

Appendix C
Sample Chapter Bylaws

July 2018

Preface

The following is a sample set of bylaws for chapters and an easy way to insure the chapters' bylaws are in compliance as they must be to be recognized by ANAC as a constituent.

Language in this sample that is highlighted in **yellow** is mandatory content for chapter bylaws.

Language highlighted in **aqua** is a reference source for chapter members.

Questions regarding the construction of chapter bylaws should be addressed to the Chapters Committee Chair, the Bylaws Committee Chair or the ANAC National Office.

ANAC SAMPLE CHAPTER BYLAWS

*(Sections and areas highlighted in yellow must be included in local Chapter bylaws)
(Draft)*

Article I

Name:

The name of this non-profit organization shall be the _____
(Suggested Association of Nurses in AIDS Care (ANAC), *(insert name)*
Chapter). The geographical area served by the Chapter shall include, but not be limited to
(list area served.)

Article II

Mission Statement

Section 1.

ANAC Mission Statement and Vision

Mission

ANAC fosters the professional development of nurses and others involved in the delivery of healthcare for persons at risk for, living with, and/or affected by the human immunodeficiency virus (HIV) and its co-morbidities. ANAC promotes the health, welfare and rights of people living with HIV around the world.

Vision

ANAC will:

- Be a globally recognized association that is the preeminent source of nursing expertise related to all dimensions of HIV disease and its co-morbidities.
- Empower members to advocate for and with people living with HIV, promoting social awareness concerning issues related to HIV and co-morbidities, including the elimination of HIV stigma.
- Identify and respond to the diverse concerns of the global HIV workforce, particularly those in resource-limited settings.
- Promote and foster global nursing expertise that will lead advances in the clinical and research capacities of the healthcare workforce in resource-limited settings.
- Support members to hold leadership positions on boards of directors and other key positions in national and international organizations related to HIV and its co-morbidities.
- Promote and encourage membership in ANAC for nurses and others involved in the delivery of HIV-related healthcare.
- Support and promote HANCB certification as the globally recognized board certification in nursing care for people living with HIV and related co-morbidities.
- Be the globally recognized organization for networking, education, research and support for nurses and others involved in the delivery of HIV-related healthcare.
- Facilitate cutting-edge research in all aspects of HIV and its co-morbidities, and serve as mentors to novice researchers.

Inherent in this vision is the abiding commitment to the prevention of new HIV infections and the discovery of a cure.

Section 3. Duties of the Chapter.

The duties of Chapter include:

- A. Promoting the mission of ANAC;
- B. Communicating to the nursing community the actions and activities of ANAC and the chapter.
- C. Communicating the issues, ideas, and concerns of the chapter and the nursing community to ANAC's Board of Directors.
- D. Complying with the bylaws of ANAC and the bylaws of the chapter; and
- E. Consulting with ANAC's Chapters Committee with issues related to the chapter management.

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**Article III
Membership**

Section 1. Classifications

There shall be four classifications of membership: Active, Discounted Active, Partner and Global (electronic).

Section 2. Qualifications and Privileges.

Membership Type	Description
Active	Licensed registered professional nurses or licensed practical/vocational nurses or the international equivalent.
Discounted Active	Full-time students in accredited schools of nursing, retired or disabled nurses. To qualify for retired dues, you must have been an ANAC member for at least five (5) years prior to your application for retired dues. Proof of age over the retirement age is required.
Partner	Non-nurse individuals who support the mission of the ANAC. Nurse allies and supporters as well as pharmacists, PAs and other members of the health care team.
Global (Electronic)	Licensed registered professional nurses, licensed practical/vocational nurses, or the international equivalents, and nursing students who reside in low or middle income countries as defined by the World Bank.

Section 3. Dues

A. Local membership dues for all categories shall be determined by the Chapter Board of Directors. A dues increase of more than 10 percent (10%) of current active, associate, or affiliate members must be approved by a simple majority of the membership.

B. Membership in the Association of Nurses in AIDS Care is a requirement for membership in _____ Chapter, and the category of Chapter membership shall be the same as that in ANAC.

Section 4. Termination

A. If the national dues of any member are not received sixty (60) days after the membership expiration date, that membership shall automatically terminate on the sixtieth (60th) day by the national office. Membership shall be reinstated when membership dues are received.

B. If a member does not abide by the Chapter Bylaws, or engages in activities that may place ANAC in legal or professional jeopardy, or knowingly misuses the Chapter's property or assets; the Chapter Board of Directors may terminate that membership by a two-thirds vote of the entire Board. No such action shall be taken until the member is advised of the specific charges, given a reasonable time to prepare a response; and afforded a full hearing before the Chapter Board of Directors. All such actions taken by the Chapter Board shall be reported to ANAC.

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Article IV

Officers and Directors

Section 1. Composition

The Board of Directors (BOD) shall include the Officers and Directors-at-large. The Board shall be comprised of (3 minimum) positions as follows: (Recommended are a President, Secretary and Treasurer) This Chapter may include Director(s) at Large who will be elected by the members of the Chapter.

(Reference Chapter policies "B")

Section 2. Eligibility

Officers and directors shall be active, discounted active, partner members in good standing of National ANAC and Chapter prior to assuming office.

Section 3. Term of Office

A. The term of office shall begin January 1st in the year following the election.

B. An individual may not hold more than one office in the Chapter at the same time.

C. The Secretary, Treasurer, and Director(s) shall serve ___ years (suggested a three (3) year term) or until their successors are elected. (Suggested: one half of the Directors and the Secretary elected in even years; and one half of Directors and the Treasurer in odd years)

D. The President shall be elected every ___ years (suggested 3 years) and serve as President-elect for ___ year. At the end of the term, the President-elect shall automatically assume the office of President for a term of ----- years.

Optional: The Immediate Past President will serve an additional year as immediate past-president and (if adopted and included in the Chapter bylaws) will serve as the Nominating Committee Chair for that year.

Section 4. Duties/President:

- A. Act as Executive Officer of the chapter.
- B. Assist the chapter to meet the goals of ANAC and the chapter.
- C. Facilitate communication and a collaborative working relationship among chapter members
- D. Represent the chapter within the community and facilitate communication of needs, concerns, and issues to the chapter and ANAC.
- E. Preside at meetings of the chapter membership and the Chapter Board of Directors and appoint standing and special committee Chairs in collaboration with the other elected chapter officers;
- F. Ensure that the chapter complies with all rules and regulations of ANAC; including completing the Annual Report of Chapter Board of Directors;
- G. Complete reports and maintain the Chapter Manual; ensure that all administrative work is done in compliance with stipulated time deadlines; oversee financial management of the chapter;
- H. Maintain an open line of communication with ANAC by representing the Chapter at ANAC's Annual Meeting and communication with Chapter Committee Member on a regular basis.

Section 5. Duties/President-elect: (note - if the chapter decides not to have a President-elect, and decides to have a Vice-President, these duties would apply and the heading would be "Vice President")

- A. The President-elect shall perform such duties as the President and /or BOD may determine;
- B. In the absence of the President, the President-elect shall perform the duties of the President; and
- C. Assist the Chapter President to fulfill the duties and responsibilities of the chapter.

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Section 6. Duties/Secretary:

- A. Send notices and take minutes of all meetings of the chapter and the Chapter Board of Directors';
- B. Facilitate communication among the chapter members, the elected officers, and National ANAC;
- C. Maintain records of communication;
- D. Assist in the completion of the Annual Report of Board of Directors required for ANAC;
- E. Ensure that all reports are done in compliance with stipulated deadlines;
- F. Perform duties that pertain to the Office of Secretary or as directed by the Chapter President; and
- G. Discharge all other duties of the Secretary set forth in ANAC's Chapter Policy Manual.

Section 7. Duties/Treasurer:

- A. Receive and disburse all monies of the chapter under the direction of the officers;
- B. Sign all checks written on behalf of the chapter;
- C. Keep all records of all receipts and disbursements of the chapter;
- D. Deposit all monies received in the name of the chapter in such depositories as designated by the chapter;
- E. Present at each chapter Board and membership meeting an accounting of the chapter finances;
- F. Present in writing, along with the President, the financial report section of the Annual Report of Chapter Board of Directors due to ANAC by January 31st of each year;
- G. Comply with all requirements of ANAC regarding finances (reference Chapters Policies manual);
- H. Ensure that the Chapter President is aware of the financial status of the chapter;
- I. Determine that all members are current on ANAC and chapter dues; and
- J. Perform other duties that pertain to the Office of Treasurer as directed by the Chapter President/BOD.

Section 8. Duties/Director(s)-At-Large:

- A. Represent the chapter membership;
- B. Foster growth and development of the chapter;
- C. Facilitate communication among chapter members and the chapter's elected officers;
- D. Assist the elected: officers in the management of the chapter;
- E. Authorize activities, agreements, and expenditures of the chapter; and
- F. Discharge all other duties of the Board of Directors set forth in ANAC's Chapter Policy Manual.

**Article V
Membership Meetings**

Section 1. Chapter Meetings

- A. The chapter shall meet (at least quarterly, more frequently may be specified), at such time as the President shall determine.
- B. Chapter meeting minutes shall be taken and completed by the Secretary in accordance with the provisions of the bylaws of the chapter.
- C. At least one (1) meeting of the chapter membership must include the conduct of chapter business.

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Section 2. Special Meetings

Special meetings of the membership may be called at any time by a majority of the Board of Directors, or upon written request of twenty-five percent (25%) of chapter members in good standing. Only items of business set forth in the notice of a special meeting will be discussed and acted upon at such a meeting.

Section 3. Notice

The Chapter Secretary or designee will provide notice of chapter meetings to all members at least (30 days recommended) days prior to the meeting in accordance with the Chapter Bylaws.

Notice of special meetings will be provided to all voting members (At least 20 days is recommended) prior to the meeting.

Section 4. Quorum

- A. Members present and voting at a meeting shall constitute a quorum;
- B. Each member of the chapter is entitled to have one (1) vote; and
- C. All elections and chapter decisions shall be determined by a majority of the votes cast at a duly constituted meeting of the chapter.

Article VI

Board of Directors

Section 1. Duties /Responsibilities/BOD

- A. Ensure the chapter complies with all policies and procedures of ANAC and all applicable federal, state, and local regulations.
- B. Adopt/maintain chapter bylaws while complying with ANAC policies and procedures;
- C. Develop, implement, and evaluate a strategic plan for the chapter that is consistent with the mission of ANAC and the needs and goals of the local chapter membership;
- D. Develop, approve, and monitor an annual chapter budget;
- E. Establish/maintain effective communication lines among chapter membership, ANAC's Chapters Committee Chair and Directors, officers, and staff of ANAC;
- F. Complete all reports for the chapter as required by ANAC;
- G. Recognize professional achievements of the chapter members;
- H. Develop and implement a systematic transition plan for changes in chapter leadership; and
- I. Represent chapter membership, ensuring that the needs of the chapter are met.

Section 2. Meetings/BOD

- A. Meetings of the Chapter Board of Directors shall be held on a (recommend at least quarterly) basis.
- B. The President, in collaboration with the Board of Directors shall determine the time and place of the meeting.
- C. The President presides at all meetings of the Chapter BOD. In the absence of the President, the President-elect or other officer in rank shall chair the meeting.
- D. Emergency meetings shall be scheduled as deemed necessary by the Chapter President or by the majority vote of the Directors.

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Section 3. Notice/BOD

Notice of each meeting shall be given to each officer and Director by the Secretary, at least (recommended at least 14 days) prior to the date of such meeting. The agenda for this meeting shall also be submitted no less than five (5) days prior to the date of each meeting of the BOD.

Section 4. Quorum/BOD

All actions of the Board of Directors requiring a vote must be passed by a simple majority of the members entitled to vote that are present at the meeting. Each officer and each other elected member of the Chapter BOD present at the meeting shall be entitled to one vote.

**Article VII
Committees**

Section 1. Standing and Special Committees

Unless specified otherwise in these bylaws, all standing and special committees shall be appointed by the Chapter Board of Directors.

Section 2. Nominating Committee

- A. The Nominating Committee is suggested. The structure and process shall be determined by the local BOD
- B. The national office has guidelines for national nominations and elections that can be applied at the local level. (Please contact the national office for further guidance if desired).

**Article VIII
Nominations and Elections**

Section 1. Nomination

A. A nomination and election process shall occur for the election of chapter officers and Board of Directors; Nominations and elections must be completed before November 1st.

B. Announcing the election results to the Chapter BOD, the candidates and the chapter membership in a timely fashion.

Article IX
Finances

Section 1. Chapter funds must be sequestered in a separate organization checking account. The following officers will be signatories on the account: _____ and _____ (state officers to be on the account).

Section 2. Funds received from external organizations for programs must be handled in compliance with 501 (c) (3) guidelines, the reprint standards established by ANAC and Chapter Fund Raising policy and procedures. (Reference ANAC chapter manual.)

Section 3. The Chapter is self supporting. Income may be generated from various sources including dues, program fees, educational grants, etc.

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Article X
Indemnification

Officers and Directors shall be indemnified as a right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding (whether brought in the name of the chapter or otherwise) arising out of their service to the chapter or to another organization at the chapter's request. Persons who are not Officers of the chapter may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors.

Article XI
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the chapter except in cases specified by the these bylaws, standing rules, or special rules of order adopted by the chapter members.

Article XII
Amendments

Section 1. Proposal

Proposed amendments to these chapter bylaws may be presented by any chapter member. All proposed bylaws changes must be submitted in writing.

Section 2. Voting

A. Voting on proposed amendments shall be by a ballot provided to the voting membership at least __days (suggested at least 21) prior to the due date.

B. Proposed Amendments must be reviewed and approved by the ANAC Chapters Committee and the Board Liaison prior to local membership voting.

C. Effective date: Amendments that have been approved by a majority vote of the members voting shall become effective the first day of the month following the ballot date.