, AND DEPOSITS**

10.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of NAHN, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAHN. Such authority may be general or confined to specific instances.

10.2. Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAHN shall be signed by the officer or officers, agent or agents of NAHN and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments shall be signed by the Executive Director of NAHN.

10.3. Deposits. All funds of NAHN shall be deposited from time to time to the credit of NAHN in those banks, trust companies, or other depositories selected by the Board of Directors.

ARTICLE XI **FISCAL YEAR**

11.1. Fiscal Year. NAHN shall determine its fiscal year from time to time by resolution of the Board of Directors.

ARTICLE XII
BOOKS AND RECORDS

12.1. Books and Records. NAHN shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of NAHN a record of the names and addresses of the Directors. All books and records of NAHN may be inspected by any director at any reasonable time.

ARTICLE XIII
INDEMNIFICATION

13.1. Indemnification. NAHN shall indemnify directors, officers, employees, or other agents of NAHN to the maximum extent permitted by applicable law.

ARTICLE XIV
CONFLICTS OF INTEREST

14.1. Loans. No loans shall be made by NAHN to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to NAHN for the amount of such loan until the repayment thereof.

14.2. Conflicts of Interest Policy. NAHN shall adopt and abide by a conflicts of interest policy to protect NAHN's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of a director, officer or other disqualified person as defined by section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts which may be adverse to the interests of NAHN. The conflicts of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

ARTICLE XV
BYLAWS AMENDMENTS

15.1. Bylaws. The Bylaws may be amended and new Bylaws may be adopted by majority vote of the General and Emeritus Members at the Annual Meeting, if at least fifteen (15) days written notice of the text of each proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws has been provided to the members following approval by the Bylaws Committee and review by the Board of Directors. General and Emeritus

Members may vote in person at the Annual Meeting or electronically, if at a time other than during the Annual Meeting or as otherwise deemed necessary by the Board. Those voting electronically shall be counted as present for purposes of determining the presence of a quorum and count of votes.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

16.1. Governing Rules. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (RRONR) shall govern the proceedings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the association may adopt, and any statutes applicable to this Association that do not authorize the provisions of these bylaws to take precedence.

Amended July 14, 2016