

INLAND EMPIRE NURSES ASSOCIATION
Bylaws section regarding Board of Directors Responsibilities

NOTE: The IENA Board of Directors meetings the first Monday of each month (excluding July & August), 5:30-6:30 PM, at the conference room at 222 W Mission. The IENA Bylaws regarding Board of Directors Responsibilities are listed below.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Definition

The Board of Directors is a body of officers and directors elected by members of the IENA.

Section 2. Authority

The Board of Directors shall fulfill the responsibilities delegated to them by the membership of the IENA and as defined in these bylaws.

Section 3. Accountability

The Board of Directors is accountable to the membership through the membership of IENA and its district meetings.

Section 4. Responsibilities

The responsibilities of the Board of Directors shall be to:

- A. Exercise the district responsibility and fiduciary duties of the IENA consistent with applicable provision of laws.
- B. Coordinate the functions and activities of the IENA.
- C. Establish the IENA priorities annually, based on the goals adopted by the membership of the IENA.
- D. Establish policies and rules of procedure for the transaction of business of the IENA between district meetings.
- E. Adopt the financial policies of a budget for the IENA.
- F. Define categories of membership and recommend to the members the rate of dues for each category.
- G. Establish fees for services, and fees for specified district activities.
- H. Appoint, define the authority and responsibilities and annually review the performance of the administrative Secretary of the IENA.
- I. Establish administrative policies for managing and governing the affairs of the IENA.
- J. Establish policies for the operations and maintenance of the IENA office.
- K. Establish policies for the publication and distribution of materials by the IENA.
- L. Define the responsibilities and the delegated authority of each standing committee that is established but is not defined in these bylaws.
- M. Establish and appoint special committees of the Board when necessary and define the purposes and delegated authority of each committee named.
- N. Make appointments which are delegated to the Board of Directors, fill vacancies in appointed positions, and remove appointed members from office when they do not fulfill the requirements of the office.

- O. Establish the procedures for nominations and elections.
- P. Determine time, place and dates for district meeting.
- Q. Establish policies to determine the IENA's representation at state meetings other than the General Assembly.
- R. Provide for an IENA liaison or representative to attend meetings of voluntary agencies upon request or as deemed appropriate.

Section 5. Composition

The Board of Directors shall consist of the IENA officers and directors, all of whom shall hold membership in the IENA and the WSNA.

Section 6. Officers and Directors

- A. There shall be six officers: President, President-elect, Vice President, Past- President, Secretary and Treasurer.
- B. There shall be twelve directors: Six directors at large and five directors representing occupational groups and the nominating committee chairperson.

Section 7. Elections

Officers and directors, except the President, shall be elected annually (some in even years; some in odd years) by mailed ballot or electronic mail to fill vacant positions. The President-elect shall automatically become the President upon the expiration of a President's term. The term of office shall commence at the close of the fall annual meeting.

Section 8. Terms of Office

- A. Officers shall be elected for a two year term. An officer shall be eligible to serve only two consecutive terms or four consecutive years in the same office.
 - 1. The Vice President and Treasurer shall be elected in the odd numbered years for a two year term.
 - 2. The Secretary shall be elected in the even numbered years for a two year term.
 - 3. The President-elect shall be elected annually to serve one year and then will assume the Presidency to serve one year.
- B. Directors shall be elected as follows:
 - 1. Six directors at large shall be elected for two-year terms; three in odd years and three in even numbered years.
 - 2. Five directors representing the following occupational groups shall be elected for a one-year term:
 - a. Educational Administrators and Teachers
 - b. Staff Nurses
 - c. Independent Practitioners
 - d. Nursing Management
 - e. Public Health/Community Health Nurses
 - 3. A director shall be eligible to serve no more than six (6) consecutive years.
- C. A person who has served more than one-half of a term shall be considered to have serviced a full term.
- D. A person shall not serve more than six consecutive years on the Board of Directors.

Section 9. Qualifications for Office

To be eligible for election as an officer or director, a person shall hold membership in the IENA and the WSNA.

Section 10. Vacancies

- A. In the event of a vacancy in the office of President, the President-elect shall become President and serve for the remainder of the unexpired term, then serve their elected term.
- B. A vacancy on the Board of Directors shall be filled by Board appointment for the unexpired term. In the event there is a vacancy in the President-elect position, the board will fill by appointment for the remainder of the term.

Section 11. Duties of Officers

- A. The President of the IENA shall:
 - 1. Serve as the representative of the IENA and as the official spokesperson on matters of policy.
 - 2. Serve as chair holder of the Board of Directors.
 - 3. Serve as an ex-officio member of all standing committees and special committees except the nominations committee.
 - 4. Appoint committees and perform other duties as designated by the Board of Directors.
 - 5. Serve as an official representative of the IENA to the WSNA Constituent Forum and other WSNA activities. The President may appoint an alternate member to attend the Constituent Forum as the official representative when the President is unable to attend.
 - 6. Serve for one year on the Board of Directors as immediate past President with full voting rights.
 - 7. Direct the administrative Secretary to send the names/addresses of all officers to the WSNA Secretary and the bylaws and amendments.
- B. The President-elect and Vice President shall:
 - 1. In order of rank, assume the duties of the President in the President's absence or at the discretion of the President.
 - 2. Assume other duties as designated by the President and/or the Board of Directors.
 - a. President-elect will serve as Headquarters Committee Chair holder for one year.
 - b. Vice President will serve as Program Committee chair holder for two years.
- C. The Secretary shall:
 - 1. Ensure the keeping of records for the IENA.
 - 2. Record minutes of the district meetings, Board of Directors and Executive Committee meetings
 - 3. Conduct the general correspondence of the association and the Board of Directors.
- D. The Treasurer shall:

1. Monitor the fiscal affairs of the IENA.
 2. Report on the financial condition of the IENA to the membership and to the Board of Directors.
 3. Submit the books of accounts for annual audit by the certified public accountant approved by the Board of Directors.
 4. Interpret the financial policies of the IENA.
 5. Serve as chair holder of the Finance Committee.
- E. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

Section 12. Executive Committee

A. Composition

The President, President-elect, Vice-President, Secretary and Treasurer and Immediate Past-President shall serve as the Executive Committee.

B. Authority and Responsibility

The Executive Committee shall have all powers of the Board of Directors to:

1. Transact business which requires action between meetings of the Board of Directors.
2. Take action on matters delegated by the Board and report such action to the Board at the next meeting of the Board of Directors.
3. Submit to the Board of Directors rationale for action taken by the Executive Committee on matters which are not delegated by the Board.

Section 13. Meetings

A. Board of Directors

1. Regular meetings of the Board of Directors shall be held at such time and place as determined by the Board of Directors.
2. Special meetings of the Board of Directors may be called with two days previous notice to each Board member.
 - a. The President shall upon written request of at least five directors call a special meeting of the Board of Directors with two days notice to all members of the Board of Directors.
 - b. Business of the Board of Directors which in the opinion of the President requires immediate action may be conducted by mail or other media. Official minutes of the business transacted shall be kept. An affirmative vote of the majority of the members of the Board of Directors shall be required and shall control the action of the IENA until the next meeting of the Board of Directors where such action shall be ratified.

B. Executive Committee

The President may call an Executive Committee meeting. The President shall call an Executive Committee meeting upon the request of three elected officers. The President shall determine the time and place for a called executive meeting.

Section 14. Quorum

- A. A majority of the Board of Directors including the President or President-elect or the Vice President shall constitute a quorum at any meeting of the Board of Directors.
- B. A majority of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.