BYLAWS

**OF**

**STUDENT NURSES ASSOCIATION OF ARIZONA, INC.**

ARTICLE I

# NAME AND PURPOSE

SECTION 1. Name. The name of the organization shall be Student Nurses Association of Arizona, Inc. It shall be a nonprofit organization incorporated under the laws of the state of Arizona.

SECTION 2. Purpose. The Organization is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Corporation will provide educational events for student nurses as well as benevolent support and charitable giving in the community.

# ARTICLE II

# OFFICES

The principal office of the Organization in the State of Arizona, shall be located in the County of Maricopa. The Organization may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Organization may require from time to time.

## ARTICLE III

MEMBERSHIP

SECTION 1: Constituent Associations

1. SNAAz shall be composed of a least two constituent chapters of NSNA.
2. School chapters whose membership is composed of active or associate NSNA members, and who have submitted the Official Application for NSNA Constituency Status, and whose bylaws conform to NSNA requirements and upon meeting such other policies as the Board of Directors of NSNA shall have determined, shall be recognized as a constituent.
3. A school chapter shall be composed of at least 10 members from a school. There shall be only one chapter in each school.
4. The state association shall consist of at least two school chapters that have at least 10 members in each school. School chapters shall belong to the state association. There shall be only one state association.
5. For yearly recognition as an NSNA constituent, school chapters and state associations shall be required to submit annually the Official Application for NSNA Constituency Status which shall include the following areas of conformity for active and associate members: purpose and function, membership, dues and representation. Further, state associations must have on file with NSNA a copy of current state bylaws and approved and signed copies of the state association’s board of directors and annual membership meeting minutes for the previous year, for recognition as an NSNA constituent association.
6. A constituent association which fails to comply with the bylaws and policies of NSNA shall have its status as a constituent revoked by a two-thirds vote of the Board of Directors, provided that written notice of the proposed revocation has been given at least two months prior to the vote and the constituent association is given an opportunity to be heard.
7. School chapters and state associations are entities separate and apart from NSNA in their administration of activities with NSNA exercising no supervision or control over these immediate daily and regular activities. NSNA has no liability for any loss, damages or injuries sustained by third parties as a result of negligence or acts of school chapters or state associations, or the members thereof. In the event any legal proceeding is brought against NSNA as a result of such acts or commission by a school chapter or state association, said school chapter or state association will indemnify and hold harmless the NSNA from any liability.
8. School chapters are entities separate and apart from state associations in their administration of activities with the state association exercising no supervision or control over these immediate daily and regular activities. SNAAz has no liability for any loss, damages, or injuries sustained by third parties as a result of the negligence or acts of school chapters, or the members thereof. In the event any legal proceeding is brought against SNAAz as a result of such acts of omission or commission by a school chapter, said school chapter will indemnify and hold harmless the state association from any liability.

SECTION 2: Categories of Constituent Membership

Members of the constituent association shall be:

A. Active members:

1. Students enrolled in state approved programs leading to licensure as a registered nurse.

2. Registered nurses enrolled in programs leading to a baccalaureate degree with a major in nursing.

3. Active members shall have all the privileges of membership.

B. Associate members:

1. Pre-nursing students, including registered nurses enrolled in college or university programs designed as preparation for entrance into an undergraduate program leading to an associate degree, diploma, or baccalaureate degree in nursing.

2. Associate members shall have all of the privileges of membership except the right to hold office as president and vice president at the state and national levels.

C. Individual members:

Individual membership shall be open at the state and national level to any eligible student when membership in a constituent association is not available. Individual members shall have the privileges of membership as prescribed in Article III, Section 2, items A and B.

D. Active and associate membership shall be renewable annually.

**SECTION 3: Categories of Non-Constituent Members**

Members of the non-constituent association shall be:

1. Sustaining Members:
   1. Sustaining membership shall be open at the state and national levels to any individual or organization interested in futhering the development and growth of SNAAz.
   2. This membership category is not open to those eligible for active or associate memberships.
   3. Sustaining members shall have none of the obligations or privileges of membership.
2. Honorary Members:
   1. Honorary membership shall be given to those persons who have rendered distinguished services or valuable assistance to the students nurses in Arizona.
   2. Recommendations for honorary membership will be accepted to any member of SNAAz.
   3. Honorary membership shall be conferred by a majority vote of the Board of Directors.
   4. Honorary members shall have none of the obligations or privileges of membership.

**SECTION 4: Length of Membership**

Active and associate membership may be extended six months beyond completion of a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program.

**SECTION 5: Dues**

1. The annual state dues for SNAAz shall be $32 per member ($7 given to SNAAz and $25 given to NSNA), payable for the appropriate dues year. The dues year shall be a period of 12 consecutive months.
2. Payment of NSNA and state dues is a prerequisite for membership. NSNA dues shall be $32.00 per member from a 12 consecutive month period. The NSNA dues from members joining two years shall be $64.00 per member. The dues years for those members shall be a period of 24 consecutive months.
3. NSNA and Arizona dues shall be payable directly to NSNA. NSNA shall remit to each state constituent the dues received on behalf of the constituent. Local dues shall not be submitted to NSNA.
4. Any member who fails to pay current dues shall forfeit all privileges of membership.
5. All payments submitted to SNAAz and returned for insufficient funds will be subject to a $25.00 return fee.
6. The state dues shall be determined by a 3/4 vote of the SNAAz board of directors.

SECTION 6. Voting Rights. Members in good standing shall be entitled to vote on issues brought before the Organization. Such issues shall be decided by simple majority affirmations.

SECTION 3. Termination of Membership. Any member of the Organization may terminate their own membership by filing a written resignation with the secretary. A member that does not attend regular meetings for six months consecutively will have their Membership terminated, excluding cases of illness, temporary relocation and any other exception approved by the Members.

SECTION 4. Reinstatement of Membership. Any individual that has resigned and is requesting membership with the Organization may do so by written request.

SECTION 5. Transfer of Membership. Membership in the Organization is not transferable nor assignable.

ARTICLE IV

GOVERNING MEMBERS

SECTION 1. General Powers. The business and affairs of the Organization shall be managed by its Members.

SECTION 2. Number. Tenure and Qualifications. The number of members of the Organization shall not be fixed, but in no event shall be less than (3). Members must remain actively involved in the affairs and projects of the Organization for no less than six months to participate in the governance of the organization.

SECTION 3.. Regular Meetings. A regular annual meeting of the members shall be held in January of each year the day of which shall be called by the President or designated Chairman. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described in Section 5.

SECTION 4. Special Meetings. Special meetings of the members may be called by or at the request of the President or any two directors. The person/s authorized to call special meetings of the members may fix the place for holding any special meeting of the members called by them.

SECTION 5. Notice. Notice of any meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each member at his business address, or by electronic mail. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of members fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the members. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Members at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Members.

SECTION 9. Compensation. Members are not compensated for attendance at any meetings of the Members. This shall not preclude any Member from serving the Organization in any other capacity and receiving compensation therefore.

SECTION 10. Presumption of Assent. A Member of the Organization who is present at a meeting of the Members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to Member who voted in favor of such action.

ARTICLE V

OFFICERS AND ELECTIONS PROCEDINGS

SECTION 1. Number. The executive officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Members. Such other non-executive officers and directors as may be deemed necessary may be elected or appointed by the Members, including a president-elect, legislative affairs, breakthrough to nursing, fundraising and convention planning, community outreach, communications, and membership and nominations directors. All officers and directors will sign consent to serve letters upon acceptance into the Board of Directors. Those members holding local Student Nurses’ Association office who are then elected to state office must resign from one of these offices prior to the first state Board of Directors meeting. In their discretion, the Members may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Organization shall be elected annually by the Members at the first meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. No Member shall serve for more than two terms.

SECTION 3. Removal. Any officer, director, agent, or member may be removed by a simple majority vote of the members whenever, in their judgment, the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, director, agent, or member shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term. All board members must remain in good academic standing throughout the term of their service, if at any this is not maintained the board member shall resign.

SECTION 5. President. The President shall be the principal executive officer of the Organization and, subject to the control of the members, shall in general supervise and control all of the business and affairs of the Organization. He/she shall, when present, preside at all meetings of the members, unless there is a Chairman in which case the Chairman shall preside. He/she may sign, with the Secretary or any other proper officer of the Organization thereunto authorized by the members, any deeds, mortgages, bonds, contracts, or other instruments which the members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the members or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the members from time to time.

SECTION 6. Vice President. The Vice President shall assume the duties of the President in the absence of the president. He/She shall coordinate the annual convention of this Association, in addition to proposing the meeting site for the succeeding year’s annual convention, with Board approval. He/She shall be the chairperson of the Committee on Convention Planning. He/She will serve as an advisor for the succeeding Vice president, not to exceed six months. Perform other duties as assigned by the President.

SECTION 7. Secretary. The Secretary shall keep the minutes of the proceedings of the members in one or more minute books provided for that purpose, shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He/she shall be custodian of the corporate records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized. He/she shall keep a register of the post office address of each Member which shall be furnished to the Secretary by such members, and shall, in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the members.

SECTION 8. The Treasurer: The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Organization, and shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/she shall disburse the funds of the Organization as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require accounts of all his/her transactions as treasurer and of the financial condition of the Organization. He/she shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

SECTION 9. Ex-Officio Liaison. This is a non-voting position, for reference by the new board. This position must be filled by a prior board member, who has demonstrated effective communication skills, networking, knowledge of bylaws and policy, with the intent to continue to grow SNAAz for the future of nursing in Arizona.

SECTION 10. Advisors. The first meeting of the newly elected board advosors will be conffirmed or appointed. All advisors must mainitan active membership in the American Nurses’ Association. Each board shall have a minimum of two advisors, one advisor must be a faculty member.

SECTION 11. Election Proceedings. The officers and directors shall be elected in each annual meeting by the Membership. The elections shall be by ballot, a majority vote shall elect. A tie vote shall first be decided through a re-vote and, if necessary then by casting lot. Votes shall be double counted by two Board Advisors. Each candidate will have one minute to present to the Membership. Candidates for President will be allotted two minutes for presentation.

SECTION 12. Campaigning. Candidates who submit their application to run for office by the pre-slate deadline are eligible to campaign before convention. All other candidates are eligible to campaign only at convention once a completed application has been received. No latex, no food, campaign restrictions, posters, space to campaign at headquarters to include flyers and poster

ARTICLE VI

INDEMNITY

The Organization shall indemnify its members, officers and employees as follows:

1. Every member, director, officer, or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a member, director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a member, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a member, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the member, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the members approves such settlement and reimbursement as being for the best interests of the Organization.

(b) The Organization shall provide to any person who is or was a member, officer, employee, or agent of the Organization or is or was serving at the request of the Organization as a member, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The members may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

ARTICLE VII

CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization’s 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 application to nonprofit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. 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 (b) 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. Procedures.

3.1 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.

3.2 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.

3.3 Procedures for Addressing the Conflict of Interest.

1. 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.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. 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.

3.4 Violations of the Conflicts of Interest Policy.

1. 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.
2. 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.

SECTION 4. Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

* 1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member’s compensation.
  2. A voting member of any committee who 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.
  4. The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.
  5. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual is spending in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The members may authorize any officer/s, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the members.

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SECTION 4. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the members may select.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of November and end on the last day of October each year.

ARTICLE X

CORPORATE SEAL

The members may at their discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Organization and the State of incorporation and the words, "Corporate Seal".

### ARTICLE XI

WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member of the Organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the members at any regular or special meeting of the members.

The above Bylaws are certified to have been adopted by the members of the Organization on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_\_.

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President

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Secretary