

New Mexico Nurse Practitioner Council

Bylaws

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ARTICLE I: NAME

The name of this professional organization shall be the New Mexico Nurse Practitioner Council incorporated as a 501(c)(6) corporation under the laws of the state of New Mexico and hereinafter referred to as the NMNPC and/or the Council.

ARTICLE II: PURPOSES

The purposes of the Council shall be to:

- Unite nurse practitioners in the state of New Mexico for the purpose of maintaining a Council dedicated to the constant endeavor of promoting excellence in practice for the better and safer care of patients.
- Represent nurse practitioners in New Mexico and advocate for issues related to the profession as well as issues related to the quality of patient care.
- Exchange knowledge, experience, and ideas for the purpose of continuing education.
- Hold meetings for the advancement of the purposes of the Council.
- Lawfully cooperate with other professional associations, health care facilities, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the purposes of the Council.

ARTICLE III: MEMBERSHIP AND DUES

Section 1: Membership

- A. Membership in the Council is a privilege and shall be contingent upon compliance with requirements as specified in these Bylaws and policies as established by the Board of Directors.
- B. Membership shall be unrestricted by considerations of gender, age, race, color, creed, nationality, disability, health status, lifestyle, religion, or sexual orientation.

Section 2: Categories and Rights of Membership

- A. A *full member* is a) a registered nurse who has successfully completed a nurse practitioner program and/or maintains certification as a nurse practitioner with a nationally approved certifying body or b) a registered nurse currently licensed to practice as a nurse practitioner. Full members have the rights to vote and hold office.
- B. A *student member* is a registered nurse who is a student enrolled in a program that prepares nurse practitioners. Student members do not have the rights to vote or hold office.
- C. A *retired member* is a nurse practitioner who is retired from practice. Retired members have the rights to vote and hold office.
- D. An *associate member* is any individual interested in fostering the purposes of the Council. Associate members do not have the rights to vote or hold office.

- E. A *supporting member* is a corporation, agency, organization, institution, or other group interested in supporting the purposes of the Council by contributing financial support. Supporting members do not have the rights to vote or hold office.

Section 3: Dues

- A. Members shall pay dues in full on an annual basis. The period covered by annual dues shall be for twelve (12) full months. Members shall be notified by the Council in a timely manner prior to their renewal time for membership.
- B. Individuals whose membership has expired shall regain all membership rights at such time that the Council receives a completed membership application accompanied by the full amount of their annual dues.
- C. The Board of Directors shall determine membership dues.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

- A. The Executive Committee, two (2) Members at Large, and five (5) Regional Representatives shall constitute the Board of Directors, hereinafter referred to as the Board. The Board shall be the governing body of the Council and each Board member shall have an equal vote in matters that come before the Board.
- B. No Board member shall serve more than two (2) consecutive terms in any position, nor more than a total of eight (8) years on the Board. After two (2) consecutive terms in any position, a Board member must take a hiatus from the Board for a minimum of one year. The Board member shall then again become eligible for reelection to the Board. Board members in their one-year hiatus may serve on other committees of the Council.
- C. Each Region shall have one (1) Representative residing and/or practicing in the respective region. The Regions shall be constituted by counties in the four (4) quadrants of New Mexico with a fifth, single-county region:
- *Region 1 – Northwest:* San Juan, Rio Arriba, McKinley, Los Alamos, Sandoval, Cibola, and Valencia.
 - *Region 2 – Northeast:* Taos, Colfax, Union, Mora, Harding, Santa Fe, San Miguel, Torrance, Guadalupe, Quay, and Curry.
 - *Region 3 – Southwest:* Catron, Socorro, Grant, Sierra, Hidalgo, Luna, and Doña Ana.
 - *Region 4 – Southeast:* Lincoln, DeBaca, Roosevelt, Chaves, Otero, Eddy, and Lea.
 - *Region 5 – Albuquerque Metropolitan:* Bernalillo

- D. The Board of Directors shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions.

Section 2: Vacancies on the Board

- A. In the event a vacancy occurs in the office of the President when there is a President Elect, the position shall be filled by the President Elect for the completion of that term. The individual shall then continue to serve as President for the full term that would have otherwise been served had the vacancy not occurred. The Board of Directors shall appoint a temporary vice-president to serve until the next regular election for President Elect. This appointment shall be by majority vote.
- B. In the event a vacancy occurs in the office of the President when there is no President Elect, the position shall be filled by a special election. The Nominating Committee shall complete preparation of a slate of candidates by thirty (30) days following the vacancy and shall immediately cause the slate of candidates and the ballot to be sent to all voting members. Council members shall have thirty (30) days from dissemination of the slate and ballot to vote and return ballots.
- C. In the event a vacancy occurs in any other position on the Board, the President, in consultation with the Board, shall appoint an individual to serve as a temporary replacement for the vacated position. The individual shall serve until the completion of the term of the member being replaced

Section 3: Method of Acting

- A. A majority vote of the Board present and voting at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a larger number is required by applicable law, the Articles of Incorporation, or the Bylaws.
- B. Written actions signed by all the Board members at a duly called meeting shall be accepted as an act of the Board. The same written action need not be signed by all members, and each may sign a separate counterpart of the written action. An electronic signature is valid for all actions of the Board.
- C. A conference among Board members by any means of communication through which the Board members may exchange information constitutes a meeting of the Board if a quorum is present and the meeting was duly called. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 4: Officers

- A. The Officers of the Council shall be the Executive Committee of the Board.
- B. The Officers are the President, President Elect or Immediate Past President, Secretary, and Treasurer.

Section 5: Duties of the Board of Directors

- A. The President shall:
- Be responsible to the Board and keep the Board apprised of Council activities.
 - Preside at all Council and Board meetings.
 - Appoint individuals or ad hoc committees to complete special projects to further the work of the Council.
 - Serve as a voting, ex-officio member of all standing and ad hoc committees with the exception of the Nominating and Tellers Committees.
 - Submit a written report to the general membership at the annual meeting.
- B. The President Elect shall
- Provide active assistance to the President.
 - Assume the duties of the President at such time the President is absent or unable to serve.
 - Assume other duties as assigned by the President.
 - Submit a written report to the general membership at the annual meeting.
- C. The Immediate Past President shall:
- Provide active assistance and counsel to the Board.
 - Serve as a non-voting, ex-officio member of all standing and ad hoc committees.
- D. The Secretary shall:
- Record the minutes of all meetings of the Council and Board.
 - Cause notices of all Council and Board meetings to be sent to members as directed in these Bylaws.
 - Cause notices of all elections and election results to be sent to members as directed in these Bylaws.
 - Conduct all official correspondence of the Council as necessary.
 - Preserve correspondence, reports, and records in a permanent file.
 - Submit a written report to the general membership at the annual meeting.
- E. The Treasurer shall:
- Maintain a record of all credits and debits, receipts, and disbursements.
 - Pay bills as requested and authorized by the Board.
 - Submit a written report to the Board at least one (1) day prior to all regular Board meetings.
 - Submit a written report to the general membership at the annual meeting.

- F. The Members at Large and Regional Representatives shall
- Provide active assistance and counsel to the Board.
 - Serve as voting, ex-officio members of standing or ad hoc committees when requested by the President.

ARTICLE V: MEETINGS

Section 1: Meetings of the Board of Directors

- A. There shall be a minimum of four (4) business meetings held during the year.
- B. A majority of the Board shall constitute a quorum.
- C. The time and place of meetings shall be set by the President.
- D. Notice of quarterly meetings shall be provided to the Board at least thirty (30) days prior to the meetings.
- E. Special meetings may be called by the President or by a majority of the Board. In the event of a call for a special meeting: a) all members of the Board shall be notified at least one (1) day prior to the meeting; b) the call shall state the purpose, time, and place of the meeting; and c) no other business other than that stated in the call shall be transacted.
- F. In the event a member of the Board is unable to participate in a meeting, the member shall not have the right to have a proxy attend and/or vote in her/his behalf.
- G. Board members must attend at least fifty (50) percent of Board meetings annually. Attendance less than this may result in removal from the Board, even if the Board member's term has not expired. Notification of termination shall be provided to the Board member by the President.

Section 2: Meetings of the Council

- A. A general membership meeting shall be held annually, in April.
- B. Those members present and a majority of the Board shall constitute a quorum for the annual business meeting of the Council.
- C. The time and place of the meeting shall be set by the Board of Directors.
- D. Notice of the annual general membership meeting shall be provided to the membership at least ninety (90) days prior to the meeting.
- E. Special meetings may be called by the President, by a majority of the Board, or by at least twenty (20) percent of the membership. In the event of a call for a special meeting: a) all members shall

be notified at least ninety (90) days prior to the meeting; b) the call shall state the purpose, time, and place of the meeting; c) no other business other than that stated in the call shall be transacted; and d) a quorum for any special meeting shall consist of thirty (30) percent of the membership and a majority of the Board.

- F. In the event a member of the Council is unable to participate in a meeting, the member shall not have the right to have a proxy attend and/or vote in her/his behalf.

ARTICLE VI: ELECTIONS

Section 1: Nominations Process

- A. All voting members shall be eligible to be nominated for elected positions, subject to specific qualifications required for certain positions.
- B. The call for nominations for elected positions shall be published by any means at least ninety (90) days prior to the elections.
- C. Nominations must be submitted by the close of the call for nominations.
- D. The close of the call for nominations shall be sixty (60) days prior to the elections.

Section 2: Election Process

- A. The slate of candidates shall be announced at least thirty (30) days prior to the elections.
- B. Elections shall be held annually in April, prior to the general membership meeting.
- C. Voting shall be by secret ballot.
- D. All voting members shall receive, by any means, a ballot at least thirty (30) days prior to the elections.
- E. The Board shall appoint three (3) individuals who do not sit on the board to serve as the Tellers Committee for each election.
- F. A simple majority shall constitute election. In the event of a tie vote, the decision shall be made by secret ballot of the Board of Directors.

Section 3: Schedule of Elections and Terms of Office

- A. Newly elected officials shall begin their terms of office at the end of the next annual meeting which follows their election.
- B. All members of the Board shall serve for a term as specified in these Bylaws.

- C. The *President* shall serve a two (2) year term immediately following the completion of her/his term as President Elect.
- D. The *President-Elect* shall serve a one (1) year term and be elected in even numbered years.
- E. The *Immediate Past President* shall serve a one (1) year term immediately following the completion of her/his term as President.
- F. The *Secretary* shall serve a two (2) year term and be elected in even numbered years.
- G. The *Treasurer* shall serve a two (2) year term and be elected in odd numbered years.
- H. Each *Member at Large* shall serve a two (2) year term. One (1) Member at Large shall be elected in even numbered years and one (1) Member at Large shall be elected in odd numbered years.
- I. Each *Regional Representative* shall serve a two (2) year term. Regions 1 and 2 shall elect representatives in even numbered years. Regions 3, 4, and 5 shall elect representatives in odd numbered years. To accommodate the addition of Region 5, the President shall appoint the Regional Representative for Region 5 in 2009 for a two (2) year term.
- J. Each *Nominating Committee* member shall serve a two (2) year term. Two (2) members shall be elected in even numbered years and one (1) member shall be elected in odd numbered years.

ARTICLE VII: COMMITTEES

Section 1: Committee Composition and Vacancies

- A. Standing committees shall have a chair appointed by the President. Each committee shall have at least two (2) members. The second member shall be chosen by the committee chair, subject to approval by the Board.
- B. Ad hoc committees shall be formed to complete tasks as special needs arise. Each committee shall have a chair appointed by the President. Ad hoc committees shall have at least two (2) members. The second member shall be chosen by the committee chair, subject to approval by the Board.
- C. In the event a vacancy occurs in any committee, with the exception of the Executive Committee, the vacancy shall be filled for the remainder of the term by an individual chosen by the remaining committee member(s), subject to approval by the Board. Vacancies on the Executive Committee shall be filled as outlined in Article IV, Section 2.
- D. All committees are advisory to the Board. Committees shall assume such duties as specified in these Bylaws. Each committee shall review its functions annually, and submit an annual report to the Board of Directors with a projected budget for the following year.

Section 2: Standing Committees

- A. The *Executive Committee* shall be the elected Officers of the Council (President, President Elect or Past President, Secretary, and Treasurer). The Executive Committee shall be charged with the authority to present procedure, policy, or guidelines to the Board for determination and/or action. A simple majority of the Executive Committee constitutes a quorum for conducting the business at hand.
- B. The *Public Relations Committee* shall advise on public relations, communications, and marketing activities for the Council.
- C. The *Education Committee* shall promote continuing education activities for nurse practitioners and shall advise on the development of the annual conference, held in conjunction with the annual general membership meeting.
- D. The *Public Policy Committee* shall monitor legislative issues in New Mexico that may affect nurse practitioners and keep Council members apprised of these issues.
- E. The *Tellers Committee* shall receive and count all votes during annual and/or special elections.

ARTICLE VIII: NOMINATING COMMITTEE

Section 1: Committee Composition and Vacancies

- A. The Committee shall consist of three (3) members with voting privileges. They may not be members of the Board and shall be elected by the membership during the regular election process.
- B. The Chair shall be chosen by the Board of Directors.
- C. The Chair and members of the committee shall not be eligible for nomination for any elected position while serving on the committee.
- D. In the event a vacancy occurs in the committee, the vacancy shall be filled for the remainder of the term by an individual chosen by the remaining committee members(s), subject to approval by the Board.

Section 2: Duties of the Nominating Committee

- A. The committee shall solicit the membership for nominees, review qualifications, and select nominees to be placed on the ballot.

- B. The committee shall submit a slate to the Board each year within the time frame established in these Bylaws. The committee shall strive to prepare a slate consisting of at least two (2) nominees for each office to be filled each year.

ARTICLE IX: AMENDMENTS

Section 1: Procedures for Proposal of Amendments

- A. Proposed amendments to these Bylaws shall be sent to all members at least thirty (30) days prior to the annual membership meeting or prior to publication of the amendment(s) ballot.
- B. Proposed amendments shall be passed by the general membership and the Board.
- C. If a vote is to be taken at an annual general membership business meeting, members who are unable to attend the meeting shall express their concerns to the Board regarding a proposed amendment in writing.
- D. Amendments to Bylaws shall be limited to no more than two (2) times per year.

Section 2: Passage of Amendments

- A. Only an amendment for which the membership has received proper prior notice shall be presented to the membership for a vote.
- B. An amendment shall be considered passed if it receives a favorable vote by 1) a two-thirds (2/3) majority of the members present at the annual general membership business meeting, or by 2) a two-thirds (2/3) majority of the ballots returned in an amendment vote conducted by mail or other secure means.

ARTICLE X: FISCAL YEAR

The fiscal year shall be April 1 through March 31.

ARTICLE XI: PARLIAMENTARY PROCEDURE

Parliamentary procedure for the Council shall be that of *Robert's Rules of Order*, most recent edition, in all situations in which they are applicable and are not in conflict with these Bylaws and/or other Council policies, procedures, or guidelines.