

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

**ARTICLE I. NAME.**

**SECTION 1 NAME**

The name of this association shall be the Central Indiana Organization of Clinical Nurse Specialists, Inc. (CIOCNS). Affiliate of the National Association of Clinical Nurse Specialists, hereinafter referred to as CIOCNS.

**ARTICLE II. MISSION AND PURPOSES.**

**SECTION 1. MISSION STATEMENT**

Consistent with the national organization, CIOCNS exists to enhance and promote the unique, high value contribution of the clinical nurse specialist to the health and well-being of individuals, families, groups, and communities, and to promote and advance the practice of nursing in Indiana.

**SECTION 2. PURPOSES**

The purposes of CIOCNS shall be to:

- a. provide educational, networking, and mentorship opportunities for the continuing professional development of the clinical nurse specialist in Indiana and the surrounding areas;
- b. promote the visibility of clinical nurse specialists' impact on cost, quality and access to nursing care to health care consumers and systems/organizations;
- c. provide education to Indiana communities and/or health care entities/organizations and the public regarding the unique contributions of clinical nurse specialists to the well-being of individuals and groups;
- d. provide a forum for the identification and discussion of issues and trends that affect and shape the evolution of clinical nurse specialist practice in Indiana;
- e. promote the unification of Indiana clinical nurse specialists in their advanced practice roles including competencies, spheres of influence and educational preparation;
- f. provide for the development and dissemination of position statements regarding health care policy issues pertinent to quality, cost and access to nursing care, strategies to improve the appropriate use of health care resources and the need for and preparation of clinical nurse specialists in Indiana;
- g. serve as a clearinghouse for information pertinent to Indiana's clinical nurse specialists and clinical nurse specialist practice;
- h. collaborate with other groups addressing issues of common concern to advanced practice nurses;
- i. contribute to the body of knowledge regarding clinical nurse specialist practice and patient/group outcomes.

**SECTION 3. PROPERTY AND RECORDS**

No part of the income or property (real or personal, tangible or intangible) of this association shall inure to the benefit of any member. As in IRC 501(c) (6) organization supported primarily by dues, part of the income sources include non-member support. Member support in the form of dues and involvement in the organizations activities must remain at a meaningful level. Upon retiring from office, all officers shall deliver all records or other properties of the association within one month of the end of a term of office unless otherwise specified by the Board of Directors.

**SECTION 4. BYLAWS**

These bylaws shall be reviewed by the Board every 2 years. Changes to the bylaws shall be reviewed with members for comment and vote for approval.

**ARTICLE III. MEMBERSHIP/APPLICATIONS.**

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

**SECTION 1. AFFILIATE RESPONSIBILITY TO NACNS**

In accordance with NACNS regulations CIOCNS will assure that at least 25% of its membership also holds membership in NACNS at all times.

**SECTION 2. REGULAR MEMBER**

A regular member of the organization is an individual who:

- a. holds an active license to practice as a registered nurse in Indiana
- b. holds a masters/doctoral degree as a clinical nurse specialist from an accredited program that prepares clinical nurse specialists
- c. is entitled to vote, hold office, and chair committees.
- d. A person who has retired from employment may choose to become a retired member.

**SECTION 3. STUDENT MEMBER**

A student member is an individual who:

- a. holds an active license to practice as a registered nurse in Indiana;
- b. provides verification of enrollment as a part-time or full-time clinical nurse specialist student in an accredited masters or doctoral program that prepares clinical nurse specialists
- c. may not vote or hold an elected office or chair a committee. However, a student may be a voting member of a committee.
- d. may attend all meetings and participate in committees

**SECTION 4. APPLICATION FOR MEMBERSHIP**

- a. Requests for membership shall be made by submitting a membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

**SECTION 5. TERMINATION OF MEMBERSHIP**

A Member becomes ineligible for membership when ninety (90) days in default of dues payment or any charges. In addition, membership in NACNS may be terminated or other disciplinary action imposed for “cause”, which means violation of these Bylaws or any rule or practice of NACNS. Termination or other discipline shall be imposed only upon the vote of two-thirds of the entire Board of Directors; provided that the Member shall have been furnished a full statement of the charges against such Member and shall have been afforded adequate opportunity for a hearing thereon. In special circumstances, the Board of Directors may delay such termination.

**SECTION 6. DUES**

- a. Dues are collected annually for membership. Periodic evaluation of dues collected will occur based upon the ability to meet the mission and goals of the organization.

**ARTICLE IV. MEETINGS.**

**SECTION 1. ANNUAL BUSINESS MEETING**

CIOCNS shall meet a minimum of annually at a time and place to be determined by the Board of Directors. The annual business meeting shall be an open meeting to all members in good standing of the CIOCNS.

**SECTION 2. QUORUM**

The voting membership must represent at least 10% of eligible voting members present at any business meeting. Business conducted electronically will also require a response by at least 10% of eligible voting members.

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

**ARTICLE V. BOARD OF DIRECTORS.**

**SECTION 1. BOARD OF DIRECTORS**

The governance of this association shall be vested in the Board of Directors. The Board of Directors shall consist of 4 elected officers, 2 elected non-officers, plus the immediate past president. The elected officers include the president, president elect, secretary, and treasurer. The elected non-officers include two (2) members at large from the active membership. They shall manage the affairs of the affiliate in conformity with the bylaws under which the CIOCNS is incorporated.

- a. The Board of Directors shall meet at least annually.
- b. The Board of Directors shall formulate policies in order to conduct/transact the general business of CIOCNS in the period between annual meetings to further the purposes and goals of CIOCNS and to manage, control, and conserve the property and interest of the affiliate.
- c. The Board of Directors shall have the power to establish fees, create standing and ad hoc committees and define their duties, and to call annual meetings and other meetings of CIOCNS not already provided for.
- d. The outcome of any action taken by the Board will be by a majority vote of those participating as long as a quorum is present.
- e. The Board will involve CIOCNS membership when decision making affects the mission, vision and purpose of the organization.

**SECTION 2. TIME AND PLACE OF MEETINGS**

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

**SECTION 3. QUORUM OF BOARD OF DIRECTORS**

- a. A quorum of the board shall consist of eighty percent (80%) of the Board of Directors.

**SECTION 4. REMOVAL OF A BOARD MEMBER**

A member of the Board of Directors may be removed by the vote of the members present or represented at a duly called meeting at which a quorum is present whenever, in their judgment, the best interests of the organization would be served by such removal.

**ARTICLE VI. OFFICERS/TERMS OF OFFICE.**

**SECTION 1. OFFICERS**

- a. The officers of the association shall consist of a president, immediate past-president, president elect, secretary and treasurer. These officers shall perform the duties prescribed in these bylaws, and by the parliamentary authority adopted by the association. An officer may be removed, with or without cause, by the Members as described in Section 4.

**SECTION 2. ELIGIBILITY OF OFFICERS AND BOARD MEMBERS**

- b. Each candidate for an office or director in CIOCNS shall have been a regular member for at least one year preceding each election.
- c. A person may not simultaneously be a candidate for more than one office or Board position.
- d. No individual may serve more than 6 continuous years on the Board of Directors.

**SECTION 3. PRESIDENT**

**Term:** The president serves for one year, or until succeeded by the president elect.

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

- a. If the president resigns or is removed from office, the president elect and a board member will step into the president and president elect positions and the Board of Directors will select a new board member to fill the vacancy term.
- b. If both the office of president and president elect are vacated by resignation or removal from office, the Board of Directors shall appoint an interim president to serve the unexpired portion of the president's term.

**Duties:** The president shall be the Chief Executive Officer of CIOCNS. It shall be the duty of the president to preside at all meetings of the CIOCNS and its Board of Directors, and to see the rules are properly enforced in all deliberations. The president shall perform such other duties as may be prescribed by these bylaws and by the parliamentary authority adopted by the affiliate. The president shall facilitate and maintain the website with the web designer. The President ensures that the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the President serves as primary spokesperson for the organization.

#### SECTION 4. IMMEDIATE PAST PRESIDENT

**Term:** The immediate past president serves for one year. In the event of resignation or removal from office, the Board will determine a replacement plan for this office.

**Duties:** The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the president and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President. The immediate past president oversees the workings and of the fellowship monies and associated business.

#### SECTION 5. PRESIDENT ELECT

**Term:** The president elect serves for one year or until a successor is elected. The President-Elect shall automatically become President at the end of the term as President-Elect. In the event of a resignation or removal from office, a successor shall be appointed by the Board of Directors to serve until moving into the office of president.

**Duties:** The President Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Affiliate and its governance and to develop and facilitate officer transition. The President Elect assists and supports the President as needed and plans for the Presidential year. The president elect shall perform duties as directed by the president.

#### Section 6. SECRETARY

**Term:** The secretary will serves for one year. In the event of a resignation or removal from office, a successor shall be appointed by the Board of Directors to serve.

**Duties:** The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of the Board of Directors, and performs other duties as the need arises and/or as defined in the bylaws.

#### SECTION 7. TREASURER

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

**Term:** The Treasurer serves for two years or until a successor is elected. In the event of a resignation or removal from office, a successor shall be appointed by the Board of Directors to serve until the next regularly scheduled election at which time a new Treasurer shall be elected to a full term by the membership.

**Duties:** It shall be the duty of the treasurer to maintain the financial records of the CIOCNS in accordance with generally accepted accounting principles. The treasurer shall be responsible for and have full knowledge of all funds, disbursements, and securities of CIOCNS and shall submit financial reports to the membership, prepare the annual budget in collaboration with the Board of Directors, and make recommendations pertaining to changes, which may affect the financial status of the affiliate. The treasurer shall be under bond upon such terms, conditions, and for such amounts as shall be prescribed by the Board of Directors; the premiums to be paid by CIOCNS. The Treasurer will organize an annual audit of all financial transactions and records. The auditors will exclude the Treasurer and include at least one board member and one regular member. The treasurer shall perform other duties as directed by the Board of Directors or as prescribed by these bylaws and by the parliamentary authority adopted by the Association. The treasurer will be an ad hoc member to the Conference Planning Committee to support and meet the financial needs the Annual Conference.

**SECTION 8. DIRECTORS**

**Term:** In addition to elected officers, there shall be 2 Directors. They will serve two-year terms and one director will be elected each year. In the event of a resignation or inability to fulfill the duties of the position, a successor shall be appointed by the Board of Directors to serve the remainder of the term.

**Duties:** It shall be the duty of the directors to participate on the Board, to serve as liaisons to committees, and other duties as assigned.

**ARTICLE VII. TIMING OF ELECTIONS, NOMINATIONS AND ELECTIONS.**

**SECTION 1. TIMING OF ELECTIONS**

Annually, the members of the Association shall elect a president, vice president and board member. In alternating years, a Treasurer and second board member will be elected.

**SECTION 2. NOMINATIONS**

Any member may submit the name(s) of a potential candidate(s) to the Board of Directors. The Board shall review the qualifications of all applicants and prepare a proposed slate.

**SECTION 3. ELECTIONS**

- a. Elections of the officers and Board of Directors shall be by confidential ballot distributed via electronic methods or postal mail. There shall be no write-in votes unless there are fewer than two candidates for the office.
- b. Plurality shall elect. In the case of tie, choice shall be by lot.
- c. The elected officers and directors shall take office at the close of the annual conference following the election. Election results will be announced through email notification. Election records shall be kept by the Affiliate for thirty (30) days following the election.

**ARTICLE VIII. COMMITTEES.**

**SECTION 1. CONFERENCE PLANNING COMMITTEE**

- a. The only standing committee shall be the Conference Planning Committee.
- b. Committee chair and committee members are by volunteer of the members in good standing.

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

- c. The size of the committee shall be determined by the Board of Directors, except that no committee shall have fewer than three members.

**SECTION 2. AD HOC LEGISLATIVE/ REGULATORY COMMITTEE**

- a. The Ad Hoc Legislative/Regulatory Committee, in collaboration with NACNS, shall represent CIOCNS and respond to individual members and state legislators, other professional associations and boards of nursing on state and national issues, which affect recognition, reimbursement, and practice of clinical nurse specialists.
- b. Membership – The Legislative/Regulatory Committee shall consist of at least three (3) members, appointed by the Board of Directors of the CIOCNS.

**SECTION 3. TASK FORCE**

- a. The Board of Directors will appoint or seek members to address issues that cannot be completed during a business meeting.
- b. A Task Force is a temporary group of members formed to carry out a specific project or to solve a problem.

**SECTION 4. REPRESENTATION**

- a. The Board of Directors will consider and recommend CIOCNS representation to other professional organizations to meet the needs of this organizations mission.
- b. CIOCNS will have a member representative to CAPNI (Coalition of Advance Practice Nurses of Indiana).

**ARTICLE IX. AWARDS.**

The Board of Directors may create and offer awards for scientific investigations or contributions consistent with the purposes of NACNS. The Board of Directors may authorize the cost of such awards.

**ARTICLE X. FISCAL YEAR.**

The fiscal year of the association shall be from January 1 through December 31.

**ARTICLE XI. GIFTS.**

The association shall have the authority to accept gifts in accordance with a 501(c) (6) organization's status. Refer to IRC 501 (c) (6) Organizations for FY2003.

**ARTICLE XII. PARLIAMENTARY AUTHORITY.**

The most recent issue of Robert's Rules of Order shall govern the conduct of the meeting of the Association unless otherwise specified in these bylaws or special rules adopted by NACNS.

**ARTICLE XIII. AMENDMENTS TO THE BYLAWS.**

**SECTION 1**

Amendments to these bylaws must be proposed in writing, signed by four members in good standing and submitted to the Board of Directors. All proposed amendments received in proper form by the Board of Directors and submitted to the Board of Directors must be circulated to the entire membership, not less than thirty (30) days prior to the annual meeting. The amendments shall be voted on by the membership at the annual meeting of the CIOCNS.

**SECTION 2**

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

An affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment.

**SECTION 3**

Bylaws may be amended at the time of the annual business meeting without the previous membership notification if the amendment is presented from the floor and approved by ninety-nine percent of the voting members present.

**SECTION 4**

The Board of Directors may, at any time, submit proposed bylaw amendments to the membership for approval. The affirmative vote of two-thirds of the voting members shall be required for the adoption of an amendment submitted to the membership by the Board of Directors.

**ARTICLE XIV. DISSOLUTION.**

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the remaining 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 a tax-exempt organization or organizations recognized under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

**ARTICLE XV. CONFLICT OF INTEREST.**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (CIOCNS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

- a. Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below:
  1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - I. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
    - II. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
    - III. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
    - IV. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. The board shall determine whether a conflict exists.

**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

b. The Board shall not enter into any contract or transaction with (a) one or more of its directors or (b) a director of a related organization.

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

I. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

II. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

I. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

II. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

III. The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c. Compensation. This subsection shall govern when compensation from this Organization is being determined.



**BYLAWS OF THE CENTRAL INDIANA ORGANIZATION OF CLINICAL NURSE  
SPECIALISTS, INC. AN AFFILIATE OF THE NATIONAL ASSOCIATION OF CLINICAL  
NURSE SPECIALISTS**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.