



# BYLAWS

*Latest Revision(s): September 21, 2013*

## **Article I. Name/Purpose**

**A. Name:** The name of this association is Gerontological Advanced Practice Nurses Association, Inc. The Association may also be known as GAPNA.

**B. Purpose:** The purpose of GAPNA shall be to promote high standards of health care for older adults through advanced gerontological nursing practice, education, and research.

## **Article II. Membership**

**A. Regular Membership:** Any advanced practice nurse in gerontological practice is eligible to become a regular member of GAPNA with full voting rights.

**B. Associate Membership:** Any person who is interested in the activities of GAPNA may be an associate member without voting rights.

**C. Sustaining Membership:** Any person, group, company or corporation interested in supporting the activities of GAPNA may be a sustaining member without voting rights.

**D. Retired Membership:** Any person who was a nurse in advanced gerontological nursing practice and is currently retired may be a retired member with full voting rights.

**E. Student Membership:** Any person who is a student in advanced nursing practice may be a student member without voting privileges.

**F. Honorary Membership:** May be awarded to persons as determined by the Board of Directors with such privileges and responsibilities as set forth by the Board of Directors; honorary members shall have no voting privileges.

**G. Duration of Membership:** Membership in GAPNA is renewed annually. Membership is non-transferable.

## **Article III. Dues**

The Board of Directors shall determine annual dues required for membership in GAPNA.

## **Article IV. Meetings**

There shall be an annual meeting of the general membership of GAPNA to conduct business.

## **Article V. Officers**

**A. Elected Officers:** The officers of GAPNA shall be a President, an Immediate Past President, a President-Elect, a Secretary, a Treasurer, and 2 Directors-at-Large. The officers shall compose the Board of Directors.

**B. Terms:** The Term of Office shall commence at the close of the conference in the year the officer is elected. The term of the President shall be one (1) year. The President-Elect shall be elected annually, serve a term of one (1) year, shall become the President the following year, and shall serve a term of one (1) year as the Immediate Past President following the Presidential term. All other officers shall serve a term of two (2) years with the Secretary and one Director-at-Large being elected in even years and the Treasurer and one Director-at-Large being elected in odd years. Officers may be re-elected for one (1) consecutive term. At least two (2) years must elapse before a member may then be eligible for re-nomination to the same office.

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**C. Vacancies:** In the event that a vacancy occurs in the office of President, the President-Elect shall assume the office of President and shall serve the remainder of the vacated term and the elected term. The President-Elect position shall remain vacant until the next election. In the event that a vacancy occurs in the office of Immediate Past President the position shall remain vacant until the current President completes the term of office. A vacancy in the offices of Secretary, Treasurer, or Director-at-Large shall be filled by appointment by the Board of Directors, and each officer so elected shall hold office until the installation of the officer's successor.

### ***D. Duties of Officers:***

1. ***President:*** The President shall be the chief elected officer of GAPNA and shall 1) preside at the meetings of the Board of Directors and at the annual membership meeting; 2) serve as an ex-officio member of all committees except the Nominating Committee; 3) serve as official spokesperson for GAPNA, and 4) perform other duties as prescribed by the Board of Directors.
2. ***President-Elect:*** The President-Elect shall assume the duties of the President at the end of one year when the President completes the term of office, in the absence of the President, or in the event of a vacancy in the office of President. The President-Elect shall perform such duties as prescribed by the Board of Directors.
3. ***Immediate Past-President:*** The immediate Past-President shall serve in an active advisory capacity for one year and shall perform duties as prescribed by the Board of Directors.
4. ***Secretary:*** The Secretary shall record proceedings of all official meetings of GAPNA and shall review minutes of the Board of Directors.
5. ***Treasurer:*** The Treasurer shall oversee the finances of the Association and shall perform other duties as prescribed by the Board of Directors.
6. ***Directors-at-Large:*** The Directors-at-Large shall perform duties as prescribed by the Board of Directors.

### **Article VI. Authority**

The Board of Directors shall conduct the business of the Association on behalf of the membership.

### **Article VII. Removal**

Any Officer or Director may be removed for cause by a 2/3 vote of the Board of Directors.

### **Article VIII. Nominations and Elections**

**A. Nominating Committee:** The Nominating Committee shall be composed of 3 elected members.

1. ***Term of Office:*** The elected Nominating Committee member receiving the most votes will serve a two year term, serving as the Chair of the Committee during the second year. The other elected Nominating Committee members shall serve a one year term. Nominating Committee members may be re-elected for one (1) consecutive term. At least two (2) years must elapse before a member may then be eligible for re-nomination to the same position.
2. ***Function:*** The Nominating Committee shall prepare the slate of eligible candidates for the Board of Directors and the Nominating Committee
3. ***Vacancy:*** the Board of Directors shall fill a vacancy on the Nominating Committee.

### ***B. Elections***

1. ***Eligibility:*** Regular members shall be eligible to be nominated to the Board of Directors.
  - i. A current member of the Board of Directors or Nominating Committee may seek candidacy for another elected office provided that the existing term will expire prior to assuming the duties of the next office.
2. ***Preparation of Ballot:*** The Nominating Committee shall prepare a ballot that shall be reviewed by the Board of Directors prior to the election.
3. ***Elections:*** Elections shall be conducted annually. A plurality vote for any office shall constitute election. In case of a tie, the chair of the Nominating Committee shall determine the election by lot.
4. ***Special Election:*** A special election shall be called in the event of a vacancy of the president elect.

**Article IX. Committees and Task Forces**

**A. *Standing Committees:*** GAPNA shall have the following standing committees - Health Affairs, Education, Practice, Research, Chapter Leadership and Historical.

**B. *Additional Committees/Task Forces:*** The GAPNA Board of Directors shall appoint additional committees and task forces as needed to complete the work of the Association

**Article XI. Chapters**

**A.** Local Chapters of GAPNA may be organized and maintained upon approval by the Board of Directors.

**B.** Local chapters shall operate in accordance with guidelines established by the Board of Directors and the bylaws of GAPNA.

**C.** Membership in GAPNA shall be required of all regular GAPNA chapter members.

**Article XII. Indemnification**

Every Officer, Director, and such others as specified by the Board of Directors, shall be indemnified by GAPNA against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of having been a Director or Officer of GAPNA, or any settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

**Article XIII. Amendments**

Notice of sixty (60) days must be given to the active eligible members prior to any vote to amend these bylaws. These bylaws may be amended, repealed, or altered, in whole or in part by a two-thirds (2/3) majority vote of voting members present at the annual meeting. The bylaws may only be amended at the annual meeting.

**Article XIV. Official Publications**

GAPNA shall have an official publication of the Association.

**Article XV Parliamentary Authority**

Robert's Rules of Order, newly revised, shall govern the conduct of business of GAPNA in all cases in which they are applicable and not in conflict with the bylaws or policies of the Association.

*Adopted this 18th day of September 1992, Signed by Norma Small, President, 1991-1992*

*Revision: September 2001, Edited by: Executive Board 2001*

*Revision: September 2005, Signed by: Barbara Phillips, President 2004-2005*

*Revision: September 14, 2007, Approved by vote of Membership at Annual Conference*

*Editorial Update to Article XI, section C: Approved by the Board January 26, 2008 (added regular NCGNP)*

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