

BYLAWS OF THE EVANGELICAL LUTHERAN PARISH NURSE ASSOCIATION REGION 3

ARTICLE I: NAME

Section 1:1 Name: The name of the organization shall be the Evangelical Lutheran Parish Nurse Association Region 3, 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 throughout Region 3 (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 in Region 3.

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 REGION 3: (ELPNA Region 3)

- A. No part of the net earnings of the ELPNA Region 3 shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except the ELPNA Region 3 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 ELPNA Region 3 shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the ELPNA Region 3 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 ELPNA Region 3 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 Region 3 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 National Board of Directors. A portion of the dues (2/3) will go directly to be used in ELPNA Region 3. A portion of the dues (1/3) will remain at the National level.

Section 4.3: The ELPNA Region 3 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 Region 3, 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 Region3 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. The Board will be comprised of 8-15 members and consist of the two Regional Directors as well as members representing the entire region. 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 quarterly by electronic or non-electronic means at an agreed upon time and place.

Section 5.3: Board Elections. Election of Board members will occur as the first item of business at the fall meeting of the ELPNA Region 3, or, if no regularly scheduled meeting is held in that month, at the next regularly scheduled meeting of the membership. Board members will be elected by a majority vote of the current members. The vote will be done electronically or non-electronically.

Section 5.4: Terms. All Board members shall serve two year terms and are eligible for re-election for an additional three consecutive terms.

Section 5.5: Quorum. A quorum of at least 51 percent of the Board members must be established before business may be transacted.

Section 5.6: 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 5.7: Vacancies. When a vacancy on the Board occurs, nominations for new Board members may be submitted from present Board members 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 5.8: Resignation. Resignation from the Board must be in writing and received by the Chair.

Section 5.9: 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 to the Evangelical Lutheran Parish Nurse Association and 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.

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; and
- d. 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.

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 Chairperson and Secretary will be elected in even numbered year and the Vice Chairperson and Treasurer in the odd numbered years. The Nominations Committee will make every effort to maintain this rotation.

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: COMMITTEES

Section 7.1: Standing Committees: The organization may have the following standing committees:

Section 7.1.1: **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 7.1.2: 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 7.1.3: Communication Committee shall:

- a. Maintain and update the ELPNA Region 3 information on the ELPNA website with current information, resources, foundations courses, and continuing education workshops;
- b. Send e-blasts regularly with information about programs, workshops, alerting membership of web site updates and additions and other information as requested;
- c. Develop and evaluate data from Google Analytics related to the number of hits on the website for the ELPNA Region 3.

Section 7.1.4: 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 7.1.5: Marketing/Promotions Committee shall:

- a. 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;
- b. Provide promotional materials for related ELPNA, ELCA and other Lutheran events; and
- c. Promote representation by ELPNA Region 3 members at national events.

Section 7.1.6: Outreach/Missions Committee shall:

- a. Develop educational resources for faith communities to assist in developing parish nurse programs.
- b. Explore partnerships that support parish nurse program development.
- c. Administer the grant process for providing funding for parish nurse ministries throughout Region 3 of the ELCA.

Section 7.1.7: Programs/Education Committee shall:

- a. Explore ways to provide support and resources for parish nurses throughout Region 3 of the ELCA.
- b. Plan educational events focused on spiritual growth as directed by the ELPNA Region 3 Board.

Section 7.1.8: Bylaws Committee shall:

- a. Review the Bylaws of the ELPNA Region 3.
- b. Provide recommendations for revision of the bylaws to the ELPNA Region 3 Board.

Section 7.2: Ad hoc committees shall be established by an affirmative vote of the Board of Directors, as needed.

Section 7.3: Committee chairs are appointed by the Chairperson with the exception of the nominating committee

Section 7.4: Committee chairs shall be members of the Board of Directors. Other members of committees may be appointed from the membership-at-large.

ARTICLE VIII: FINANCES

Section 8.1: Any dues, contributions, grants, bequests or gifts made to the ELPNA Region 3 shall be accepted or collected only as authorized by the Board of Directors.

Section 8.2: All funds of the ELPNA Region 3 shall be deposited to the credit of the ELPNA Region 3 under such conditions and in such banks as shall be designated by the Board of Directors. The Treasurer will report to the ELPNA National Treasurer with an accounting at the end of each fiscal year. The ELPNA National Treasurer will forward all monies from dues to the ELPNA Region 3 Treasurer.

Section 8.3: The fiscal year shall begin on January 1 and end on December 31 of each year.

ARTICLE IX: INDEMNIFICATION

Section 9.1: 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 Region 3 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 Region 3, 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 Region 3, is or was serving another corporation at the request of the ELPNA Region 3 or whose duties as a director, officer, employee, or member of a committee of the ELPNA Region 3 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 9:1:1 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 9.2: Insurance: The ELPNA Region 3 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 Region 3 against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE X: STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 10.1: It is the responsibility of each officer and director of the ELPNA Region 3 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 Region 3, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 10.2: A contract or other transaction between the ELPNA Region 3 and one or more of its directors, or between the ELPNA Region 3 and an organization in or of which one or more of the ELPNA's Region 3 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 Region 3 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 10: 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 XI: TERMINATION OF THE ELPNA

Section 11.1: The ELPNA Region 3 may be disbanded upon the affirmative vote of two-thirds of the ELPNA Region 3 membership. Following such a vote, the ELPNA Region 3 shall conclude the business of the organization and direct the final distribution of funds belonging to the ELPNA Region 3. Upon liquidation and completion of the business of the ELPNA Region 3, the Board of Directors shall adopt a resolution for dissolution of the ELPNA Region 3, and the termination and dissolution of the ELPNA Region 3 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 XII: CONFIDENTIALITY/PRIVACY POLICY

Section 12:1: To protect member's privacy, names and personal information of members will not be disclosed without the member's permission.

