



Appendix C
Sample Chapter Bylaws

October 2011 Revised 11/2017, 11/2024

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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 and must be included in local 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 ANAC Headquarters.

ARTICLE I

NAME

The name of this non-profit organization shall be the 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

- A. ANAC is a non-profit professional nursing organization committed to fostering the individual and collective professional development of nurses involved in the delivery of health care to persons infected or affected by the Human Immunodeficiency Virus (HIV) and promoting the health, welfare, and rights of all HIV- infected persons by:
1. Creating an effective network among nurses in AIDS/HIV care;
 2. Studying, researching, and exchanging information, experiences, and ideas leading to improved care for persons with AIDS/HIV infection;
 3. Providing leadership to the nursing community in matters related to AIDS/HIV infection;
 4. Advocating for HIV-infected persons; and
 5. Promoting social awareness concerning issues related to AIDS/HIV.
- B. Inherent in this mission is an abiding commitment to the prevention of further transmission of HIV.

Section 2. ANAC Chapters Mission Statement

The mission of ANAC Chartered Chapters is to assist ANAC in meeting its goals addressed in the ANAC Mission Statement. The Chapter achieves these goals by establishing a community-based group that functions to provide a network of support, education, and communication among nurses in the Chapters' area. **[Insert name]** Chapter is an extension of ANAC. The bylaws, policies, and procedures of ANAC shall take precedence over any bylaw, policy or procedure of the Chapter. Therefore, the bylaws, policies, and procedures of **[insert name]** Chapter will be consistent with those of ANAC.

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 six classifications of membership: Nurse, Student, Reduced Rate, Affiliate, Global (electronic) and Corporate

Section 2. Qualifications and Privileges

- A. Nurse members shall be Registered Professional Nurses or Licensed Practical/Vocational Nurses or the International equivalent, engaged or interested in the delivery of health care to persons infected with or affected by HIV or associated co-morbidities and shall be eligible to vote, hold office, serve on and chair committees.
- B. Student members. Students enrolled in an accredited education program leading to professional or practical/vocational nursing qualifications or advanced practice or doctoral degrees in other health professions and related fields.
- C. Reduced Rate members shall be:
 - 1) Retired: ANAC members who have retired from nursing or other health profession careers may apply for retired membership status.
 - 2) Nursing Extenders: Includes Certified Nursing Assistants, Nursing Assistants, Medical Assistants, Home Health Aides and Community Health Workers.
- D. Affiliate members shall be non-nurse individuals who support the mission of the association. Annual dues will be determined by the ANAC Board of Directors. Affiliate members shall be eligible to vote, hold office of Secretary, Treasurer, and Director at Large, and to serve on chapter committees. Nominations and elections of Affiliate members to the chapter Board of Directors, shall follow same process as Nurse members,
- E. Global (electronic) membership is available to Licensed Professional Registered Nurses, Licensed Practical/Vocational Nurses (or the international equivalent) , other members of the healthcare team and nursing students who reside in low or middle income countries as defined by the World Bank and cannot afford other membership categories dues.
- F. Corporate Members shall consist of organizations and/or corporations that are interested in supporting the mission of the Association. The ANAC Board of Directors shall determine the annual dues. Corporate members shall be excluded from voting and serving on committees

Section 3. Dues

- A. Local membership dues for all categories shall be determined by the local Chapter Board of Directors. Any dues increase of more than 10 percent (10%) of current members must be approved by a simple majority of the local chapter membership.
- B. Membership in the Association of Nurses in AIDS Care is a requirement for membership in **[insert name]** Chapter, and the category of Chapter membership shall be the same as that in ANAC.

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 sixtieth (60th) day. 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 Director(s) at large. The Officers shall be comprised of (3 minimum) positions as follows: (Recommended positions may include President, President-Elect, Vice President, Secretary, and Treasurer) This Chapter also will include at least one or more Director(s) at Large who will be elected by the members of the Chapter. The office of President, President-Elect or Vice President must be nurses. The offices of Secretary and Treasurer may be combined into one position if necessary.

Section 2. Eligibility

Officers and directors shall be Nurse, Affiliate, Reduced Rate, Student, Global or Corporate 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. The offices of Secretary and Treasurer may be combined into one position if necessary.

C. The Secretary, Treasurer, and Director(s) shall serve (suggested a two (2) 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 annually and serve as President-Elect for one year. At the end of the term, the President-Elect shall automatically assume the office of President for a term of one year. In instances in which local Chapters use a Vice-President title, the Vice President will not have automatic right of ascendancy unless there is a vacancy in the office of President.

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;
- 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;
- 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 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.

Section 5. Removal from office

Any director or officer, regardless of manner of election or appointment, may be removed for cause by the Board. 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 any opportunity to present their case at that meeting. A director or Officer may be removed by two-thirds (2/3) affirmative vote of all members of the Board.

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 shall be composed of (suggested three) elected members.
- B. The person receiving the highest number of votes shall chair the committee.
- C. To be eligible to serve on the Nominating Committee, individuals shall have been voting members of ANAC for two (2) years immediately prior to committee membership. Proviso: This requirement shall be reduced to one (1) year for the first four years of the chapter's existence.
- D. The term of office shall be two years, with sixty percent (60%) of the total number of committee members elected even years, and forty percent (40%) in odd years. (Note - if the Immediate Past President is added in Article IV, Section 3, E, the following statement is added "with the exception of the Immediate Past President who serves for one year.)
- E. Vacancies on this committee shall be filled by appointment by the chair of the Nominating Committee until the next scheduled election.

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; this must be completed no later than November 1st
- B. The Nominating Committee shall coordinate the election of the chapter's officers and Board of Directors;

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- C. The Nominating Committee shall conduct and oversee the annual election process for the BOD in accordance with the terms of ANAC's Chapter Policy Manual. In addition, the Nominating Committee will develop a plan for conducting chapter elections that, but are not limited to:
 - 1. Notifying the chapter membership of the offices to be filled and the time commitment required to fulfill the duties of such office;
 - 2. Establishing the qualifications for each office;
 - 3. Establishing the deadlines for each phase of the election process;
 - 4. Preparing, distributing, and tabulating election ballot.
 - 5. Distributing candidate information packets to all members who request such materials that include a job description and responsibilities of each office, length of term of office
 - 6. qualifications for each office, and time commitment for each office;
 - 7. Reviewing all materials submitted by each candidate for office;
 - 8. Preparing a slate of candidates with at least one nominee for each office to be submitted to the Chapter BOD;
 - 9. Preparing election ballots that include the names of candidates; instructions for voting, and deadline for returning the ballot;
 - 10. Mailing the ballot to all current members of the chapter;
 - 11. Receiving and verifying that ballots have been completed and returned to the Nominating Committee;
 - 12. Tabulating the votes for each candidate. The candidate receiving the highest number of votes for each elected office shall be declared. Tie votes shall be determined by drawing lots; and
 - 13. 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.

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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 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.