



The American Association of Nurse Attorneys

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BYLAWS OF

THE AMERICAN ASSOCIATION OF NURSE ATTORNEYS, INC.



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ARTICLE I: NAME

Section 1.1 Name

The name of this organization is The American Association of Nurse Attorneys, Inc. (hereinafter referred to as "TAANA").

ARTICLE II: PURPOSE AND GOALS

Section 2.1 Purpose

TAANA provides resources, education, and leadership to its members and to the healthcare and legal communities regarding health law and policy.

Section 2.2 Goals

The goals of TAANA include but are not limited to: (1) promote and enhance TAANA and the profession of the nurse attorney; (2) provide educational programs, products, and services to members, chapters, and the public; (3) facilitate communication, collaboration, and leadership among members; and (4) identify and influence health law and policy issues and to serve as a resource for the healthcare and legal communities.

ARTICLE III: MEMBERSHIP

Section 3.1 Membership Year

Membership shall be annual beginning January 1 and end on December 31.

Section 3.2 Categories of Membership

Categories of membership shall consist of the following: Fellows, Students, Affiliates, Corporate and Honorary.

Section 3.2.1 Fellows

Those Members who have successfully completed the education necessary to practice as a nurse and as an attorney shall be Fellows.

Section 3.2.1.1 Distinguished Fellows

At the discretion of the Board of Directors, Fellows who served as an Officer of TAANA or the TAANA Foundation may be designated as Distinguished Fellows.

Section 3.2.1.2 Emeritus Fellows

Any Fellow who has attained the age of seventy (70) years and has been a Fellow for ten (10) years continuously may submit a request for Emeritus Fellow status. The Board of Directors or its designee, after confirming the applicant's eligibility, shall designate the applicant as an Emeritus Fellow.



Section 3.2.1.3 Lifetime Fellows

All TAANA and TAANA Foundation Past Presidents are Lifetime Fellows. Lifetime membership honors the Past Presidents' service to TAANA or the TAANA Foundation.

Section 3.2.2 Students

Members who are nurses currently enrolled in an educational program necessary to practice as an attorney, or attorneys currently enrolled in the educational program necessary to practice as a nurse shall be Student Members.

Section 3.2.3 Affiliates

Members who are individuals interested in the goals and services of TAANA shall be Affiliates.

Section 3.2.4 Corporate Members

Organizations interested in the goals and services of TAANA or in providing goods or services to Members shall be Corporate Members.

Section 3.2.5 Honorary Members

At the discretion of the Board of Directors, individuals may be designated as honorary members.

ARTICLE IV: MEETINGS

Section 4.1 Annual Meeting

There shall be at least one (1) annual meeting for the transaction of the business of TAANA at a time and place determined by the Board of Directors. All Members shall receive notice of the annual meeting at least twenty- one (21) days prior to the meeting date.

Section 4.2 Special Meetings

Special meetings may be called by the President, the Board of Directors or by the President upon the written request of at least five percent (5%) of the Fellows. All Members shall receive notice of the special meeting and its purpose at least 21 days in advance of the special meeting.

Section 4.3 Quorum

The President or designee and at least fifteen percent (15%) of the Fellows must be present to constitute a quorum for the transaction of business at any meeting of the TAANA membership.

Section 4.4 Voting; Voting List

The President shall maintain a list of the names of all Fellows. The Fellow membership list shall be kept on file at the TAANA corporate offices.

Only Fellows are eligible to vote on issues coming before the Membership. Student, Affiliate, Corporate and Honorary Members are not eligible to vote.

Section 4.5 Action by Membership – Resolution

A majority of the votes cast by the Fellows shall decide the issues coming before the TAANA membership, except in those cases when a two-thirds (2/3) vote is required by these Bylaws.



ARTICLE V: BOARD OF DIRECTORS

Section 5.1 Powers

The Board of Directors is the governing body of TAANA. The Board of Directors shall supervise, control, and direct the affairs of TAANA, shall determine its policies or changes therein within the limits of these Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, may issue position statements on substantive issues that have present and future impact on TAANA members, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board may delegate certain of its authority and responsibility to the Executive Committee.

The Board of Directors shall have the authority to establish dues for all categories of membership.

Section 5.2 Membership, Election and Term

Section 5.2.1 Board of Directors Membership

The number of Directors authorized under these bylaws shall be no more than fourteen (14). All Directors shall have been members of the Association for the last two consecutive years. The President, President-Elect, Immediate Past President, and Treasurer shall be members of the Board of Directors. No more than twelve (12) members of the Board of Directors shall be elected from Fellows of the Association.

Section 5.2.2 Term, Term limits

Each Director shall serve a term of two years. Each Director shall serve no more than six (6) years or three (3) terms as a member of the Board of Directors. The terms of all Directors shall be staggered so that no more than four (4) Fellows are elected each year. The term for Directors serving as an officer are not subject to this term limitation.

Section 5.2.3 Elections

Elections for the Board of Directors shall occur during the Annual Meeting of the Association from a slate of candidates submitted by the Nominations and Elections Committee. Members of the Board of Directors shall be elected by the Fellows of the Association.

Section 5.2.4 Vacancies

Any vacancy on the Board of Directors shall be filled by a Member from the ranks of Fellows of the Association who meet the qualifications outlined in Section 5.2.1 and elected by an action of the Board of Directors for the remainder of the term. A Director may resign at any time from the Board of Directors by giving written notice to the Board of Directors. Absent good cause, failure to attend any three (3) consecutive meetings of the Board of Directors shall also qualify as the Director's resignation from the Board of Directors. A Director may be removed at any time by a three-quarter (3/4) vote of the Board of Directors.



Section 5.3 Annual and Regular Meetings

An annual meeting of the Board of Directors shall be held in conjunction with, before or after, the annual meeting of the Membership. The Board of Directors may provide, by resolution, the time and place for any additional regular meetings of the Board of Directors. Failure to hold the annual meeting shall not work any forfeiture or dissolution of TAANA and shall not affect otherwise valid corporate acts of TAANA. Any annual or regular meetings of the Board of Directors may be conducted using telephonic or virtual interactive technologies that permit all participants to view and/or hear the meeting proceedings and any such participation constitutes personal presence at the meeting.

Section 5.4 Special Meetings

A special meeting of the Board of Directors may be called at the discretion of the President, or at the written request by mail, e-mail, or facsimile of any four (4) Directors. Notice of any such special meeting and its purpose shall be delivered to each Director in writing, either by mail, e-mail, or facsimile, and received at least two (2) business days prior to the special meeting. A Director may waive notice of any meeting. Any special meetings of the Board of Directors may be conducted using telephonic, video, or other "real time" interactive technologies that permit all participants to view and/or hear the meeting proceedings and any such participation constitutes personal presence at the meeting.

Section 5.5 Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Note: majority is anything more than 50%.

Section 5.6 Action of the Board of Directors.

Any action of the Board of Directors shall require a majority vote of the members present at the meeting, unless otherwise provided elsewhere in these bylaws. An action may be taken without a meeting if the written consent of a majority of the members of the Board of Directors is received by the President and filed in the corporate records of TAANA. All actions become effective upon the vote of members if the action is taken in a meeting or, if the action is taken outside of a meeting, when the President files the written consents in the corporate records of TAANA.

Any action that is either required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent form setting forth the action to be taken is distributed to and signed by all Directors and filed with the corporate records of TAANA. Action becomes effective when the last Director signs the consent form unless the form specifies a different effective date.

Section 5.7 Committees

The President shall, with the advice and consent of the Board of Directors, appoint a Nominations and Elections Committee and such other standing and special committees as deemed necessary to properly carry out the purposes and goals of TAANA. The President-Elect shall serve on the Conference Planning Committee.



Section 5.8 Executive Committee

The Officers shall comprise the Executive Committee of the Board of Directors. The Executive Committee shall act in place of the Board of Directors between meetings on all matters except those specifically reserved to the Board of Directors by these Bylaws or applicable law. Four members of the Executive Committee, one of whom shall be the President or President-Elect, shall constitute a quorum for the transaction of business by the Executive Committee. The Executive Committee may act pursuant to Section 5.06 of these Bylaws.

Section 5.9 Nominations and Elections Committee

Upon the advice and consent of the Board of Directors, the President shall appoint a Nominations and Elections Committee, which shall consist of four (4) Fellows, each having completed one (1) full year of membership, with two (2) of the committee members being current members of the Board of Directors. Members of the Nominations and Elections Committee shall not be officers. The chair of the Nominations and Election committee will be selected by the President. The Committee shall submit a slate of nominations to the Board of Directors for each open Board of Director position and that slate shall be presented to the Membership for a vote.

Section 5.10 Conflict of Interest

In furtherance of TAANA's commitment to the highest standards of business ethics and integrity, TAANA shall adopt such policies and procedures necessary to ensure that all business practices comply with applicable laws, regulations, and ethical principles. In so doing, each Director shall have an obligation to disclose any conflict of interest to the Board of Directors with respect to any issue coming before the Membership or the Board of Directors for a vote and to abstain from voting on such matters when a conflict of interest has been disclosed and deemed to be material by the Board of Directors.

ARTICLE VI: OFFICERS

Section 6.1 Officers

The Board of Directors shall elect or appoint the Officers of TAANA. The Officers are President, President-Elect, Treasurer, Recording Secretary, Corresponding Secretary, and Immediate Past-President.

Section 6.2 Election and Term

Section 6.2.1 Qualifications for President-Elect and Treasurer

The President-Elect shall have been a member of the Association for the last four consecutive years and the past two consecutive years on the Board of Directors. It is preferred that the Treasurer has been a member of the Board of Directors for two years.

Section 6.2.2 Elections of Officers; Term

Section 6.2.2.1 Election of President-Elect

The President-Elect shall be elected by Fellows of the Association during the Annual Meeting of the Association from a slate of candidates submitted by the Nominations and Elections Committee. The President-Elect shall serve a one (1) year term.



Section 6.2.2.2 Election of Treasurer

The Treasurer shall be elected by Fellows of the Association during the Annual Meeting of the Association from a slate of candidates submitted by the Nominations and Elections Committee in odd numbered years. The Treasurer shall serve a two (2) year term.

Section 6.2.2.3 Recording Secretary and Corresponding Secretary

The Recording Secretary and Corresponding Secretary shall be elected from the membership of the Board of Directors by a majority vote at the last meeting of the Board of Directors each year.

Section 6.2.3 President and Immediate Past President

The President-Elect shall automatically assume the role of President at the end of the term as President-Elect. The President shall automatically assume the role of Immediate Past President at the end of the term as President. The President and Immediate Past President shall serve one (1) year terms.

Section 6.2.4 Vacancies

An Officer may resign at any time by giving written notice to the Board of Directors. An Officer may be removed at any time by a 2/3 majority vote of the Board of Directors. A vacancy in the office of the President shall be filled by ascension of the President-Elect for the remainder of the term and the President-Elect shall continue as President through their scheduled term. Vacancies of the office of Immediate Past President shall not be filled. Any other resulting vacancy in an Officer position shall be filled by a member of the Board of Directors for the remainder of the Officer's term by election by a majority vote of the Board of Directors at the next meeting of the Board of Directors.

Section 6.3 President

The President shall be the chief executive officer of TAANA and shall ensure that all orders and resolutions of the Board of Directors are implemented. The President shall preside at all meetings of the Board of Directors and the Membership and serve as an ex-officio member of all committees of the Board of Directors except the Nominations and Elections Committee. The President or designee shall sign all written contracts for and on behalf of TAANA and perform such other duties incident to the office of President. The President may delegate duties to the Executive Director, but the President shall retain responsibility for all delegated duties.

Section 6.4 President-Elect

The President-Elect shall perform those duties and assignments that may from time to time be delegated by the President. The President-Elect shall perform the duties of the President in the absence or disability of the President. In addition, the President-Elect shall be a member of the TAANA annual educational conference planning committee and serve as the primary liaison between the conference planning committee and the Board. The President-Elect, as requested by the President or the Board of Directors, may delegate duties to the Executive Director but is accountable for all delegated duties.



Section 6.5 Treasurer

The Treasurer shall be responsible for all TAANA financial matters, including maintaining TAANA financial records. The Treasurer may delegate financial duties to the Executive Director, but the Treasurer shall retain responsibility for all delegated duties. The Treasurer shall report on the financial status of TAANA to the Board of Directors at each Board meeting. In addition, the Treasurer shall perform those duties and assignments that may from time to time be delegated by the President or the Board of Directors.

Section 6.6 Recording Secretary

The Recording Secretary shall record and maintain all minutes of the TAANA Membership, Board of Directors, and all executive sessions of the Board of Directors, provide those minutes to the Board members and maintain the confidentiality of those minutes. In addition, the Recording Secretary shall perform those duties and assignments that may from time to time be delegated by the President or the Board of Directors. The Recording Secretary may delegate duties to the Executive Director but shall retain responsibility for all delegated duties.

Section 6.7 Corresponding Secretary

The Corresponding Secretary shall be responsible to maintain all TAANA correspondence received and sent by TAANA Officers, Board of Directors and Executive Director. The Corresponding Secretary shall oversee and ensure the publication of the newsletter to the TAANA Membership. The Corresponding Secretary shall serve as Parliamentarian and facilitate compliance with Robert's Rules of Order. In addition, the Corresponding Secretary shall perform such other duties and assignments that may from time to time be delegated by the President or the Board of Directors. The Corresponding Secretary may delegate duties to the Executive Director but shall retain responsibility for all delegated duties.

Section 6.8 Immediate Past President

The Immediate Past President shall be a member of the TAANA Executive Committee and shall assist and advise the President and the President-Elect in the performance of their duties. In addition, the Immediate Past President shall perform duties delegated by the President.

ARTICLE VII: INDEMNIFICATION

Section 7.1 Indemnification

Every Director and Officer of TAANA and the heirs and personal representatives of all such individuals (hereinafter the "Indemnified Persons") shall be indemnified by TAANA against any and all expenses and liabilities, including reasonable attorneys' fees, that are incurred by or imposed in connection with any proceeding to which the Indemnified Person may be made a party, may become involved with, or any settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful or gross misconduct in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Indemnified Person may be entitled.



ARTICLE VIII: MISCELLANEOUS

Section 8.1 Robert's Rules of Order

All meetings and activities of TAANA shall be conducted in accordance with the then-current Robert's Rules of Order unless otherwise designated by the Board of Directors.

Section 8.2 Applicable Laws

TAANA is incorporated under the laws of the District of Columbia. These Bylaws shall be governed by and construed in accordance with the laws of the District of Columbia.

Section 8.3 Amendments

These TAANA Bylaws may be amended by a two-thirds (2/3) votes cast by Fellows pursuant to Section 4.5 of these Bylaws. The text of the proposed amendments shall be submitted to all Fellows at least twenty-one (21) days in advance of the date of the vote.

Section 8.4 Discounts

All Emeritus Fellows are eligible for all benefits of membership. In addition, all Emeritus Fellows are eligible to receive a discounted annual membership fee and a discounted registration fee for TAANA's Annual Education Conference. The Board of Directors will determine the discounted rate for membership and registration fees for Emeritus Fellows each year.

Section 8.5 Executive Director

TAANA may, from time to time, hire an Executive Director to facilitate its purpose and goals. The duties of the Executive Director shall be defined by the Board of Directors.

Revised:

June 1, 2013

October 15, 2020

October 22, 2021