

HANCB BYLAWS

ARTICLE I. NAME

The name of this corporation shall be HIV/AIDS Nursing Certification Board, Incorporated, hereinafter referred to as the Corporation.

ARTICLE II. PURPOSE, POWERS, AND DUTIES

SECTION 1. PURPOSE

The purpose of the Corporation is to:

- A. Formulate and adopt requirements for eligibility for certification and recertification of licensed practical/vocational nurses, registered nurses or the international equivalent in HIV nursing.
- B. Formulate, adopt and administer the certification/recertification process to those licensed practical/vocational nurses, registered nurses or the international equivalent meeting the eligibility requirements.
- C. Grant certification or recertification to those candidates who successfully complete all certification and recertification requirements.
- D. Carry out the general purposes set forth in the Corporation's Articles of Incorporation

SECTION 2. POWERS AND DUTIES

In furtherance of the purpose enumerated above, the Corporation shall:

- A. Adopt such policies and procedures, as it deems necessary or advisable for carrying out its activities and mission.
- B. Engage the services of such administrative personnel, professional advisors and consultants, as it deems necessary and appropriate to assist in the day-to-day management of the Corporation.
- C. Furnish information about the certification and recertification process to licensed practical/vocational nurses, registered nurses or the international equivalent practicing in the field of HIV.
- D. Clarify the certification process and develop and/or recommend review materials to candidates seeking to attain certification or recertification in HIV nursing.
- E. Conduct ongoing review, and, when necessary, revise the certification and recertification process, utilizing the principles of performance improvement and quality assurance.
- F. Prepare and adopt an annual budget for the fiscal support of its activities.
- G. Be responsible for the fiduciary oversight of its financial affairs.
- H. Assure that all funds received to the credit of the Corporation in such banks, trust companies or other depositories as the Corporation may select.
- I. Appoint such committees as it deems advisable and delegate to such committees the power to act for the Corporation within specified limitations.
- J. Perform all other tasks that it determines are reasonable and necessary to carry out the Corporation's purposes as enumerated herein.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS AND DUTIES

- A. The property, business and affairs of the Corporation shall be the responsibility of its Board of Directors.
- B. Directors agree to attend at least 75% of scheduled meetings (in person/conference call, or other electronic means). Failure to attend the meetings may result in removal from the Board of Directors.
- C. Directors agree to fulfill the commitments and obligations of the Board of Directors as set forth in these Bylaws.

SECTION 2. COMPOSITION

- A. The Board of Directors shall be composed of four officers (President, President-elect, Secretary, Treasurer), serving as Executive Officers, and at least three (3) Directors at Large, and one nominating chair.
- B. All Directors shall have full and equal voting rights on all matters coming before the Board.

SECTION 3. TERM OF MEMBERSHIP

- A. Directors shall serve three (3) years of staggered terms.
- B. All Directors shall be eligible for reelection for one additional term. No Director shall serve more than two (2) consecutive terms or six (6) years consecutively as a Director.
- C. At the completion of the first three (3) year term on the Board, a sitting Director or Officer may serve as the President-Elect for the next two (2) years and subsequently, (2) years as President for a total of seven (7) years on the Board of Directors.
- D. Any former director who has completed two full terms (6 years) may be elected to additional terms if such director has been out of office for a minimum of one year or under other circumstances determined to be in the best interest of the Corporation as recommended by the Board of Directors.
- E. The President will serve two (2) years as President-Elect and two (2) years as President.
- F. Secretary and Treasurer will serve a three (3) year term.
- G. The Nominations Committee chair will serve a two (2) year term.
- H. Term limits may be overridden if the Board of Directors determines the circumstances to be in the best interests of the organization.

SECTION 4. ELIGIBILITY

- A. During the term of office, all Directors and Nominating Chair are required to be:
 - 1. Certified as an as an AIDS Certified Licensed/Vocational Practical Nurse (ACLPN), as an AIDS Certified Registered Nurse (ACRN), or as an Advanced AIDS Certified Registered Nurse (AACRN).
 - 2. Failure to maintain ACLPN, ACRN, AACRN, or certification will require removal from the Board of Directors.
- B. In electing Directors and Nominating Chair, the Board of Directors shall consider the need for broad representation of geographic areas, ethnic diversity, type of professional practice, educational preparation, and type of certification (ACLPN, ACRN, AACRN).
- C. Otherwise, eligible candidates for HANCB Board nomination are not eligible if they are

elected to the executive office on the ANAC Board of Directors.

SECTION 5. NOMINATION AND ELECTION

- A. The Nominating Chair will be responsible for developing a slate of eligible candidates for election to the vacant positions on the Board of Directors and Nominating Chair in accordance with the Corporation's by-laws, policies, and procedures. Nominations for the Board of Directors and Nominating Chair shall be solicited according to eligibility criteria as defined in Article III, Section 4.
- B. The election slate shall consist of:
 - 1. At least one (1) but not more than three (3) candidates for each officer position
 - 2. At least one (1) but not more than three (3) candidates for each of the Directors at Large
 - 3. At least one (1) but not more than three (3) candidates for Nominating Chair Member
- C. Regular elections will be held by official ballot distributed by email to HANCB board members at least two months prior to the annual Board of Directors meeting.
- D. Those candidates receiving the highest number of votes shall be declared to be elected. Tie votes shall be determined by drawing lots.
- E. The term of office for Directors, Secretary, and Treasurer shall be three (3) years as specified in Article III, Section 3 or until resignation or removal.
- F. The term of office for the Nominating Committee shall be two (2) years for elected members or until resignation or removal.
- G. The term of office for President-elect shall be two (2) years followed by President for two (2) years or until resignation

SECTION 6. RESIGNATIONS

- A. Officers, Directors, or Nominating Chair members may resign at any time by giving written notice to one of the officers of the Corporation.
- B. Such resignation shall take effect when the notice is delivered unless the notice specifies a later date.

SECTION 7. REMOVAL

- A. Any nurse member of the Board of Directors will automatically be removed from office if ACLPN, ACRN, AACRN, certification lapses or is denied.
- B. Any Director may be removed with cause by the affirmative vote of two-thirds (2/3) of the Board of Directors then in office and at a meeting of the Board of Directors or other approved method of voting:
 - 1. Prior to the vote for removal, the member removed shall be given notice by email, telephone call to be removed.
 - 2. The vote for removal may occur via conference call or via electronic means.

SECTION 8. VACANCIES

- A. Any vacancy occurring on the Board of Directors or Nominating Committee because of resignation, removal, disqualification or any other cause may be filled by Presidential appointment and Board approval as specified in Article IV, Section 5.
- B. Officer, Director, and Nominating Committee member appointed to fill a vacancy shall serve for the unexpired term of their predecessor.

SECTION 9. TERM LIMIT/TENURE

ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING.

- A. The annual meeting of the Board of Directors shall be held prior to the ANAC conference each year or at such time as designated by resolution of the Board of Directors.

SECTION 2. SPECIAL MEETINGS

- A. Special meetings of the Board of Directors may be held at any time on the call of the President or at the written request of one-half (50%) of the Directors.
- B. No business shall be conducted at any special meeting of the Board of Directors except as specified in the notice of such meeting.

SECTION 3. QUORUM AND MANNER OF ACTION

- A. Simple majority (50% plus 1) serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- B. All Directors shall be entitled to vote on matters coming before the Board of Directors, except as may be prohibited by these Bylaws.
- C. The act of a simple majority (50 % plus 1) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise required by these Bylaws.
- D. No Director may act by proxy on any matter, except that Directors may act by informal action as provided in Section 5 of this Article.
- E. Meetings are conducted according to Roberts Rules of Order, latest edition.

SECTION 4. PARTICIPATION AT MEETINGS

- A. The Board of Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment.
- B. Participation in such meeting shall constitute attendance and presence in person at the meeting of the persons so participating.

SECTION 5. INFORMAL ACTION

- A. Any action required or permitted may be taken without a meeting of the Board of Directors if a written consent is made and is signed by all members of the Board of Directors.

SECTION 6. VOTING BY THE BOARD OF DIRECTORS

- A. The Board of Directors may vote via fax, email, teleconference, or other approved means when stipulated by the President.
- B. All members of the Board, including officers, may vote on all matters.

SECTION 7. CONFLICT OF INTEREST

- A. The potential for conflicts of interest exists when an individual has the ability to control or influence the content of an educational activity and/or has a financial relationship with a commercial interest, the products, or services of which are pertinent to the content of the educational activity. The Planner/Participant is responsible for evaluating the presence or absence of conflicts of interest and resolving any identified actual or potential conflicts of interest during the planning and implementation phases of an educational activity. If the Planner/Participant has an actual or potential conflict of interest, he or she should recuse himself or herself from the role as Planner/Participant for the educational activity.

ARTICLE V. OFFICERS

SECTION 1.

- A. The Board of Directors shall consist of a President, President-Elect, Secretary, Treasurer and Nominating Chair, and at least 3 Directors-at-large:
 - 1. President cannot serve as Treasurer at same time
 - 2. The Board of Directors shall elect the officers prior to the annual meeting of the Board of Directors from the slate of candidates prepared by the Nominating Chair in accordance with Article III, Section 5.

SECTION 2. TERM OF OFFICE

- A. The term of office shall begin at the start of the annual meeting in the year of election.
- B. The President-Elect shall be elected bi-annually and shall serve as President-Elect for two years. At the end of the second year, the President-Elect shall automatically assume the office of President for a term of two years.
- C. The Secretary and Treasurer shall serve three (3) year staggered terms.

SECTION 3. THE PRESIDENT

- A. The President shall preside at all Board of Directors meetings and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors; and
- B. The President shall see that all orders and resolutions of the Board of Directors are carried out and shall from time-to-time report on matters within his or her knowledge which the interests of the Board of Directors may require to be brought to their notice. The President shall serve as the Chief Executive Officer and spokesperson.

SECTION 4. THE PRESIDENT-ELECT

- A. The President-Elect shall have all the powers and perform all of the duties of the President in the absence or incapacity of the President.
- B. The President-Elect shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.
- C. The President-Elect shall serve as the chair of the Executive Committee.

SECTION 5. THE SECRETARY

- A. The Secretary shall supervise the custody of all corporate records and reports, including collection of annual committee reports, and shall be responsible for the keeping and reporting of adequate records of all meetings and actions taken by the Corporation.

SECTION 6. THE TREASURER

- A. The Treasurer shall render to the President and the Board of Directors an accounting of the financial condition of the Corporation.
- B. The Treasurer shall also serve as the Chair of the Finance Committee and perform such duties as may be assigned or requested by the Board of Directors.

SECTION 7. OTHER OFFICERS (DIRECTORS, ETC.)

- A. The Board of Directors may elect or appoint such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the President or the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. STANDING AND SPECIAL COMMITTEES

- A. The Board of Directors shall appoint all committees unless specified otherwise in these Bylaws.
- B. The Board of Directors shall establish the composition, terms, and powers of the committees.
- C. The President or his/her designee shall be an ex-officio member of all committees except the Nominating Committee.
- D. Committees shall be established as deemed necessary by the Board of Directors.

SECTION 2. FINANCE COMMITTEE

- A. The Finance Committee shall be responsible for the fiscal affairs of the Corporation, including preparation of the annual budget, receipts, disbursements and investment of funds, selection of the Corporation's auditor and other matters referred to it by the Board of Directors.

SECTION 3. CERTIFICATION/RE-CERTIFICATION COMMITTEES

- A. Three (3) certification/recertification committees will be appointed to coordinate the different certification examinations of the organization. The respective committees will oversee the ACLPN, ACRN, AACRN certification and recertification processes.
- B. Committee members shall be responsible for:
 - 1. reviewing candidates progress through the certification/re-certification process
 - 2. reviewing requirements for certification/re-certification
 - 3. coordinating audits of re-certification applications
- C. The President shall appoint members of the committee.
- D. To serve as a certification/recertification chair, the member must possess the certification for which the committee has oversight.

SECTION 4. EXECUTIVE COMMITTEE

- A. The Executive Committee shall be comprised of the President, President-Elect, Secretary, Treasurer.
- B. The Executive Committee shall be responsible for the oversight of the Corporation, including but not limited to contracts.

SECTION 5. BYLAWS

- A. The Bylaws Committee shall be responsible for the bylaws.
- B. Bylaws need to be reviewed every 3 years or as needed and approved by the board of directors.
- C. The person in charge of Bylaws can be a past HANCB board member as approved by the board of directors. This is a non-voting position.

ARTICLE VII. MISCELLANEOUS PROVISIONS

SECTION 1. CHECKS, DRAFTS, NOTES, ETC.

- A. All checks, drafts, or other orders for the payment of money and all notes and/or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by policy of the Corporation.

SECTION 2. FISCAL YEAR

- A. The fiscal year of the Corporation shall be the same as the calendar year.

SECTION 3. BOOKS AND RECORDS

- A. The Corporation shall keep such books and records to adequately evidence receipt and disbursement of its fund.
- B. The Corporation's financial condition shall be subjected to an audit every three (3) years to be facilitated by the Executive Director, President and Treasurer, and its audited financial statement shall be open to public inspection.

SECTION 4. PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of Roberts Rules of Order, latest edition, shall govern the Corporation in all cases to which they are applicable and do not conflict with these Bylaws or any special rules of order adopted by the Corporation.

SECTION 5. APPEALS

- A. Corporate action to deny conditions, suspend, revoke, or grant certification, except where such action is based on restriction, suspension or revocation of a nursing license or failure to complete the certification or recertification process, may be appealed by the affected individual to the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.
- B. Candidates for recertification who have been denied the use of the ACLPN, ACRN, and AACRN credential may appeal the decision in writing within thirty (30) days of notification

of their denial.

- C. The Corporation may request any additional documents it deems necessary for review prior to making a final decision.
- D. The Corporation shall have sixty (60) days to conduct the review and notify the candidate of the final decision.
- E. All decisions of the Corporation will be final.

HIV/AIDS NURSING CERTIFICATION BOARD, INCORPORATED: BYLAWS ADOPTED: 8/29/1995
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