

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE AMERICAN ASSOCIATION OF NURSE ATTORNEYS, INC.**

**ARTICLE I**  
**NAME**

**Section 1.1 Name**

The name of this corporation is The American Association of Nurse Attorneys, Inc. (hereinafter referred to as "TAANA").

**ARTICLE II**  
**PURPOSE AND GOALS**

**Section 2.1 Purpose**

TAANA provides resources, education and leadership to its members and the healthcare and legal communities regarding health law and policy.

**Section 2.2 Goals**

The goals of TAANA include but are not limited to: (1) to promote and enhance TAANA and the profession of the nurse attorney; (2) to provide educational programs, products, and services to members, chapters, and the public; (3) to facilitate communication, collaboration, and leadership among members; and (4) to identify and influence health law and policy issues and to serve as a resource for the healthcare and legal communities.

**ARTICLE III**  
**MEMBERSHIP**

**Section 3.1 Categories; Dues**

There shall be two (2) categories of membership: Active Members and Associate Members. Membership shall be annual. The Board of Directors shall have the authority to establish dues for all categories of membership.

**Section 3.2 Active Members**

Those Members who qualify as Fellows, Distinguished Fellows, Emeritus Fellows and First Year Post Graduates shall be Active Members.

**Section 3.2.1 Fellows**

Those dues paying Members who have successfully completed the education necessary to practice as a nurse and as an attorney shall be Fellows to the exclusion of any Members who otherwise qualify as First Year Post Graduates. All Fellows are eligible to vote on issues coming before the Membership, and after at least one full (1) year membership either as a Fellow or as a First Year Post Graduate, all Fellows may serve on the Board of Directors and as an Officer.

**Section 3.2.2 Distinguished Fellows**

At the discretion of the Board of Directors, certain current or past Fellows who have previously served as an Officer and/or on the Board of Directors may be designated as Distinguished Fellows. Subject to the term limits set forth in Section 5.2 of these Bylaws, all such Distinguished Fellows are eligible to serve on the Board of Directors, act as an Officer and vote on those issues coming before the Membership.

**Section 3.2.3 Emeritus Fellows**

At the discretion of the Board of Directors, certain current or past Fellows who are 70 years old or older and have been Fellows for ten (10) continuous years may be designated as Emeritus Fellows. Subject to annual application for Emeritus status to the Board of Directors, all such Emeritus Fellows are eligible to serve on the Board of Directors, act as an officer, vote on those issues coming before the Membership, chair a TAANA committee or be a member of a TAANA committee and be eligible for discounted annual dues and registration fee for the TAANA Annual Conference.

#### **Section 3.2.4 First Year Post Graduates**

Those dues paying Members who successfully completed the education necessary to practice as both a nurse and as an attorney within the past one (1) year shall be First Year Post Graduates. All First Year Post Graduates are eligible to vote on those issues coming before the Membership.

#### **Section 3.3 Associate Members**

Those Members who qualify as Students, Affiliates, Corporate Members and Honorary Members shall be Associate Members.

##### **Section 3.3.1 Students**

Those dues paying Members who are nurses currently enrolled in the educational program necessary to practice as an attorney or lawyers currently enrolled in the educational program necessary to practice as a nurse shall be Students. Students may not serve on the Board of Directors, hold office or vote on issues coming before the Membership.

##### **Section 3.3.2 Affiliates**

Those dues paying Members who are individuals interested in the goals and services of TAANA shall be Affiliates. Affiliates may not serve on the Board of Directors, hold office or vote on issues coming before the Membership.

##### **Section 3.3.3 Corporate Members**

Those dues paying Members who are or represent an organization interested in the goals and services of TAANA or in providing goods or services to Members shall be Corporate Members. Corporate Members may not designate any representative to serve on the Board of Directors, hold office or vote on issues coming before the Membership.

##### **Section 3.3.4 Honorary Members**

At the discretion of the Board of Directors, certain individuals may be designated as Honorary Members. Honorary Members may not serve on the Board of Directors, hold office or vote on issues coming before the Membership.

### **ARTICLE IV** **MEETINGS**

#### **Section 4.1 Annual Meeting**

There shall be at least one (1) annual meeting for the transaction of the business of TAANA at a time and place determined by the Board of Directors. All Members shall receive notice of the annual meeting at least twenty-one (21) days prior to the meeting date.

#### **Section 4.2 Special Meetings**

Special meetings may be called by the President, the Board of Directors or by the President upon the written request of at least five percent (5%) of the Active Members. All Members shall receive notice of the special meeting and its purpose at least 21 days in advance of the special meeting.

### **Section 4.3 Quorum**

The President or designee and at least five percent (5%) of the Active membership shall constitute a quorum for the transaction of business at any meeting of the TAANA membership.

### **Section 4.4 Voting; Voting List**

The President or designee shall maintain an accurate and complete list of the names and addresses of all Active Members who are eligible to cast one (1) vote on issues coming before the TAANA membership. This shall be kept on file at the TAANA corporate offices and may be inspected by any Active Member, for any purpose, at a reasonable time.

### **Section 4.5 Formal Action by Active Members**

A majority of the votes cast by the Active Members present at any meeting shall decide the issues coming before the TAANA membership except in those cases when a two-thirds (2/3) vote is required by these Bylaws.

### **Section 4.6 Informal Action by Active Members**

Any action that is either required or permitted to be taken at an annual or special meeting of the TAANA membership may be taken without a meeting if a written consent setting forth the issues coming before the TAANA membership is distributed to all Active Members and a majority of the votes cast shall decide the matter except in those cases where a two-thirds (2/3) vote is required by these Bylaws. No quorum requirements apply.

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

### **Section 5.1 Powers**

The Board of Directors shall be the governing body of TAANA. The Board of Directors shall have supervision, control and direction of the affairs of TAANA, shall determine its policies or changes therein within the limits of these Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, may issue position statements on substantive issues which have present and future impact on TAANA members, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board may delegate certain of its authority and responsibility to the Executive Committee.

### **Section 5.2 Number, Election and Term**

The number of Directors shall be twelve (12) Active Members, but in order to accommodate a range of circumstances that may arise from time to time, the number of Directors should not be less than six (6) nor more than fourteen (14) Active Members. The Directors shall include, at a minimum, all Officers and the Past President. Each Director, who shall have previously qualified as a Fellow for at least one (1) full year prior to nomination, shall be elected by an action of the Active Members from a slate of candidates submitted by the Nominations and Elections Committee. Each Director shall serve a term of three (3) years. All terms shall be staggered so that four (4) Directors are elected every year, with one of the newly-elected Directors, who shall serve the unexpired term of the President-Elect, to be selected by drawing straws following the election. Each Director shall be eligible to serve no more than three (3) full consecutive terms. Any vacancy on the Board of Directors shall be filled by an Active Member elected by an action of the Board of Directors for the remainder of the term. A Director may resign at any time from the Board of Directors by giving written notice to the Board of Directors. Absent good cause, failure to attend any three (3) consecutive meetings of the Board of Directors shall also qualify

as the Director's resignation from the Board of Directors. A Director may be removed at any time by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds (2/3) vote of the Active Members.

### **Section 5.3 Annual and Regular Meetings**

An annual meeting of the Board of Directors shall be held before or after the annual meeting of the Membership without other notice than these Bylaws. The Board of Directors may provide, by resolution, the time and place for any additional regular meetings of the Board of Directors without other notice than such resolution. Failure to hold the annual meeting shall not work any forfeiture or dissolution of TAANA and shall not affect otherwise valid corporate acts of TAANA. Any annual or regular meetings of the Board of Directors may be conducted using telephonic, video or other "real time" interactive technologies that permit all participants to view and/or hear the meeting proceedings and any such participation constitutes personal presence at the meeting.

### **Section 5.4 Special Meetings**

A special meeting of the Board of Directors may be called by or at the request of the President or by or at the request of the President in response to the written request of any two (2) of the Directors. Notice of any such special meeting and its purpose shall be delivered to each Director in writing, either by mail, e-mail or facsimile, and received at least two (2) business days prior to the special meeting. A Director may waive notice of any meeting. Any special meetings of the Board of Directors may be conducted using telephonic, video or other "real time" interactive technologies that permit all participants to view and/or hear the meeting proceedings and any such participation constitutes personal presence at the meeting.

### **Section 5.5 Quorum**

A majority of the then-existing Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

### **Section 5.6 Formal Action by Board of Directors**

Each Director is entitled to cast one vote and a majority of all such votes cast by the Board of Directors, or any committee thereof, present at a meeting at which a quorum is present shall decide the particular issue coming before the Board of Directors except in the case of the removal of a Director which requires a two-thirds (2/3) vote of the Board of Directors.

### **Section 5.7 Informal Action by Board of Directors**

Any action that is either required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent form setting forth the action to be taken is distributed to and signed by all Directors and filed with the corporate records of TAANA. Action becomes effective when the last Director signs the consent form unless the form specifies a different effective date.

### **Section 5.8 Committees**

The President shall, with the approval of the Board of Directors, appoint a Nominations and Elections Committee and such other standing and special committees of TAANA as the President or the Board of Directors may deem necessary to properly carry out the purposes and goals of TAANA. Such committees shall perform as the President or the Board of Directors may direct in a manner consistent with applicable law.

### **Section 5.9 Executive Committee**

The then-current Officers, in addition to the Immediate Past President, shall comprise the Executive Committee of the Board of Directors. The Executive Committee shall act in place of the Board of Directors between meetings on all matters except those specifically reserved to the Board of Directors by these Bylaws or applicable law. Three members of the Executive Committee, one of whom shall be the President or President-Elect,

shall constitute a quorum for the transaction of business by the Executive Committee. The Executive Committee may take action pursuant to Section 5.6 or 5.7 of these Bylaws.

#### **Section 5.10 Nominations and Elections Committee**

The President shall, with the approval of the Board of Directors shall appoint a Nominations and Elections Committee made up of four (4) Fellows, each of whom have previously qualified as a Fellow for at least one (1) full year prior to serving, and two (2) of whom currently serve on the Board of Directors. The Committee shall submit a slate of nominations for any appointment or reappointment of a Director on the Board of Directors.

#### **Section 5.11 Conflict of Interest**

In furtherance of TAANA's commitment to the highest standards of business ethics and integrity, TAANA shall adopt such policies and procedures necessary to ensure that all business practices comply with applicable laws, regulations and ethical principles. In so doing, each Director shall have an obligation to disclose any conflict of interest to the Board of Directors with respect to any issue coming before the Membership or the Board of Directors for a vote and to abstain from voting on such matters when a conflict of interest has been disclosed and deemed to be material by the Board of Directors.

### **ARTICLE VI** **OFFICERS**

#### **Section 6.1 Officers**

The Board of Directors shall elect or appoint the Officers of TAANA. The Officers of shall be the President, the President-Elect, the Treasurer, the Recording Secretary and the Corresponding Secretary.

#### **Section 6.2 Election and Term**

Each Officer shall be elected by the Board of Directors from a slate of candidates submitted by the Executive Committee. Each Officer shall serve a term of one (1) year. Each Officer shall be eligible to serve no more than two (2) successive terms in the same office. An Officer may resign at any time by giving written notice to the Board of Directors. An Officer may be removed at any time by the affirmative vote of the majority of the Board of Directors and any resulting vacancy shall be filled by another Director for the remainder of the appointed term with the exception of the President who shall be succeeded by the President-Elect for the remainder of the appointed term.

#### **Section 6.3 President**

The President shall be the chief executive officer of TAANA and shall preside at all meetings of the Board of Directors and the Membership and serve as an ex-officio member of all committees of the Board of Directors except the Nominations and Elections Committee. The President or designee shall sign all written contracts for and on behalf of TAANA and perform such other duties incident to the office of President.

#### **Section 6.4 President-Elect**

The President-Elect shall seek experience and direction from the President in order to prepare for the chief executive duties as President during the following year. The President-Elect shall perform the duties of the President in the absence or disability of the President. In addition, the President-Elect shall perform those duties and assignments which may from time to time be delegated by the President or the Board of Directors.

#### **Section 6.5 Treasurer**

The Treasurer shall direct, oversee and report to the Board of Directors on all financial matters of TAANA. In addition, the Treasurer shall perform those duties and assignments which may from time to time be delegated by the President or the Board of Directors.

**Section 6.6      Recording Secretary**

The Recording Secretary shall direct, oversee and report to the Board of Directors on the publication of the newsletter to the TAANA Membership. In addition, the Recording Secretary shall perform those duties and assignments which may from time to time be delegated by the President or the Board of Directors.

**Section 6.7      Corresponding Secretary**

The Corresponding Secretary shall be responsible for all correspondence from the Board of Directors and serve as Parliamentarian and facilitate compliance with Robert's Rules of Order. In addition, the Corresponding Secretary shall perform such other duties and assignments which may from time to time be delegated by the President or the Board of Directors.

**Section 6.8      Immediate Past President**

The President, after completing his or her term, shall serve as Immediate Past President for a term of one (1) year. Although not officially an Officer during this one (1) year period, unless otherwise elected or appointed to serve in another Officer capacity, the Immediate Past President shall be a member of the Executive Committee and shall assist and advise the President and the President-Elect in the performance of their duties and substitute for the President or President-Elect when requested.

**ARTICLE VII**  
**CHAPTERS**

**Section 7.1      Definition**

A Chapter of TAANA shall be one of several component parts of TAANA, each of which represents a designated group of TAANA members. A Chapter, to be qualified by TAANA, requires a two-thirds (2/3) vote of the Board of Directors.

**Section 7.2      Structure**

Each Chapter shall be incorporated and shall obtain from the Internal Revenue Service and from its state of incorporation, if required, recognition as a tax exempt organization, adopt Bylaws that are not inconsistent with these Bylaws, file such annual reports, including tax reports and other reports required by its state and federal government, as shall be necessary to maintain incorporation and tax exempt status and comply with and carry out those responsibilities of Members listed in these Bylaws and other policies and procedures adopted by the Members or the Board of Directors.

**Section 7.3      Boundaries**

Upon approval, any geographical or other boundaries of a particular Chapter shall be established by the Board of Directors upon request of the Chapter. Only one (1) Chapter may be established by the Board of Directors for a particular geographical area. Any change in the established boundaries of one (1) or more Chapters shall be made by at the request of the affected Chapter(s) and requires a two-thirds (2/3) vote of the Board of Directors.

**Section 7.4      Members**

A Chapter shall require the same qualifications for membership as stated in Article III of these Bylaws. A Chapter may establish certain non-voting categories of membership for those persons not otherwise eligible for membership under Article III of these Bylaws.

**ARTICLE VIII**  
**BOOKS AND RECORDS**

**Section 8.1 Books and Records**

TAANA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and any committees having any of the authority of the Board of Directors. TAANA shall keep all such books and records on file at its principal corporate office.

**ARTICLE IX**  
**INDEMNIFICATION**

**Section 9.1 Indemnification**

Every Director and Officer of TAANA and the heirs and personal representatives of all such individuals (hereinafter the "Indemnified Persons") shall be indemnified by TAANA against any and all expenses and liabilities, including reasonable attorneys' fees, that are reasonably incurred by or imposed in connection with any proceeding to which the Indemnified Person may be made a party, on in which the Indemnified Person may become involved, by reason of having been a Director or Officer of TAANA, or any settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful or gross misconduct in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Indemnified Person may be entitled.

**ARTICLE X**  
**MISCELLANEOUS**

**Section 10.1 Robert's Rules of Order**

All meetings and activities of TAANA shall be conducted in accordance with the then-current Robert's Rules of Order unless otherwise designated by the Board of Directors.

**Section 10.2 Applicable Laws**

The corporate laws of the District of Columbia shall govern where the Articles of Incorporation and these Bylaws of TAANA do not govern. The Articles of Incorporation shall govern where these Bylaws of TAANA do not govern. Any conflicting provisions therein shall be governed first by the corporate laws of the District of Columbia and second by the Articles of Incorporation.

**Section 10.3 Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the votes cast by the Active Members pursuant to Section 4.5 or 4.6 of these Bylaws on the condition that the text of the proposed amendments shall have been submitted to all Active Members at least twenty-one (21) days in advance of the date of the vote.

(6/1/2013 Final Revised Draft)