



**BYLAWS FOR CHAPTERS**  
**OF THE**  
**NATIONAL ASSOCIATION OF PEDIATRIC NURSE PRACTITIONERS**

**Article I - NAME**

The name of this Association shall be the Greater Texas Chapter of The National Association of Pediatric Nurse Practitioners (NAPNAP) Dallas-Forth Worth.

**Article II – PURPOSE**

The purpose of NAPNAP, an association of pediatric focused nurses in advanced practice, is to promote health for infants, children, adolescents and young adults through role advancement, professional development and advocacy.

**Article III - OBJECTIVES**

1. To develop and promote standards of pediatric advanced practice registered nurse (APRN) practice that ensure cost effective, accessible, quality health care.
2. To support standardization and accreditation of programs that prepare APRNs who provide health care for children.
3. To advocate for quality child health care and support measures that ensure quality child health.
4. To make available forums for continuing education for its members.
5. To monitor legislation and regulation affecting the APRN role, education and practice, and pertinent health care issues and respond proactively.
6. To facilitate effective collaboration between APRNs and other health care professionals.
7. To promote publication of scientific journals, newsletters and other communications pertinent to the objectives of NAPNAP.
8. To maintain pertinent data for reference and assistance in matters pertaining to the profession or its practice.
9. To promote research regarding APRNs and health care of infants, children, adolescents and young adults.
10. To promote career advancement and employment opportunities to and for our members.
11. To increase visibility and promote the role of the PNP and other pediatric-focused APRNs among employers, consumers, and policy makers.

12. To engage in public relations efforts with our healthcare partners, health care consumers, and other children's health organizations.
13. To provide a network of advanced practice nurses who care for children for the purpose of promoting the highest professional standards of pediatric Advanced Practice Registered Nurse (APRN) practice and optimal care of the pediatric patient throughout their lifespan.
14. To develop and/or sponsor educational programs for the ongoing education of pediatric focused advanced practice nurses at the state level.
15. To support and facilitate state and local programs improving the quality of health care for infants, children, adolescents and young adults through role advancement, professional development and advocacy.
16. To coordinate with other professional associations, health care facilities, universities, industries, research organizations and governmental agencies in concert with the purposes of the Chapter.

**Article IV – MEMBERSHIP:** Chapter membership is contingent upon national membership.

#### Section A. Active Members

Active members have the privilege of voting, holding office, serving on the Executive Board and serving on committees. Persons eligible to apply for membership in this membership category shall include:

1. APRNs who provide health care for children and who have obtained or are eligible for national board certification as an APRN.
2. Registered Nurses who have completed a course which follows the American Nurses Association-American Academy of Pediatrics 1971 Guidelines on Short-Term Continuing Education Programs preparing the PNP.
3. Registered nurses who are practicing as PNPs and were educated prior to the 1971 guidelines.
4. Registered Nurses or APRNs who otherwise qualify for active membership but who reside outside the United States and its territories and who submit proof of licensure, registration, or certification in the nurse's native country and/or state.

#### Section B. Associate Members

Any persons interested in fostering the objectives of the Association. Associate members shall not have the right to vote or hold office, but may serve on committees or participate in Special Interest Groups in accordance with SIG policy.

#### Section C. Student Members

Registered nurses currently enrolled in any approved program whose graduates may become active members as delineated in Section A or APRNs who are enrolled in a graduate degree program. Student

members shall not have the right to hold office but may vote in national and chapter elections.

#### Section D. Honorary Members

Any person who is not eligible for active membership but has rendered distinguished or valuable service to NAPNAP and/or its official publications and who is elected to honorary membership by a unanimous vote of the NAPNAP Executive Board. Honorary members shall retain all rights of membership except for the right to make motions or vote.

#### Section E. Emeritus Members

An active member who has met criteria established by the NAPNAP Executive Board to recognize distinguished and valued service to NAPNAP. Emeritus members shall retain all rights of membership, including the right to make motions and vote.

ADD Retired Members and re-letter subsequent sections in this article.

#### Section F. Dues

Membership dues shall be established by the NAPNAP Executive Board and are required of each chapter member.

#### Section G. Termination

Membership shall be automatically terminated upon (1) the resignation of the member, (2) the revocation or the suspension of a member's license or registration as a registered nurse, or (3) non-payment of membership dues. Membership may also be terminated by the NAPNAP Executive Board if it determines a member has violated these bylaws or engaged in conduct that violated the objectives of the Association or is injurious to it, provided, however, that such member shall first be given thirty days written notice of the charges and a hearing before the NAPNAP Executive Board.

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#### Section H. Voting Rights

Voting rights shall begin on the date at which membership is established.

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### **Article V – MEETINGS**

#### Section A. Annual and Regular Meetings

The annual business meeting of the chapter shall be held in the home state of the chapter.

#### Section B. Special Meetings

Special meetings of the members may be called by the president, the Executive Board or one-third of the Active members. Written notice of the time and place of any special meeting, which notice specifies the purpose or purposes for which the meeting is called, shall be given at least ten (10) and no more than sixty (60) days prior to the meeting.

### Section C. Quorum

A quorum for a chapter meeting shall constitute a simple majority from those members present and entitled to vote.

## **Article VI - OFFICERS**

### Section A. Number, Election, Term and Qualifications:

The officers of the chapter shall be president, president-elect, secretary and treasurer and such other officers as this Executive Board may authorize. Officers shall be annually elected by and from the active membership by June 1. The president-elect is elected for a term of one year and after which assumes the president role for a term of one year. The Secretary and Treasurer are elected for two-year terms. No officer shall hold the same office for more than two (2) consecutive terms. No member shall be a member of the Executive Board for more than six (6) consecutive years. By special majority vote of the membership, an officer's term may be extended beyond six (6) years if necessary for the management of the chapter.

### Section B. President

The president shall be the principal chief elected officer of the chapter and shall, in general, supervise and control all of the administrative matters and business affairs of the chapter. The president shall implement policy established by the members of the Executive Board. The President shall preside at all meetings; execute all conveyances, notes, contracts, or other instruments authorized by the members; appoint all committees and chairpersons as provided in these bylaws; serve as an ex-officio member of all standing committees; and perform and discharge all duties incident to the office of the president and such other duties as may be assigned by the members of the Executive Board.

### Section C. President-elect

The president-elect shall become familiar with the duties of the president and shall automatically succeed to the presidency at the conclusion of the president's term of office. The president-elect shall perform the ~~duties of the office in the absence of the president or in the case of inability to act.~~ When so acting, the president-elect shall have all powers of, and be subject to all the restrictions, placed upon the president, and shall perform such other duties as the members of the Executive Board may specifically prescribe.

### Section D. Secretary

The Secretary shall keep and maintain the minutes of the meetings and distribute all notices that are required by these bylaws; be custodian of the bylaws, membership roster and records of the chapter; attest all documents, the execution of which has been duly authorized by the members according to these bylaws; send copies of chapter meeting minutes and newsletters to the Member Services staff at NAPNAP; and in general perform all duties incident to the office of secretary and such other duties as the members of the Executive Board may prescribe.

### Section E. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the chapter; receive and give receipts for all monies due and payable to the chapter from any source whatsoever, deposit all monies in the name of the chapter in banks or other depositories as shall be decided by the Executive

Board; account for and record all financial transactions by the chapter; prepare and render an annual report to the chapter and to NAPNAP at the last regular meeting of each term year and whenever requested by the NAPNAP or chapter membership; comply with an annual audit/review of financial records of the chapter in such manner as directed by NAPNAP and perform such other duties as may be assigned by the members of the Executive Board.

#### Section F. Compensation

No part of the net earnings of the chapter shall ever be for the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the chapter shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

### **Article VII - ELECTIONS**

#### Section A. Nominations

Nominations may proceed by a formal slate of candidates, write-in candidates and/or nominations from the floor at the time of the election. The Secretary and Treasurer shall be elected on a rotating basis.

#### Section B. Election of officers

Elections may proceed by electronic or written ballots, hand vote or verbal vote. Three judges appointed by the president will count the votes and said judges shall certify and announce the results in the meeting. The candidate receiving the highest number of votes for a particular office shall be declared elected. In case of a tie vote, a second vote shall be taken by all members present.

### **Article VIII - EXECUTIVE BOARD**

#### Section A. Composition

The Executive Board shall consist of the elected officers: President, President-Elect, Secretary, Treasurer, Immediate Past President, and Committee Chairs designated by these bylaws. The Executive Board may appoint up to 11 specialty chairs to serve two-year terms with the possibility of reappointment for an additional two-year term.

#### Section B. Vacancies

In the event of a vacancy on the Executive Board for any reason, the president, with majority approval of the Executive Board, shall appoint a qualified member to the position to fill the uncompleted portion of the term with two exceptions. The president-elect shall fill a vacancy in the office of president. The office of the president-elect shall be filled through a special election process that shall take place within three months of the vacancy.

#### Section C. Duties

The Executive Board shall have the full power and authority over the affairs of the chapter as provided by law and these bylaws.

#### Section D. Obligations

The Executive Board members are obligated to act in a manner consistent with the Conflict of Interest Policy.

#### Section E. Regular Meetings

Regular meetings of the Executive Board shall be held a minimum of four (4) times annually. The Executive Board shall determine the times of the other meetings. Meetings of the Executive Board may be held via conference telephone or other communications equipment pursuant to which all persons can hear and speak with each other.

#### Section F. Special Meetings

Special meetings of the Executive Board may be called by the president or may be called by the president upon the written request of at least five (3) members of the Executive Board. Notice of a special meeting shall be given personally by the president. Notice of the meeting shall describe the business to be conducted.

#### Section G. Action without a Meeting

Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if it is authorized and approved in a writing signed by each member of the Executive Board. Any such writing shall be filed with the minutes of the Executive Board.

#### Section H. Quorum

A simple majority of the members of the Executive Board shall be necessary to constitute a quorum at any regular or any special meeting of the board.

#### Section I. Removal of a Board Member

~~Any officer or board member who is absent from two (2) consecutive board meetings without reasonable excuse may be removed from the Executive Board by a majority vote of the board.~~

~~The board retains the right to remove any Executive Board member for violating the chapter's bylaws and/or policies.~~

#### Section J. Referendum

In the interval between regular meetings of the Executive Board, the president may refer to the Executive Board questions relating to the affairs of the chapter which, in the opinion of the president, require immediate action on the part of the Executive Board. The result of such a referendum which requires a majority vote of the Executive Board shall control the action of the chapter, and its Executive Board, officers, and committees.

**Article IX - LIABILITY FOR DEBTS**

NAPNAP, Inc. shall not be held liable for any debts of this chapter unless such debt is specifically authorized by the NAPNAP Executive Board. The chapter is encouraged to secure liability insurance to defray costs against possible personal or property damage claims.

Any financial commitments desired by this chapter which are beyond its treasury, legal authority, or full responsibility shall be first reviewed and approved by the NAPNAP Executive Board. All financial contracts within the financial scope and legal authority of this chapter shall contain the following disclaimer statement:

"I \_\_\_\_\_ understand and agree it is contracting with the \_\_\_\_\_ chapter of the National Association of Pediatric Nurse Practitioners and not with NAPNAP \_\_\_\_\_ waives any and all claims against said NAPNAP, Inc."

**Article X – GENERAL PROVISION**

**Section A. Amendments**

These bylaws may be amended by the following procedure. First, the proposed amendment(s) shall be approved by the Executive Board. The proposed amendment(s) shall be sent to all members at least 60 days prior to the membership meeting or the due date for ballots to be returned. The proposed amendment(s) must obtain a two-thirds vote of those members present and voting who are eligible to vote at a properly called meeting, excluding abstentions. If the vote is by mail or electronic mail ballot, the amendments must obtain a two-thirds vote of the ballots cast, excluding any abstentions.

**Section B. Fiscal Year**

The term year of all chapters shall be such twelve (12) month period coinciding with NAPNAP's current fiscal year.

**Section C. Records**

The chapter shall implement a record-retention program as dictated by federal and state laws and materials will be retained for legal and practical reasons. The chapter shall maintain its records and valuable documents at its principal location. The chapter shall archive materials determined to be of historical significance.

**Section D. Financial Accounts**

The chapter shall keep correct and complete books and records of its accounts. An annual budget shall be developed and approved by the Executive Board.

**Section E. Chapter Dissolution**

Any chapter may be dissolved at the discretion of the NAPNAP Executive Board or by majority vote of the

active members of the chapter; any funds which remain in the chapter budget shall revert to the NAPNAP general fund.

## Section F. Indemnification

### Subsection 1. Authorized Indemnification

Unless clearly prohibited by law or Subsection 2 of this Article XI, Section F, the Association shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Association, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was an officer or board member of the Association, or (b) in addition is serving or served, in any capacity, at the request of the Association, as an officer or board member of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Association shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

### Subsection 2. Prohibited Indemnification

The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Executive Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

### Subsection 3. Advancement of Expenses

The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Association, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Association, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Subsection 2 of this Article XI, Section F. An Indemnified Person shall cooperate in good faith with any request by the Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

### Subsection 4. Indemnification of Others

Unless clearly prohibited by law or Subsection 2 of this Article XI, Section F, the Executive Board may approve Association indemnification as set forth in Subsection 1 of this Article XI, Section F or advancement of expenses as set forth in Subsection 3 of this Article XI, Section F to a person (or the testator or intestate of a person) who is or was employed by the Association or who is or was a volunteer for the Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Association in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.



**Subsection 5. Determination of Indemnification**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Executive Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur the Executive Board must explicitly find that such indemnification will not violate the provisions of Subsection 2 of this Article XI, Section F. No officer or board member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested officers or board members is not obtainable, the Executive Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

**Subsection 6. Binding Effect**

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

**Subsection 7. Insurance**

The Association is not required to purchase Directors' and Officers' liability insurance, but the Association may purchase such insurance if authorized and approved by the Executive Board. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article XI or operation of law and it may insure directly the officers, board members, employees or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article XI as well as for liabilities against which they are not entitled to be indemnified by the Association.

**Subsection 8. Nonexclusive Rights**

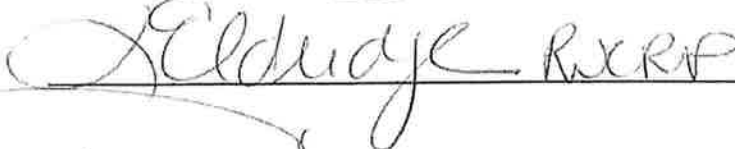
The provisions of this Article XI shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Executive Board is authorized to enter into agreements on behalf of the Association with any officer, board member, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article XI, subject in all cases to the limitations of Subsection 2 of this Article XI, Section F.

**Article XII - ADOPTION**

These bylaws shall be adopted at any regular or special meeting and shall become effective when approved in writing by the NAPNAP Executive Board.

Adopted at a meeting of the \_\_\_\_\_ Greater Texas \_\_\_\_\_ Chapter of the National Association of Pediatric Nurse Practitioners on the 9<sup>th</sup> day of May, 2019.

Chapter President  POP-d

Chapter President-elect  RKRIP

Chapter Secretary  MSN NPN CPNP-PC

Chapter Treasurer  Jayne Henry BNC PNP

**INTERNAL USE ONLY**

Approved as Model Bylaws on \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by the Executive Board.

Chapter Bylaws approved by Executive Board on \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Witnessed By: \_\_\_\_\_  
Cate Brennan, Executive Director