

**NATIONAL ASSOCIATION OF SCHOOL NURSES, INC.**  
Tax-exempt, not for profit District of Columbia Corporation.

**BYLAWS**  
Revised July 2016

**Article I - Name**

The name of the corporation shall be the National Association of School Nurses, Incorporated.  
(Hereinafter known as NASN)

**Article II - Goals**

The goals shall be:

- Section 1: To operate exclusively as an educational organization on a non-profit basis; and
- Section 2: To promote and advance the quality of school health services and health education throughout the nation.

**Article III - Affiliation**

- Section 1: School nurse associations whose members are registered professional nurses employed as school nurses may be eligible to become affiliates of NASN under either of the following conditions and upon approval of the Executive Committee:
- A. One association from each of the states in the United States of America, the District of Columbia, the Commonwealth of Puerto Rico, or any other territory or possession of the United States of America; or
  - B. One association from the Department of Defense schools that serve children of U.S. military personnel and international students, and international schools that generally teach in English to students from all over the world.

**Article IV - Membership and Dues**

- Section 1: Eligibility. Active membership shall be open to any registered, professional nurse who meets the requirements for school nursing in the member's state, and who is in compliance with such other qualifications or requirements set forth in these bylaws.
- Section 2: Instatement. Any person eligible for membership shall become a member upon payment of dues set for his/her class of membership and who meets the requirements set forth in these bylaws for his/her class of membership.
- Section 3: Classification. There shall be six classes of membership: Active, Associate, Retired, Student, Member-at-Large, and Honorary.
- A. Active members
    - 1. To qualify for Active membership in NASN one must:
      - a. be a registered professional nurse;
      - b. meet his/her state's criteria for certification as a school nurse (if mandated certification exists);

- c. have as their primary assignment, the administration, education or the provision of school health services; and
    - d. be eligible for Active membership in their state school nurse association, if one exists.
  - 2. Any retired member who desires to remain in the Active membership classification shall be required to pay full Active dues and upon payment of dues, shall be granted Active membership privileges.
- B. Associate members shall be:  
Any registered professional nurse who is not eligible for Active membership, but who serves a school as a school nurse or who is employed by NASN, shall be an Associate member.
- C. Retired members shall be:  
Any Active, Member at Large, or Associate member of NASN, upon retirement shall be eligible to become a Retired member upon notification.
- D. Student members shall:
  - 1. Be enrolled in a professional nursing program to meet requirements to become a school nurse, or a student not currently a nurse in a professional nursing program.
  - 2. Submit proof of enrollment in a professional nursing program with the membership form.
  - 3. Be allowed a maximum of five years of student membership.
  - 4. Be ineligible for student membership if they have completed the requirements to be a school nurse and are pursuing further education.
- E. Member-at-Large shall be:  
Those persons who hold a special interest in or who are working with NASN and who do not fit into any other NASN membership classification.
- F. NASN past-presidents shall be honorary members of NASN with full membership rights.
- G. The NASN membership shall define and approve any other types of membership.

Section 4: Rights. Active members shall be entitled to exercise full membership rights.

Section 5: Rights-Restrictions. Associate, Retired, Student and Member-at-Large members shall have all the privileges of membership, except the privilege of voting and holding an office.

Section 6: Dues. All annual dues shall be established by the Board of Directors.

#### **Article V - Fiscal and Membership Year**

Section 1: The fiscal year shall be from April 1 through March 31.

Section 2: Payment of dues authorizes membership in NASN for one full year from the date of payment. Membership growth is calculated based on the fiscal year.

#### **Article VI - Officers**

Section 1: Composition. The elective officers shall be a president, a president-elect, a vice-president and a secretary-treasurer.

Section 2: Eligibility.

- A. Only Active members who are working in the field of school nursing and who have been NASN members for no less than four consecutive years immediately prior to taking office shall be eligible to hold office.
- B. Active members must have served as an officer or a director of NASN or an officer of an affiliated organization for at least one term to be eligible to hold office.

Section 3: Term of Office.

- A. The president and president-elect shall serve for a term of two years.
- B. The president-elect shall be elected in odd numbered years and shall automatically succeed the office of the president at the expiration of the president's term, and shall act for the president in the absence of the president.
- C. The vice president shall serve for a two-year term or until a successor is elected. The vice president shall be elected in even numbered years and may serve for only two terms.
- D. The secretary/treasurer shall serve a two-year term or until a successor is elected. The secretary/treasurer shall be elected in the odd numbered years and may serve for only two terms.
- E. The term of office for all officers shall commence at the close of the annual conference.

Section 4: Vacancy.

- A. A vacancy in office of president shall be filled by the president-elect, who shall serve for the unexpired term of the president and the term of office as president to which he/she was elected.
- B. A vacancy in the offices of secretary/treasurer and vice president shall be filled to complete the unexpired term by a general membership vote at the next election. Until an election occurs, an officer, meeting the criteria set forth in Article VI, Section 2, will be appointed by the president and approved by the executive committee.
- C. A vacancy in office of president-elect shall be filled by a vote of the membership at the next scheduled election.

Section 5: Duties. The officers shall perform those duties prescribed by the Articles of Incorporation, these bylaws, the parliamentary authority, and those duties specified in the policies and procedures.

Section 6: Nominating Committee.

- A. The Nominating Committee shall consist of six members: the immediate past president, two members elected by the membership and three members elected by the board of directors, all of whom must have previously served on the board of directors. The members shall elect one former director each year for a two year term. The board of directors shall elect three directors each year for a one-year term. At least one of the board-elected members must have one or more years remaining in his or her term.
- B. The chairperson shall be elected annually by the committee.
- C. Duties: to seek out qualified candidates for office, as outlined in the policies and procedures, and to report to the board of directors at the meeting preceding the Annual Meeting.
- D. A vacancy on the nominating committee shall be filled by an individual appointed by the executive committee or board of directors for the unexpired term.
- E. No member shall serve on the nominating committee for more than three consecutive years.

Section 7: Election of officers and the nominating committee shall be by ballot, which may be delivered electronically. Biographical data of the candidates and ballots shall be provided to all eligible members and returned in accord with procedures outlined in the policies and procedures. A majority vote shall elect, except that if there are three or more candidates, voters shall rank their preferences. Incomplete ballots shall not be counted.

Section 8: Any disciplinary procedures shall be conducted as prescribed by our parliamentary authority, Robert's Rules of Order Newly Revised.

### **Article VII - Meetings**

Section 1: Annual Meeting. An Annual Meeting shall be held each year at the time and place the board of directors shall determine, to conduct business, hear reports of progress of the past year, amend bylaws and do other business as may properly come before it.

Section 2: Special Meetings. Special meetings of the general membership concerning national or regional matters may be called by the executive committee as it deems necessary.

Section 3: Quorum. Thirty-five percent (35%) of the Active members who have been issued badges as of midnight on the day prior to the annual meeting shall constitute a quorum.

Section 4: Electronic Meetings. Board of directors, executive committee, standing and special committees are authorized to meet by telephone conference or through other electronic communication media so long as a quorum is present and all the members simultaneously hear each other and participate during the meeting.

### **Article VIII - Board of Directors**

Section 1: Composition. The board of directors shall be composed of the elected officers and one representative of each affiliate member, serving as a director.

Section 2: Eligibility. All directors must be current Active members of NASN and must have been Active members for at least one year prior to serving on the board of directors.

Section 3: Rights. Each affiliate organization shall be entitled to designate their director in the manner prescribed by the respective affiliate.

Section 4: Authority. The board of directors shall:

- A. Conduct the affairs of NASN in accordance with the Articles of Incorporation, bylaws and directives adopted by the membership at the Annual Meeting.
- B. Have full power to put into effect the policies and decisions of NASN.

Section 5: Duties. The board of directors shall:

- A. Establish goals and objectives to accomplish the mission.
- B. Monitor and evaluate the programs designed to implement the established goals and objectives.
- C. Ensure that the resources necessary for achievement are available and used efficiently.
- D. Establish and maintain current policies and procedures.

- Section 6: Meetings. The board of directors shall:
- A. Meet at least once prior to the Annual Meeting.
  - B. Upon due notice, hold such other meetings as the board of directors may determine.
- Section 7: Term of Office.
- A. Elected officers shall serve terms of office as stated in Article VI. of these bylaws.
  - B. Each director shall serve a four-year term.
  - C. Each director shall serve no more than one four-year term at a time with the following exceptions:
    1. A director who has been elected or appointed to serve an unexpired term shall be eligible to serve an additional four year term; and
    2. The currently serving director may serve one additional year if an affiliate has a lack of qualified candidates. Notification of any exceptions to the term limitation stated herein shall be made in accord with procedures outlined in the policies and procedures established by the board of directors.
  - D. A director may be re-elected to serve on the board of directors after being off the board for at least four years.
- Section 8: Quorum. A majority of the members of the board of directors shall constitute a quorum.
- Section 9: Removal. A director shall be removed if the affiliate school nurse organization he/she represents dissolves or fails to meet the requirements for Active membership. Removal will be conducted in accordance with NASN policies and procedures.

#### **Article IX - Executive Committee**

- Section 1: Composition. The executive committee shall be composed of:
- A. The elected officers: the president, president-elect, vice president and the secretary-treasurer.
  - B. Two directors elected by and from the board of directors.
  - C. A maximum of two directors appointed by the president.
  - D. Temporary ad-hoc members as deemed necessary by the president for the purpose of advising and planning. Ad-hoc members will serve in a non-voting capacity.
- Section 2: Authority. The executive committee may exercise the powers of the board of directors when the board of directors is not in session.
- Section 3: Duties. The executive committee shall:
- A. Report executive committee actions to the board of directors at the succeeding board of directors meeting.
  - B. Formulate committee guidelines which shall be reviewed periodically.
  - C. Approve committee membership in accordance with Article X of these bylaws.
  - D. Approve affiliation membership in accordance with Article III of these bylaws.
- Section 4: Meetings. Meetings of the executive committee shall be held at least once a year. Other meetings may be called by the president as deemed necessary.

- Section 5: Terms of Office.
- A. Elected officers shall serve terms of office according to Article VI, Section 3 of these bylaws.
  - B. The members elected by and from the board of directors shall serve a two year term.
  - C. The members appointed by the president shall serve a one year term.
  - D. A member of the executive committee shall not serve more than one consecutive two year term.
  - E. The term of the members elected by the board of directors shall begin at the close of the annual conference. The term of the members appointed by the president shall begin following their appointment.
- Section 6: Vacancy. Unless otherwise noted, a vacancy in the executive committee shall be filled by the appointing body.
- Section 7: Quorum. A majority of the members of the executive committee, including at least two elected officers, shall constitute a quorum.
- Section 8: Removal. A member of the executive committee shall be removed if the affiliate school nurse organization he/she represents dissolves or fails to meet the requirements for Active membership. Removal will be conducted in accordance with NASN policies and procedures.

### **Article X - Committees**

- Section 1: Standing and Special Committees.
- A. Unless otherwise stated, the composition, power, term and duties of all standing and special committees shall be recommended by the president and approved by the executive committee.
  - B. The president or his/her designee shall be an ex-officio member of all committees except the nominating committee.
- Section 2: Bylaws Committee.
- A. Composition
    - 1. The bylaws committee shall consist of five members serving staggered terms of two years: three current directors and two past directors, at least one of whom is a former executive committee member.
    - 2. The president-elect shall serve in an ex-officio capacity without vote.
  - B. Duties: The bylaws committee shall review the bylaws; shall evaluate proposed amendments to the bylaws; and shall provide recommendations to the board of directors and/or executive committee regarding bylaw amendment proposals.
  - C. Vacancy: If a vacancy occurs, the president will make an appointment with approval of the executive committee.
- Section 3: Finance Committee.
- A. Composition
    - 1. The finance committee shall consist of at least four members: the secretary/treasurer, who shall serve as chairman, and at least three directors.
    - 2. The executive director and the financial officer shall serve in an ex-officio capacity without vote.

3. The president shall appoint directors with the approval of the executive committee for a two year term, and may renew such appointment for one additional term. Terms shall be staggered.
- B. Duties: The finance committee shall review the annual budget and make recommendations on fiscal matters to the executive committee.
- C. Vacancy: If a vacancy occurs, the president will make an appointment with approval of the executive committee.

Section 4: Endowment.

- A. Purpose: An endowment will be established and invested in such securities as would be used for the sole purpose of supporting the health of children through the practice of school nursing by educational scholarships, research awards and grants. The income only shall be used for such purposes.
- B. Governance: A committee recommended by the president and approved by the executive committee, will determine distribution of income and promote growth of the fund.
- C. Dissolution of NASN: In the event there is a dissolution of NASN, all Endowment Funds will be distributed upon recommendation of the executive committee within the purpose of the fund.

#### **Article XI - Executive Director**

Section 1: Appointment. An executive director shall be employed on a contractual basis on behalf of NASN by the executive committee. Removal from office may be made by the same authorities for sufficient cause.

Section 2: The executive director shall be responsible to the board of directors and shall carry out such responsibilities in connection with the affairs of the NASN office as specified by the board of directors, within approved Board Standing Rules and budget limitations.

#### **Article XII - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern NASN in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NASN may adopt.

#### **Article XIII - Amendments to Bylaws**

Section 1: The bylaws can be amended by a two-thirds vote at the Annual Meeting with previous notice of the proposed amendment having been given to the president at least sixty (60) days prior to the date of the Annual Meeting and mailed to the members at least fifteen (15) days prior to the date of the Annual Meeting.

Section 2: The bylaws can be amended by a four-fifths (80%) vote at the Annual Meeting with written notice having been made available at least eight (8) hours before the vote, to all members registered at the Annual Meeting.

**REVISED: July 2016**