

Bylaws

of

The National Hartford Center of Gerontological Nursing Excellence
(NHCGNE)

Revised 2019

ARTICLE I: NAME, PURPOSE AND MISSION

SECTION 1. NAME:

The name of this organization shall be the National Hartford Center of Gerontological Nursing Excellence, hereafter in these Bylaws referred to NHCGNE, a non-profit association incorporated in Washington, D.C.

SECTION 2. VISION:

The vision of the NHCGNE is optimal health and quality of life for older adults

SECTION 3. MISSION:

The mission of the NHCGNE is to enhance and sustain the capacity and competence of all nurses to work in partnership with others to provide quality care to older adults through:

- o promoting faculty development
- o advancing gerontological nursing education
- o advancing nursing science for older adults
- o facilitating adoption of best practices
- o fostering leadership
- o designing and shaping policy
- o communicating gerontological nursing expertise to society

ARTICLE II: MEMBERSHIP

SECTION 1. CATEGORIES OF MEMBERSHIP:

Members fall into two categories, **institutional and individual**, and include both domestic and non-domestic members.

Institutional Membership Requirements

(1) A university, college or program of nursing that meets the criteria outlined in Section 2.

(2) Consortium – A consortium is a group of 2 or more international schools and/or institutions that share our mission and vision and meets the criteria outlined in Section 2.

Each consortium constitutes a member with representation and associated privileges as specified in Article II, Section 3.

(3) Affiliate Organization – An Affiliate Organization is a nursing organization that belongs to NHCGNE as an organization. Working together, NHCGNE and these affiliate organizations seek to share information and collaborate in finding solutions to issues that face the nursing profession regardless of specialty. Each Affiliate Organization has representation and all associated privileges as specified in Article II, Section 3

(4) Other institutions that share our mission and vision will be considered on a case-by-case basis.

Individual Membership Requirements

(1) Legacy Affiliate - Legacy affiliation is a life-time status for John A. Hartford Foundation funded pre-doctoral scholars and post-doctoral fellows. This is a special and limited individual status awarded solely and forever to 249 individuals.

(2) Individuals not affiliated with an academic institution may apply for individual membership.

SECTION 2. MEMBERSHIP CRITERIA:

(1) A university, college, program of nursing, consortium, or affiliate organization may apply for membership by submitting a written application to the NHCGNE that demonstrates commitment to the field of gerontology by documenting current and/or future capacity in research, practice, leadership, and/or education necessary to build the next generation of gerontological nurses.

(2) An Individual not affiliated with an academic institution may apply for individual membership by submitting a written application to the NHCGNE that documents commitment to the field of gerontology and non-affiliation with an academic institution.

(3) Legacy Affiliates do not need to apply.

Applications will be recommended by the Membership Committee and approved by the Board of Directors.

SECTION 3. REPRESENTATION:

All Member categories have the following representation:

(1) Each NHCGNE university, college, program of nursing, consortium or affiliate organization in good standing shall designate an individual it employs to be its representative at meetings of the NHCGNE and to receive notices from the NHCGNE. A designated representative, hereafter referred to as "NHCGNE Representative" in these Bylaws, shall have voting privileges as the agent of the Member institution.

(2) Each NHCGNE Member in good standing may designate an alternate NHCGNE representative who is employed by the institution and who acts on behalf of the institution in the absence of the appointed NHCGNE Representative. The Alternate NHCGNE Representative assumes institutional voting privileges when so designated by the NHCGNE Representative.

(3) Legacy Affiliates will be represented by the Legacy Director who is eligible to vote.

(4) Individual members shall select one member as their voting representative.

(5) Each NHCGNE Member category representative as defined above has one (1) vote in all elections and actions related to Bylaws amendments. Voting may be done in person or electronically. A vote may also be made by proxy as provided in Article X, Section 5.

SECTION 4. RIGHTS AND PRIVILEGES:

(1) An individual from a member institution, and consortium may run for office or serve as a director, or a member, chair or vice chair of committees.

(2) A legacy affiliate not associated with a member school is eligible to serve on standing committees, special interest groups and task forces as member, chair or vice chair. A legacy affiliate may serve as legacy director.

(3) An individual member not affiliated with an academic institution is eligible to serve on standing committees, special interest groups and task forces as a member, chair or vice chair.

(4) A member from an affiliate organization is eligible to serve on standing committees, special interest groups and task forces as a member, chair or vice chair.

SECTION 5. SUSPENSION:

An NHCGNE Member may be suspended for a period or expelled for just cause such as violation of any of the Bylaws.

ARTICLE III: DUES

SECTION 1. ANNUAL DUES:

The Board of Directors shall review the amount of the annual dues payable to the NHCGNE by its Members every two years in November and make recommendations for changes that are voted on by the Board with input from the Finance Committee.

SECTION 2. PAYMENT OF DUES:

Dues for each calendar year shall be payable annually on the first day of March, with consideration for prorating dues when a potential member joins after July 1.

SECTION 3. FAILURE TO PAY DUES:

When any Member fails to pay the dues within 30 days of the due date it shall be notified of its delinquent status and the process for negotiations initiated. See policy on dues payments. Former Members wishing to be reinstated shall reapply in the manner provided in ARTICLE II, Section 2.

ARTICLE IV: BOARD OF DIRECTORS SECTION

SECTION 1. COMPOSITION OF THE BOARD:

The Board of Directors (BOD) shall include:

- (1) Seven Directors as defined in Section IV. 2;
- (2) Officers: President, President-Elect, Vice President, Secretary, and Treasurer, and in years where there is no President-Elect, the Immediate Past President;
- (3) Early Career Director: The Early Career Director must be affiliated with a member institution, as defined in Article IV, Section 2.
- (4) Legacy Director. Legacy Director must be a Legacy Affiliate and may be employed by either a member Institution or not.

SECTION 2. TERMS AND QUALIFICATIONS OF DIRECTORS:

(1) Directors:

- (a) There shall be seven Directors on the Board. Faculty members at member schools are eligible to serve as Directors. Directors shall assume their offices on the end of the final day of NHCGNE's next annual leadership conference after their election.
- (b) Directors shall serve terms of office of 2 years and may serve no more than two successive terms.

(2) Early Career Director:

- (a) There shall be one Early Career Director on the Board. The Early Career Director (ECD) is an individual employed by a member school who is a doctoral-prepared nurse within ten years of completion of the terminal degree and who has not achieved tenure. Eligibility does not require the individual to be the organization's designated representative.
- (b) Early Career Director shall serve terms of office of 2 years and may serve no more than two successive terms.

(3) Legacy Director:

- (a) There shall be one Legacy Director on the Board who will be the voice for the legacy affiliates. The Legacy Director must be a Legacy Affiliate and may either be employed by a Member Institution or not.
- (b) Legacy Director shall serve terms of office of 2 years and may serve no more than two successive terms.

(4) The Executive Director, who serves ex-officio, non-voting.

SECTION 3. MEETINGS OF THE BOARD OF DIRECTORS:

Meetings of the BOD shall be held periodically at such times and places as mutually agreed upon by the members. With the exception of the annual in-person board meeting after the Leadership Conference, virtual board meetings will be held. Calendar invites will be sent for the coming year once the BOD has decided on a mutually agreed time for the meetings. Special meetings may be held without notice of meeting restrictions.

SECTION 4. DUTIES OF THE BOARD OF DIRECTORS:

The BOD shall:

- (1) set direction and engage in strategic planning on behalf of the NHCGNE;
- (2) promote and carry out activities related to the vision, mission and goals of the NHCGNE;
- (3) advise the President on appointments of individuals from Member organizations to NHCGNE committees and task forces;
- (4) review and approve annual and revised budgets;
- (5) exercise general supervision over the affairs of the NHCGNE;
- (6) formulate policy to be recommended to the NHCGNE membership;
- (7) shall have power to approve or disapprove Membership in the NHCGNE based on defined criteria;
- (8) conduct activities for sustainment of NHCGNE to include review and approve changes to the annual Membership fee; and
- (9) No individual shall have more than one vote on the BOD.

SECTION 5. REMOVAL OF DIRECTORS AND OFFICERS FROM THE LEADERSHIP BOARD:

Any officer or director of the BOD may be removed for cause at any time by a vote of two-thirds (2/3) of the designated institutional representatives of the Member institutions present at any special meeting of the NHCGNE called for that purpose.

ARTICLE V: OFFICERS

The officers of the NHCGNE shall consist of a President, President-Elect/Immediate Past President, Vice President, Secretary, Treasurer. Officers shall assume their offices on the end of the final day of the NHCGNE's next annual leadership conference after their election.

SECTION 1. PRESIDENT

(1) Term: The President shall assume office after serving one year as President-Elect and shall then serve as President for two years

(2) Duties: The President shall preside at meetings of the NHCGNE, the BOD and of the Executive Committee and shall be a member, ex officio, of all committees except the Nominations Committee. The President shall keep the BOD and Membership informed about the ongoing activities of the NHCGNE. The President shall appoint chairpersons of the NHCGNE's committees and task forces and facilitate the orientation of the President-Elect regarding the NHCGNE's activities and his/her future role as President.

(3) In the case of death or absence of the President or his/her inability from any cause to act, either the President-Elect or the Vice President if there is no President-Elect shall carry out the duties of President.

SECTION 2. PRESIDENT-ELECT

(1) Term: The President-Elect shall serve for one year concurrent with the second year of the President's term.

(2) Duties: The President-Elect shall serve as the Chair of the Nominations Committee. The President-Elect shall assist the President as necessary in matters relating to the prosperity and welfare of the NHCGNE. The President-Elect shall automatically become President after their year as President-Elect.

SECTION 3. VICE-PRESIDENT

(1) Term: The Vice-President shall serve for two years

(2) Duties: In the years where there is no President-Elect, the Vice President shall assist the President as necessary in matters related to the prosperity and welfare of the NHCGNE.

SECTION 4. TREASURER

(1) Term: The Treasurer shall be elected and serve for two years and may serve no more than two successive terms.

(2) Duties: The Treasurer shall serve as the Chair of the Finance Committee, work with the Finance Committee to facilitate the management of the BOD's fiscal responsibilities, work with the Executive Director and President to ensure that financial reports are made to the BOD and Membership in a timely manner, present the annual budget to the BOD for approval and oversee the execution of all audits.

SECTION 5. SECRETARY

(1) Term: The Secretary shall be elected and serve for two years and may serve no more than two successive terms.

(2) Duties: The Secretary shall serve as Chair of the Membership Committee. The

Secretary shall work with the management company to assure that the Board and Executive Committee minutes are properly recorded and maintained. The Secretary shall work with the management company to oversee the maintenance of a registry of Members, the preparation and distribution of meeting notices and shall fulfill other duties and responsibilities as specified in these Bylaws and as prescribed by the BOD.

SECTION 7. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve in an advisory capacity for one year following completion of term as President.

ARTICLE VI: EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall conduct the business of the NHCGNE on behalf of the BOD to facilitate achievement of the mission of the organization when the BOD is not in session and will have the authority to act for the BOD except as proscribed by the Rules. The Executive Committee shall consist of the following, each of whom has one vote or as indicated:

- (1) Officers (President, President-Elect or Immediate Past President if there is no President-Elect, Vice President, Secretary, and Treasurer.
- (2) NHCGNE Executive Director (Ex-officio)
- (3) Legacy Director

SECTION 2. Duties of the Executive Committee

The Executive Committee shall:

- (1) hold meetings at such times and places as deemed proper;
- (2) report to the BOD on the termination or suspension of members;
- (3) recommend to the BOD the amount of membership dues;
- (4) conduct correspondence and communicate with members and other organizations;
- (5) designate agents (e.g., consultants, contractors); design and implement such other measures as directed by the BOD to promote the vision, mission and goals of the NHCGNE and to best protect the interests and welfare of the membership.

SECTION 3. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held at least monthly. Calendar invites for the year will be sent immediately following the November Board Meeting to each member.

ARTICLE VII: EXECUTIVE DIRECTOR

The Executive Director is an employee of the NHCGNE with all rights, privileges and responsibilities provided in an approved position description.

The Executive Director shall report to the BOD and be responsible for the supervision and management of NHCGNE, and its administrative, business, financial and other operational affairs, consistent with these Bylaws, corporate policies and directives of the BOD.

The Executive Director shall have the authority and duty to implement all policies of NHCGNE with respect to administrative, operational and business affairs.

The Executive Director shall perform other such duties as may be designated by the BOD.

ARTICLE VIII: QUORUM, ABSENCES, AND VACANCIES

SECTION 1. QUORUM

A simple majority of the voting members of the Executive Committee, BOD or members selected for a meeting shall constitute a quorum for the transaction of business. In the absence of the designated leadership, the quorum present may select another elected member to preside over the meeting.

SECTION 2. ABSENCE

Should any member of the Executive Committee or BOD be absent from three (3) consecutive meetings of the BOD, the member shall state an acceptable reason for the absence. If this information is not provided or is found to be unacceptable, the BOD may declare this member's seat on the Executive Committee and/or BOD vacant and may proceed to fill the vacancy in accordance with the following section.

SECTION 3. VACANCIES

Whenever a vacancy occurs from among members of the Executive Committee or BOD because of death, resignation, or other cause, the position shall be filled without delay by a simple majority vote of the remaining members of the BOD. At the next scheduled meeting, a replacement will be elected to fulfill the remaining term of office.

ARTICLE IX: COMMITTEES, INTEREST GROUPS AND TASK FORCES

The activities of the NHCGNE shall be organized around and take place through its committees, interest groups and task forces. Members in good standing can apply to serve on Committees, interest groups, or task forces.

SECTION 1: STANDING COMMITTEES:

The standing committees of the NHCGNE shall be those that enhance and support the mission and vision of the NHCGNE. Unless otherwise stated in these Bylaws, the President shall appoint the chairpersons of standing committees. The term of service shall be for two (2) years. Committee members may serve for an additional two (2) years. A chairperson may serve for another two-year consecutive term at the discretion of the President. Vice-Chairs shall be elected by committee members.

(1) NOMINATIONS COMMITTEE

(a) **Role of Committee:** The Nominations Committee shall propose to the NHCGNE representatives of record at Member institutions an annual slate of candidates for Officers and Directors of the Board no later than 2 months prior to the Annual Meeting.

(b) **Composition of Committee:** The Nominations Committee shall consist of the Chair, Vice-Chair and four additional members elected by the Membership in alternating years (two in odd years and two in even years). The Chair shall be the President-Elect, or the Vice President in years when there is no President-Elect. The Vice-Chair is elected annually by the committee from among the elected members.

(c) **Elections:** The final ballot shall be prepared by the Nominations Committee, approved by the Board, and, in conjunction with the NHCGNE staff, distributed to all NHCGNE representatives of record at Member institutions.

- i) Elections shall be held annually prior to the annual meeting.
- ii) The Chair of the Nomination committee will review the ballots and certify election results.
- iii) Election ballots shall be destroyed following announcement of the results at the annual meeting.
- iv) In the event of a tie vote among candidates for any elective position, the members of the BOD shall decide the winner by casting secret ballots electronically prior to the scheduled announcement of election results.

(2) PROGRAM COMMITTEE

(a) **Role of Committee:** The program committee shall be responsible for the development of courses and conferences that facilitate achievement of the NHCGNE's mission

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair and a minimum of four additional members.

(3) AWARD SELECTION COMMITTEE

(a) **Role of Committee:** The Award Selection Committee shall oversee the process for selection of any awards established by the organization.

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair and two or more additional members.

(4) FINANCE COMMITTEE

(a) **Role of Committee:** The Finance Committee is responsible for ensuring that the NHCNE financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the NHCNE is in good financial health.

(b) **Composition:** The Chair of the Finance Committee shall be the Treasurer. The Committee shall consist of the Chair, Vice-Chair and two or more additional members

(5) MEMBERSHIP COMMITTEE

(a) **Role of Committee:** The Membership Committee is responsible for the oversight of the requirements and process for Membership in the NHCNE.

(b) **Composition:** The Chair of the Membership Committee shall be the Secretary of NHCNE. The Committee shall consist of the Chair, Vice-Chair and at least two or more additional members.

(6) EDUCATION COMMITTEE

(a) **Role of Committee:** The Education Committee is responsible for the oversight of the development and/or offering of educational programs of the NHCNE.

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair and two or more additional members.

(7) COMMUNICATIONS COMMITTEE

(a) **Role of Committee:** The Communications Committee is responsible for communication initiatives that promote NHCNE visibility and networking to include the website, social media, the newsletter(s), and written/electronic materials.

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair, and two or more additional members

(8) MENTORING COMMITTEE

(a) **Role of Committee:** The mentoring committee develops and manages a mentoring program by connecting members with similar research/education/career interests.

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair, and two or more additional members.

(9) BYLAWS COMMITTEE

(a). **Role of Committee:** The Bylaws Committee shall originate amendments and consider, edit and/or collate amendments submitted by the members and committees; review the Bylaws of the organization annually; and report to the BOD.

(b). **Composition:** The Committee shall consist of at least three representatives each of whom will be from a member school.

(10) ENTREPRENEURIAL COMMITTEE

(a) **Role of Committee:** Develops, organizes and launches products and services of the NHCNE after a careful review of the pros and cons of the program as well as the financial risks. Any program developed will incorporate risk mitigation and have Board approval.

(b) **Composition:** The Committee shall consist of the Chair, Vice-Chair and two or more additional members, with a limit of no more than 8 members.

(11) POLICY COMMITTEE

(a) **Role of Committee:** Monitors legislation and provides input to the Board and membership regarding bills or policies that may impact the NHCNE's capacity to fulfill its mission.

(b) **Composition:** The Committee shall consist of a Chair, Vice-Chair, and one or more additional members with a limit of no more than 8.

SECTION 2. AD HOC COMMITTEES, SPECIAL INTEREST GROUPS AND TASK FORCES

The BOD may establish rules for the formation and discontinuation of Special Interest Groups (SIGs) consisting of individuals affiliated with NHCNE Members and Legacy affiliates who have shared interest in advancing a specific area of knowledge and/or in cooperation to affect or to produce solutions within their interest area. The President may appoint ad hoc committees and task forces as appropriate to the mission and needs of the NHCNE. Ad hoc committees, by intent, shall be tightly focused and time-limited to one year or less. Task forces shall be created to focus on substantive issues or initiatives that transcend the purview of standing committees and shall be time-limited to three years or less although they are renewable upon recommendation of the Executive Committee. The President shall appoint the chairpersons of ad hoc committees, and Task Forces unless stated otherwise in these Bylaws; their terms of appointment shall be at the discretion of the President. The SIGs will appoint their own chairpersons and will submit an annual report to the Board.

ARTICLE X: MEETINGS

SECTION 1. ANNUAL MEETINGS

The NHCGNE shall hold an annual business meeting at a time and location determined by the BOD. The purpose of the annual leadership conference shall be to further the NHCGNE's mission and focus on leadership of gerontological nursing. The purpose of the business meeting shall be to inform the membership and allow the membership to provide recommendations for the operations of the NHCGNE. The agenda of the business meeting shall be set by the Executive Committee.

A written notice of the time and place of these meetings shall be distributed to each designated representative of NHCGNE Members electronically or mailed at least 30 days prior to the meetings.

Attendance at the annual business meetings is open. Institutional NHCGNE representatives, alternative institutional representatives, or officially designated proxies may represent voting Member institutions at these meetings.

SECTION 2. SPECIAL MEETINGS

Special meetings of the NHCGNE may be called by the BOD at its discretion or upon written request of at least one-third (1/3) of the institutional representatives of voting Member institutions.

(a) Action by Unanimous Written Consent in Lieu of a Meeting

Board Committee action may be taken without a meeting if all the members of such Board Committee consent thereto in writing (including without limitation by electronic transmission), and the writing or writings are filed with the minutes of proceedings of the Board Committee, unless otherwise required by law, the articles of organization or these by-laws.

(b) Meeting by Telephone, Video, Conference or Similar Connections

Participants in any meeting of any Board Committee may meet by means of conference telephone, video conference or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other in real time or by captioning or other electronic transcription, and participation in such meeting by the Committee pursuant to such means shall constitute the presence in person by each such Committee member at such Meeting, unless otherwise required by law, the articles of organization.

SECTION 3. QUORUM

A quorum is necessary to conduct business at an NHCGNE's meeting. A quorum shall consist of the presence, in person or by official proxy, of a simple majority of the designated institutional representatives of voting Member institutions.

SECTION 4. VOTING

In official meetings of the NHCGNE, each Member institution is entitled to one vote.

The Member institution's designated institutional representative, an alternate institutional representative, or an officially designated proxy shall represent the institution at the NHCGNE's official meetings and cast votes. Unless otherwise specified in the Rules, matters shall be decided at official meetings by a simple majority vote.

SECTION 5. PROXY

Institutional representatives of Member institutions of the NHCGNE entitled to vote at official meetings may vote by proxy. An institutional representative from a Member institution may designate as proxy an individual from his/her own institution or an institutional representative from another Member institution. Such designation of a proxy shall be in writing and must include the name of the proxy, the valid period of time

for a proxy vote, and whether the proxy shall vote the preference of the institutional representative or is free to vote his/her own preferences. This designation shall be on institutional letterhead and signed by the institutional representative.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a simple majority of the Membership at any duly scheduled meeting of the NHCGNE or by a call to vote sent electronically. Proposals for Bylaws amendments shall be initiated upon the recommendation of the BOD or by submission of a specific written proposal for change endorsed in written form by a minimum of 10% of the designated institutional representatives of Member institutions in good standing. Such proposals must be submitted 30 days in advance of a stated business meeting, special meeting, or call to vote sent electronically.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the National Hartford Center of Gerontological Nursing Excellence, the BOD shall, after paying or making provision for the payment of all of the liabilities of the National Hartford Center of Gerontological Nursing Excellence, dispose of all of the assets of the Center exclusively for the purposes of the National Hartford Center of Gerontological Nursing Excellence in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the BOD shall determine.