

ANAC Bylaws
Bylaw Revision November 2017

Article I

The name of this nonprofit organization shall be the Association of Nurses in AIDS Care, also referred to as ANAC or the Association.

Article II

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 by:

- creating an effective network among nurses and others involved in HIV/AIDS care;
- studying, researching and exchanging information, experiences, and ideas leading to improved care for persons living with HIV/AIDS;
- providing leadership to the nursing community in matters related to HIV/AIDS
- advocating for people living with HIV;
- promoting social awareness concerning issues related to HIV/AIDS.

Inherent in these goals is the abiding commitment to the prevention of further HIV infections.

Article III

Membership

Section 1. Classifications

There shall be five classifications of membership:

Active Full, Active Discounted, Partner, Global (Electronic), and Corporate.

Section 2. Qualifications and Privileges

A. Active Full members shall be Licensed Registered Professional Nurses, Licensed Practical/Vocational Nurses, or the international equivalents, engaged, or interested in the delivery of health care to persons living with or affected by HIV or associated comorbidities, and shall be eligible to vote, hold office, serve on, and chair committees.

B. Active Discounted members shall be Licensed Registered Professional Nurses, Licensed Practical/Vocational Professional Nurses, students, or the international equivalents, and meet one of the following categories:

1. Students enrolled in an accredited education program leading to professional or practical/vocational nursing qualifications or advanced practice or doctoral degrees.
2. Retired and/or Disabled Nurses.

Active Discounted members are entitled to the same membership privileges as Active Full members. Annual dues will be determined by the Board of Directors.

C. Partner members shall be non-nurse individuals who support the mission of the Association. Annual dues will be determined by the Board of Directors. Partner members shall be eligible to vote, hold the national offices of Secretary, Treasurer, and Director at Large, and to serve on national committees. Nominations and elections of Partner members to the Board of Directors or office shall follow the same process as Active members.

D. Global (Electronic) membership is available to 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 and cannot afford Full Active or Active Discounted membership dues. Annual global (electronic) membership dues and other privileges will be determined by the Board of Directors and outlined in the Operations Manual. Global (Electronic) members are not eligible to vote or run for any elected office at the National level, but may serve on National level committees.

E. Corporate Members. Corporate members shall consist of organizations and or corporations that are interested in supporting the mission of the Association. The Board of Directors will determine annual dues. Corporate members shall be excluded from voting, holding office, and serving on committees

Section 3. Dues

Membership dues shall be determined by the Board of Directors. A dues increase of more than ten percent (10%) of current dues must be approved by a simple majority of the voting membership.

Section 4. Termination

A. If the dues of any member are not received sixty (60) days after the membership expiration date, that membership shall automatically terminate on the sixty-first (61st) day.

B. If a member does not abide by the Association bylaws, or engages in activities that may place the Association in legal or professional jeopardy, or knowingly misuses Association property or assets; the Board of Directors may terminate that membership by a 2/3 (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 Board of Directors.

Article IV

Officers and Directors

Section 1. Composition

Officers and Directors shall be President, President-Elect, Secretary, and Treasurer. There shall be six (6) Directors at large. Hereto referred to as Directors .

Section 2. Eligibility

A. Officers and Directors eligible to serve at the National level shall have been voting members at the National level for at least two years immediately prior to assuming office. Additionally, the offices of President and President-Elect must be filled by a nurse.

Of the ten member board, no more than two (2) shall be Partner Members at any given time. Partner Members cannot be elected to the office of President-Elect.

B. Directors shall have served at least two years on ANAC committees, task forces, editorial boards, interest groups, and/or as voting members of local chapter Boards of Directors.

C. The President-Elect shall have served at least one term on the National ANAC Board of Directors and be a nurse.

D. The Secretary and Treasurer shall have served at least two years on the National ANAC Board of Directors; a national committee, task force, editorial board, or interest group; and/or in a local chapter as a member of the Board of Directors.

Section 3. Term of Office

A. The term of office shall begin at the close of the Annual Business Meeting in the year of election.

B. An individual may not hold more than one elected or appointed office (i.e., a seat held as a result of a vacancy) at the same time.

C. The Secretary, Treasurer, and Directors shall serve a three (3) year term or until successors are elected. One-third of the total number of Directors shall be elected each year. The positions of Secretary and Treasurer shall not be elected in the same year.

D. The President shall serve a term of two (2) years

E. The President-Elect shall serve in that office for a two (2)-year term and then shall become President for a two (2)-year term.

F. No person can serve more than three consecutive terms on the Board.

Section 4. Duties

Officers and Directors shall perform those duties prescribed by the law, the Articles of Incorporation, and these bylaws.

Section 5. Vacancies

A. In the event a vacancy occurs in the office of the President, the vacancy shall be filled by the President-elect who shall fill the complete unexpired term of the President and shall continue in office as President during their regularly scheduled 2-year term.

B. If the President-Elect cannot complete the unexpired term of President, the Officers of the Board of Directors will complete that role. The order of succession will be the Secretary then the Treasurer. If the President-Elect, Secretary, and Treasurer decline, then the Board of Directors may appoint a successor, with the proviso that the candidate selected must have served at least one year on the Board of Directors.

C. In the event of a vacancy in the office of President-Elect, Secretary, or Treasurer, the Board of Directors may appoint a successor from the standing Directors, with the proviso that the candidate selected must have already served at least one year on the Board of Directors.

D. A vacancy in a Director position shall be filled by the Board at their next regularly scheduled meeting with the proviso that the appointed person meets the requirements for a Director position. Consideration will be given to members with the skills necessary to meet the needs of the vacant position on the Board of Directors. The appointment process entails the suggestions of names of eligible persons to the President and/or Board of Directors; followed by a discussion at the Board meeting and the Board voting to make the appointment.

E. In the case of a tie vote for any office (i.e. President-Elect, Secretary, Treasurer, and Director), the tie shall be broken by drawing lots in a manner to be determined (e.g., drawing a name from a "bowl" or "hat" or drawing numbers. The President shall do the drawing with at least 2 witnesses).

Article V

Membership Meetings

Section 1. Annual Meeting

An Annual Meeting of the membership shall be held at a time and place determined by the Board of Directors.

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 at least 25% (twenty-five per cent) of voting members.

Section 3. Notice

Written notice of the Annual Meeting shall be given to all members at least forty-five (45) days prior to the meeting. Notice of special meetings shall be given to all voting members at least twenty (20) days prior to the meeting.

Section 4. Quorum

Members present and voting shall constitute a quorum.

Article VI

Board of Directors

Section 1. Composition

The Board of Directors shall be composed of the elected or duly appointed Officers and Directors.

Section 2. Duties

The Board of Directors shall manage the business and affairs of ANAC.

Section 3. Meetings

- A. Meetings shall be held at such time and place and /or manner as the Board of Directors determine. There shall be at least four meetings per year.
- B. Business requiring action by the Board of Directors may be conducted online. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.
- C. Special meetings may be called by the President or upon written request of five (5) Board members.

Section 4. Notice

Notice of any such meeting shall be given to each officer and director.

Section 5. Quorum

Six (6) members of the Board of Directors, one of whom must be an officer, shall constitute a quorum for the transaction of business.

Section 6. Removal from Office

Any Director or Officer, regardless of the manner of election or appointment, may be removed for cause by the Board of Directors. The Director or Officer in question **shall be given notice, in writing**, of the Board meeting at which the case will be discussed and given an opportunity to present their case at that meeting. A Director or Officer may be removed by two-thirds affirmative vote of all members of the Board.

Article VII

Committees

Section 1. Standing & Special Committees

Unless specified otherwise in these bylaws, all standing and special committee chairs shall be appointed by the Board of Directors, with the exception of the Nominating Committee.

Section 2. Nominating Committee

- A. The Nominating Committee shall be composed of five (5) elected members.
- B. The person receiving the highest number of votes shall chair the committee in the second year of that member's term.
- C. To be eligible to serve on the Nominating Committee, individuals shall have been voting members of ANAC at the National level for two (2) years immediately prior to committee membership. A Nominating Committee member shall not be a candidate for any elected position during their term of on the committee. Current members of the Board of Directors shall not serve on the nominating committee.
- D. The term of office shall be two years, with sixty percent (60%) of the total number of committee members elected in even years and forty percent (40%) in odd years.
- E. Duties and Responsibilities
 - 1. The Nominating Committee shall prepare and submit to each voting member a ballot with at least one nominee for each elected position in ANAC.
 - 2. Validation of current membership and confidentiality of voting shall be components of the ballot protocol.

3. Unless stated otherwise in these bylaws, all policies for the conduct of nominations and elections shall be recommended by the Nominating Committee and approved by the Board of Directors.

4. The candidate receiving the highest number of votes for each elected office shall be declared elected.

5. Tie votes shall be broken by lot.

6. The Nominating Committee shall oversee all election procedures.

F. Vacancies on the committee shall be filled by appointment by the Chair of the Nominating Committee until the next scheduled election.

Section 3: Bylaws Committee

A. The Bylaws Committee shall be appointed by the Board of Directors for a two year term or until their successors are appointed.

B. Initiates a call for proposed bylaws amendments and resolutions for the Annual Meeting in accordance with ANAC policy.

C. Receives or initiates proposed ANAC bylaws amendments and resolutions.

D. Prepares proposed bylaws revisions for review by the Board of Directors and the membership in accordance with required procedure as outlined in these bylaws.

Article VIII

Constituencies

Section 1. Chapters

Groups of ten (10) or more active ANAC members may petition for a Chapter Charter. Charters shall be approved and awarded by the Board of Directors. Chapters shall fulfill the purposes of ANAC at the local level. The structure and functions of chapters shall be consistent with the bylaws, policies, and procedures of ANAC. Chapter bylaws shall be reviewed by the ANAC Bylaws Committee to validate congruency between chapter bylaws and ANAC bylaws.

Section 2. Councils

A. The Board of Directors may establish councils as deemed necessary or desirable to carry out the mission of the Association.

B. The composition, powers, rules, regulations, and financial affairs of these councils shall be submitted by the council and approved by the Board of Directors.

Article IX

Indemnification

Directors and Officers of the Association shall be indemnified as of 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 Association or otherwise) arising out of their service to the Association or to another organization at the Association's request. Persons who are not Directors or Officers of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. ANAC may maintain insurance to protect itself and any such Director, Officer or other person against any liability, cost, or expense incurred in connection with any such action, suit, or proceedings.

Article X

Parliamentary Authority

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

Article XI

Amendments

Section 1. Proposal

Proposed amendments can be presented to the Bylaws and Resolutions Committee by the Board of Directors, a committee, a chapter, or any member of ANAC.

Section 2. Voting

Proposed bylaws amendments shall be published through ANAC emails prior to the Annual Meeting. During the Annual Meeting, a Public Forum will be held to discuss the proposed amendments. After the Annual Meeting, a ballot containing the proposed bylaws amendments shall be sent to all active members in good standing. The ballot will contain the exact wording of the proposed amendment and the deadline for online voting. Validation of current membership and confidentiality of voting shall be components of the ballot protocol.

Section 3. Effective Date

Amendments which have been approved by a majority vote of the members voting shall become effective the first day of the month following the ballot deadline vote.