

**BYLAWS
OF THE
AMERICAN ASSOCIATION OF LEGAL NURSE CONSULTANTS**

ARTICLE I

NAME

The name of the organization will be the "American Association of Legal Nurse Consultants" (the "Association").

ARTICLE II

PURPOSES

Section 1. Not-For-Profit. The Association is incorporated under the Arizona General Non-Profit Corporation Law.

Section 2. Purpose. The purpose of the Association is to promote the professional advancement of registered nurses consulting within the legal arena and to provide a forum for education, research, and the exchange of information on medical-legal matters., and to perform any and all such other acts that are necessary and proper to the attainment of these purposes.

Section 3. Rules. The following rules shall conclusively bind the Association and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

ARTICLE III

REGISTERED OFFICE AND AGENT

The Association shall have and continuously maintain in the State of Arizona a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Arizona and such other registered agents as the Executive Committee may, from time to time, determine.

ARTICLE IV

MEMBERSHIP

Section 1. Classes. Membership of the Association shall be composed of RN members and Non-RN members, all of whom agree to support the Association's purposes and abide by these Bylaws and such other rules and regulations as the Board of Directors may adopt.

- a. RN Membership. RN membership in the Association may be granted to any registered nurse who maintains active licensure in the United States, or whose country is recognized by the International Council of Nurses, who practices in, or is interested in the practice of legal nurse consulting. RN members may vote, hold office, serve on committees, and partake of all other benefits of membership as may be determined from time to time by the Board of Directors.
- c. Non-RN Membership. Non-RN membership may be granted to individuals with an interest in the goals and activities of the Association.

Section 2. Application. Any person submitting an application for membership shall be approved for membership under procedures that may be established by the Board of Directors.

Section 3. Voting Rights. Each RN Member shall be entitled to vote on all matters coming before the membership. Non-RN Members shall have no voting rights.

Section 4. Dues and Assessments. The initial and annual dues for each class of member of the Association and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

Section 5. Resignation. The Association shall not refund any portion of dues or assessments paid by an individual during the period of their membership in the Association.

Section 6. Discipline. Any member who becomes ineligible for membership or who shall be in default in the payment of any dues or assessments shall automatically lose his/her voting rights, and if such ineligibility or default is not corrected within 45 days, his/her membership shall be terminated. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE V

MEMBERSHIP MEETINGS

- Section 1.** Annual Meeting. An Annual Meeting of the members for receiving reports, and for such other business as may properly come before the members, shall be held at such day, time and place as may be determined by the Board of Directors.
- Section 2.** Special Meeting. A Special Meeting of the members may be called by the President or by the Board of Directors. In addition, a Special Meeting of the members may be called upon written application of twenty-five percent (25%) of the RN Members. If a Special Meeting is called in this manner, it must adhere to the notice provision established in Section 3 below. No business shall be transacted at a Special Meeting except that stated in the notice of such meeting.
- Section 3.** Notice. Notice of the Annual Meeting and any Special Meetings shall state the time, date and place of the meeting and shall be announced no fewer than 30 days prior to the meeting.
- Section 4.** Quorum. The presence in person or by proxy of ten percent (10%) of the RN Members of the Association shall constitute a quorum for the conduct of business at Annual or Special Meetings.
- Section 5.** Manner of Acting. The act of a majority of the members present and eligible to vote at a membership meeting at which a quorum is present shall be the act of the membership, except where otherwise provided by law or by these Bylaws. Any action that may be taken at the Annual or any Special Meeting may be taken by ballot if the written ballot of every RN Member is solicited.

ARTICLE VI

BOARD OF DIRECTORS

- Section 1.** Composition and General Powers. The Board of Directors shall be comprised of a minimum set of the following: the President, President-elect, Secretary/Treasurer, Immediate Past President, and a minimum of three (3) directors-at-large. The Board of Directors shall have supervision, control and direction of the affairs of the Association; shall determine its policies or changes therein within the limits of these Bylaws; and shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, create such committees and appoint such agents as it may consider necessary.
- Section 2.** Qualifications and Term Of Office.
- a. The directors-at-large members of the Board of Directors shall be RN Members of the Association for at least one year prior to their nomination and shall serve a three-year term of office upon assuming their position, unless shorter terms are required to achieve staggered terms.
 - b. The maximum number of consecutive one-year terms an individual may serve on the Board of Directors in any total combination of roles is six (6).
- Section 3.** Election.
- a. The Leadership Succession Committee will recommend a slate to the Board of Directors for the open Director-at-Large positions. If the Board does not approve the slate, the Leadership Succession Committee will recommend another slate

until the Board approves the slate. Once approved, the slate will be presented to the RN Members for ratification by vote. The slate shall be circulated to RN Members at least sixty (60) days before the Annual Meeting in accordance with such policies as may be adopted by the Board of Directors.

In addition, the Leadership Succession Committee shall submit its slate for Officers to the Board of Directors for appointment. If the Board does not approve the slate, the Leadership Succession Committee will recommend another slate until the Board approves the slate.

b. The President-elect shall be appointed by the Board of Directors from a slate presented to the Board of Directors by the Leadership Succession Committee at least sixty (60) days before the Annual Meeting.

c. A Director-at-Large having completed at least one year of his/her term on the Board of Directors, and having been nominated by the Leadership Succession Committee, shall be appointed by the Board of Directors to serve as Secretary/Treasurer for a two-year term. The maximum number of consecutive terms that can be served by a Secretary/Treasurer is two, with the second term being subject to the nomination, approval and appointment process conducted for the first term. Upon assuming the role of Secretary/Treasurer, a person may not return to his/her vacated position of Director-at-Large if any additional years remained for that position.

Section 4. Regular Meetings. The Board of Directors may provide, by resolution, the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a minimum combination of three (3) other officers/directors-at-large, and shall be held only upon 5 days' notice to all Board members.

Section 6. Quorum. A majority of the Board of Directors, three (3) of whom are officers, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 8. Vacancies. Any vacancy of a director-at-large position for any reason shall be filled by appointment of the Board of Directors. A director selected according to this provision shall serve the unexpired portion of the term until his or her successor has been duly elected and qualified pursuant to the election procedures set forth in Section 3, above. Any member filling an unexpired term for more than one-half of the original term shall be considered to have served one term.

Section 9. Resignation or Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Association would be served thereby.

Section 10. Telephone/Virtual Conferences. Members of the Board of Directors, or of any committee designated by the Board of Directors, may take any action permitted or authorized by these Bylaws by means of any conference telephone or similar

telecommunications equipment through which all participants in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

- Section 11.** Electronic Vote. Any action requiring a vote of the Board of Directors may be taken by electronic mail ballot. The action taken shall be effective upon the unanimous written approval of the Board of Directors and upon filing of the written approvals with the records of the Board of Directors meetings.

ARTICLE VII

OFFICERS

- Section 1.** Officers. The officers of the Association shall be a President, a President-elect, an Immediate Past President, and a Secretary/Treasurer.
- Section 2.** Qualifications and Terms of Office. Any RN Member in good standing for more than one year at the time of his/her nomination will be eligible for elected office; in addition, the President-elect shall have served on the Board of Directors within the last three (3) years. The Secretary/Treasurer shall have served at least one year as Director at Large prior to election as Secretary/Treasurer. The term of office for all officers shall be one year, with the exception of Secretary/Treasurer which will be a term of office of two years. No one may serve more than two (2) consecutive terms as Secretary/Treasurer. Each officer shall serve until a successor has been duly reviewed, nominated, and elected or appointed.
- Section 3.** Removal. Any officer may be removed by a majority vote of the persons authorized to elect such officers whenever, in their judgment, the best interests of the Association would be served thereby.
- Section 4.** Vacancies. A vacancy of the President's office shall be filled by the President-elect, as set forth in Section 6, below. Any vacancy occurring among the other officers for any reason shall be filled by appointment of the Board of Directors. Any officer selected according to this provision shall serve the unexpired portion of the term until his or her successor has been duly elected and qualified pursuant to the election procedures set forth in Section 2, above.
- Section 5.** President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the affairs of the Association. The President shall preside over all meetings of the Association and the Executive Committee. The President shall be a member *ex-officio* of every committee of the Association, a voting member of the Leadership Succession Committee, and shall serve as Chair of the Executive Committee, with voting rights on Executive Committee matters.
- Section 6.** President-elect. The President-elect shall become familiar with the duties of President and perform such duties as may be delegated to him/her by the President or the Board of Directors and shall succeed the President at the expiration of the President's term of office. In the event of the absence, inability or refusal to act of the President, the President-elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the President. The President-elect shall appoint all committee chairs and members, subject to approval by the Board of Directors, except as otherwise provided in these bylaws.
- Section 7.** Secretary/Treasurer The Secretary/Treasurer shall be custodian of records; shall keep or cause to be kept at the principal office of the Association a record of all proceedings of the Association and of the mailing address of each Member; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws.

The Secretary/Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall have periodic audits of the Association's books conducted by a certified public accounting firm; and shall in general perform all the duties incident to the offices of secretary and treasurer and such other duties as may be assigned from time to time by the President or Board of Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Director.

Section 8. Past President. The primary responsibility of the Immediate Past President is to serve in an advisory capacity as a voting member of the Board of Directors.

ARTICLE VIII

EXECUTIVE DIRECTOR

The Executive Director shall serve as the chief executive officer of the Association, with responsibility for the administrative and day-to-day operation of the Association. The Executive Director shall be salaried and appointed by a management firm or the Executive Committee, responsible to the officers of the Association. The Executive Director shall undertake tasks assigned to him/her by the President and shall assist in carrying out the functions of the office of the Secretary/Treasurer. The Executive Director shall have no fixed term of office and shall serve as a non-voting, *ex-officio* member of the Board of Directors and the Leadership Succession Committee.

ARTICLE IX

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Association and one Director-at-large appointed annually by the President-Elect, and shall exercise all powers and authority of the Board of Directors during the periods between meetings of the Board.

Section 2. Leadership Succession Committee. The Leadership Succession Committee shall consist of the President Elect, serving as Chair; the President, and three (3) other members recommended by the Leadership Succession Committee and approved by the Board of Directors. Members of the Leadership Succession Committee shall serve for staggered, two-year terms. Members of the Leadership Succession Committee shall not be nominated for office. The Executive Director will serve as the staff liaison with no voting privileges.

Section 3. Other Standing Committees. The Association shall also maintain any other standing committees as deemed necessary by the Board of Directors.

Section 4. Special Committees. Special committees or task forces may be established as needed by the Board of Directors. Such special committees or task forces shall limit their activities to the purposes for which they were created and shall be dissolved upon the completion of their appointed tasks.

Section 5. Committee Membership. Members of committees shall be appointed by the President-Elect.

- Section 6.** Term of Office. Each member of a committee shall continue as such until his or her successor has been duly appointed by a new President-Elect unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- Section 7.** Chair. One member of each committee shall be appointed Chair by the President-Elect of the Association.
- Section 8.** Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
- Section 9.** Quorum. Unless otherwise provided by resolution of the Executive Committee or of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.
- Section 10.** Minutes. Minutes or action notes of all committee meetings shall be provided to the Secretary of the Association.
- Section 11.** Rules. Each committee may adopt rules for its own government consistent with these Bylaws and with rules adopted by the Board of Directors.

ARTICLE X

LOCAL CHAPTERS

The Board of Directors may authorize the establishment of local chapters which shall be organized and operated in accordance with the rules and policies adopted by the Board of Directors of the Association. All RN members of local chapters must be members of the Association.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1.** Contracts. The Executive Committee may authorize in writing any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.
- Section 2.** Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President of the Association.
- Section 3.** Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Bonding. The Board of Directors may provide for the bonding of such officers of the Association as it may from time to time determine.

Section 5. Gifts. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

ARTICLE XII

BOOKS AND RECORDS

Section 1. Maintenance. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, Executive Committee, and Committees having any of the authority of the Board of Directors.

Section 2. Inspection. All books and records of the Association may be inspected by any Member at the principal office at any reasonable time.

Section 3. Annual Report. Within one hundred twenty (120) days of the end of the fiscal year, the Association shall provide to the Board of Directors and make available to any Member upon request a report of

- a. the assets and liabilities of the Association as of the end of the fiscal year and the principal changes in assets and liabilities during the year;
- b. the revenue and expenses of the Association during the fiscal year;
- c. any other information required by the the Arizona General Non-Profit Corporation Law.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall end on December 31st.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Arizona General Non-Profit Corporation Law or under the provisions of the Articles of Organization or the Bylaws of the Association, 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 XV

INDEMNIFICATION

The Association shall indemnify all officers, employees, and agents of the Association to the full extent permitted by the Arizona General Non-Profit Corporation 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 XVI

AMENDMENTS TO BYLAWS

These Bylaws may be amended with the approval of a majority of a quorum of the RN Membership, provided the substance of any such amendment has been approved by a two-thirds (2/3) vote of the Board of Directors and has been circulated to all RN Members.

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