Article I: Name and Principle Office

1.01 Name: The name of this organization is the AMERICAN HOLISTIC NURSES ASSOCIATION and is referred to as the AHNA.

1.02 Principal Office: The AHNA is incorporated in Kansas and the official address of record is 2900 SW Plass Court, Topeka, KS 66611. The location of the principal office may change as the Board of Directors determined to be in the best interest of the organization.

Article II: Mission, Vision and Purpose

2.01 The mission of the AHNA is to illuminate holism in nursing practice, community, advocacy, research and education.

2.02 The vision of the AHNA is that Every Nurse in a Holistic Nurse.

2.03 The values of the AHNA are Compassion, Authenticity, Integrity, Balance and Communication.

Article III: Membership

3.01 Membership Qualifications: Any person or organization meeting the qualifications set out herein shall be eligible to become a member upon submitting an application and tendering the required dues to the AHNA office.

3.02 Membership Categories

A. Active Member: One who holds a current license to practice as a Registered Nurse (RN), a Licensed Vocational Nurse (LVN), or a Licensed Practical Nurse (LPN) in the United States or other country?

B. Senior Member: One who is sixty-five (65) years or older and holds or has held a license as stated above.

C. Student Member: One who is currently enrolled in a school of nursing and can furnish proof of paid registration. Students who, upon graduation, qualify to take a nationally accepted examination for licensure as a nurse are eligible for all benefits of active membership except voting rights and the right to hold office. Full time students who hold a current license to practice as a RN, LVN, or LPN are eligible for all the benefits of active members.

D. Founding Member: One who joined the AHNA by January 17, 1981 and has maintained continuous membership since that time.

E. Charter Member: One who joined the AHNA by the second annual meeting in 1982 and has maintained continuous membership since that time.

F. Life Member: One who served as President of the AHNA; one who has been honored as a Holistic Nurse of the Year; one who is elected by unanimous vote of the Board of Directors in recognition of having given outstanding service and support to the
concept of holism and who has contributed to achieving the objectives of the AHNA.

**G. Supporting Member:** One who is not a nurse and supports the purposes, goals, objectives, mission, and vision of the AHNA. Supporting members are eligible for all benefits of active membership except voting rights and the right to hold office.

**H. Affiliate Member:** An organization that supports the purposes, goals, objectives, mission, and vision of the AHNA. Affiliate members are eligible for all benefits of active membership except voting rights and the right to hold office.

**I. Member in Good Standing:** Refers to any member who has paid dues and acts in accordance with association rules as specified in the AHNA policy and procedures.

3.03 **Member Liability:** No individual member should be liable for the organization's debts or obligations.

3.04 **Dues:** Dues for various categories shall be established by the Board of Directors.

3.05 **Termination:** Membership in the AHNA shall be terminated for the following reasons: Failure to pay dues, falsification of current nursing license status, falsification of membership application, suspension by any licensing board or failure to follow AHNA policies and procedures.

**Article IV: Meetings**

4.01 **Annual Membership Meeting:** There shall be an annual meeting of the members of the AHNA chaired by the President. Members shall be notified of the date, time and place at least one month prior.

4.02 **Board of Directors Meetings:** The Board of Directors shall meet at times deemed necessary by the President. Board members shall be notified of the date, time and place of the meeting at least one month prior. Meetings may also be conducted by electronic or telephonic method by which all directors participating in a regular or special meeting of the board may simultaneously hear each other during the meeting. Special called meetings may be held at any time deemed necessary and without advance notice.

A. **Voice and Vote:** A majority of the Board of Directors, including the President or President-Elect shall constitute a quorum. Decisions shall be made by a majority of those present and voting. The Elder Advisor that may be appointed by the President has voice but no vote in Board of Directors meetings.

4.03 **Addressing Board of Directors Meeting:** Members who wish to address the Board of Directors may attend a Board meeting under the following conditions:

A. A written request stating the issue to be addressed is sent to the President at least fourteen (14) days in advance of the meeting.

B. The request is approved by the President.

C. Discussion at the meeting is limited to the issue requested.

D. The member is responsible for any expenses incurred.

4.04 **Observing Board of Directors Meetings:** Members may attend a Board of Directors meeting for the purpose of observing a meeting under the following conditions:

A. A written request is sent to the President at least fourteen (14) days in advance of the meeting.
B. The request is approved by the President.
C. The member is responsible for any expense incurred.

4.05 Voting:
A. Voting members are Active, Senior, Founding, Charter, and Life.
B. Voting without a meeting may take place by either electronic or paper ballots.
C. Candidates receiving the highest number of votes for the open elected positions will be elected. Tie votes will be resolved by having members revote for one of those tied for the position.
D. Motions passed at meetings require a majority of those members present and voting.
E. Proxy voting is not allowed.

Article V: Board of Directors

5.01 Board of Directors: The decision making and ongoing guidance for the AHNA programs, property, and business affairs shall be the responsibility of an elected Board of Directors.

5.02 Composition: The Board of Directors shall consist of three (3) officers (President, President-Elect, and Treasurer) and four (4) members at large elected by the membership.

5.03 Duties and Responsibilities: The duties of the Board are: long range planning focused on meeting the needs of the organization in the following areas: education, practice, finance, fund development, membership, networking, research, advocacy, and any other areas that may be related to furthering the mission, vision, and purpose of the organization; monitoring fiscal management and maintaining financial accountability; reviewing and approving the annual budget and major program plans, determining the qualifications and duties for each Board position, evaluating the executive director, and, approving all organizational policies and procedures.

5.04 Term of Office: Members of the Board of Directors serve for 2 years and may be re-elected for an additional 2 year term. No Board of Directors member shall serve more than 8 years on the Board of Directors. Upon completion of the Presidential term, Past-Presidents are not eligible for nomination or election to other positions on the Board of Directors.

5.05 Vacancies: If a vacancy in an elected position occurs before completion of the term, the Board of Directors shall appoint a replacement to serve the remainder of the term, with the exception of the position of President, which would be assumed by the President-Elect.

5.06 Removal: Any Board of Directors member may be removed from office by a three fourths (3/4) vote of the entire Board of Directors. Reasons for removal include failing to act in a responsible manner in fulfilling the duties and obligations of their position, unexcused absence from two consecutive meetings of the Board, or consistently failing to answer correspondence in a timely manner.

5.07 Resignation: Any Board of Director member may resign at any time by giving written notice to the President.

5.08 Board of Director election process:

A. A Nominating Committee will be elected by AHNA members in good standing. Nominating Committee members are elected for a term of two years and may be elected for one additional term for a total term limit of four years.

B. Duties of the Nominating
Committee: are delineated in the Nominating Committee Handbook. These duties include:

1. Circulating a call through electronic methods and AHNA publications for nominations for positions whose term is due to expire.
2. Considering all applicants to determine their qualifications for the open Board positions and recommending a suitable ballot to the Board of Directors, who assures that the ballot is in compliance with the bylaws.
3. Assuring that the ballot is sent to all voting members. Delivery is by electronic means and shall be accomplished if transmitted to the electronic or facsimile address the member has directed the Association to use for delivery of official Association correspondence, or by first class postage.
4. Responsibility for the election process including ensuring the security of the voting process, tallying of ballots, issuing a tellers committee report, and reporting results to the President.

C. The President notifies the Board of Directors and membership of the election results.

Article VI: Officers and Management

6.01 Officers of the Corporation: The three (3) elected officers of the AHNA shall be President, President-Elect, and Treasurer, and these officers shall comprise the Executive Committee. The Executive Committee has the full force and authority of the Board of Directors to make decisions for the Association between Board meetings. All Executive Committee decisions are to be ratified by the Board of Directors at its next meeting.

6.02 Duties:

A. Duties of the President: The President-provides leadership based on the association’s mission and goals, represents the organization for the membership and to the public, presides at the annual meeting, at Board meetings, and Executive Committee meetings, represents AHNA and is the spokesperson on policy matters, serves as an ex-officio member of all standing committees except the Nominating Committee and signs all official documents.

B. Duties of the President-Elect: The President-Elect shall assume the duties of the President in the President’s absence or at the discretion of the President, oversees preparation and maintenance of minutes of Board of Directors meetings, and chairs the by-laws committee.

C. Duties of the Treasurer: The Treasurer chairs the Finance Committee, is responsible for the oversight of the finances of the organization, monitors budgets and maintains financial documents.

D. Duties of the Executive Director: The Executive Director is responsible for: the daily operational management of the administrative office; the hiring and supervision of paid staff; program implementation; and contracting for services or resources in support of the organization as directed by the Board of Directors. The Executive Director shall be authorized to proceed with making financial commitments, purchases, and other expenditures within the limits provided in the budget. The Executive Director...
Director is accountable to the Board of Directors.

E. Requests for expenditures of funds outside the approved budget are reviewed by the Finance Committee and approved by the Board of Directors.

Article VII: Committees

7.01 Committees:

A. Committees other than the Nominating and Executive Committee may be created by a majority vote of the Board of Directors or at the discretion of the President. All committees have a liaison from the Board of Directors who is assigned by the President. Standing committees include: Executive, Finance, Bylaws, Practice, Education, Research, Advocacy, Conference, and Membership/Networking. A list of committees, their functions and purpose is kept in the AHNA policy and procedure manual. Standing committees elect their own chairperson, and if there is no chairperson, then the Board of Directors appoints a chairperson.

B. Committee appointments are for a two (2) year term unless otherwise indicated; members may serve consecutive terms if reappointed.

C. The committee chair is responsible for setting meeting times, conducting meetings, and providing informational and action reports to the Board of Directors.

7.02 Committee Protocol: Each committee may adopt rules for its own conduct, including establishing sub-committees and task forces, as it deems necessary, provided it is consistent with these bylaws, AHNA policy and procedure.

7.03 Expenditures: Requests for expenditure of funds outside the approved budget must be reviewed by the Board member liaison for the committee. Recommendations are then sent to the Finance Committee for review and approval. The Board of Directors makes the final decision on expenditures outside of approved budget.

7.04 Vacancies: A vacancy in the chair of a committee is filled by an appointment by the President. A vacancy on a committee may be filled by appointment by the committee chair.

7.05 Resignations: A committee chair may resign by giving written notice to the Board of Directors. A committee member may resign by giving written notice to the chair.

Article VIII: Chapters

8.01 AHNA Chapters are designed to provide a supportive community to nurture holistic nurses and like-minded individuals as they work to maintain their own health, guide others to health and bring a healthy balance to the environment. AHNA Chapters operate independently and interdependently to support AHNA's mission and vision in all its activities. Chapters provide an avenue for membership development and contribute to the growth of AHNA.

8.02 Chapter Leaders: Chapter Leaders must be current members of the AHNA, support its mission and vision and be willing to commit to a minimum 2-year term of volunteer service.

8.03 Chapter Membership: Chapters may include both AHNA members and non-members. Only AHNA members have a voice and a vote within AHNA.

8.04 Chapter Operations: The AHNA Chapter Leader Handbook provides guidelines, policies and procedures for Chapter activities in order to assist with the formation and operation of Chapters, and to foster
Article IX: Income and Expenditures

9.01 *Income*: Income for meeting the expenses shall be raised by annual dues, conferences, educational activities, voluntary contributions, and such other income as may come to the AHNA through the collective efforts of the Executive Director, staff, Board and membership.

9.02 *Expenditures*: Expenditures shall be authorized by the Executive Director within the approved budget and set fiscal guidelines and in keeping with the usual customary financial practice. No financial obligations may be incurred by anyone or any group of members except upon prior authorization of allocation of funds. Expenditures not covered by the approved budget are reviewed and require approval by the Finance Committee and the Board of Directors.

9.03 *Auditing*: A periodic certified audit of the financial records must be made by a licensed public accountant. A report is given to each Board of Directors member.

9.04 *Fiscal Year*: The fiscal year of the AHNA shall be from January first (1) to December thirty-first (31) of each and every calendar year.

9.05 *Dissolution*: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation by delivering to an organization operating exclusively for the same purposes as the corporation, or to an organization or organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future code).

Article X: Indemnification and Insurance:

10.01 *Indemnification*: Each present and future Board member and elective officer, whether or not then in office, shall be indemnified by the AHNA against expenses actually and necessarily incurred by or imposed upon her / him (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of the action, suit or proceeding in which she/he is made a party by reason of being or having been a Board member or elective officer of the AHNA except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the AHNA. Such indemnification shall not be deemed exclusive of other rights to which said Board member or officer may be entitled, under any other Bylaws, agreement, a vote of the members, or as a matter of law, or otherwise.

10.02 *Insurance*: Insurance required by State law for non-profit organizations will be maintained.

Article XI: Amendment of Bylaws

11.01 *Repeal or amendment of previous bylaws*: These bylaws shall become effective immediately following approval of the voting members. Previous bylaws as well as all previous resolutions, rules and regulations, which are in conflict, are hereby repealed.

11.02 *Amendment Procedure*: These bylaws may be amended in whole or part by a paper or electronic vote of the voting membership, requiring a simple majority of those voting.

11.03 *Submitting Proposals for Amendment*: Proposals for Amendment may be submitted
in writing by any member to the President-Elect, who submits the proposal to the Bylaws committee for review and recommendation. The Bylaws committee submits recommendations for action regarding proposed amendments to the Board of Directors.

11.04 Voting Results for Bylaws Changes: The results of the vote regarding changes to the Bylaw are tallied by the Bylaws Committee. The chair of the Bylaws Committee informs the President and Executive Director and results are announced to the membership either electronically or through membership publications.

11.05 Filing of Bylaws: The official copy of the bylaws is maintained in the administrative office.

11.06 Notices: When any written notice is required in these bylaws, it shall be sufficient if such notice is given to the person entitled, either in person or by an officer, an employee or agent of the AHNA, or is deposited in the United States mail in a sealed envelope bearing lawful postage and addressed to the person entitled to such notice, at her/his last address on file with the administrative office. A certificate of the Executive Director stating that such notice was given as required shall be conclusive evidence of the face specified therein.

Article XII: Parliamentary Authority and Interpretation

12.01 Parliamentary Authority: The Board conducts meetings utilizing a consensus model and format.

12.02 Rules of Order: The Board of Directors intent is to reach decisions by utilizing a consensus decision-making process. The latest edition of “Robert’s Rules of Order” shall determine parliamentary practice and procedure in all cases to which they apply except where inconsistent with these bylaws or the laws of the state of incorporation.

ARTICLE XIII: Communications & Publications

13.01 Journal: The Journal of Holistic Nursing is the official journal of the AHNA. This publication is a fully juried journal, which disseminates the finest in holistic nursing research and theory.

A. The editor is responsible for overseeing all aspects of the publication.

B. The Board of Directors appoints the editor.

13.02 Other Publications and Communications: Provide members with news and announcements of member activities and address areas of relevance to the holistic community.

13.03 Other Publications: The Board of Directors shall authorize such other publications and communications as deemed necessary.

Revised: The AHNA Membership Voted from October 15-November 15, 2012 on the proposed bylaws changes that are reflected in these AHNA Bylaws, effective November 16, 2012.

Revised: The AHNA Membership Voted from November 1-November 30, 2018 on the proposed bylaws changes that are reflected in these AHNA Bylaws, effective December 1, 2018.