

**BYLAWS**

**ARTICLE I. Name**

The name of the organization is The National Forum of State Nursing Workforce Centers, which hereafter shall also be known as the Forum.

**ARTICLE II. State Representative Subscribers**

State Representative Subscribers are entities and individuals that meet subscription criteria and are in good standing.

* A State Representative Subscriber is recognized as the state nursing workforce center. Each State Representative Subscriber receives one vote.
* An Associate Subscriber has access to additional content and benefits. Associate Subscribers are non-voting.
* A Public Subscriber has access to regular updates of Forum work. Public subscribers are non-voting.

**ARTICLE III. Member Meetings and Quorum**

State Representative Subscribers shall meet at least annually. Notice of date, time and location of any scheduled meeting shall be furnished by mail or electronic mail to each subscriber at least 30 days in advance. Special meetings of the Forum may be called by the Board of Directors when necessary.

At any scheduled meeting of the Forum, a quorum is required to conduct business. A simple majority, 50% plus one of the State Representative Subscriber in good standing shall constitute a quorum for the transaction of business.

**Article IV. Forum Governance**

The Forum Board of Directors will conduct the business and manage the affairs of the Forum. The Board of Directors provides fiscal oversight and governance for the Forum. Between annual business meetings of the Forum, the property, business, and affairs shall be directed by the Board of Directors, subject to the limitations of the Articles of Incorporation of these Bylaws, as to the action to be authorized or approved by the State Representative Subscribers and in conformance with responsibilities of Forum State Representative Subscribe as prescribed by these Bylaws. All corporate powers shall be exercised by or under the authority of the Forum State Representative Subscriber

The Board of Directors shall act on behalf of the Forum State Representative Subscribersexcept for matters reserved for the total Forum State Representative Subscribers in these Bylaws, to conduct the business and manage the property and affairs of the organization and within the limits of these Bylaws; shall determine its policies or charges therein; shall actively pursue its purposes and shall have discretion in the disbursements of funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as is deemed advisable and may, in the execution of the powers granted, appoint such agents, as it may consider necessary.

**ARTICLE V. Board of Directors: Officers**

**Roles and Responsibilities**:

The Board of Directors shall be comprised of state nursing workforce center chief executives from State Representative Subscribers states and shall strive for representation from diverse geographical locations and organizational models.

**President:** The President shall be the principal elected officer of the Forum, shall preside at meetings of the Forum and of the Board of Directors, and shall be an ex-officio member of all committees, other than the Nominating Committee. The President shall make all required appointments of standing and special committees consistent with these Bylaws and with approval of the Board of Directors. The President shall perform such other duties as are necessary or as prescribed by Forum State Representative Subscribers. The President shall serve as the official spokesperson for the Forum unless he/she delegates that responsibility to another Officer or member. The President shall report official activities at the Annual Meeting or when called upon by the Board of Directors. The President’s term will be preceded by one year as President-Elect and will include two years as President and one year as Past President.

**President-Elect:** In the absence or disability of the President, the President-Elect shall perform all duties of the President and in doing so shall have the powers of the President. The President-Elect’s term will be one year. The President-Elect’s term of one year will be followed by a two-year term as President and one year as Past President. The President-Elect will serve as the chair of the Governance committee.

**Past President**: The Past President will serve on the Forum Board in the role of advisor for one year following completion of the term of President. In the absence or disability of the President, when there is no recognized President-Elect, the Past President shall perform the duties of the President and in doing so will have the powers of the President. The Past President will serve as the chair of the Nominating committee.

**Secretary:** Duties will include keeping complete records of all official proceedings, record and make available minutes of all official meetings, manage routine correspondence for the Forum and as identified by the President and serve as member of committee(s) as assigned by the President. Term of Service will be for two years with a maximum of three consecutive terms.

**Treasurer:**  Duties will include oversight of the Fiscal Agent, propose an annual operating budget, provide a financial report at the Annual Meeting or when called upon by the Board of Directors and serve as chair of the Finance Committee and serve member of committee(s) as assigned by the President. Term of Service will be for two years with a maximum of three consecutive terms.

**At- Large Directors:** Two Directors At-Large shall serve on the Board of Directors. Terms of service will be for two years with a maximum of three consecutive terms.

**Election of Officers**

All officers shall be elected by majority vote of the Forum prior to the annual meeting. Term of office for elected officers will begin and end at the annual meeting of the Forum unless there are extenuating circumstances. The President-elect, Treasurer and one At-Large Director will be elected on the odd years, and the Secretary and one At-Large Director will be elected on the even years.

**Voting**

Voting may be conducted in person by ballot or voice, by authorized mail, vote by email, proxy, or abstentions. Abstentions will be counted as votes for the prevailing side. No vote/blank ballots are not counted in the final tally of votes for majority or 2/3 vote. All votes will be recorded in the meeting minutes. The voting policy shall provide clarification and guidance on the purpose, process and definitions related to Forum voting.

**Vacancy or Removal**

**Vacancies** of an elected office may be filled by appointment by the Board of Directors for the balance of the term

**Removal**: A Board of Directors member may be removed with cause from office by a 2/3 vote of the Board of Directors.

**Board Meetings and Quorum**

A simple majority, 50% plus one of the Board of Directors, shall constitute a quorum at any called meeting of the Board of Directors.

The President shall call such meeting of the Board of Directors as the business of the Forum may require*.*

**ARTICLE VI. Committees**

Committees which are deemed necessary for the sound operation of the Forum shall be created by the Board of Directors. Standing committees are Nominating, Finance, Governance, and Research. Ad hoc committees will be appointed by the board as needed. The standing committees shall be chaired as designated in Article V; Research and Ad Hoc Committees shall nominate a committee chair and the President shall confirm appointments. The role of each committee will be outlined in the Forum Policy and Procedures Manual. Each committee shall meet at least twice, annually.

**ARTICLE VII. Indemnification**

The Forum shall indemnify and hold harmless to the full extent permitted by law any person who is or was a director, officer, employee, or agent of the Forum or who is or was serving at the request of the Forum as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Forum may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization and/ or who is or was serving at the request of the Forum as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, regardless of whether the Forum would have the power to indemnify him or her against such liability.

**Article VIII. Dissolution**

The Forum shall use its funds only to accomplish the mission and vision and no part of these funds shall be distributed to the State Representative Subscribers of the Forum. Upon dissolution of the Forum, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Forum State Representative Subscribers

**Article IX. Parliamentary Authority**

The rules contained in the current edition of “Robert’s Rules of Order” shall govern the Forum in all cases in which they are applicable and consistent with the Bylaws.

**Article X. Fiscal Year**

The fiscal year of the Forum shall be January 1 to December 31.

**Article XI. Enabling Acts**

All provisions of the above Bylaws shall take effect upon adoption by vote of the State Representative Subscribers subject to Article XII..

**Article XII. Amendments**

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the votes cast by State Representative Subscribers at any annual or special meetings of the Forum, via presence, proxy or electronic vote. Such changes shall be provided in writing to the Forum State Representative Subscribers thirty (30) days prior to such meetings.

An amendment may be made by the Board of Directors on its own initiative or upon petition by a Forum member or the Governance Committee. All such amendments shall be presented to the Governance Committee in writing or electronically for further consideration. The Governance Committee shall then present said recommendation(s) to the Board of Directors with or without recommendation. The Board of Directors will present recommendations for amendments to the Forum State Representative Subscribers for vote.

Enacted January 19, 2011

Revisions May 21, 2013

Revisions July 28, 2014

Revisions June 12, 2015

Revisions March, 2017

Revisions December 03, 2019

Revisions June, 2020

Revisions August 2021