

**LONG-TERM CARE NURSENET  
BYLAWS  
(Revised 01.22.2010)**

**ARTICLE I**

**Section 1: Name**

The name of the association shall be **Long-Term Care NurseNet**, herein, referred to as LTCNN or the Association.

**Section 2: Principal Office**

The principle office of LTCNN, a Colorado nonprofit corporation (the “Corporation”), shall be located at 400 South Colorado Blvd., Suite 600, Denver, CO 80246. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate, or as the business of the Corporation may require.

**Section 3: Registered Office**

The registered office of the Corporation, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principle office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**PURPOSES**

The purposes of LTCNN shall be to:

- A. Promote and improve the quality of care and life for residents/patients by providing accurate and timely information, education, networking and advocacy opportunities for health care professionals;
- B. work for improvement in standards of practice of care and the availability of health care services for all people including assuming an active role as advocates in health care;
- C. foster high standards of resident/patient care by improving assessment and care planning through involvement of the interdisciplinary team in this process;
- D. stimulate and promote the leadership and professional development of members and advance their professional welfare;

- E. promote and protect the advancement of resident/patient rights;
- F. represent, act and speak on behalf of the members represented by this Association;
- G. study, discuss, research, and exchange information to further the purposes of this Association;
- H. hold meetings at intervals to further the purposes of this Association;
- I. cooperate lawfully with other professional associations, health care facilities, universities, industries, technical societies, research organizations and governmental agencies in matters affecting the purposes of the Association;
- J. adopt policies and conduct programs for the improvement of clinical practice provided that the policies and programs are consistent with the requirements that the Association is not organized for profit and no part of its earnings inure to individuals.

### **ARTICLE III**

#### **MEMBERSHIP AND DUES**

**Section 1:** Membership in the Association is contingent on compliance with requirements specified in these Bylaws.

**Section 2:** Membership is unrestricted by consideration of nationality, race, creed, life-style, sex, disability, religion, or age.

**Section 3:** Categories of membership shall include:

- A. **General Member:** A health care professional whose practice is relevant to the purpose of the Association and whose dues are not delinquent. General members shall be qualified to participate in the elective process, serve on the LTCNN Board, attend conferences and other activities of the program, uphold the bylaws of LTCNN, and receive all other benefits and privileges of program membership.
- B. **Honorary Lifetime Program Member:** An individual who has rendered valuable service or contribution to the Association. Honorary Lifetime Program membership shall be conferred upon an individual by a majority vote of the Board. An Honorary Lifetime Program Member shall have all the privileges of a General Member.

**Section 4: Dues**

- A. Annual dues for individual program membership shall be approved by a majority vote of the Board.

- B. Any member whose dues are not received by the last working day 60 days after the member's renewal month is automatically terminated as a member, and all privileges of the program are withdrawn.
- C. No money shall be refunded or additional monies collected when a change of dues is made within a membership year.

### **Section 5: Special Assessments**

By a two-thirds vote of the Board of Directors, each member may be assessed a special assessment no more than one time per year in an amount not to exceed 25% of annual program dues. A statement of purpose and needs for such an assessment shall be presented to the Board of Directors prior to the vote.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section 1: Definition**

The Board of Directors acts as trustees for the membership, providing governance, strategic direction, policy initiatives, and oversight of the President and CEO of the Association.

#### **Section 2: Functions**

The Board shall control, and direct the affairs of the Association, and shall:

- A. exercise the corporate and fiduciary responsibilities, authority and accountability of the Association consistent with applicable laws, and regulations;
- B. establish and monitor Board policies;
- C. appoint and define the responsibilities of the President and CEO and delegate authority necessary for administration of the LTCNN policies, programs, and activities as stated in the Board policies;
- D. protect and control the use of the Association name, intellectual property, and the official insignia including any procurement and sale of replicas thereof;
- E. define in Board policy the competencies for office unless otherwise specified in these bylaws;
- F. establish standing and special committees as necessary and as provided for in these bylaws;
- G. make appointments and fill vacancies as necessary and as provided for in these bylaws;

- H. provide for liaison or representation at meetings of voluntary organizations, public or governmental agencies upon request and as deemed appropriate;
- I. provide for State chapters that are in alignment with the purposes and mission of the LTCNN and established according to Board approved policies related to the creation of such chapters;
- J. assume such other duties as may be necessary to promote and fulfill the mission of the Association.

### **Section 3: Qualifications**

Directors shall share a commitment to the mission, purposes, values and goals of LTCNN.

### **Section 4: Number**

The Board of Directors shall consist of not fewer than five (5) nor more than eleven (11) persons, a subset of which are board officers.

### **Section 5: Terms of Office for Directors**

- A. Directors shall serve a term of three (3) years or until their successors are selected. Directors' terms of office shall be staggered so that at least three directors are elected each year.
- B. A Director may serve no more than two (2) terms or a total of six (6) years.

### **Section 6: Elective Process**

- A. Prior to a "Call for Nominations" being distributed, the Board of Directors will assess its current composition and the number of open seats, and will identify the specific characteristics/expertise to be targeted in forthcoming election cycle. Examples of these criteria may include board leadership experience, organizational governance including knowledge and skills in policy, legal and fiduciary responsibilities, needs for continuity versus "fresh perspective", professional competencies, past demonstration of commitment to LTCNN, demonstrated ability to participate productively in group processes, understanding of governance functions including environmental scanning, strategic planning and organizational positioning, ability to represent and/or consider diverse needs and perspectives within the long-term care nursing sector, etc.
  - 1. These "ideal candidate" characteristics shall be conveyed to the Nominating Committee to use as priority criteria in evaluation of candidates.
  - 2. Nominations for expiring Board positions will be solicited from all LTCNN members in a "Call for Nominations", which will convey the Board's suggested criteria priorities.
  - 3. Applications will be reviewed by the Nominating Committee and the Committee will recommend at least two candidates to fill each Board vacancy at the end of the term.

4. Re-nomination of current Board members eligible for a consecutive term will be based upon such factors as the Nominating Committee and Board deem appropriate, including such Board member's personal knowledge, skills, demonstrated leadership, and commitment to the organization, professional relationships, professional associations and fulfillment of individual directors' responsibilities. In addition, as the organization's needs may change over time, it is expected that the Board shall find it necessary or beneficial to replace at least some members whose current terms are expiring with individuals who may better satisfy such needs. Accordingly, no Board member should expect to be re-nominated at the end of his or her term.
5. The Board of Directors will review the Nominating Committee's recommendations in light of the evaluative criteria it has established for that nominating cycle, and will select one candidate for each Board position.
6. The slate accepted by the Board of Directors will be mailed to all members of LTCNN.
7. If the member is in agreement with slate, s/he is not required to respond to the slate. If the member believes there is a candidate for the competencies that s/he wishes to nominate, s/he may nominate the candidate by a petition of two and one-half percent of the LTCNN membership. The member presenting the petition has 60 days to submit the petition to LTCNN and identify the competency s/he wishes to challenge.
8. Upon receipt of the petition, LTCNN will mail the members a slate containing the candidate(s) for the contested seat and members will elect the nominees for the seat by a mail-in ballot by simple majority.
9. If, however, no nominations are made by petition, the secretary shall cast a unanimous ballot for the slate selected by the Board of Directors.
10. If the Board is adding an additional seat(s), the vacancy will be filled by the elective process described above.

#### **Section 7: Board Resignation and Vacancies:**

- A. A Board member may resign at any time by giving written notice to the Board Chair or, in the case of a resignation by the Chair to the Vice-Chair. The resignation shall take effect at the time specified or, if not specified, at the time received by the Board.
- B. Board of Directors vacancies may be appointed by the Board of Directors for the unexpired portion of the term.

#### **Section 8: Removal of Directors**

- A. Any Board Director may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served.

- B. Board of Directors vacancies may be appointed by the Board of Directors for the unexpired portion of the term.

### **Section 9: Meetings**

- A. There shall be no less than four Board meetings annually. Meetings may be face to face or by any means of communication by which all directors participating may hear each other during the meeting.
- B. Special meetings may be called by the Chair or, shall be called by any Director upon the written request of one-third (1/3) of the members of the Board. Notice of special meetings stating the purpose, place, date and time of the meeting shall be provided in writing or electronically to each Director at least seven days in advance of the meeting. Email communication is considered written notice.
- C. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by a Board Officer and/or a majority of the acting Directors. The written action is effective when signed by a majority of all Directors.
- D. A conference among Directors by any means of communication in which the Directors may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required by law or these bylaws for the meeting, and if the number of Directors participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in such a meeting constitutes presence in person at the meeting. A Director may participate in a Board meeting not described above by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

## **Section 10: Quorum**

A majority of the Board of Directors, one of whom shall be an officer of the board, shall constitute a quorum for the transaction of business at any meeting of the Board.

Decisions shall be made by a majority of Board members present and voting. A majority constitutes 50% plus one of the voting members present.

## **Section 11: Voting**

Each Director shall have one vote in person. No Director may vote by proxy.

# **ARTICLE V**

## **OFFICERS**

### **Section 1: Officers**

The officers of the Board of Directors shall be a Chair, Vice Chair, Secretary and Treasurer.

- A. Chair: presides at meetings of the Board of Directors, assures the integrity and fulfillment of the Board's process and secondarily, occasionally represents the board to outside parties.
- B. Vice-Chair: performs the duties of the Chair in the absence or inability of the Chair to act.
- C. Secretary: assures records are maintained of the proceedings of all business meetings of the Board of Directors.
- D. Treasurer: monitors the fiscal affairs of the Association and provides reports and interpretation for the Board of Directors.
- C. Members of the Board are eligible to serve in only one elected office on the Board at any one time.

### **Section 2: Terms of Officers**

The Chair, Vice Chair, Secretary and Treasurer shall be elected annually for a term of one year.

### **Section 3: Vacancies**

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 4: Removal of Officers**

Any Board Officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1: Standing Committees**

Standing committees shall at a minimum include a Membership Committee and a Nominating Committee. The Board may designate one or more additional standing committees to direct the business of the Association. The purpose and duties of these Committees shall be determined by the Board by the adoption of an enabling resolution and may be subject to change from time to time to fulfill the mission of the Association. Each committee consists of at least three (3) members, a chair and at least two (2) other members. One of the three members must be a member of the Board. A majority of the members of the committee constitutes a quorum.

#### **Section 2: Special Committees**

Special committees may be appointed by the Chair with the approval of the Board and cease to exist when the purpose for which they were created is completed.

## **ARTICLE VII**

### **FISCAL MANAGEMENT**

#### **Section 1: Fiscal Year**

The fiscal year of LTCNN shall be the calendar year.

#### **Section 2: Financial Policies**

The Board will convey to the President and CEO Financial Expectations and Limitations to assure quality financial accountability and will monitor the policies as to compliance. This includes defining the role of the President and CEO and the Board in the area of loans, contracts, investments, accounts and other financial management.

#### **Section 3: Conflicts of Interests**

LTCNN shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts of that Director's interests are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this section shall invalidate any contract or transaction to which LTCNN is a party.

#### **Section 4: Accounts of the Corporation**

All financial records of the LTCNN shall have an annual audit by an independent Certified Public Accountant selected and engaged by the Board of Directors. The Board will review and direct action of the President and CEO as necessary to ensure the fiscal integrity of the Association.

#### **Section 5: Execution of Corporate Documents**

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LTCNN and such authority may be general or confirmed to specific instances.

#### **Section 6: Loans**

No loan shall be contracted on behalf of the Association nor evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors through resolution and/or board policy. Such authority may be general or confined to specific instances. No loans or advances, other than customary travel advances, shall be made by the Association to any of the Board members.

### **ARTICLE VIII**

#### **PRESIDENT AND CEO**

##### **Section 1: Duties and Designation.**

The Board may appoint a President and Chief Executive Officer (CEO) who serves at the will of the Board and is the person duly qualified to operate and administer the affairs of LTCNN, and who shall be effectively the President and CEO of the Association. This person shall be responsible for the daily affairs of LTCNN, subject to policy as established by the Board of Directors.

The President and CEO will serve as an advisor to the Board and will attend all Board meetings, except in rare occasions when the board deems necessary, such as in the case of President and CEO performance and salary negotiations.

##### **Section 2: Other Staff.**

The President and CEO will have full authority in regard to other staff and will be responsible to use that authority in compliance with Board Policies to meet the defined outcomes of the organization.

**ARTICLE IX**

**OFFICIAL PUBLICATION**

The official publications of the Association are the quarterly newsletters.

**ARTICLE X**

**PARLIAMENTARY AUTHORITY**

The Board will determine the parliamentary authority of the Association.

**ARTICLE XI**

**AMENDMENTS**

Amendments to the bylaws shall be made by a simple majority of the total number of Board members seated.

**ARTICLE XII**

**DISSOLUTION**

Upon any liquidation, dissolution, or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, as determined by the Board of Directors and in compliance with Federal and State law. Any assets that should be transferred to a creditor, claimant or member who cannot be found or who is not legally competent to receive them shall be reduced to cash and deposited with the State treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

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