

**INTERNATIONAL NURSES SOCIETY ON ADDICTIONS
CONSTITUTION AND BYLAWS
REVISION ADOPTED AUGUST 22, 2014**

CONSTITUTION

Article I - Name and Mission

Section 1: This organization shall be known as the International Nurses Society on Addictions (IntNSA). The mission of the society shall be to advance excellence in addictions nursing practice through advocacy, collaboration, education, research and policy development. It shall serve as a forum for nurses who are interested in the prevention, intervention and treatment of addiction so that they may enhance their knowledge, advance their skills, continue their education and be a resource to nurses in all areas of practice.

Section 2: This organization shall perform and do any and all such acts as are necessary, convenient and proper to the attainment of this mission.

BYLAWS

Article I - Membership

Section 1: Regular Membership: Active membership shall be open to registered nurses who are concerned with or engaged in the practice of addictions nursing. Active members may vote and hold office.

Section 2: Associate Membership: Associate membership shall be open to licensed practical/vocational nurses who are concerned with or engaged in the practice of addictions nursing. Associate members may not vote or hold office.

Section 3: Student Membership: Student membership shall be open to individuals who are enrolled in a nursing education program. Student members may not vote or hold office.

Section 4: Affiliate Membership: Affiliate membership shall be open to persons who are concerned with or entities who are concerned with addictions nursing as the board of directors may determine. The board of directors will determine the dues for affiliate members. Affiliate members may not vote or hold office.

Section 5: Membership: The board of directors will determine the inclusion of any additional categories of membership as determined necessary.

Article II - Finances

Section 1: Dues: The board of directors shall establish dues. Forfeiture of all membership rights shall occur if dues are not paid as required by current policy.

Section 2: Fiscal Year: The fiscal year of IntNSA shall be set from time to time by the Board.

Section 3: Auditing: The accounts of IntNSA shall be audited or reviewed annually by a certified public accountant selected by the board of directors and the report of the audit or review shall be submitted to the board of directors of IntNSA.

Section 4: Bonding: Dishonesty bonds shall be furnished to the officers of the society and shall cover members of the board of directors, as well as individuals who shall be employed from time to time by the society. The board of directors shall determine the amount of such bond and the cost shall be paid by the society.

Section 5: Checks, Drafts, Etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the society shall be signed by such officers or agents of the society and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instrument shall be signed by the secretary and countersigned by the president of the society.

Section 6: Deposits: All funds of IntNSA shall be deposited from time to time to the credit of the society in such banks, trust companies or other depositories as may be selected by any one or more officers or agents of the society to whom such power may from time to time be delegated by the board of directors, as affirmatively passed upon by a majority of those present.

Article III – Board of Directors

Section 1: Composition and Qualifications: There shall be a board of directors, composed of the officers of the society, president, president elect, secretary and treasurer and seven (7) at large directors. The editor of the official journal of the society (1) and the chair of the Addictions Nursing Certification Board (1) are appointed to the board by the president and approved by the board of directors. The journal editor, the chair of the Foundation and the ANCB chair positions are non-voting. In addition to being a member of the society in good standing, the qualifications for director must include previous service to the society to include, but not limited to, conference attendance, service on a committee or task force, presentations at the annual conference, and/or other service as deemed appropriate by the Board of Directors.

Section 2: Authority and Responsibility: The governing body of the society shall be the board of directors. The board of directors may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may, in the execution of powers granted, delegate certain of its authority and responsibility to the officers. The board shall provide administrative staff for the society. The staff, under the direction of the chief administrative officer, shall be responsible for the effective administration of all affairs of the society and shall be responsible for all activities as directed by the president and the board of directors.

Section 3: Meetings: The board of directors shall collectively conduct business at least two (2) times per year. The president shall call the meetings of the board of directors, or the secretary shall arrange a meeting of the board of directors at the request of the president or any officer acting temporarily for the president.

Section 4: Quorum: At any meeting of the board of directors, no fewer than five (5) voting members of the board of directors, including at least two (2) officers, shall constitute a quorum for the transaction of business of the society and any such business thus transacted shall be valid.

Section 5: Telecommunications: Conferences: Members of the board or of any committee designated by the board may take any action permitted or authorized by these bylaws pursuant to meeting by means of telecommunications. Discussions unable to wait until the next scheduled meeting of the board may be decided electronically, with the count of votes ratified at the next board of directors meeting.

Section 6: Directors:

1. At-Large Directors: Three (3) directors shall be elected in odd years and four (4) elected in even years.
2. Reelection: No director who has served four (4) consecutive years shall be eligible for reelection as a director until at least one (1) year has elapsed.
3. Director Vacancies: Vacancies occurring before the expiration of the term may be filled by appointment of the president with the approval of the board of directors. Priority consideration shall be given to the person(s) receiving the most votes, in order, in the most recent election.
4. Director Removal: The board of directors may, by affirmative vote of at least eight (8) of its voting members, remove any director for cause whenever, in their judgment, the best interest of the society would be served thereby according to the process defined in Robert's Rules of Order Newly Revised.

Article IV - Officers

Section 1: Officers: The officers of the society shall be a president, president elect, secretary and treasurer.

Section 2: Terms of Office:

1. President: The president shall serve one (1) two-year term as the chief executive officer of the society and shall in general supervise and control the affairs of the society. The president shall preside at all meetings of the board of directors. The president shall also serve as a member with the right to vote on all committees except the nominating committee and shall make all required appointments of ad hoc committees. The president may sign with the secretary, treasurer or any proper officer of the society authorized by the board of directors, any deeds, mortgages, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the agent of the society and shall perform such other duties as are necessary and incident to the office of president or as may be prescribed by the board of directors.
2. President Elect: The president elect shall be elected and serve one (1) two year-term and will automatically succeed to one (1) two-year term as president. The president-elect, in the absence of the president, shall exercise the powers of the president. The president elect shall perform such duties as may be assigned by the president. These duties shall be such as to allow the president elect to acquire a thorough understanding of the business of IntNSA and the duties of the office of the president.
3. Secretary: The secretary will be eligible for two (2) consecutive two-year terms. The secretary shall keep an accurate record of the meetings of the board of directors and the annual business

meeting and shall provide the minutes of the last official annual business meeting for approval of the membership. The secretary shall preserve records, documents and correspondence as directed by the board of directors and assure that they are properly archived, shall cause notice to be given of all meetings of the board of directors and shall perform all other duties incident of the office of secretary as assigned by the board of directors.

4. Treasurer: The treasurer will be eligible for two (2) consecutive two-year terms. The treasurer shall be chair of the finance committee. The treasurer shall be the custodian of the society's funds. This person shall ensure that all monies designated for IntNSA are appropriately deposited. In accordance with the budget adopted by the board of directors, this person shall approve distribution of the funds of the society. At least once a year the treasurer shall provide an accurate accounting of all transactions and the budget for the next fiscal year.

Section 3: Officer Vacancies and Officer Removal.

1. Officer Vacancies: Vacancies in any elected office may be filled for the balance of the term thereof by the board of directors at any regular or special meeting. Any officer may resign at any time by giving thirty (30) days written notice to the president.
2. Officer Removal: The board of directors may remove, by at least a vote of eight (8) of its members in favor, any officer from office for cause whenever, in their judgment, the best interests of the society would be served thereby according to the process defined in Roberts Rules of Order Newly Revised.

Section 4: Officer Qualifications: Any regular member in good standing is eligible for nomination and election to any of the offices, providing said member has been elected by the membership and has served on the board of directors at some point in the past, for at least one (1) year, prior to nomination.

Section 5: Delegation: Officers may have some of their responsibilities delegated to professional management by decision of the board of directors.

Article V - Elections

Section 1: The nominating committee shall prepare and submit to the Executive Committee at least one (1) nomination for each of the elected offices of IntNSA. The Executive Committee shall review all candidates and present the slate presented by the Nominating Committee to the full Board of Directors for Approval. Each person considered for nomination will submit a written letter of intent with a statement of willingness to serve and a short professional biography for their nomination package. Election of the officers and directors and Nominating Committee shall take place via a ballot, to all active members, sent electronically to the last known email address of each member not less than thirty (30) days before the date of the annual meeting. At least thirty days prior to electronic transmission of the ballot, members will be sent a notice by U.S. mail alerting the member about the election. Any member may request a ballot be mailed in lieu of electronic notification. This request must be received by the executive office at least fourteen (14) days prior to electronic dissemination of the ballot. Each voting member of the society may cast one (1) ballot either by U.S. postal mail or electronically. Results of the election shall be announced at the annual meeting.

Section 2: The nominating committee shall present to the Executive Committee and place into nomination for office a candidate presented by a petition signed by at least twenty (20) active members, provided that the petition is received by the committee at least ninety (90) days prior to the annual business meeting.

Section 3: A majority is sufficient to elect the board of directors and officers.

Section 4: Vacant Office: If an office remains vacant at the time of the election, it may be filled by a majority election of the voting members present at the annual business meeting. The nominating committee or, in their absence, a teller committee composed of three (3) members shall be designated by the president and shall distribute blank ballots to all voting members. The voting members with the name of the candidate to be considered will complete these. The teller committee will then collect and tally the confidential ballots and the head teller will announce the results.

Article VI - Meetings

Section 1: There shall be a business meeting of the society at such time and place as determined by the board of directors not less than annually.

Section 2: Special meetings of the society may be called by the board of directors at any time, or shall be called by the president upon receipt of written request by one-third (1/3) of the voting members, within thirty (30) days after filing of such request with the administrative office. The business to be transacted at any special meeting shall be stated in notice thereof and no other business may be considered at that time.

Section 3: Notice of Meetings: Written notice of any regular meetings of the society shall be mailed to the last known address of each member not less than thirty (30) days and not more than sixty (60) days before the date of the meeting.

Section 4: Voting: At all meetings of the society, each voting member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a simple majority of those active members present at a meeting at which a quorum is present shall govern.

Section 5: Quorum of Members: A quorum shall consist of a simple majority of those voting members present at an annual meeting or special meeting of the members.

Section 6: Parliamentary Authority: Robert's Rules of Order Newly Revised shall govern meetings of IntNSA unless otherwise specified.

Article VII - Committees

Section 1: Chairs: Committee chairs shall be appointed by the president. The chairs shall select their own committee members unless otherwise specified. All committees report to the board of directors at least annually.

Section 2: Executive Committee: An executive committee composed of the officers of the society shall have authority to act in place of the board of directors between board meetings on all matters except those specifically reserved to the board of directors by these bylaws. Minutes of the executive

committee meetings shall be distributed to the entire board of directors. A chief administrative officer shall be an ex officio non-voting member of this committee.

Section 3: Finance Committee: The finance committee shall consist of the treasurer as chair and at least two (2) other members who are directors of the society. The committee shall counsel with the chief administrative officer on the annual budget of IntNSA and prepare recommendations for the board of directors by the annual meeting of the coming fiscal year. The finance committee shall submit an investment policy annually to the Board for approval.

Section 4: Nominating Committee: A nominating committee of three (3) society members will be elected annually by ballot, two of whom shall be elected in odd numbered years and one of whom shall be elected in even numbered years. The Committee will be responsible for presenting the slate of candidates for the following year's election of officers and directors to the Executive Committee. The committee shall choose its own chairperson. The committee shall prepare a slate of candidates for each office whose term will expire at the annual meeting.

Section 5: Ad Hoc Committees: The president shall appoint ad hoc committees to provide for a limited or continual service to the society.

Article VIII - Chapters

Section 1: Chapters of IntNSA may be established according to the guidelines accepted by the board of directors. The board of directors must recognize each chapter individually.

Section 2: All chapter officers shall be members of IntNSA

Section 3: Chapter members are encouraged to become members of IntNSA but this is not a requirement for chapter membership.

Article IX - Indemnification

The society shall indemnify all officers, directors and committee members of itself and subsidiary corporations acting within the scope of their authority, including specifically all members of the certification board, to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the board of directors.

Article X - Contracts

The board of directors may authorize any officers agents of the society, in addition to the officers so authorized by these bylaws, to enter in to any contract or to execute and deliver any instrument in the name of the society and such authority may be general or confined to specific instances.

Article XI - Books and Records

The society shall keep correct and complete books and records of minutes of accounts and also shall keep minutes of the proceedings of its board of directors and committees having any authority of the board of directors.

Article XII – Waiver of Notice

Whenever any notice whatsoever is required to be given under the provision of the General Not-For-Profit Corporation Act of the State of Kansas or under the provisions of the Articles of Incorporation or bylaws of the society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII – Amendment of the Bylaws

Section 1: Proposed Amendments: Proposed Amendments: Proposed amendments to the bylaws or Articles of Incorporation shall take place via a ballot, to all active members, sent electronically to the last known email address of each member not less than thirty (30) days before the date of the annual meeting. At least thirty days prior to electronic transmission of the ballot, members will be sent a notice by U.S. mail alerting the member about the proposed amendments. Any member may request a ballot be mailed in lieu of electronic notification. This request must be received by the Executive Office at least fourteen (14) days prior to electronic dissemination of the ballot.

Section 2: Notification of adopted amendments will be furnished to all IntNSA members via the official IntNSA website.

Article XIV – Dissolution

Upon dissolution of the corporation, consistent with the Articles of Incorporation, all of IntNSA's assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c)(6) of the Internal Revenue Code of 1954, as amended from time to time.

Article XV – No Discrimination

The society shall not discriminate against anyone on the basis of race, color, creed, age, national origin, gender, sexual orientation, religion or handicap.

Article XVI – Conflict of Interest

Section 1: A conflict of interest is deemed to exist when an agent, officer or director of the corporation has a direct or indirect interest in any contract relating to operations of the corporation. The fact and nature of such interest shall be fully disclosed in writing to the president prior to the meeting in which action may be taken on the matter. Such interest shall again be disclosed to the director present during the meeting and the interested director may not participate in the authorization of the matter in question. The interested director cannot be counted for the purpose of establishing a quorum. Should an issue arise during a meeting, the agent, officer or director in question will immediately and publicly identify the conflict of interest or apparent conflict of interest to the body and refrain from any participation in any discussion of or voting on that issue.

Section 2: No part of the income, earnings or other assets, if any, of the corporation shall inure to the benefit of any officer or director of the corporation either during the life of the corporation or upon the dissolution thereof.

Article XVII - Addictions Nursing Certification Board

Please refer to the ANCB Bylaws.