

*ARNPs United of
Washington State*

Bylaws

2008

Article I
Name, Purposes, Functions and Powers

Section 1: Name

The name of this corporation shall be ARNPs United of Washington State.

Section 2: The purposes of this corporation shall be to:

- A. Represent all Advanced Registered Nurse Practitioners in Washington State.
- B. Promote and improve the practice of Advanced Registered Nurse Practitioners.
- C. Provide communication among the various groups of Advanced Registered Nurse Practitioners.
- D. Foster a strong relationship with the Registered Nurses in Washington State.
- E. Promote access to health care for all citizens of Washington State.

These purposes shall be unrestricted by consideration of age, color, creed, handicap, life style, nationality, race, religion, gender or sexual orientation.

Section 3: Functions

The functions of ARNPs United of Washington State shall be to:

- A. Coordinate ARNP activities and efforts, providing a forum for cross specialty collaboration and support.
- B. Implement an integrated communication system among ARNPs in Washington State to:
 - 1. Develop, implement, and maintain a data base for ARNPs in Washington State.
 - 2. Utilize appropriate systems to communicate with ARNPs throughout the state and across the nation.
- C. Publish a regular newsletter for members.
- D. Hold an annual meeting of all ARNPs in Washington State.
- E. Participate in legislative activities related to ARNPs generally, and to consumers' access to health care by initiating and influencing legislation, governmental programs, and public health policy.
- F. Enhance public relations for ARNPs by representing ARNPs and promoting relationships with allied professional, community, and governmental groups, and with the public.
- G. Address clinical practice issues affecting ARNPs.
- H. Enhance services available to ARNPs in the State of Washington.
- I. Promote standards of practice, education and service for Advanced Registered Nurse Practitioners.
- J. Act as liaison and representative for ARNPs to the Washington State Nurses Association.

Section 4: Powers

The powers of ARNPs United of Washington State shall be to:

- A. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises and income.
- B. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

ARNPs United of Washington State Bylaws

- 39 C. Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its
40 property and assets.
- 41 D. To elect or appoint officers and agents of the corporation and define their duties and fix their
42 compensation.
- 43 E. Make and alter bylaws, not inconsistent with the Articles of Incorporation or with the laws of this
44 state, for the administration and regulation of the affairs of the corporation.
- 45 F. Make donations for the public welfare or for charitable, scientific or educational purposes.
- 46 G. Indemnify any director or officer or former director or officer of the corporation, or any person who
47 may have served at its request as a director or officer of another corporation whether for profit or not
48 for profit, against expenses actually and necessarily incurred by him in connection with the defense of
49 any action, suit or proceeding in which he is make a party by reason of being or having been such
50 director or officer, except in relation to matters as to which he shall be adjudged in such action, suit
51 or proceeding to be liable for negligence or misconduct in the performance of duty; but such
52 indemnification shall not be deemed exclusive of any other rights to which such director or officer
53 may be entitled under any bylaw, agreement, vote of board of directors or members, or otherwise.
- 54 H. Cease its corporation activities and surrender its corporate franchise.
- 55 I. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the
56 corporation is organized.
- 57 J. Have all of the general powers conferred upon a Washington non-profit corporation by RCW
58 24.03.035
- 59 The corporation is exclusively organized and operated for the purposes enumerated in Section 501(c)(5) of
60 the Internal Revenue Code and its powers do not exceed those permitted under that section of the Code.

Article II ***Membership***

Section 1: Composition and Qualifications

- 63
- 64 A. ARNPs United of Washington State shall be composed of Advanced Registered Nurse Practitioners,
65 hereinafter referred to as ARNPs, who meet the qualifications stated in these bylaws.
- 66 B. The ARNPs United Board of Directors shall be authorized to establish categories of membership.
- 67 C. Membership rights shall be different for each category of membership.
- 68 D. Students in programs which will qualify them for licensure as ARNPs may become members.

Section 2: Membership Categories

- 69
- 70 A. Full Individual Membership:
- 71 1. An ARNP may purchase a full individual membership in ARNPs United of Washington State.
- 72 2. An ARNP may become a member of ARNPs United of Washington State by joining an affiliate
- 73 group, including WSNA, and paying the affiliate member dues.
- 74 B. Group Affiliate Membership:
- 75 1. ARNP groups of 6 or more members may form a Group Affiliate with ARNPs United of Washington
- 76 State.
- 77 2. There will be no affiliate group fee.
- 78 C. Student Membership:
- 79 1. Available at no cost for individuals who provide evidence of current enrollment in a program
- 80 leading to ARNP licensure.

ARNPs United of Washington State Bylaws

- 81 2. Once eligible for certification and licensing, a student member must acquire the appropriate
82 credentials to maintain membership as an individual or as a member of a group affiliate.
83 3. Individuals who are, or have been, licensed as ARNPs are not eligible for student membership.
84 D.Member at Large:
85 1. An ARNP who meets the qualifications stated in A through C, and does not reside within the
86 jurisdictional boundaries of Washington State.

87 **Section 3: Membership Rights and Obligations**

88 A.Rights

- 89 1. Full Individual and Affiliate Group members have the right to:
90 a. Receive an ARNPs United of Washington State membership card and the newsletter *ARNP*
91 *Care*.
92 b. Receive specified journals at a reduced fee.
93 c. Seek election or appointment to positions within ARNPs United of Washington State.
94 d. Participate in ARNPs United of Washington State as a voting member.
95 e. Participate on ARNPs United of Washington State committees.
96 f. Receive reimbursement for expenses incurred in an elected or appointed position according to
97 financial policies established by the ARNPs United of Washington State Board of Directors.
98 g. Nominate candidates for ARNPs United of Washington State offices.
99 2. Student Members have the right to:
100 a. Receive an ARNPs United of Washington State membership card and *ARNP Care*.
101 b. Receive specified journals at a reduced fee.
102 c. Participate as a non-voting member in meetings of the ARNP Assembly.
103 d. Participate on ARNPs United of Washington State committees.
104 e. Network with ARNPs United of Washington State members and develop mentor relationships.

105 B.Members obligations are to:

- 106 1. Uphold the bylaws of ARNPs United of Washington State.
107 2. Fulfill the requirements of an office when elected or appointed.
108 3. Promote fulfillment of the functions of ARNPs United of Washington State.
109 4. Pay dues as required by ARNPs United of Washington State.

Article III *Dues*

112 **Section 1: Authority**

113 The rate of dues for all members of ARNPs United of Washington State shall be determined by the Board
114 of Directors of ARNPs United of Washington State.

115 **Section 2: Dues**

- 116 A.The dues of a member of ARNPs United of Washington State shall be for the membership year of
117 twelve (12) consecutive months, starting on September 1st of each year.
118 B.The Board of Directors will determine administrative processes for membership and dues.
119 C.Monies shall not be refunded nor additional monies be collected for a given membership year when a
120 member requests a change in membership category or status during the year for which dues have
121 been paid.
122 D.Failure to pay dues shall cause membership rights to end.
123 E.Dues will be waived for the members of the Board of Directors from the time of their election through
124 the end of the membership year in which they retire their position on the Board of Directors.

Article IV
ARNP Assembly

125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164

Section 1: Definition

The ARNP “Assembly” (any meeting of ARNPs of Washington State open to all members) shall be the governing and official voting body of ARNPs United of Washington State.

Section 2: Authority

The ARNP Assembly shall:

- A. Determine the positions and priorities of ARNPs United of Washington State.
- B. Delegate to ARNPs United of Washington State Board of Directors authority to implement actions taken by the ARNP Assembly.
- C. Use Robert's Rules of Order to govern meetings.

Section 3: Composition

The ARNP Assembly shall be composed of ARNPs United of Washington State members as defined in Article II of these bylaws.

Section 4: Meetings

- A. The ARNP Assembly shall meet a minimum of one time each calendar year.
 - 1. Annually, there will be a meeting of the ARNP Assembly at the Advanced Practice in Primary & Acute Care conference, or a similar statewide conference whose intended audience is ARNPs.
- B. The time and place of the ARNP Assembly shall be determined by ARNPs United of Washington State's Board of Directors.
 - 1. Notice of the ARNP Assembly shall be announced in an official ARNPs United of Washington State publication at least thirty (30) days prior to the meeting.

Section 5: Quorum

Fifty (50) members or 10% of the membership, whichever is less, shall constitute a quorum for a meeting of the ARNP Assembly.

Section 6: Eligibility for Voting

All ARNPs United of Washington State members who meet the qualifications to vote stated in Article II shall have the right to vote on matters of business in the ARNP Assembly.

Section 7: Elections

- A. Notification and Candidates
 - 1. Members shall be notified through an ARNPs United of Washington State official publication, by mail or by email, at least thirty (30) days prior to an election, of their right to nominate candidates or to self-declare as a candidate for office.
 - 2. Members may be nominated for office or declare their own candidacy by submitting in writing their names and consent to serve to the ARNPs United of Washington State Secretary no later than fourteen (14) days prior to the annual meeting of the ARNP Assembly.
 - a. The names of such candidates shall appear on the election ballot.
 - b. Write-in candidates on the ballot shall be allowed.
 - 3. A slate of candidates shall be published on the ARNPs United of Washington State website.
 - 4. Voting shall be done by secret ballot at each annual meeting of the ARNP Assembly

ARNPs United of Washington State Bylaws

- 165 a. Appropriate provisions to allow for all eligible members to vote (including those unable to attend
166 the assembly) will be made in accordance with procedures established by the Board of Directors.
167 5. A plurality vote shall constitute an election; in case of a tie, the choice shall be decided by lot.
168 6. Results of the election shall be:
169 a. Declared on the date that the tally of votes is completed
170 b. Shall be announced in the next official ARNPs United of Washington State publication
171 c. Shall be published on the ARNPs United of Washington State website.
172 7. Terms of office for officers will:
173 a. Begin on January 1 of the year following the election.
174 b. Last for two (2) years.
175 8. One-half of the Board of Directors shall be elected each year.
176 B. Challenges: Any challenge to the election shall be filed with the Secretary of ARNPs United of
177 Washington State within thirty (30) days after the official announcement of the election.

Article V Board of Directors

Section 1: Definition

181 The Board of Directors is composed of 12 people elected from the general membership.

Section 2: Authority

183 The Board of Directors shall fulfill the responsibilities as defined in these bylaws.

Section 3: Accountability

185 The Board of Directors is accountable to the membership through the ARNP Assembly.

Section 4: Responsibilities

187 Responsibilities of the Board of Directors shall be:

- 188 A. Exercise the corporate responsibility and fiduciary duties of ARNPs United of Washington State
189 consistent with applicable provisions of law.
190 B. Negotiate and approve the contractual agreement between ARNPs United of Washington State and
191 other organizations and individuals.
192 C. Coordinate the functions and activities of ARNPs United of Washington State.
193 D. Establish organization policies which shall protect the officers and association from conflict of interest
194 and maintain the integrity of the profession and ARNPs United of Washington State.
195 E. Provide for implementation of action by the ARNP Assembly within prescribed statutory
196 responsibilities.
197 F. Establish the ARNPs United of Washington State priorities annually, based on the goals and
198 resolutions adopted by the ARNP Assembly.
199 G. Establish policies and rules of procedure for the transaction of business of ARNPs United of
200 Washington State between meetings of the ARNP Assembly.
201 H. Adopt the financial policies and a budget for ARNPs United of Washington State.
202 I. Define categories of membership and recommend to the members the rate of dues for each category.
203 J. Establish fees for services, and fees for specified activities and annual meetings.

ARNPs United of Washington State Bylaws

- 204 K. Establish administrative policies needed to manage and govern the affairs of ARNPs United of
205 Washington State.
- 206 L. Establish policies for the publication and distribution of materials by ARNPs United of Washington
207 State.
- 208 M. Define governmental relations of ARNPs United of Washington State and act in an advisory role to
209 the WSNA with regard to ARNP matters.
- 210 N. Establish and appoint special committees of the Board of Directors and define the purpose and
211 delegated authority of each committee named.
- 212 O. Make appointments which are delegated to the Board of Directors, fill vacancies in elected and
213 appointed positions, and remove elected and appointed members from office when they do not fulfill
214 the requirements of the office.
- 215 P. Establish the procedures for nominations and elections.
- 216 Q. Determine time, place, and date of the ARNP Assembly.
- 217 R. Determine ARNPs United of Washington representation at national and state meetings.
- 218 S. Provide for ARNPs United of Washington State liaison or representation at meetings or community
219 forums.
- 220 T. Select from the current Board of Directors the officers of President, Vice-President, Secretary and
221 Treasurer by a simple majority vote of the board.

222 **Section 5: Duties of Officers**

- 223 A. The President of ARNPs United of Washington State shall:
- 224 1. Serve as the representative of ARNPs United of Washington State and as the official spokesperson
225 on matters of policy except as reflected in these bylaws.
- 226 2. Serve as the presiding officer for the ARNP Assembly.
- 227 3. Serve as an ex-officio member of all committees.
- 228 4. Appoint committees and perform other duties as designated by the ARNPs United of Washington
229 State Board of Directors.
- 230 5. Serve as liaison for the ARNPs United of Washington Board of Directors with the President of
231 WSNA.
- 232 6. Designate other ARNPs United of Washington State Board of Directors members to serve as ex-
233 officio members of all committees in the absence of the President.
- 234 7. Sign official documents of ARNPs United of Washington State.
- 235 B. The Vice President of ARNPs United of Washington State shall
- 236 1. Assume the duties of the President in the President's absence or at the discretion of the President.
- 237 C. The Secretary shall:
- 238 1. Ensure the keeping of records for the ARNPs United of Washington State.
- 239 2. Arrange for the taking and transcription of the minutes of the ARNP Assembly and Board of
240 Directors meetings.
- 241 3. Sign the official documents of ARNPs United of Washington State if the President is unavailable to
242 do so in a timely manner.
- 243 D. The Treasurer shall:
- 244 1. Monitor the fiscal affairs of ARNPs United of Washington State.
- 245 2. Report the financial status of ARNPs United of Washington State to the membership, the ARNP
246 Assembly, and the Board of Directors.
- 247 3. Ensure that unrestricted access of financial records is available to the Board of Directors and
248 membership upon request.

ARNPs United of Washington State Bylaws

- 249 4. Interpret the financial policies of ARNPs United of Washington State.
250 5. Be responsible for the annual IRS tax report.

Section 6: Meetings

252 Regular meetings of the Board of Directors shall be held preceding each annual meeting of the ARNP
253 Assembly, and at such other times as determined by the Board of Directors.

Section 7: Quorum

255 A majority of the Board of Directors (including the President, Vice-President, or a designee of the
256 President) shall constitute a quorum.

Article VI **Standing Committees**

Section 1: Definition

- 260 A. The Legislative Committee shall be a standing committee.
- 261 B. The Board of Directors may appoint standing and special committees and shall define the authority,
262 responsibility, and term of office for each appointed committee if not otherwise defined in these
263 bylaws.
- 264 C. Term of Office and Vacancies
- 265 1. The Board of Directors shall determine the term of office for members of all committees and fill any
266 vacancy which may occur.

Section 2: Legislative Committee

- 268 A. Composition
- 269 1. The Legislative Committee shall consist of a minimum of three ARNPs United of Washington State
270 members.
- 271 2. One of these members must also be a member of the Board of Directors, which may be
272 accomplished by the appointment of a legislative committee member to the Board of Directors by
273 the Board of Directors.
- 274 B. Authority: The Legislative Committee shall report to the Board of Directors.
- 275 C. Responsibilities of the Legislative Committee shall be to:
- 276 1. Develop a plan for implementation of the ARNPs United of Washington State legislative platform
277 consistent with the goals and priorities of ARNPs United of Washington State.
- 278 2. Assist with implementation of the plan as directed by the Board of Directors and assist with
279 drafting of proposed legislation.
- 280 3. Continuously evaluate the plan with respect to ongoing legislative action.
- 281 4. Communicate and coordinate legislative activities with the appointed lobbyist(s).
- 282 5. Coordinate legislative activities whenever possible with other nursing, nurse practitioner,
283 consumer, and health care organizations.

Article VII **Fiscal Year**

286 The fiscal year of ARNPs United of Washington State shall be January through December.

287
288
289
290
291

292
293

294
295
296

297
298

299
300
301
302
303
304
305
306

307
308
309
310

311
312

313
314
315
316
317

Article VIII
Official Publications

- A. *ARNP Care* shall be an official publication of ARNPs United of Washington State.
- B. The Board of Directors shall determine what other publications shall be official publications of ARNPs United of Washington State.

Article IX
Parliamentary Authority

The latest edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the ARNPs United of Washington State in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules adopted by the ARNPs United of Washington State.

Article X
Amendments

Section 1: Amendments with Notice

- A. These bylaws may be amended at any annual meeting of the ARNP Assembly by an affirmative vote of two-thirds of the accredited ARNPs United of Washington State members present and voting, providing previous notice has been given.
- B. Notice of amendments to the bylaws shall be included with the call for the meeting where such amendments will be proposed for action.
- C. Proposed amendments shall be in the possession of the Secretary of ARNPs United of Washington State at least fourteen (14) days prior to the meeting of the ARNP Assembly.

Section 2: Amendments without Notice

These bylaws may be amended at any meeting of the ARNP Assembly without previous notice by an affirmative vote of ninety-nine percent (99%) of the accredited ARNPs United of Washington State members present and voting.

Article XI
Separability

Should any part of these Bylaws or any provision herein contained be rendered or declared invalid by reason of any existing or subsequently enacted legislation or by any decree of a court of competent jurisdiction, such invalidation of any such part or portion of these Bylaws shall not invalidate the remaining portions hereof and they shall remain in full force and effect.

Revision History

October 2006, October 2007, October 2008