



**ADVANCED PRACTICE REGISTERED NURSE ALLIANCE- ALASKA (APRN-A)  
BYLAWS  
(An Alaska Non-Profit Organization)**

**ARTICLE I. NAME**

Advanced Practice Registered Nurse Alliance - Alaska (APRN-A)

**ARTICLE II. MISSION & PURPOSE**

**Section 1. Mission**

The mission of the APRN-A is to provide knowledge advice, preserve the integrity of the APRN role, ensure current and evolving scopes of practice, and advocate for the diverse populations we serve.

**Section 2. Purpose**

The specific objectives and purpose of this organization shall include but not limited to:

- A. Facilitate cooperation between APRNs, APRN organizations, and other entities interested in advanced practice registered nursing.
- B. Provide input and recommendations on regulatory, legislative, policy, and professional matters pertaining to advanced practice registered nursing.
- C. Advocate for and give input on policy focused on improving the health of all Alaskans.
- D. Advance the visibility of the organization and Alaska APRNs
- E. Promote the role of the APRN in the delivery of healthcare of Alaskans
- F. Promote and foster mentorship and leadership in roles to support the mission of the organization.

**ARTICLE III. INCLUSION, DIVERSITY, & EQUITY**

**Section 1: Welcome statement.**

The APRN Alliance welcomes all APRNs and students and adheres to a commitment of nondiscrimination which applies to all leadership, members, and guests within the organization.

We believe in inclusion, equity and diversity which fosters transparent communication, dialogue, accountability and mutual respect.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Membership is granted to the four professional organizations which represent APRNs in the state of Alaska. The organizations include the Alaska Affiliate of the American College of Nurse-Midwives (AK-ACNM), the Alaska Nurse Practitioner Association (ANPA), The Alaska Association of Nurse Anesthetists (AKANA), and the Alaska Clinical Nurse Specialists Association (ACNS-A). The Alliance shall not discriminate.

### **Section 2. Annual Dues**

The amount required for annual dues shall be determined by the Board of Directors (BOD) Ongoing membership is contingent upon being up to date on membership dues.

### **Section 3. Rights of Members**

Each of the four-member organizations shall be eligible to appoint one voting representative to the Board of Directors. A minimum of two additional Board Members (Directors at Large) shall be appointed by the board as necessary.

### **Section 4. Resignation and Termination**

Given the nature of this alliance, participation of all four organizations is essential. Should an organization desire to resign from membership, then a conflict resolution process will be initiated. Only after the conflict resolution process is completed, may written resignation be filed with the board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

### **Section 5. Non-voting Membership**

The Board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV. Governance**

### **Section 1. Board of Directors**

A. The affairs of the APRN-A shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the APRN-A.

#### **B. Number and Tenure**

i. The number of Directors shall be determined from time-to-time by the Board, but shall consist of no less than seven (7) but no more than eleven (11)

including the following: President, President-Elect, Immediate Past President, Secretary, Treasurer, and four to six (4-6) (2) Director at Large (DAL).

- ii. The tenure of appointed members of the Board of Directors shall serve an initial one year term). At the conclusion of the initial one-year term, members of the Board of Directors may serve additional one-year terms not to exceed more than a total of four consecutive years unless approved by the Board. A board member may resign at any time by providing written notice to the Board President. Terms will commence with the start of the calendar year. Appointees to fill a term will be added on to the next calendar year.

### **C. Responsibilities of Board members**

- i. Attendance:
  - a. Attend  $\geq 75\%$  of the meetings each year
  - b. Notification of absence: If a Board member is unable to attend the scheduled meetings, they must contact the Board Secretary or President prior to the meeting and this will be considered an excused absence. The board member will try to notify the Board Secretary (or Board President) by email or text message at least 24 hours in advance. If a Board representative is unable to attend, they may notify the Secretary and President in writing of a proxy to vote on their behalf for that meeting. This will be considered an excused absence
  - c. Three unexcused absences in a row by a board member may lead to consideration for removal from office in order to assure the board continues to have adequate representation from all member organizations.
- ii. Activities of Board members.  
Conduct the general business of the APRN-A including:
  - a. Conduct business between meetings by e-mail or other means of communication-
  - b. Control and manage funds and property of this APRN-A
  - c. Provide an annual report to the 4 (four) member organizations, including financial statements prepared in accordance with generally accepted accounting principles.
- ii. Each member of the Board of Directors shall make a meaningful financial contribution to the organization annually.

### **D. Confidentiality**

- i. Meeting shall not be recorded without the expressed consent of the quorum of board members.
- ii. Communications of all types require trust and confidentiality to allow an open and honest communication. These communications are confidential until a statement from the BOD has been written.

- iii. If a board member (officer or director at large) does not agree with a decision of the board, this member has the right to put in writing their dissent, reason for dissent, and have this entered in the minutes for that meeting.

## **Section 2. Officers**

**A. President-** shall preside over all business meetings. The President shall have the following duties:

- i. Facilitate all meetings of the Board of Directors and the APRN-A general meetings
- ii. Conduct general and active management of the business of the Board and the APRN-A
- iii. Provide general direction to all other officers of this organization and see that their duties are properly performed.
- iv. Assure that all necessary reports are submitted to the State of Alaska for Business Licensing and non-profit status as needed
- v. Sign financial and business contracts on behalf of the APRN-A. Any contracts over \$10,000 require a second signature of the Treasurer and Board approval.
- vi. Administer the contract for the lobbyist and act as the point of contact. This work may also be designated or assigned to one of the other board members.
- vii. Author or approve letters or comments regarding regulations posted for public comment or legislative bills. The President will provide public testimony concerning bills affecting the membership on behalf of APRN-A unless this is delegated to another member of the Board or member.
- viii. Delegate the management the post office box contents and annual box payment.

**B. President-elect-** shall be vested with all the powers and shall perform all the duties of the President during the absence of the President.

- i. Assist President with facilitation of meetings of the Board or Directors and APRN-A
- ii. Conduct general and active management of the business of this board and APRN-A

**C. Immediate Past President-**shall preside over business meetings in the absence of both the President and the President-Elect and attend all meetings of the BOD and all Alliance meetings as possible.

- i. Aid the current President as requested in matters relating to the Alliance such as comments on regulations, analysis of legislative bills, testifying before the legislature on behalf of the APRN-A and other duties as requested.

- ii. Serve as historian to assure continuity of information from the prior year.

A. **Secretary-** shall attend all meetings of the BOD and all Alliance as possible.

- i. Document all minutes of Board and general membership meetings.
- ii. Manage the online document storage of the business account and archive documents
- iii. Oversee the social media visibility including the website and Facebook page. These duties can be delegated to other Board, or interested members
- iv. Keep current the Alaska Business Licenses for the Organization
- v. Record and as necessary submit the biennial report
- vi. In the event the Secretary is unable to attend a meeting when minutes are to be documented, they will make every attempt to find a replacement to take minutes in advance of the meeting and will assist in finalizing the minutes.

E. **Treasurer-** shall attend all meetings of the BOD and Alliance as possible

- i. Submit required federal and state financial reporting to include taxes.
- ii. Provide a written monthly financial report to the BOD and APRN-A of accounts including checking, savings and investment accounts for the APRN-A as well as the PAC.
- iii. Manage accounts payable and receivable in compliance with established accounting principles
- iv. Oversee the documents and financial reporting requirements of the PAC
- v. Manage record keeping system of financial documents that is accessible to the officers of the board.
- vi. File annual taxes and oversee financial audits consistent with the tax code and U.S. accounting standards for 501c (6) nonprofits.

### **3. Directors at Large**

**A. Director(s) at Large (DAL)-** shall attend all meetings of the BOD and Alliance as possible

- i. Actively participate at all Board and general meetings
- ii. Assist with assigned tasks to support the Board and work of the Alliance. The DALs will rotate between the four specialties on an annual basis

- iii. In the event of a vacancy of an officer of the Board, the DAL would fulfill the vacancy until another BOD member is elected

### **Section 3. Nomination & Election of Officers**

#### **A. Nominations:**

- i. It is preferable that active members of their membership organization shall be eligible to be nominated for election, however if an interested APRN indicates interest in running for office or joining the board and is no a current member of their state specialty organization, their application can be considered providing they join their state organization in advance of applying for a position(
- ii. It is encouraged for potential APRN candidates interested in office positions to have been on the Board of Directors for at least a year and/or have served in a leadership role in their state organization.
- iii. The candidate must agree to the nomination prior to voting

#### **B. Election:**

- i. A slate of officers shall be prepared and submitted to the officers of the 4 member organizations. A maximum of 4 officers from each of the organizations is eligible to cast a ballot.
- ii. Voting will be conducted by the 4 officers of the 4 member organizations and the current officers of the APRN-A Alliance. Only active organizations shall be eligible to participate in elections. A total of up to 20 votes total can be cast.
- iii. Method of voting may be completed in person or via email during a designated time frame.
- iv. Votes outside of a designated time frame, which will be noted on the ballot, cannot be accepted.
- v. A 2/3 majority of votes submitted shall elect the officer

### **Section 4. Removal of Officer**

Any officer of the APRN-A may be removed from office at any time for conduct not in the best interest of the APRN-A. Whenever such removal is contemplated, the BOD shall notify the officer in writing of the reasons for the proposed action and of the time and place the meeting of when removal was considered. For removal, the APRN-A must have a quorum and a majority

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vote. The officer shall be entitled to respond to the APRN-A in their defense prior to final removal.

### **Section 5. Vacancies**

In the event of a vacancy or vacancies, the President, subject to approval of the BOD, shall appoint members to fill such vacancies until the formal election of officers takes place. If the vacancy is the President, the President-elect will fulfill the role until the formal election of officers takes place. In the event of vacancies occurring in committees, the current President, subject to the approval of the Board of Directors, shall appoint members to fill such vacancies.

A Board member may resign at any time by giving written notice to the President

### **ARTICLE V. MEETINGS**

- A. The APRN-A shall hold a minimum of 4 meetings a year in person and electronically. The Executive committee shall meet as needed.
- B. A quorum must be present to conduct any APRN-A business or voting (A quorum is defined as at least one **Board** representative from each of the 4 APRN member organizations.)
- C. If a Board representative from a member organization is unable to attend, they may notify the Secretary and President in writing of a proxy to vote on their behalf for that meeting..
- C. Meetings by Board members can be attended in person or virtually.
- D. The date, time, and location of the meetings shall be organized by the President or President-elect. A schedule of the business meetings shall be established by the last meeting of the calendar year. (Moved to BOD Responsibilities)
- E. Meeting notice: Notice of the date, time, and location of all meetings of the Board and APRN-A shall be noticed at least seven (7) days prior to the date of the meeting. If one or more officers are to be elected at a meeting or if an amendment to these bylaws will be submitted for membership, the notice shall include a statement to that effect. The methods of notice shall include emails and other forms of electronic communication that can be documented and confirmed.
- F. Board members may participate in person or virtually.
- G. Meeting minutes will be sent out to the APRN-A members and officers as soon after the meeting as possible.

### **ARTICLE VI. FISCAL YEAR**

The fiscal year shall be January 1 through December 31.

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## **ARTICLE VII. PROPERTY & RECORDS**

The APRN-A shall keep records of accounts, documents, and minutes in a designated location and as many records as possible will be scanned and placed in the APRN-A google drive.. No property or income shall be to the benefit of any one member. In the event of a board member resigning from office, the property and records will be handed over to the oncoming officer prior to exiting of their term.



## **ARTICLE VIII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting provided that specific notice of the proposed amendment of the Articles and is approved through a majority vote.

### **Section 2. Bylaws**

These Bylaws should be reviewed every two years by the BOD for accuracy. These Bylaws may be amended by majority vote at any regular or special meeting. Under emergency situations, the BOD may amend the Article's contents until official voting can take place by the APRN-A.

## **ARTICLE IX. GENERAL PROVISIONS**

The APRN-A shall be a non-profit organization incorporated under the laws and the State of Alaska and with tax-exempt status under section 501 c (6) of the Internal Revenue Service Code of 1986. All funds, property, and assets of whatever kind or description shall remain the sole and separate property of the APRN-A and shall be held in trust the membership thereof.

## **ARTICLE X. GIFTS**

The APRN-A shall have the authority to accept gifts in accordance with a 501 c (6) organization.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

In the absence of any provision in these Bylaws, all meetings of this Alliance, the BOD shall be governed by [Roberts Rules of Order Newly Revised, 12<sup>th</sup> ed., 2020](#).

## **ARTICLE XII. CONFLICT OF INTEREST**

The APRN-A members or BOD shall make known any conflict of interest if it relates to the business of the APRN-A.

## **ARTICLE XIII. DISSOLUTION**

Upon dissolution of the APRN-A, the BOD, after paying or making provisions for the payment of all liabilities of the Affiliation, shall distribute assets in accordance with state and federal laws.

**ADOPTION OF BYLAWS** We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 5 preceding pages, as the Bylaws of this corporation.

ADOPTED AND RE-APPROVED by the Board of Directors on this

DocuSigned by:

*Marianne Johnstone-Petty, President of AK APRN Alliance* /31/2024

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President, AK APRN Alliance

Date

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*Sara Kozup-Evon, President-Elect of AK APRN Alliance* 2/6/2024

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President-Elect, AK APRN Alliance

Date

N/A

Immediate Past President, AK APRN Alliance

Date

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*Stephanie Wrightsman-Birch, Secretary of AK APRN Alliance* 1/24/2024

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Secretary

Date

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*[Signature]*

1/31/2024

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Treasurer

Date