ARTICLE I. NAME.

SECTION 1 NAME
The name of this association shall be the Central Indiana Organization of Clinical Nurse Specialists, Inc. (CIO-CNS, Inc.) 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 central Indiana.

SECTION 2. PURPOSES
The purposes of CIOCNS are complementary to the purposes of existing organizations in working to meet society's need for the full complement of nursing services.
The purposes of CIOCNS shall be to:

a. provide educational, networking, and mentee/mentor opportunities for the continuing professional development of the clinical nurse specialist in Central 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 central 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 Central Indiana;

e. promote the unification of Central Indiana clinical nurse specialists in their advanced practice roles regarding competencies, spheres of influence, standards of performance 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 Central Indiana;

g. serve as a clearinghouse for information pertinent to Central 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. Upon retiring from office, all officers shall deliver all records or other properties of the association within two weeks of the end of a term of office unless otherwise specified by the Board of Directors.
ARTICLE III. MEMBERSHIP/APPLICATIONS

SECTION 1. AFFILIATE RESPONSIBILITY TO THE NATIONAL NACNS
In accordance with National regulations CIOCNS will assure that at least 25% of its membership also holds membership in the National organization 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
   d. is entitled to vote, hold office, and chair committees.

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. A student member may not vote or hold an elected office or chair a committee. However, a student may be a voting member of a committee.
   d. a student member may attend all meetings and participate in committees.

SECTION 4. RETIRED MEMBER
A person who has retired from employment may choose to become a retired member.
A retired member:
   a. retains voting rights;
   b. may serve on committees.

SECTION 5. APPLICATION FOR MEMBERSHIP
   a. Requests for membership shall be made by submitting a written membership application which shall be subject to approval under criteria and procedures established by the Board of Directors.

SECTION 6. TERMINATION OF MEMBERSHIP
The membership of any Member who becomes ineligible for membership or who is ninety (90) days in default in the payment of any charges shall be terminated automatically. 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 effected or 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 7. DUES
   a. Dues are collected for annually for membership. Periodic evaluation 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 representing at least 10% of eligible voting members present at any business meeting shall constitute a quorum. Business conducted electronically will also require a response by at least 10% of eligible voting members in order to constitute a quorum.

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 5 elected officer directors and elected non-officer directors. The elected officers include the president, vice-president, and treasurer. The elected non-officers include two (2) members at large to be elected from the active membership to serve two-year terms. They shall manage the affairs of the affiliate in conformity with the laws under which the CIO-CNS is incorporated and the provisions of these bylaws.

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 CIO-CNS in the period between annual meetings to further the purposes and goals of CIO-CNS 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 CIO-CNS 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.

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, vice-president, and a 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
a. Each candidate for an Association office or member of the Board of Directors in CIOCNS shall have been a regular member for at least one year preceding each election.
b. A person may not simultaneously be a candidate for more than one office or Board position.
c. 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 vice president.
   a. If the president resigns or is removed from office, the vice president and a board member will step into the president and vice president 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 vice-president 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.

SECTION 4. VICE PRESIDENT
Term: The vice president serves for one year 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 moving into the office of president.
Duties: The vice president shall perform duties as directed by the president. It shall be the duty of the vice president to keep a true record of the proceedings of the meetings of the CIOCNS. In addition, the vice president is responsible for convening an ad hoc committee at the direction of the Board that shall review the bylaws prior to the annual conference. The vice president shall also perform such other duties as directed by the Board of Directors or as prescribed by these bylaws and by the parliamentary authority adopted by the CIOCNS.

SECTION 5. TREASURER
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 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.

SECTION 6. 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 and said appointment shall not contribute to the 2 year term limit.

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 case of tie, choice shall be by lot.
c. The elected officers and directors shall take office at the close of the business meeting of The Association following their 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. PROGRAM PLANNING COMMITTEE
a. The only standing committee shall be the Program Planning Committee.
b. Committee chair and committee members are appointed by the Board of Directors.
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.

ARTICLE IX. AWARDS.
The Board of Directors may, under regulations that it may adopt, 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 C6 organization.

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
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 the tax-exempt organizations (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:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
c. 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.

d. 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. As provided in Article XV, section 6, subsection (b), part (2), the board shall determine whether a conflict exists.

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
   a. 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.

   b. 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
   a. 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.

   b. 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.

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.

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.