

**BY-LAWS  
OF  
LICENSED PRACTICAL NURSE ASSOCIATION OF NEBRASKA, INC.**

**(Revised September 20, 2016)**

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(Revised September 20, 2016)

ARTICLE I  
OFFICES AND RESIDENT AGENT

The principal office of the Association in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Association may have such other offices as the Board of Directors may determine or as affairs of the Corporation may require from time to time. The Association shall have and continuously maintain in the State of Nebraska a registered office and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II  
PURPOSE

The Licensed Practical Nurse Association of Nebraska (LPNAN) shall promote, support, and speak for Nebraska licensed practical nurses while preserving and fostering the practical nursing philosophy. It will provide networking opportunities and promote continuing education to all licensed practical nurses. LPNAN will promote the economic and general welfare, and secure continued recognition, of all licensed practical nurses. It shall maintain public relations among its members and the consumer as well as work with other health care organizations interested in health care. LPNAN will promote the standards of care and ethics of all licensed practical nurses according to their various roles. It shall keep LPNs informed of practical nursing issues, including regulations and legislation for which LPNAN represents the profession.

ARTICLE III  
MEMBERS

Section 1. Members. All members of this Association shall be nurses who hold either an active or inactive license as a practical nurse, issued by the State of Nebraska or a Nurse Licensure Compact state, a retired nurse, practical nursing students currently attending or enrolled in a practical nursing school, and person or persons who contribute to the Association.

Section 2. Classification. Classification of members of this Association shall consist of (a) Full members (b) Associate members, and (c) Legacy members.

Section 3. Full Members. This classification shall consist only of members of the Association who are nurses who hold a license as a practical nurse (LPN) issued by the State of Nebraska or a Nurse Licensure Compact state. Full members shall be entitled to one vote on each subject matter and shall have all other privileges of membership including the right to hold office.

Section 4. Associate Members. This classification shall consist of students in practical nursing programs and non-LPNs. Such members shall have all privileges except the right to hold office and the right to vote.

Section 5. Legacy Members. This classification shall consist of a LPN retired from nursing. Fees for a Legacy member are half of a Full membership. The Legacy member could hold a nonvoting seat on the LPNAN Board. Legacy members are not eligible to become a Regional Ambassador. Legacy members receive the newsletter and other correspondence and register for convention at the Associate member rate.

#### ARTICLE IV REGIONS

Section 1. Regions. The membership of this Association shall be divided into 14 geographical Regions. Regions shall be drawn in such a way as to be reasonably compact.

Section 2. Region Boundaries. Upon request of a majority of the Board of Directors, the Chairperson of the Board of Directors shall appoint a committee to redraw geographical Regions as necessary. Approval of redrawn geographical Regions shall be by majority vote of the members at the annual membership meeting.

Section 3. Regional Ambassadors. The Regional Ambassador is a volunteer position approved by the Board of Directors. The Regional Ambassador must be a member of the Association and hold a nursing license in good standing and serve on the Board of Directors of the Association. Their term shall be for two years. Odd numbered Regions will be approved in odd years. Even numbered Regions will be approved in even years. Regional Ambassador appointments will be announced at the Annual Membership Meeting. Upon resignation of a Regional Ambassador, the Alternate Regional Ambassador would complete the term.

Section 4. Alternate Regional Ambassadors. The Alternate Regional Ambassador is a volunteer position appointed by the Regional Ambassador. The Alternate Regional Ambassador must be a Full member of the Association and hold a nursing license in good standing. The Alternate may attend Regional meetings and Board of Directors' meetings in the absence of the Regional Ambassador and will have voting privileges in the absence of the Regional Ambassador but cannot serve as an officer in his/her absence. It shall be a two-year term that will coincide with the Regional Ambassador.

Section 5. Region Membership. A member's place of residence determines the Region s/he may join unless employed in another Region. In such case, s/he may choose the

Region s/he will become a member, and any transfer of membership must be presented in writing to the Board of Directors for approval.

Section 6. Student Region Membership. A Student member shall be considered a member of the Region in which the school is located.

Section 7. Meeting Attendance. Attendance at any Regional meeting by any non-member shall be by invitation only.

Section 8. Region Policies and Procedures. The Regions shall conduct business and fulfill the purposes of this Association under the authority of the Articles of Incorporation and Bylaws of the Association. Each Region may develop policies and procedures for that purpose consistent with policies and procedures adopted by the Board of Directors of this Association.

## ARTICLE V DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of annual dues payable to the Association by the members, subject to approval by the Full members at the annual membership meeting.

Section 2. Payment of Dues. Annual dues shall be due and payable on the anniversary date of the member. The anniversary date shall be the approval date of application for membership.

Section 3. Amount of Dues. Full member and Associate member dues shall be determined by the Board of Directors of the Association.

Section 4. Delinquent Dues. Members whose dues have not been received within 30 days after the due date shall be declared delinquent. They shall forfeit all rights of membership and their names shall be taken from the roll.

Section 5. Reinstatement. Members whose names have been taken from the roll for nonpayment of dues may be reinstated upon payment of dues for the current year.

## ARTICLE VI ELECTED OFFICERS

Section 1. The elected officers shall be Chairperson, Vice Chairperson, Secretary, and Treasurer (here and after collectively called the Executive Committee). The officers shall be Full members.

Section 2. If the office of Chairperson shall be vacated during the term, the Vice Chairperson shall immediately assume the function, duties, and title of the Chairperson for the remainder of the vacated term. The Board of Directors shall have the power to fill

vacancies occurring by reason of resignation, death, or otherwise in the elective offices of Secretary, Treasurer, and Vice Chairperson.

Section 3. Term of Office: The officer shall be elected at the annual membership meeting for a term of two (2) years or until their successors are elected. The Vice Chairperson and the Secretary shall be elected for a two-year term in each odd numbered year. The Chairperson and Treasurer shall continue to be elected for two-year terms in the even numbered years. No officer shall be elected for the same office for more than two consecutive terms. No more than two individuals from any single Region may hold positions on the Executive Committee at the same time.

Section 4. A member may hold only one office on the Executive Committee.

Section 5. No one shall be eligible for election as Chairperson without having served at least one full year as a member of the Board of Directors.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Chairperson. The Chairperson shall:

- a. preside at all meetings of the Association, the Board of Directors, and the Executive Committee.
- b. issue the official call to meetings.
- c. be the official representative of the Association.
- d. be responsible for the conduct of the business of this Association and for the proper functioning of the other officers and members of the Board of Directors.
- e. appoint with the approval of the Board of Directors all standing and special committees.
- f. serve as Ex-Officio member of all committees except the Nominating Committee.

Section 2. Vice Chairperson. The Vice Chairperson shall:

- a. serve as an Ex Officio member of all committees except the Nominating Committee and shall perform the duties of the Chairperson in his/her absence or disability. He/she shall also perform certain other duties not specifically assigned to other officers as delegated by the Chairperson.
- b. shall act as the parliamentarian.

Section 3. Secretary. The Secretary shall:

- a. record or direct the recording of the minutes of all meetings and submit copies for approval.
- b. develop and present an annual report to the Convention. Report all business and communication at the Board of Directors meeting.
- c. receive all reports of officers and committee chair persons, submitting one copy of each report as well as the minutes of all Board meetings to the

- Chairperson, the Vice Chairperson, and filing one with the Association office.
- d. conduct correspondence for the Association when approved by the Chairperson.
  - e. perform all other duties pertaining to this office and such other duties as assigned by the Chairperson or Board of Directors.
  - f. the performance of such duties as are associated with the responsibilities of the Secretary may be delegated.

Section 4. Treasurer. The Treasurer shall:

- a. be custodian of all funds of the Association exclusive of funds included in any management contract, which the Association may enter into.
- b. give receipts for all monies received and deposit the same in a financial institution designated by the Board of Directors.
- c. report to the Board at each of their meetings the financial status, report in full writing to the members of the Association at each annual meeting, and report at such other times as requested by the Board of Directors.
- d. close the books at the end of the fiscal year and submit the records for audit.
- e. such duties as are associated with the office of the Treasurer may be delegated.

Section 5. Removal. Any officer elected by the members may be removed by the members, with or without cause, by a majority of those members qualified to vote at a meeting called for the purpose of removing the officer. An officer will be removed for missing more than seventy-five percent of the board meetings in any given 12-month calendar year. An officer elected by the board may be removed, with or without cause, by the vote of two-thirds of the remaining directors then in office.

ARTICLE VIII  
NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee chair shall be appointed by the Chairperson and the committee shall consist of four Full members appointed by the Chairperson. This committee shall solicit from all Regions names of qualified candidates for office and shall be guided but not limited by the suggested list. A list of nominees with qualifications shall be sent to each member 30 days prior to the annual membership meeting.

Section 2. Meetings. The Nominating Committee shall meet not less than one-hundred and twenty (120) days before the annual membership meeting and nominate one or more candidates for each office to be filled. The report of the committee shall be filed at the Association office not less than seven (7) days after the Nominating Committee meeting. The chairman of the Nominating Committee shall prepare the list of nominees with their qualifications to be sent with notice for the annual membership meeting.



Section 3. Elections. Election of officers shall be by ballot pursuant to Robert's Rules of Order by a majority vote of the members present at the annual membership meeting, upon motion duly made and seconded. The offices to be elected at a particular annual membership meeting by the voting members shall be pursuant to Article VI, Section 3 of these By-laws. Officers shall assume their duties at the close of the annual membership meeting at which they are elected. The newly elected officers shall be installed prior to the adjournment of the annual membership meeting.

## ARTICLE IX EXECUTIVE POWER

Section 1. Executive Committee. The elective officers and the Immediate Past Chairperson shall constitute the Executive Committee which will have the power to transact business of an emergency nature between meetings of the Board of Directors, except as restricted by the Nebraska Nonprofit Corporation Act. Any action taken by the Executive Committee shall be summarized by the Chairperson and reported to the Board of Directors at its next meeting. Copies of the minutes of the Executive Committee shall be available to the members of the Board of Directors.

Section 2. Board of Directors. The elective officers, the Immediate Past Chairperson, and the Regional Ambassadors shall constitute the Board of Directors. The Board of Directors shall manage the affairs of the Association subject to the provisions of these By-laws.

- a. Meetings of the Board of Directors shall be held at such times and places as the Chairperson and Board of Directors agree. The Board of Directors shall meet at least four (4) times in a calendar year.
- b. A quorum for meetings of the Board of Directors shall consist of a majority of its members, two (2) of which shall be officers.
- c. Members may attend Board meetings and may participate only with the approval of the Board.
- d. No member shall hold more than one position on the Executive Committee during the same term.
- e. The Board of Directors shall:
  1. approve appointments of the Standing and Special Committee Chairmen.
  2. provide for proper care of property and funds of the Association and make payment of legitimate expenses.
  3. determine what officers shall be bonded and in what amounts, and select a financial institution for deposit of funds of the Association.
  4. fill vacancies not otherwise provided for.
  5. report periodically through the Association's publication on items of business from the Board.
  6. delegate responsibilities to the Association staff.
  7. shall annually approve the budget and any amendments to the budget.
  8. determine the place, date, and registration fee adequate to support a convention.
  9. provide for an audit if determined necessary.

10. adopt the budget prepared by the Finance Committee for the next fiscal year prior to the beginning of the new fiscal year.
11. approve general auditor's report, if completed, and distribute to the members at the annual membership meeting.
12. make a report from the Board of Directors to each annual membership meeting and propose recommendations for the progress of the Association.
13. adopt the necessary Standing Rules to implement by-laws provisions, reviewing these annually and changing them where necessary.

Section 3. Action by Unanimous Written Consent. In the absence of a regular or special meeting, the Board may act by the unanimous written consent of all voting members of the Board. "Written consent" may be given by electronic communication.

Section 4. Removal. Any director elected by the members may be removed by the members, with or without cause, by a majority of those members qualified to vote at a meeting called for the purpose of removing the director. The meeting notice must state that its purpose, or one of its purposes, is the removal of the director. A director will be removed for missing more than seventy-five percent of the board meetings in any given 12-month calendar year. A director elected by the board may be removed, with or without cause, by the vote of two-thirds of the remaining directors then in office.

## ARTICLE X STANDING COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees:

- a. By-laws/Historian
- b. Finance/Economic/General Welfare
- c. Education/Grant
- d. Legislation
- e. Membership
- f. Nominating
- g. Scope of Nursing Practice
- h. Public Relations/Publicity/ Convention

Section 2. Committee Appointments. All committee members shall be appointed by the Chairperson with the approval of the Board of Directors.

Section 3. Ex Officio Member(s). The Chairperson shall be an ex officio member of all appointed standing committees, except the Nominating Committee.

Section 4. Committee Correspondence. All standing committees shall send copies of official correspondence to the Association office.

Section 5. Standing Committee Duties. Duties of standing committees:

- a. By-Laws/Historian:
  1. receive and put in proper form all proposed amendments to the By-laws for the annual membership meeting.
  2. annually review the By-laws and make any recommendation for changes to the Board of Directors.
  3. the Chairman of the By-laws Committee will submit the Board approved proposed By-law changes to the Secretary and Association office ninety (90) days prior to the annual membership meeting.
  4. maintain historical data/records for the Licensed Practical Nurse Association of Nebraska, Inc. (LPNAN).
- b. Finance/Economic/General Welfare:
  1. analyze the effect of federal and state legislation on the economic and general welfare needs for licensed practical nurses.
  2. develop guidelines to improve the economic and professional status of the licensed practical nurse.
  3. prepare and present for approval an annual budget at the Board meeting prior to the fiscal year.
  4. plan and supervise ways and means of raising funds to add to the funds of the Association.
- c. Education/Grant
  1. develop and promote continuing education of the licensed practical nurse.
  2. compile and distribute information on educational facilities and resources and encourage licensed practical nurses to remain competent through continuing education.
  3. conduct an annual education needs assessment.
  4. promote and award grants.
- d. Legislative
  1. keep this Association informed on pending state and federal legislation pertaining to nurses, nursing, and health.
  2. recommend policy and action concerning state and federal legislation in the field of practical nursing education.
  3. develop position papers, initiate drafting of legislation, and provide direction for lobbying.
- e. Membership:
  1. devise ways and means of increasing membership.
  2. devise ways and means of retaining membership.
  3. promote Regional involvement.
- f. Nominating:
  1. see Article VIII.
- g. Scope of Nursing Practice:
  1. study and resolve problems concerning nursing practice presented in writing to the committee.
  2. refer a problem to the Board of Directors for further study and final decision in the event the committee is unable to reach a solution.

3. review and monitor regulations that may impact licensed practical nurses and make recommendations to the Board of Directors.
- h. Public Relations/Publicity/Convention:
  1. be assisted by the Board of Directors and Committees under the direction of the Chairperson.
    - a. shall arrange for preparing and disseminating of the convention program, reports, and newsletters.
    - b. shall arrange for preparing and disseminating the publicity releases for the convention and any other special activity.
  2. assist in planning and coordinating activities associated with convention.

ARTICLE XI  
MEETINGS

Section 1. Meetings.

- a. An annual membership meeting shall be held at a time and place selected by the Board of Directors.
- b. Notice of the time and place of the meeting shall be sent to all members thirty (30) days prior to the date of said meeting.
- c. Special meetings of the membership may be called at the Chairperson's discretion and shall be called by the Secretary upon receipt at the principal place of business of the Licensed Practical Nurse Association of Nebraska of a written request signed by the designated representatives of not less than five (5) members, specifying the purpose(s) of the meeting. When called by the Chairperson, the Chairperson may specify the date, time, and place of the meeting. When called by written request, the Secretary shall designate the date, time, and a suitable location in the city where the Licensed Practical Nurse Association of Nebraska's principal place of business is located.

Section 2. Board of Directors.

- a. Regular meetings of the Board of Directors shall be held no less than four (4) times per year with the first meeting held no more than ninety (90) days following the annual membership meeting. Other Board of Directors meetings shall be held by the Board as necessary to conduct Association business.
- b. Special meetings of the Board of Directors may be called by the Chairperson and shall be called by the Chairperson upon the signed request of a majority of the members of the Board.

ARTICLE XII  
REPRESENTATION

Section 1. Voting Body. The voting body of all meetings of members of this Association shall be the voting members as defined in Article III, Section 3, of these By-laws.

Section 2. Voter Confirmation. All voting members shall be verified against a membership list of the LPNAN Association.

ARTICLE XIII  
QUORUM

Section 1. Quorum. A quorum for the annual membership meeting or a special meeting shall consist of a majority of the voting members present at the meeting.

Section 2. A quorum for either the Executive Committee or the Board of Directors shall consist of a majority of the members to include two elected officers of the state.

ARTICLE XIV  
FISCAL YEAR

The books and accounts of this Association shall be closed April 30 of each year.

ARTICLE XV  
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the meetings of this Association in all cases to which they are applicable and when not inconsistent with these By-laws.

ARTICLE XVI  
AMENDMENTS

Section 1. These By-laws may be amended at any annual membership meeting by a two-thirds (2/3) vote of the voting body present and voting. All proposed By-law changes shall be sent to the members at least thirty (30) days prior to the annual membership meeting.

Section 2. These By-laws may be amended at any annual membership meeting without a previous notice by a ninety percent (90%) vote of the members in attendance.

ARTICLE XVII  
DISSOLUTION

Upon dissolution, the assets of the Association, after payment of all just debts, shall be distributed as determined by the Board of Directors to (a) a nonprofit corporation or association with similar corporate purposes qualifying as tax exempt under Section 501(c)(6) of the Internal Revenue Code, as amended from time to time, or (b) a corporation or association exempt from federal income tax under Section 501(c)(3) of

the Internal Revenue Code, as the same may be amended from time to time. In the absence of action by the Board of Directors, the assets shall be distributed as determined by a court of competent jurisdiction.

ARTICLE XVIII  
NOTICE

As used herein, the terms "notice" and "send" may mean telephonic or electronic communication or any other communication reasonably calculated to inform.