

**National Association of Hispanic Nurses**  
**ByLaws Revision**  
**Phoenix, Arizona, July 19, 2006.**

**ARTICLE I. NAME AND OFFICES**

**Section 1.** The Association shall be known as the National Association of Hispanic Nurses (NAHN).

**Section 2.** NAHN's principal office shall be located at such a place as the Board of Directors (herein called the Board) shall determine.

**ARTICLE II. PURPOSE AND FUNCTIONS**

**Section 1. Purpose**

The purpose of this Association shall be to foster the development and improvement of health care for all people and in particular the Hispanic ethnic groups through the concerted efforts of Hispanic Nurses.

**Section 2. Functions**

- A.** To have a voice in the planning of health service delivery to Hispanic communities of the United States and its jurisdictions.
- B.** To compile and maintain a Directory of Hispanic nurses.
- C.** To promote leadership, professional, and educational advancement of Hispanic nurses to meet the health care needs of the Hispanic population.
- D.** To promote research activities and seek grant-funding opportunities which address Hispanics, health promotion, illness prevention initiatives and the improvement of health care problems, common to Hispanic ethnic clients and communities.
- E.** To identify the contributions that Hispanic nurses have made to research, education and nursing practice.
- F.** To strengthen the influence of Hispanic nurses on government and organized nursing through coordinated action.
- G.** To participate in setting health care policy that affects the Hispanic population.
- H.** To be recognized and used as a resource in setting health care policy that affects the Hispanic population.

## **ARTICLE III. MEMBERS**

### **Section 1. Voting Members**

Membership in this Association is open to licensed nurses in the United States and its jurisdictions who are of Hispanic ancestry and who have paid the dues established by the Board and Membership.

A member in good standing is one whose current dues have been paid and who complies with provisions of amended Articles of Incorporation and the By-laws of the NAHN, and who is not under disciplinary action.

### **Section 2. Associate Members**

Any licensed nurse who is not of Hispanic ancestry but is interested in helping to solve the problems and needs of the Hispanic community and has paid the dues established by the Board and membership. These Individuals will be non-voting members.

### **Section 3. Affiliate Members**

Any non-nursing health care professional who is interested in helping to solve the problems and needs of the Hispanic Nurses. These individuals will be non-voting members.

### **Section 4. International Associate Members**

Any nurse in their country of origin, but does not reside in the United States and its jurisdictions but are of Hispanic ancestry and has paid the dues called for in these bylaws. For the purpose of these bylaws, these individuals shall be known as International Associate Members. International Members shall be entitled to all of the privileges, except those of making motions, of voting, and of holding office.

### **Section 5. Student Members**

Any Hispanic enrolled in a program leading to nurse licensure is eligible for membership. These individuals will be non-voting members.

### **Section 6. Emeritus Member**

Any licensed nurse of Hispanic ancestry who is at least sixty-two (62) years of age and who is not employed full-time in the occupation of nursing and who has paid one half of the dues shall have the right to vote.

### **Section 7. Honorary Member**

Upon the signed recommendation of one member, seconded by another member, and by a three-fourths (3/4) vote at the Annual Meeting, honorary life membership may be conferred upon an individual who has gained National recognition in the field of nursing or contributed to the health care of Hispanic communities. An Honorary Member shall have none of the obligations of membership in NAHN, but shall be entitled to all of the privileges, except making motion, voting, and holding office.

### **Section 8. Corporate Member**

Any corporation, who is interested in assisting to solve the problems and to meet the needs of the Hispanic community and has paid dues, shall be known as a corporate member. A corporate member shall be entitled to all benefits of NAHN, except for making motions, voting, and holding office.

## **ARTICLE IV. MEMBERSHIP YEAR AND DUES**

### **Section 1. Membership year**

The membership year shall begin with the date that the Treasurer received the dues payment.

### **Section 2. Membership Dues**

**A.** Membership dues shall be set by the Board and voted upon by the membership at the Annual Meeting. The Board shall review on an annual basis the recommendations from the Finance Committee and the Treasurer to determine the need for change in the amount of dues.

**B.** These dues shall be utilized to manage board-approved expenditures incurred by NAHN.

**C.** The Treasurer or Board designee shall notify members, concerning dues, two (2) months prior to the set membership anniversary date.

**D.** Those members whose dues are not received within 30 days after the set membership anniversary date, will be eliminated from the membership list and receive a follow-up notice.

**E.** Reinstatement of membership is immediate upon receipt of dues in arrears or if they have resigned in good standing.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board shall consist of the President, Vice-President, President-Elect, Secretary, Treasurer, Immediate Past President, and five (5) Directors elected by the voting membership at the Biennial Convention. Dr. Ildaura Murillo-Rhode, leader and founder of NAHN, will hold the position of Board Member Emeritus. The Board shall manage the affairs of the Association unless prohibited in these Bylaws. The Board may delegate its authority as it deems appropriate and is not in conflict with these Bylaws.

### **Section 2. Duties**

- A.** The Board shall manage all affairs of NAHN. The Board may delegate its authority as it deems appropriate, if said delegation of authority is not in conflict with these Bylaws.
- B.** All officers shall deliver to successors all books, papers, and records covering all transactions occurring during their respective two (2) term of office within thirty (30) days of completion of term of office, close of the Annual Meeting, or resignation.
- C.** Board members shall submit an Annual Report to the Membership at the Annual Meeting.
- D.** The Board shall fill any vacancy on the Board.
- E.** The Board shall meet at least once a year, at the call of the President and/or at the written request of any five (5) members of the Board.

### **Section 3. Quorum**

The majority of the Board shall constitute a quorum, including at least two officers of which shall be the President, Vice-President, President-Elect, Secretary, or Treasurer.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

### **Section 1. Composition and Duties**

- A.** Executive Committee shall consist of the President, Vice-President, President-Elect, Secretary, and Treasurer. Three (3) members shall constitute a quorum at a meeting of the Executive Committee.
- B.** The President shall preside at all meetings of the Executive Committee.
- C.** The Executive Committee shall recommend outcomes of the proceedings to the board.

- D.** The Executive Committee may meet between the scheduled Board meetings.
- E.** Act on personnel matters of the employees of the Association.
- F.** The Executive Committee and Board may recommend the resignation of an officer or chairperson who fails to perform the duties of the office after written notification to that officer or chairperson. Additional actions constituting sufficient cause for removal are actions prejudicial to the goals and purposes of NAHN, misconduct in office, and misappropriation of funds.

## **ARTICLE VII. OFFICERS**

### **Section 1. Elected Officers**

The elected officers of this Association shall be a President, Vice-President, President-Elect, Secretary, and a Treasurer who shall serve on the Board.

### **Section 2. Qualifications of officers**

Voting members of this Association shall be eligible to hold elected offices.

### **Section 3. Term of Office**

Officers shall be elected at the Annual Meeting held in even-numbered years for a term of two (2) years or until their successors are elected. No officer shall serve more than two (2) consecutive terms.

### **Section 4. Vacancies**

If a vacancy occurs in the position of President, the Vice-President shall become President. If a vacancy occurs in any other office, the Board, by majority vote, shall elect a successor to hold office for the unexpired term.

### **Section 5. President**

The President represents and leads the Association, and facilitates the smooth functioning of the Executive Committee, Board, and Assembly. Duties and responsibilities include the following:

- A.** Presides over all meetings.
- B.** Becomes an ex officio member of all committees, except the Nominating Committee.
- C.** Prepares reports for the Executive Committee, Board, and the Annual Meetings.

- D. Appoints members to serve on committees, as stipulated in Article VIII, Committees.
- E. Manages and supervises the Association's staff.
- F. Prepares and is assisted by the Secretary with agendas, correspondence, and documents.
- G. Appoints special committees.
- H. Recommends, subject to Board approval, the editor of the official publication.
- I. Performs tasks that may arise while conducting the Association's affairs, and any additional tasks that may be assigned by the Board.

### **Section 6. Vice-President**

The Vice-President assists the President in his duties and responsibilities, and performs assignments designated by the Board. Duties and responsibilities include the following:

- A. Presides at meetings in the absence of the President.
- B. Succeeds to the office of the president if there is a vacancy.
- C. Provides a presidential support system.
- D. Prepares for service by becoming familiar with presidential duties and responsibilities, issues, and reports.

### **Section 7. President-Elect**

The President-Elect is third in the line of succession in the event of a vacancy in the office of the President and Vice-President. Duties and responsibilities include the following:

- A. Shall succeed as President when the President's term of office expires.
- B. Prepares and coordinates with the Development Committee the Annual Meetings.
- C. Appoints two (2) members and the Board appoint two (2) members, to the Development Committee.

## **Section 8. Secretary**

The Secretary is the recording officer of the Assembly and custodian of the records and documents. Duties and responsibilities include the following:

- A. Assists the President in the preparation of agendas and materials for the meetings of the Executive Committee, Board, and Annual Meetings.
- B. In the absence of the President and Vice-President, the Secretary shall call the meeting to order and conduct an election for a chairperson Pro Tem (temporary person).
- C. Maintains and preserves the Association documents, including, but not limited to, Executive Orders, Protocol Manuals, Articles of Incorporation, and Bylaws.
- D. Notifies the presiding officer of the presence of a quorum.
- E. Maintains a file of committee reports.
- F. Records, prepares, and disseminates the meeting minutes.
- G. Prepares and maintains a file of incoming and outgoing correspondence.
- H. Assists the Treasurer in compiling appropriate tax exemption forms.
- I. Receives the proposed candidate slate and posts it on the website 90 days before the election.
- J. Notifies the nominees of the election results and posts the election results on the website.

## **Section 9. Treasurer**

The Treasurer is the custodian of the Association's fiscal funds. Duties and responsibilities include the following:

- A. Receives and deposits all incoming funds and dispenses allocated sums for Board-authorized activities.
- B. Shall be bonded.
- C. Is an ex officio officer of the Finance Committee and presents its recommendations to the Board.
- D. Prepares the budget, and presents a Treasurer's Report for the Finance Committee, the Board, and Annual Meetings.
- E. Prepares and submits a special report on external funding.
- F. Prepares a supplementary report, dating from the last Treasurer's Report, for the incoming officers and Board.

- G. Initiates and completes with the Secretary appropriate tax forms.
- H. Further duties can be found in Article IV, Membership Year and Dues, Section 2, subsections A-E.

**Section 10. Immediate Past President**

The Immediate Past President shall be entitled to attend, make motions and vote at Board meetings.

**Section 11. Completion of Term of Office**

Upon completion of each officer's term of office, they shall deliver to the incoming officer, within thirty (30) days, all documents, papers, and reports.

**ARTICLE VIII. COMMITTEES**

**Section 1. Standing Committees**

The Standing Committees shall include the following: Bylaws, Awards and Scholarship, Membership, Nominating, Policy, Public Relations, Finance, and Development committees.

- A. The Standing Committees of Bylaws, Awards and Scholarship, Membership, Policy, Public Relations, and Finance shall each have at least five (5) members. For each committee, the President shall appoint three (3) members and the Board shall appoint two (2) members.
- B. The Nominating Committee is composed of five (5) members. The Board shall appoint two (2) members, and the Membership shall elect three (3) members. Nominating Committee members shall elect their own chairperson.
- C. The Development Committee shall consist of at least four (4) members. The President-Elect and the Board shall each select two (2) members.

**Section 2. Bylaws Committee**

The Bylaws Committee shall receive and review all proposals for revisions and amendments, and may itself initiate revisions and amendments.

### **Section 3. Awards and Scholarship Committee**

The Awards and Scholarship are nominated by membership. The Scholarship Committee reviews nominations and selects scholarship recipients. Findings are presented by NAHN Board Membership. The awards are restricted to the Membership and include the following:

- A. The Dr. Ildaura Murillo-Rohde Award for Academic Excellence.
- B. The Henrietta Villaescusa Award for Community Service.
- C. The Dr. Ildaura Murillo-Rohde Scholarship Award for Hispanic students enrolled in a nursing program leading to licensure.
- D. The Dr. Janie Menchaca Wilson Award for Outstanding Leadership.
- E. The Sara Gomez Erlach Humanitarian Award.
- F. Hispanic Nurse of the Year.

### **Section 4. Membership Committee**

The main purpose of the Membership Committee is to devise means to recruit and retain membership. Duties and responsibilities include the following:

- A. Fosters the development of new Chapters.
- B. Assists in solving challenges that may arise in existing Chapters.

### **Section 5. Nominating Committee**

The Nominating Committee is an independent standing committee that proposes a slate of members to be elected in the even numbered years (Biennial Meeting). Duties and responsibilities include the following:

- A. The only committee wherein the President is not an ex officio member.
- B. Recruits and prepares a slate of candidates under strict, confidential protocols.
- C. The nominee slate of candidates must set forth one candidate for each office, except for the office of President.
- D. If there is a vacancy in the office of President-Elect, that office shall remain vacant until the next election at the Biennial Meeting. To fulfill the duties of the vacancy of the President-Elect, the following protocols shall be enacted:
  - 1. The President and Board shall appoint a member to coordinate and be responsible for the Annual Meeting.

2. If four (4) members to the Development Committee have not been appointed, the Board shall appoint at least four members to assist the appointee who is to coordinate the Annual Meeting.
  3. In the next Biennial Year, the Nominating Committee shall include candidates on the slate for offices of President-Elect and President.
- E. Each nominee shall submit a statement of consent to serve and their qualifications for office.
  - F. The slate of candidates is forwarded to the Association Secretary, who places it on the website no later than ninety (90) days prior to the Biennial Meeting.
  - G. Ballots are mailed to the membership forty-five (45) days prior to the start of the Biennial Meeting.
  - H. A ballot may be re-issued, if deemed appropriate by the chairperson of the Nominating Committee.
  - I. The election shall be decided by a plurality of votes cast, and a tie vote is determined by lot.
  - J. If an election is contested, a registered Parliamentarian shall review the protocols utilized by the Nominating Committee. The decision that the election is valid or invalid is determined by the registered Parliamentarian.
  - K. Election results are presented to the Board before the Biennial Meeting. Nominees are notified by the Association Secretary, and the names of the elected slate are placed on the website.
  - L. Installation of officers shall be at the Biennial Meeting.

### **Section 6. Policy Committee**

The policy Committee integrates the Association's mission and objectives with related public policy issues, and addresses the challenges. Duties and responsibilities include the following:

- A. Develops position papers for discussion and action by the Board and Assembly.
- B. Seeks collaboration with the private, public, and governmental entities in matters of public health as they relate to Hispanics.
- C. May be requested to serve as Association representatives on boards, commissions, and task forces.

- D. Develops endorsement policies and guidelines for externally-funded sources.

### **Section 7. Public Relations Committee**

The Public Relations Committee promotes and disseminates Association information and its purpose, mission, and objectives. Duties and responsibilities include the following:

- A. Utilizes the website for presentation of current information with updates.
- B. Contributes to the Association publication and Chapter newsletters.
- C. Originates press releases on relevant issues in Hispanic health.

### **Section 8. Finance Committee**

The Finance Committee shall provide support to the Treasurer in the responsible management of fiscal affairs. Duties and responsibilities include the following:

- A. Provides consultation and recommendations for fiscal policies, procedures, and Association dues.
- B. Receives the Treasurer's reports and contributes to the reports that are prepared by the Treasurer and submitted to the Membership and Board at the Annual Meeting.
- C. The chairperson is elected by the five Finance Committee members, and the Treasurer shall be an ex officio member.

### **Section 9. Development Committee**

The Development Committee functions closely with the President-Elect in Annual and Biennial meetings and conference planning. Duties and responsibilities include the following:

- A. Assists in planning and recommending short- and long-range programs and conferences.
- B. Establishes means of fund-raising within the nonprofit tax status of the Association.
- C. Actively seeks sponsorship funding and grants for programs and continuing education.

### **Section 10. Special Committees**

Special Committees are established by the President or the Board. A Special Committee may be directed to research or perform a specific designated task. Duties and responsibilities include the following:

- A. Performs its designated task and presents its report to the Board. Thereafter, the Special Committee is dissolved.
- B. The composition of the Special Committee and its Chairperson are appointed by the President or the Board.

## **ARTICLE IX. GENERAL ASSEMBLY MEETINGS AND QUORUM**

There are two types of Association General Assembly meetings. The Annual Meeting is held on odd years, and the Biennial Meeting is held on even years.

- A. The Board determines the date and the facility for the general assembly meeting, based on recommendations of the President-Elect and the Development Committee.
- B. The Biennial year shall be designated as the general election year.
- C. The President and the Board shall call for a special meeting of the General Assembly upon proper notification to the Membership of forty-five (45) days and posting on the website.
- D. A quorum at all meetings shall consist of fifteen (15) voting members from the General Assembly, from at least five (5) different states.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Association, insofar as *Robert Rules of Order* is not inconsistent with any special rules of order that may have been previously adopted.

**Section 2.** The Board shall appoint, or retain the services of, a Parliamentarian for the Association meetings.

**Section 3.** The term of service of the Parliamentarian shall be upon the discretion of the Board.

#### **ARTICLE XI. ARCHIVIST/HISTORIAN**

The Board shall appoint an archivist/historian for the Association, whose term of service shall be determined by the Board.

#### **ARTICLE XII. OFFICIAL PUBLICATION**

This Association shall establish and maintain an official publication with an appropriate title.

#### **ARTICLE XIII. AMENDMENTS AND REVISIONS TO BYLAWS**

**Section 1.** All proposed changes to the Bylaws shall be referred to the Bylaws Committee.

**Section 2.** The Bylaws may be amended or revised provided that advance notice be given to the Membership, not less than ten (10) days and no more than forty-five (45) days prior to the Annual Meeting.

**Section 3.** The proposed changes to the Bylaws shall be posted on the Association's website. Notice may also be sent by mail or presented in the Association's publication. The appropriate Association staff person shall be responsible for website posting of notice of the proposed changes to the Bylaws to the Membership.

**Section 4.** The Annual Meeting, with a quorum present, shall be the designated assembly for the polling of the Membership, with a two-thirds (2/3) vote required to amend or revise the Bylaws, only if 10-45 days notice is given to the Membership.

**Section 5.** In the event that the Board deems it necessary to amend the Bylaws without the required notice as set forth in Section 2 above, then a special meeting shall be called, with notification to the Membership as set forth in Section 3 above.

#### **ARTICLE XIV. CHAPTERS**

**Section 1.** A grant of an amount determined by the Board shall be made available as "seed money" to establish new Chapters of the Association.

**Section 2.** The proposed new Chapter shall develop Bylaws that do not conflict with the Association's Bylaws or Articles of Incorporation. Chapters are included in NAHN's Articles of Incorporation.

**Section 3. Voluntary Dissolution of a Chapter**

**A.** The Association's president and members of the Chapter seeking dissolution shall receive a notification letter of intent within thirty (30) days.

**B.** A local Chapter shall be dissolved by a two-thirds (2/3) mail ballot of their membership.

**C.** The dissolving Chapter Board of Directors shall liquidate the assets and pay outstanding accounts. All records and monies shall be transferred to the Association's Treasurer after an audit has been conducted.

**D.** Notice of the Chapter dissolution shall be posted on the Association's website and in the Association's publication.

**Section 4. Association Name and Logo**

The Board shall define and determine the name and logo. The Chapter shall use the Association name and logo, and there shall be no alteration or deviation from that defined by the Board.

**Section 5. Chapter Bylaws Conformance**

Chapter Bylaws shall be submitted to the Association's Bylaws Committee for review upon formation or chartering of the Chapter and whenever amendment(s) or revision(s) are proposed for adoption.

**ARTICLE XV. ELECTRONIC COMMUNICATION**

NAHN is comprised of a democratic deliberating assembly. Use of electronic media shall not replace the presentation of issues, discussions, and voting in the general assembly.

**Section 1. Teleconference and Videoconference Meetings**

**A.** A Board-authorized teleconference and/or videoconference meeting may be utilized by the Executive Board, Board, and/or a committee or subcommittee, provided that a 48-hour notice be given to its members.

B. With a quorum of two-thirds (2/3) of committee members, motions may be voted upon by a roll call vote.

C. The teleconference and/or videoconference meeting minutes shall be approved at the next in-person meeting or at the Annual Meeting.

**Section 2. Electronic Mail (E-Mail)**

Electronic Mail shall be used for the dissemination of information and to facilitate communication within the Association.

Submitted by the 2004-2006 Bylaws Committee

Chair: Rosario Medina-Shepherd, MSN, ARNP, BCRN

Florentino Merced-Galindez, USPHS

Carmen Ramirez, EdD, RN, CPC, ACNP(c), APNG(c),

Helen K. Rueda, MA, RN

Articles of Incorporation Adopted on June 29, 1977

Amended on October 16, 1979

Bylaws Adopted in 1981

Amended on September 22, 1985

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