

The Connecticut Association of Public Health Nurses

Bylaws

Article I - NAME

Section 1. The name of the Association shall be the Connecticut Association of Public Health Nurses (known as “the Association” or “CAPHN”).

Article II – Mission

Section 1. The mission of the Connecticut Association of Public Health Nurses is to enhance the health and wellness of communities through public health nursing practice.

Section 2. The purpose of the Association is to provide expertise in public health nursing through leadership, advocacy, education, collaboration and practice.

Section 3. This shall be accomplished by, but not limited to, the following activities:

- A. Advocating the use of public health nurses in the provision of public health services in Connecticut.
- B. Promoting standards for public health nursing services in Connecticut.
- C. Identifying and promoting ways to improve the education, utilization and distribution of the public health nurse workforce in Connecticut.
- D. Developing partnerships with governmental and service agencies, organizations and programs to protect the public’s health; and
- E. Educating the public about public health nursing.

Article III - Membership

Section 1. The Connecticut Association of Public Health Nurses is a membership organization.

Section 2. The Members shall have such rights, privileges and obligations conferred upon them by these bylaws.

Section 3. There shall be two (2) classes of membership designated as follows:

- A. A “regular Member” shall be an individual licensed to practice as a registered nurse in Connecticut with a professional or personal interest in public health nursing and an interest in contributing to the mission of the Association.
- B. An “associate Member” shall be any individual or organization with an interest in public health nursing in Connecticut and an interest in contributing to the mission of the Association.

Section 4. To be considered in good standing a Member must complete an annual membership application and pay the annual dues as established in Article VIII of these bylaws.

- A. All Members in good standing shall have the right to:
 1. Attend and participate in all Association meetings;
 2. Vote on all matters presented to the Members;
 3. Elect Officers and Directors of the Association, consistent with these bylaws;
 4. Participate on Committees of the Association;
 5. Serve as chairs of Committees of the Association;
 6. Receive communications from the Association; and
 7. Attend any meeting of the Board; provided, however, Members shall have the privilege of voice but shall not have the right to vote on issues presented at any meeting of the Board.
- B. Only regular Members shall have the right to run for office and serve as Directors and Officers of the Association.
- C. All rights of membership shall cease on termination of membership.

Section 5. Any Member may resign from the Association by delivering a written resignation to the Secretary of the Board.

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Section 6. Any Member, Director or Officer, may be removed from membership or from an office for conduct detrimental to the Association, or for the refusal to render reasonable assistance in carrying out the Association's objectives by the affirmative vote of two-thirds of the membership at any regular or special meeting called for that purpose. Any such Member, Officer or Director proposed to be removed shall be entitled to at least five days' notice in writing by certified mail of the date of the meeting at which such proposal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE IV - Meetings

Section 1. Meetings of the Association shall be held as often as needed to carry on the work of the Association, but at least one meeting each of the Board, of each standing Committee, and of the general membership shall be held annually.

Section 2. Unless otherwise determined in these Bylaws, notice of the time, place and purpose of any general membership meeting shall be communicated to all Members not less than fifteen (15) days prior to the meeting date.

Section 3. Notice of the time, place and purpose of any Board or Committee meeting shall be communicated to all Board or Committee members not less than 7 days prior to the meeting date.

Section 4. Special membership meetings of the Association may be called at any time by the President, or the President-Elect in the President's absence, or the Immediate Past-President in the absence of both the President and President-Elect, at the request of fifty percent (50%) of the Members of the Board of Directors; or at the request of ten percent (10%) of the Members.

Article V - Quorum

Section 1. Unless otherwise stated in these bylaws, at any general membership meeting a quorum shall be the presence in person of one fourth of the Members, or ten persons, whichever is less. In the absence of a quorum a meeting may be adjourned by the majority of the Members present and a new meeting date established in keeping with these bylaws.

Article VI - Voting

Section 1. At each membership meeting each Member in good standing shall be entitled to one vote.

Section 2. Unless otherwise stated in these bylaws all elections and the vote upon any question before the meeting of the Association shall be decided by the simple majority (51%) vote of the Members present and voting.

Article VII - Rules of Order

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Association may adopt.

Article VIII - Dues

Section 1. Each Member shall pay annual dues as set by the Board of Directors and approved by the membership prior to the start of the new fiscal year.

Section 2. Dues that are thirty (30) days past due date shall result in termination of membership.

Article IX - Fiscal Year

Section 1. The fiscal year of the Association shall commence on July 1 of each year and shall end on June 30 of the following year.

Article X - Officers

Section 1. The officers of the Association (known as "Officers") shall be a President, a President-Elect, an Immediate Past-President, a Secretary and a Treasurer. Only regular Members who are currently engaged in public health nursing practice, education or policy shall fill the offices of President or President-Elect.

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Section 2. The five (5) Officers shall comprise the Executive Committee of the Board. The Executive Committee shall have the power to act on behalf of the Board on urgent matters when convening of a full Board for a meeting is not possible or practical. Four (4) of any five (5) Officers shall constitute a quorum of the Executive Committee.

Section 3. Each Officer shall be elected for a two-year term with the exception of the President-Elect, who shall serve a term of three (3) consecutive years including one (1) year as President-Elect, one (1) year as President, and one (1) year as Immediate Past President. The President-Elect shall succeed the President at the end of the President's regular term of office or sooner, should the office of President become vacant. Unless otherwise set forth in these bylaws, Officers shall serve for their designated term and until a successor has been elected.

Section 4. The President shall be the presiding Officer of the Association and shall schedule, set the agenda and preside at all meetings of the Board and the Association, except its Committees. The President shall have general oversight and supervision of the affairs of the Association. The President shall be a member, *ex-officio*, of all Association Committees except the Nominating Committee, when it is annually convened.

Section 5. The President-Elect shall assist the President as requested, accept assignments and upon the absence or disability of the President shall perform the duties and exercise the powers of the President. The President-Elect shall also perform such other duties as may be assigned by the Board.

Section 6. The Immediate Past President shall assist the President and the President-Elect as requested, and shall preside over meetings of the Association in the absence of the President and President-Elect. The Immediate Past President shall also perform such other duties as may be assigned by the Board.

Section 7. The Secretary shall be responsible for keeping all records and minutes of Association and Board of Director meetings. The Secretary shall be responsible for keeping records suitable for official filing.

Section 8. The Treasurer shall have the custody of all funds collected and received by the Association. The Treasurer shall be responsible for disbursing all funds under the direction of the Board of Directors and shall make an accounting of receipts and disbursements at each Association meeting and at each Board of Directors meeting. In the absence of the Treasurer, the President shall be authorized to issue checks with the approval of the Board of Directors. The Treasurer shall serve on the Finance Committee.

Article XI - Board of Directors

Section 1. There shall be a Board of Directors (known as "the Board") responsible for managing the activities, affairs and assets of the Association as set forth in these bylaws.

Section 2. The Board of Directors shall consist of the five (5) Officers and all Standing Committee Chairs and two Members-at-Large (all of whom shall be known as "Directors").

Section 3. The Standing Committee Chairs shall be elected annually and shall each serve a one-year term on the Board. Each Committee shall elect an alternate to serve on the Board with voting privileges in the absence of the Committee Chairperson.

Section 4. The Members-at-Large shall be elected annually and shall each serve a one-year term on the Board.

Section 5. Board functions shall include, but not be limited to:

- A. Developing and implementing long-term and short-term organizational goals, objectives, policies and initiatives related to public health nursing and monitor their achievement.
- B. Setting up and implementing an agenda and a work plan for the Association each year.
- C. Developing and approving an annual budget and monitoring the fiscal status of the Association.
- D. Serving as trustees of the Association's assets.

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- E. Designating a mailing address and headquarters for the Association.
- F. Contracting for services to the Association.
- G. Reviewing and approving the terms of official relationships established with other organizations and approving any commitment in the form of action, statement of policy or position, or financial obligations involved in these relationships.
- H. Approving appointments to standing Committees and the establishment of and appointments to special Committees as proposed by the President.
- I. Filling vacancies on the Board of Directors for the unexpired term, unless otherwise specified in these bylaws; and
- J. Periodically reviewing and updating these bylaws.

Section 6. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Board.

Section 7. The Board may fill any vacancy on the Board of Directors occurring during the year by a simple majority vote (51%). Any Member so elected by the Board of Directors to fill a vacancy shall hold office until the end of the Director's term.

Section 8. Special meetings of the Board may be called by the President, or by the President-Elect in the President's absence, or by the Immediate Past-President in the absence of both the President and President-Elect, or at the request of a majority (51%) of the Directors.

Section 9. At all meetings of the Board, a simple majority (51%) of the Directors shall be sufficient to constitute a quorum for the transaction of business. Each Board member shall have one vote.

Article XII - Committees

Section 1. The Association shall have Committees to assist with the work of the organization. The Committees and their membership shall be appointed by the President to a one-year term with the approval of the Board of Directors.

Section 2. Standing Committees shall include Finance, Membership, Practice, and Program.

- A. There shall be a Finance Committee that shall:
 - 1. Assist the Treasurer and Board in the formulation of an annual budget;
 - 2. Assist the Board in its ensuring the fiscal health of the Association;
 - 3. Recommend policies to the Board regarding financial planning, reporting and controls; and
 - 4. Assume other functions as may be requested by the Board.
- B. There shall be a Membership Committee that shall:
 - 1. Strive to maintain current membership;
 - 2. Promote and solicit new Members for the Association;
 - 3. Review applications for membership;
 - 4. Maintain an accurate membership list for distribution to the Board and to the Members; and
 - 5. Assume other functions as may be requested by the Board.
- C. There shall be a Practice Committee that shall:
 - 1. Monitor current trends in public health nursing practice and services, including the emergence and application of best practices;
 - 2. Review professional standards and best practices and recommend adoption or endorsement to the Board;
 - 3. Develop and recommend to the Board strategies for improving the utilization and distribution of the public health nurse workforce in Connecticut;
 - 4. Recommend to the board educational opportunities, products, and venues that enhance public health nursing practice and awareness; and
 - 5. Assume other functions as may be requested by the Board.

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D. There shall be a Program Committee that shall:

1. Plan, coordinate and evaluate the annual Membership meeting in cooperation with the Board;
2. Plan, coordinate and evaluate other special programs and educational events as approved by the Board; and
3. Assume other functions as may be requested by the Board.

Section 3. The President, with the approval of the Board of Directors, may establish special or ad hoc committees as deemed necessary to accomplish short-term tasks that are not on-going and that are not the responsibility of any other Committee. Terms shall be one year or until the work of the Special Committee is completed, whichever is less. Appointments to Special Committees may include non-members for their expertise.

Section 3.1. The President, with the approval of the Board, shall each year appoint a Special Committee to serve as the Nominating Committee. It shall consist of a Chairperson and two Members who shall not be part of the proposed slate. The Nominating Committee shall:

1. Set up within its operating procedures a timetable for nominations, balloting and reporting results to the membership;
2. Develop a slate of nominees for the Board consistent with these bylaws and present to the Members for the annual election; and
3. Conduct all elections of the Association and announce the results to the membership.

Section 4. Unless otherwise noted in these bylaws, at any Committee meeting a quorum shall be a simple majority (51%) of the appointed Members. In the absence of a quorum a meeting may be adjourned by the majority of the Members present and a new meeting date established in keeping with these bylaws.

Article XIII - Communication

Section 1. For the purposes of these bylaws, and except where otherwise noted, "mail" or "communication" shall mean either postal mail or electronic mail.

Section 2. Any Officer or Director or member of a Committee of the Board may participate in a meeting of the Board or of such Committee by means of conference telephone or similar communications equipment enabling all participants in the meeting to hear one another. Such participation in a meeting shall constitute presence in person at such meeting.

Section 3. In case of emergency, mail votes by referendum or by conference call or by email may be taken by the Board of Directors or by the Committees, provided the same information is conveyed to each Board or Committee member.

Section 4. A proposed action may be presented to the Board or to Committee members by mail for a vote. However, a record of the proposed action and the results of the vote shall be recorded and shall be noted and filed with the minutes of the next Board or Committee meeting.

Article XIV - Books and Records

Section 1. There shall be kept correct and complete books and records of accounts and minutes of the proceedings of the Association, Board of Directors, and its Committees.

Section 2. Upon vacating an office each Officer shall deliver to his or her successor all property and records of the Association in his or her possession.

Section 3. Upon vacating membership on a Committee each Committee member shall deliver to the Committee chairperson all property and records of the Association in his or her possession.

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Section 4. Upon vacating the position of Committee chairperson each Committee chairperson shall deliver to his or her successor all property and records of the Association in his or her possession. In the case of a special Committee the chair shall deliver these to the Secretary of the Board.

Section 5. The Board of Directors shall designate a central location for all records of the Association. The Board may periodically authorize donation of historical records of the Association, as it deems appropriate, to a nursing archive in the state of Connecticut.

Article XV - Dissolution

Section 1. This organization may be dissolved at any general meeting by a two-thirds (2/3's) vote of regular Members present and voting provided that a written notice has been communicated to all Members at least thirty (30) days prior to the meeting.

Section 2. In the event of dissolution, all the remaining assets and property of the Association shall, after necessary expenses thereof be distributed to another organization(s) to be determined by the Board.

Section 3. Upon its dissolution all Association records shall be donated to a nursing archive in the state of Connecticut to be determined by the Board of Directors.

Article XVI – Bylaws Amendments

Section 1. Amendments may be made to these bylaws as drawn up and submitted to the general membership by the Bylaws Committee.

Section 2. An amendment may be proposed by a Member at any meeting and shall be referred to the Board.

Section 3. The President shall appoint a Bylaws special committee in accordance with these bylaws and shall refer requests or proposals to this Committee for consideration and action. The Bylaws Committee so appointed shall consist of a chair and Members in good standing who are interested in contributing to the charge of the Bylaws Committee.

Section 4. Any amendment recommended by the Bylaws Committee shall be presented to the Board of Directors for review and then to the general membership for action at any general membership meeting provided that at least thirty (30) days written notice and the proposed changes have been sent to all Members prior to the meeting at which a vote is to be taken.

Section 5. For passage, an amendment shall receive a two-thirds vote of regular Members present and voting.

Article XVII – Implementation

Section 1. Amendments to these bylaws shall become effective immediately upon approval by the membership with the exception of Article X and Article XI. These two Articles shall become effective at the time of, and be applied to, the 2008 annual election of the Officers and Board.

The foregoing bylaws were proposed in accordance with the current bylaws and were adopted at a duly authorized meeting by a unanimous vote of the Members of this Association present and voting on this 21st day of April, 2008. The foregoing bylaws revise and replace the bylaws of the Connecticut Association of Public Health Nurses first adopted on December 12, 2001 and last revised on May 4, 2005.

Margaret Balint
Secretary