

# **BYLAWS OF THE EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION**

## **ARTICLE I: NAME**

**Section 1:1 Name:** The name of the organization shall be the Evangelical Lutheran Parish Nurse Association, an independent Lutheran organization, affiliated with the Evangelical Lutheran Church in America (ELCA).

## **ARTICLE II: MISSION, VISION, and GOALS**

**Section 2:1 MISSION:** To provide leadership, resources, advocacy, and networks that build effectiveness of Evangelical Lutheran Parish Nursing/Faith Community Nursing (these terms will be used interchangeably in this document).

**Section 2:2 VISION:** To promote a culture of health, healing and wholeness in ELCA congregations and other Lutheran congregations, agencies and communities.

**Section 2:3 GOALS:** The goals of this organization shall be:

- A. Develop and provide education for parish nurses rooted in an Evangelical Lutheran Church in America theological perspective;
- B. Create and promote structures that equip ELCA or Lutheran parish nurses through communication, cooperation, and collaboration;
- C. Develop a support system for new and established ELCA or Lutheran parish nurse programs; and
- D. Assure a viable, sustainable, recognized organization within Lutheran systems.

## **ARTICLE III: EXEMPTION REQUIREMENTS**

**Section 3:1** At all times the following shall operate as conditions restricting the operations and activities of the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION: (ELPNA)

- A. No part of the net earnings of the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION shall be authorized and empowered to pay reasonable compensation for services rendered to and to make

payments and distributions in furtherance of the purposes set forth in Article I (the purpose clause).

- B. No substantial part of the activities of the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION shall not participate in, intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, except as to the extent permitted in accordance with federal law.
- C. Notwithstanding any other provision of these Bylaws, the EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section(s) of any future federal tax code or (2) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

#### **ARTICLE IV: MEMBERSHIP AND DUES**

**Section 4.1:** Membership in the ELPNA is currently defined by participation and meeting the following criteria:

- A. Completed a Parish Nurse foundation course;
- B. Pay annual dues;
- C. Be in active practice, either paid or unpaid, in an ELCA or other Lutheran congregation; or
- D. Have membership in the ELCA, or other Lutheran congregation, or
- E. Be retired from parish nursing in an ELCA or other Lutheran congregation or
- F. Have a position which coordinates, educates or supports ELCA parish nurses or other Lutheran parish nurses.

**Section 4.2:** Annual dues are payable in January and the amount will be determined by the Board of Directors. A portion of the dues (2/3) will go directly to be used in the member's region. A portion of the dues (1/3) will remain at the National level.

**Section 4.3:** The ELPNA does not discriminate on the basis of race, gender, ethnic origin, sexual orientation or age.

**Section 4.4:** Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of Membership shall be one year.

## **Section 4.5: Meetings of Voting Members**

**Section 4.5.1:** An annual meeting of voting members may be held at such day and time as the Board of Directors shall determine. It may be held in an electronic or non-electronic format.

**Section 4.5.2:** Unless otherwise required by law or the Articles of the Bylaws of ELPNA, notice of all Member meetings must be given at least five (5) and not more than sixty (60) days before the meeting. The notice must contain the date, time and place of the meeting.

**Section 4.5.3:** If the annual meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may request a regular meeting of the Members by written notice of request given to the Chairperson. Within thirty (30) days after receipt of the request, the Board shall call a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the request.

**Section 4.5.4:** Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or by at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1: Board Role, Composition, Compensation.** The business and charitable affairs of the ELPNA shall be managed by or be under the direction of a Board of Directors elected by the affirmative vote of a majority of the members present at a duly held meeting or an electronically held meeting.

**Section 5.1.1** The Board will have two members from each ELCA nine regions not more than three members from each of the nine ELCA Regions. The four officers may be from this elected board or in addition to the 18 board members. Two thirds of the Board shall be members of an ELCA congregation. The officers and board members will have staggered terms. The Board receives no compensation other than reasonable expenses as determined by the board.

**Section 5.2: Meetings.** The Board shall meet at least five times per year by electronic or non electronic means at an agreed upon time and place. The Regional Boards must meet quarterly if they exist.

**Section 5.2.1: Electronic Conference Meetings:** A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communications through which the participants may

simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if:

- the same notice is given of the conference as would be required for a meeting, and
- if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting.

Participation in a meeting by such means constitutes personal presence at the meeting.

**Section 5.3: Board Elections.** Election of directors will occur as the first item of business at the October meeting of the ELPNA, or, if no regularly scheduled meeting is held in that month, at the next regularly scheduled meeting of the membership. Directors will be elected by a majority vote of the current members. The vote will be done electronically or non-electronically. (See new article VII)

**Section 5.3: Terms.** All Board members shall serve two year terms and are eligible for re-election for an additional three consecutive terms or until a successor is elected.

**Section 5.4: Quorum.** A quorum of at least 51 percent of the Board members must be established before business may be transacted. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal(s) of a director(s) originally present leaves less than the proportion or number otherwise required for a quorum.

**Section 5.5: Notice.** An official Board meeting requires that each Board member have written notice five (5) days in advance of the meeting. Notice by electronic means is sufficient if directors agree to receive notice by this means.

**Section 5.6: Vacancies.** When a vacancy on the Board occurs, nominations for new Directors may be submitted from present Directors to the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacant term.

**Section 5.7: Resignation.** Resignation from the Board must be in writing and received by the Chair.

**Section 5.8: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member in advance of the meeting. Meetings may be held electronically or non electronically

## **ARTICLE VI: OFFICERS AND TERMS OF OFFICE**

**Section 6.1:** The following officers are elected by the membership and will constitute the Executive Committee:

**Section 6.1.1: Chairperson** - this officer shall:

- a. Be the liaison at the national level to the church wide offices of the ELCA and at the regional level to the local synodical offices;
- b. Conduct meetings of the Board of Directors and the membership meetings;
- c. Appoint committee chairpersons;
- d. Be the official spokesperson of the organization; and
- e. Assure that all meetings follow a parliamentary procedure.

**Section 6.1.2: Vice-chairperson** – this officer shall:

- a. Chair the nominating committee; and
- b. Conduct meetings in the absence of the chairperson.
- c. Facilitate Bylaws review at least bi-annually

**Section 6.1.3: Secretary** - this officer shall:

- a. Take the minutes at all meetings;
- b. Distribute minutes to the Board of Directors;
- c. Retain a copy of all minutes for archival purposes;
- d. Be responsible for completion of Conflict of Interest forms for all board members annually, and
- e. Maintain all corporate documents of the organization.

**Section 6.1.4: Treasurer** – this officer shall:

- a. Keep records of all monies received and dispersed;
- b. Report financial status of the association at all board or membership meetings;
- c. Present a budget at the last meeting of the fiscal year; and
- d. Have an auditing committee review the books annually.
- e. Annually file with the Secretary of State in MN the Renewal of Non-profit status Form

**Section 6.2:** The Organization shall elect officers for a term of two years at the Annual October meeting, renewable by election for up to three consecutive terms.

**Section 6.2.1:** In an effort to assure continuity of leadership the Chair and Secretary will be elected in even numbered year and the Vice Chair and Treasurer in the odd numbered years.

**Section 6.3:** The Executive Committee may be called into session by the Chairperson in order to make decisions that need prompt attention. Any action must be approved by the Board of Directors at the next scheduled meeting.

## ARTICLE VII: ELECTIONS

**Section 7.1:** Elections will be held annually

**Section 7.2:** Election of Directors will be conducted no later than the regular ELPNA Board meeting in November.

**Section 7.3:** The election may be conducted electronically or non-electronically

**Section 7.4:** The ballot will be available for voting for 14 days. The outcome of the election will be determined by the majority of those casting a vote.

**Section 7.5:** The term of office shall begin January 1 of the year immediately following the election

## ARTICLE VIII: COMMITTEES

**Section 8.1: Standing Committees:** The organization may have the following standing committees:

**Section 8.1.1: Executive Committee** shall serve at those times when the full Board is not meeting. The Executive Committee shall be comprised of the officers of the Board of Directors.

**Section 8.1.2: Membership Committee** shall:

- a. Maintain a record of paid members;
- b. Send annual dues notices;
- c. Maintain a record of potential members; and
- d. Recruit new members

**Section 8.1.3: Communication Committee** shall:

- a. Maintain and update the ELPNA.org website with current information;
- b. Promote, maintain and update the ELPNA Facebook page;
- c. Send e-blasts regularly with information about programs, workshops, alerting membership of web site updates and additions and other information as requested;
- d. Gather and publish relevant information on all regional pages of the ELPNA web site, keeping the information updated; e. Develop and evaluate data from Google Analytics related to the number of hits on the website.

**Section 8.1.4: Nominations Committee** shall consist of the Executive Committee. The duties of this committee are to prepare a slate of officers for election and send the slate of nominees to all members one month prior to the election.

**Section 8.1.5** Marketing/Promotions Committee shall:

- a. Promote more exposure in the print media such as *The Lutheran* and professional nursing journals;
- b. Obtain, maintain, and update presence/link on the ELCA and synod websites;

- c. Gain greater exposure for ELPNA (i.e. soliciting testimonies from parishioners and pastors about faith community nursing and how this ministry impacts the congregation) through the web site and displays at regional and synod meetings;
- d. Provide promotional materials for Churchwide Assemblies and other related ELPNA, ELCA and other Lutheran events; and
- e. Promote representation by ELPNA members at national events.

**Section 8.2:** Ad hoc committees shall be established by an affirmative vote of the Board of Directors, as needed.

**Section 8.3:** Committee chairs are appointed by the Chairperson with the exception of the nominating committee

**Section 8.4:** Committee chairs shall be members of the Board of Directors. Other members of committees may be appointed from the membership-at-large.

## **ARTICLE IX: FINANCES**

**Section 9.1:** Any dues, contributions, grants, bequests or gifts made to the ELPNA shall be accepted or collected only as authorized by the Board of Directors.

**Section 9.2:** All funds of the ELPNA shall be deposited to the credit of the ELPNA under such conditions and in such banks as shall be designated by the Board of Directors.

**Section 9.3:** The fiscal year shall begin on January 1 and end on December 31 of each year.

## **ARTICLE X: INDEMNIFICATION**

**Section 10.1: Indemnification.** To the full extent permitted by any applicable law, the ELPNA shall indemnify each person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the ELPNA by reason for the former or present capacity of the person as:

- A. a director, officer, employee, or member of a committee of the ELPNA, or
- B. a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, employee, or member of a committee of the ELPNA, is or was serving another corporation at the request of the ELPNA or whose duties as a director, officer, employee, or member of a committee of the ELPNA involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

**Section 10:1:1** Indemnification provided by this section shall continue to a person who has ceased to be a director, officer, employee, or committee member, shall inure to the benefit of the heirs, executors, and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

**Section 10.2: Insurance:** The ELPNA may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or a member of a committee of the ELPNA against any liability asserted against such person and incurred by such person in any such capacity.

## **ARTICLE XI: STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS**

**Section 11.1:** It is the responsibility of each officer and director of the ELPNA to discharge his or her duties as director in good faith, in a manner the person reasonably believes to be in the best interests of the ELPNA, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 11.2:** A contract or other transaction between the ELPNA and one or more of its directors, or between the ELPNA and an organization in or of which one or more of the ELPNA's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director(s) of the other organization(s) are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the ELPNA at the time it was authorized, approved or ratified; or
- B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed and known to the Board or a committee, and the Board or committee authorized, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

**Section 11: 2: 1:** For the purpose of this Section, a director has a material interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.



**ARTICLE XII: TERMINATION OF THE ELPNA**

**Section 12.1:** The ELPNA may be disbanded upon the affirmative vote of two-thirds of the ELPNA membership. Following such a vote, the ELPNA shall conclude the business of the organization and direct the final distribution of funds belonging to the ELPNA. Upon liquidation and completion of the business of the ELPNA, the Board of Directors shall adopt a resolution for dissolution of the ELPNA, and the termination and dissolution of the ELPNA shall be effective as of the date of said resolution. Funds shall be distributed in accordance with Minnesota’s non-profit corporation statutes, in effect at the time of dissolution.

**ARTICLE XIII: CONFIDENTIALITY/PRIVACY POLICY**

**Section 13.1:** To protect member’s privacy, names and personal information of members will not be disclosed without the member’s permission.

**ARTICLE XIV: BYLAWS**

**Section 14.1:** Bylaws will be reviewed at least every two years under the leadership of the Vice Chair.

**Section 14.2:** The Bylaws may be amended by a two-thirds affirmative vote of the members. This vote may be taken at an annual meeting or via electronic media. If the vote is taken at an annual meeting, the proposed amendments must be presented to the Board of Directors for consideration and distributed to all members at least 5 days before the meeting. The proposed Bylaws changes must be presented to the members at least 7 days before voting commences.

**Section 14.3:** The Bylaws will be voted on by the full membership electronically. The Bylaws will be available for voting for 14 days. The outcome of the election will be determined by the majority of those casting a vote.

**Section 14.3: Region Bylaws**

**Section 14.3.1:** Regions may develop Bylaws specific to the region. These Bylaws must be submitted to the EPLNA Board of Directors for approval.

**Section 14.3.2:** Regional Bylaws must be consistent with the national organization Bylaws regarding Mission and Vision and Membership. Goals identified in Section 2.3 of the Bylaws will be relevant specific to the region.

**Section 14.3.3:** Any amendments to the Region’s Bylaws must be submitted to the national organization for approval.

Carol DeSchepper  
Chairperson

1.2.19  
Date

Andrea West  
Secretary

1.2.19  
Date

Date approved: December 13, 2018

Approved 10/18/06  
Amended 10/8/07  
Amended 10/4/10  
Amended 11/13  
Amended 3/18/16  
Amended 11/14/18