**NATIONAL ASSOCIATION OF SCHOOL NURSES, INC.**

**BYLAWS**

**ARTICLE I – NAME**

The name of this association shall be the National Association of School Nurses, Inc., also known as the association or NASN. NASN is a tax exempt, nonprofit organization incorporated under the laws of the District of Columbia.

**ARTICLE II – OBJECT**

NASN shall operate exclusively as a nonprofit educational organization to promote and advance the quality of school health services and health education throughout the nation.

**ARTICLE III – MEMBERS**

Section 1. Membership Classifications

There shall be four classes of membership: Active, Associate, Retired, and Student. Other classifications shall be defined and approved by the NASN membership.

A. Active: Active membership shall be open to any registered, professional nurse who meets the requirements for school nursing in the member’s state, and who is in compliance with such other qualifications or requirements set forth in these bylaws. Active members shall be entitled to exercise full membership rights. NASN presidents shall be classified as Active members for life upon completion of a term as president. To be eligible for active membership a person must:

* Be a registered professional nurse;
* Meet the criteria for state certification or licensure as a school nurse (if mandated certification or licensure exists);
* Be primarily assigned to the administration, education or the provision of school health services; and
* Be eligible for active membership in the state school nurse association, if one exists.

B. Associate: A licensed nurse who serves with the primary assignment, the administration, education, or the provision of school health services, or a licensed nurse employed by NASN, but is who not eligible for active membership, may be an associate member. Associate members shall not vote or hold office in NASN.

C. Retired: Any active or associate member shall, upon retirement, be eligible to become a retired member upon notification to NASN. Any retired member who desires to remain in the active membership classification shall be required to pay full active dues. Retired members shall not vote or hold office in NASN.

D. Student: To be eligible for student membership a person must be enrolled in a professional nursing program to meet requirements to become a school nurse, or be a student not currently a nurse in a professional nursing program. Student members must submit proof of enrollment in a professional nursing program with the membership form. Persons who have completed the requirements to be a school nurse but are pursuing further education shall not be eligible for student membership. Student membership may not extend past five years. Student members shall not vote or hold office in NASN.

Section 2. Dues.

All annual dues shall be established by the board of directors. Any person eligible for membership shall become a member upon payment of dues set for the applicable classification of membership.

Section 3. Affiliation

School nurse associations whose members are registered professional nurses employed as school nurses may be eligible to become affiliates of NASN under either of the following conditions and upon approval of the executive committee:

* One association from each of the states in the United States of America, the District of Columbia, the Commonwealth of Puerto Rico, or any other territory or possession of the United States of America; or
* One association from the Department of Defense schools that serve children of U.S. military personnel and international students, and international schools that generally teach in English to students from all over the world.

**ARTICLE IV – OFFICERS**

Section 1. Officer Positions.

There shall be a president, a president-elect, a vice-president and a secretary-treasurer.

Section 2. Eligibility

A. Only Active members who are working in the field of school nursing and who have been NASN members for no less than four consecutive years immediately prior to taking office shall be eligible to hold office. Active members must also have served as an officer or a director of NASN or an officer of an affiliated organization for at least one term.

B. If a director is elected to an officer position with time remaining on the director term, acceptance of such officer position shall result in automatic resignation from the director position.

Section 3. Term of Office.

A. The president shall serve for a term of two years, beginning at the close of the annual conference.

B. The president-elect shall be elected in odd numbered years and shall serve for a term of two years, beginning at the close of the annual conference. The president-elect shall automatically succeed the office of the president upon the expiration of the president’s term.

C. The vice president shall be elected in even numbered years and shall serve for a term of two years, beginning at the close of the annual conference. The vice president shall serve for no more than two terms.

D. The secretary/treasurer shall be elected in the odd numbered years and shall serve for a term of two years. The secretary/treasurer shall serve for no more than two terms.

Section 4. Vacancies.

A. A vacancy in office of president shall be filled by the president-elect, who shall serve for the unexpired term of the president followed by a full term as president.

B. A vacancy in office of president-elect shall be filled for the remainder of the term by a vote of the membership at the next scheduled election.

C. A vacancy in the office of vice president or secretary/treasurer shall be appointed by the president and approved by the executive committee to serve until the next general membership election.

Section 5. Duties.

The officers shall perform duties as prescribed by the governing documents of the association. The president-elect shall perform the duties of the president in the absence of the president.

Section 6. Nomination and Election.

A. Election of officers and the nominating committee shall be by ballot, which may be delivered electronically. Biographical data of the candidates and ballots shall be provided to all eligible members and returned in accordance with procedures established by the board of directors.

B. There shall be no write-in votes.

C. A majority vote shall elect, except that if there are three or more candidates, voters shall rank their preferences. Incomplete ballots shall not be counted. In case of a tie, the winner shall be chosen by lot.

D. The nominating committee shall seek out qualified candidates for office and report to the board of directors at the board meeting preceding the annual meeting.

E. The nominating committee shall be composed of six members: the immediate past president, two members elected by the membership, and three members elected by the board of directors, all of whom must have previously served on the board. The members shall elect one former director each year for a two year term, and the board of directors shall elect three directors each year for a one year term. At least one of the board-elected committee members must have one or more years remaining in his or her term. The chairperson shall be elected annually by the committee. No member shall serve on the nominating committee for more than three consecutive years.

F. A vacancy on the nominating committee shall be filled by an individual appointed by the executive committee or board of directors for the unexpired term.

**ARTICLE V – MEETINGS**

Section 1. Annual Meeting.

An annual meeting shall be held at a time and place determined by the board of directors to conduct business, hear progress reports, amend bylaws, and do any other business properly brought before the members.

Section 2. Special Meetings.

Special meetings of the general membership concerning national or regional matters may be called by the executive committee as it deems necessary.

Section 3. Quorum.

Thirty-five percent of the number of active members who have been issued a badge as of midnight on the day prior to the annual meeting shall constitute a quorum.

Section 4. Electronic Meetings.

The board of directors, executive committee, and standing and special committees are authorized to meet by telephone conference or through other electronic communication media so long as a quorum is present and all the members simultaneously hear each other and participate during the meeting.

**ARTICLE VI – BOARD OF DIRECTORS**

Section 1. Composition. The board of directors shall be composed of the elected officers and one director representing each affiliate organization. Each affiliate organization shall be entitled to designate their director in the manner prescribed by the respective affiliate.

Section 2. Eligibility.

All directors must be current active members of NASN and must have been active members for at least one year prior to serving on the board of directors. No current NASN staff member shall be eligible to serve as an NASN officer or affiliate director. Former NASN staff members shall be eligible for election to such positions two years after leaving a staff position, provided they meet other eligibility criteria listed in these bylaws.

Section 3. Term of Office.

A. Each director shall serve a four-year term, commencing with installation by the NASN president. A director may be re-elected to serve on the board of directors after an absence from the board of at least four years.

B. Each director shall serve no more than one four year term at a time with the following exceptions:

 1. A director who has been elected or appointed to serve an unexpired term shall be eligible to serve an additional four year term; and

 2. A director may serve one additional year if an affiliate has a lack of qualified candidates. Notification of any exceptions to the term limitation stated herein shall be made in accord with procedures established by the board of directors.

Section 4. Authority and Duties.

A. The board of directors shall conduct the affairs of NASN in accordance with the articles of incorporation, bylaws, and legal and fiduciary responsibilities, and have full power to put into effect the policies and decisions of NASN.

B. The board of directors shall:

 1. Establish goals and objectives to accomplish the mission;

 2. Monitor and evaluate the programs designed to implement the established goals and objectives;

 3. Ensure that the resources necessary for achievement are available and used efficiently;

 4. Maintain an endowment for the sole purpose of supporting the health of children through the practice of school nursing by educational scholarships, research awards, and grants. In the event NASN is dissolved, all endowment funds will be distributed within the purpose of the fund upon recommendation of the executive committee; and

 5. Establish and maintain current policies and procedures.

Section 5. Meetings

The board of directors shall meet at least once prior to the annual meeting and at other times as determined by the board. A majority of the members of the board of directors shall constitute a quorum.

Section 6. Removal.

A director shall be removed if the affiliated school nurse organization dissolves or fails to meet the requirements for active membership, and in accordance with rules established by the board.

Section 7. Headquarters Administration

An executive director shall be employed on a contractual basis on behalf of NASN by the executive committee, and may be removed by the executive committee for sufficient cause. The executive director shall be responsible to the board of directors and shall carry out such responsibilities in connection with the affairs of the NASN office as specified by the board of directors, within approved board standing rules and budget limitations.

Section 8. Executive Committee

A. The executive committee shall be composed of the elected officers, two directors elected by and from the board of directors, and a maximum of two directors appointed by the president. Nonvoting temporary members may be appointed by the president as deemed necessary for the purpose of advising and planning. Unless otherwise noted, a vacancy in the executive committee shall be filled by the appointing body.

B. The members elected by and from the board of directors shall serve a two year term. The members appointed by the president shall serve a one year term. A member of the executive committee shall not serve more than one consecutive two year term.

C. The term of the members elected by the board of directors shall begin at the close of the annual conference. The term of the members appointed by the president shall begin following their appointment.

D. The executive committee may exercise the powers of the board of directors when the board of directors is not in session.

E. The executive committee shall approve committee and affiliation memberships in accordance with these bylaws, formulate and review committee guidelines, and report executive committee actions to the board of directors at the succeeding board meeting.

F. Meetings of the executive committee shall be held at least once a year. Other meetings may be called by the president as deemed necessary. A majority of the members of the executive committee, including at least two elected officers, shall constitute a quorum.

G. A member of the executive committee shall be removed if the affiliated school nurse organization dissolves or fails to meet the requirements for active membership. Removal will be conducted in accordance with rules established by the board.

**ARTICLE VII - COMMITTEES**

Section 1. Standing and Special Committees.

A. Unless otherwise stated, the composition, authority, terms and duties of all standing and special committees shall be recommended by the president and approved by the executive committee.

B. The president or a designee shall be an ex-officio member of all committees except the nominating committee.

Section 2. Bylaws Committee.

A. The bylaws committee shall be composed of five members serving staggered terms of two years. There shall be three current directors and two past directors, at least one of whom is a former executive committee member. The president-elect shall serve in an ex-officio capacity without vote.

B. The bylaws committee shall review the bylaws; shall evaluate proposed amendments to the bylaws; and shall provide recommendations to the board of directors or executive committee regarding proposals to amend the bylaws.

Section 3. Finance Committee.

A. The finance committee shall be composed of at least four members: the secretary/treasurer, who shall serve as chairman, and at least three directors. The executive director and the financial officer shall serve in an ex-officio nonvoting capacity. The president shall appoint directors with the approval of the executive committee for a two year term, and may renew such appointment for one additional term. Terms shall be staggered. If a vacancy occurs, the president will make an appointment with approval of the executive committee.

B. The finance committee shall review the annual budget and make recommendations on fiscal matters to the executive committee.

Section 4. Endowment.

A committee recommended by the president and approved by the executive committee, will determine distribution of income and promote growth of the fund.

**ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern NASN in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NASN may adopt.

**ARTICLE IX – AMENDMENT**

Section 1. Amendment With Full Notice

The bylaws may be amended by a two thirds vote at the annual meeting provided previous notice of the proposed amendment has been given to the president at least sixty days prior to the annual meeting and mailed to the members at least fifteen days prior to the date of the meeting.

Section 2. Amendment Partial Notice

The bylaws can be amended by a four fifths vote at the annual meeting with written notice having been made available to all members registered at the annual meeting at least eight hours before the vote.