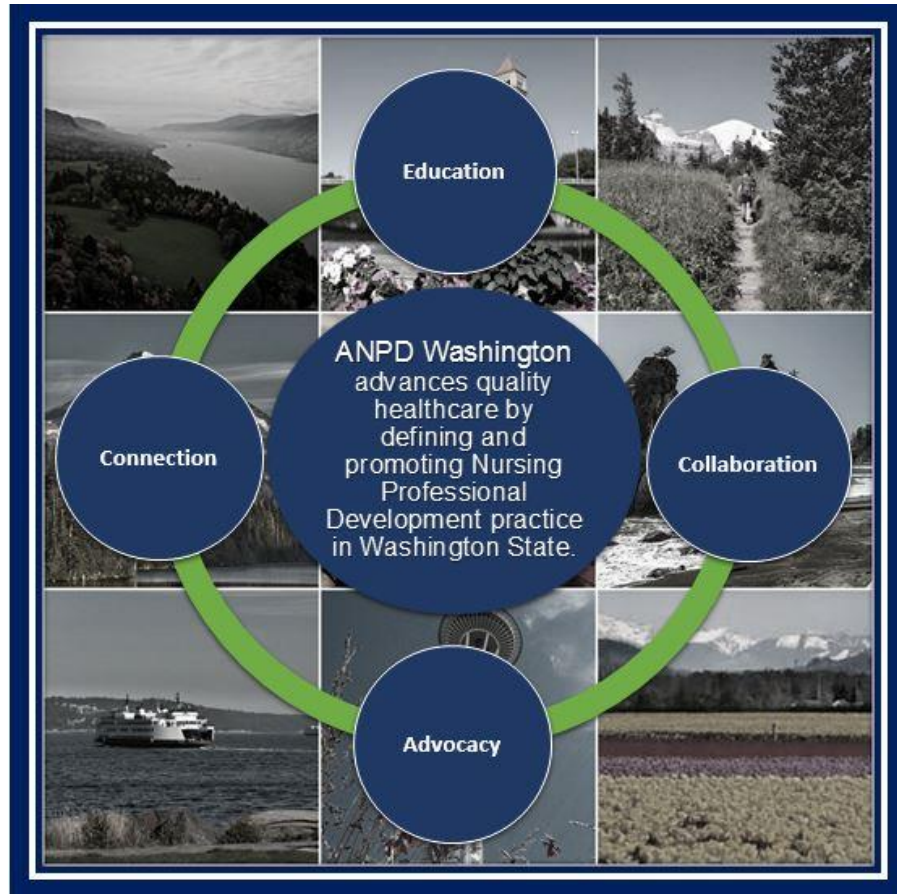


ANPD WASHINGTON BOARD OF DIRECTORS ORGANIZATION MANUAL



This organizational manual is for the sole purpose of the ANPDWA Board of Directors and is not to be distributed or shared with those who are not functioning in such capacity to avoid the disclosure of sensitive information.

ANPD WASHINGTON

BOARD OF DIRECTORS ORGANIZATION MANUAL

ANPD WASHINGTON AFFILIATE BYLAWS

ARTICLE I – NAME

The name of the organization shall be called the Association for Nursing Professional Development Washington Affiliate (ANPDWA). ANPDWA is an affiliate of the Association for Nursing Professional Development (ANPD).

ARTICLE II – MISSION, VISION, PURPOSE AND OBJECTIVES

Section I – Mission

ANPDWA advances quality healthcare by defining and promoting nursing professional development practice in Washington State.

Section II- Vision

ANPDWA is the premier resource for supporting nursing professional development practice in Washington State.

Section III- Purpose

The purpose of ANPDWA is to promote and advance nursing professional development and its practitioners within Washington State via education, collaboration, advocacy, and connection.

Section IV – Objectives

The objectives of the ANPDWA shall be:

- Provide for the sharing of educational information and resources.
- Encourage communication through the local, state, and national arenas.
- Provide and promote continuing education among health care personnel.
- Act as a resource for other health care professionals and organizations.
- Promote, utilize and engage in educational research to improve the practice and effectiveness of professional development.
- Support networking and mentoring among its members.

ARTICLE III – MEMBERSHIP

Section I – Membership

1. Membership in ANPDWA is open to those who have an interest in the education and development of professional and allied health care personnel.
2. Membership in ANPD (National) is *not required* for general membership, but is strongly recommended.
3. Membership in the organization may be terminated by the directors of the organization for failure to pay dues or non-compliance with any pertinent provisions of the bylaws, rules, and regulations of the ANPDWA.

Section II – Voting and Elections

1. All ANPDWA members in good standing shall have voting privileges.
2. Electronic survey ballots will be emailed to ANPDWA current members at least 30 days prior to the election of directors.
3. A plurality of vote of returned ballots constitutes an election.
4. Board Directors are: President, Vice President, Immediate Past President, Secretary, Treasurer, Education Director, Program Director, Communication Director, Eastern WA Director, and Western WA Director.
5. In the event the office of president becomes vacant, the president-elect shall serve as President for the unexpired term. All other vacancies may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms.
6. No member shall hold more than one office at a time, and no member shall serve more than two consecutive terms in the same office.
7. Any elected Directors on the Board may be removed by a two-thirds vote of current ANPDWA members.

ARTICLE IV – MEETINGS

Section I – Meetings

1. General membership meetings shall be held at a minimum of annually.
 - a. Members must be given notice no less than 10 days prior to an annual membership meeting.
 - b. Issues voted on during General Membership meetings shall be decided by a simple majority of those ANPDWA members in good standing present at the meeting in which the vote takes place. In case of a tie, the President will cast the deciding vote.
2. Regular meetings of the Board of Directors shall be held at least annually, and more frequent as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, by the President, Secretary, Treasurer, or by three other members of the Board of Directors.
3. Members may attend Board meetings and/or bring concerns before the Board.

ARTICLE V – FINANCE

Section I – Dues

1. All members or individuals shall pay such annual dues as recommended by the Board and approved by the general membership.
2. Additional fees may be required for certain events (i.e. educational offerings).

Section II- Fiscal Year

1. The fiscal year shall be January 1- December 31.

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Section III – Maintenance of Funds

1. The treasurer shall keep record of all revenue and expenditures.
2. All dues shall be deposited in a bank and the signature of the treasurer shall be required for each check written against the account.
3. The treasurer shall present a financial report to the general membership at each annual membership meeting and to the Board at each Board meeting.
4. A Board-approved budget will be presented at the last meeting of the business year.

ARTICLE VI – BOARD AND COMMITTEES

Section I – Board of Directors

1. Is composed of the President, Vice President, Immediate Past President, Secretary, Treasurer, Education Director, Program Director, Communication Director, Eastern WA Director, and Western WA Director.
2. Is elected by the membership.
3. Board Directors will be elected to serve two-year terms, other than the position of Vice-President/President-Elect, which will serve a three-year term. (The elected Vice President serves in the first year as Vice-President/President-Elect, the next year as President, and the third year as Immediate Past-President.)
4. Represent this organization to ANPD and other organized professional groups with related missions and goals.

Section II- Board Directors

1. All board directors must sustain current membership in ANPD and ANPDWA.
2. All individual board directors report to the Board of Directors.
3. All individual board directors will serve on ANPDWA committees.
4. A director shall perform his or her duties, including his or her duties as a member of a committee of the board on which he or she may serve, in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances.
5. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
6. Resignation from elected office must be in writing and received by the Secretary.

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Section III- Director Duties

1. President

The President serves as the official representative of the Affiliate. The President will preside at all official meetings of the Affiliate and will serve as the primary contact for the National Office, including completion of all correspondence with the national office as required. The President will cast the deciding vote in the case of a tie within the Board of Directors.

2. Vice President

The Vice President serves as an apprentice to the role of the President. The Vice President will accept assignments delegated from the President and will serve in the leadership role in case of the absence of the President. The Vice President has voting privileges within the Board of Directors.

3. Immediate Past President

The Immediate Past President serves in a non-voting, advisory capacity for the Board of Directors and President.

4. Secretary

The Secretary develops, records and maintains the agendas and minutes of all meetings and assists with communication and official correspondence within the Board of Directors and with ANPD National. The Secretary has voting privileges within the Board of Directors.

5. Treasurer

The Treasurer will manage the finances of the Affiliate organization in collaboration with The Board of Directors. The Treasurer has voting privileges within the Board of Directors.

6. Education Director

The Education Director coordinates ANPDWA educational programs, workshops, and conferences. The Education Director has voting privileges within the Board of Directors.

7. Program Director

The Program Director, in collaboration with the Board of Directors, shall facilitate planning and coordination of ANPDWA education activities, social activities, and other projects and initiatives. The Program Director has voting privileges within the Board of Directors.

8. Communication Director

The Communications Director represents the President and Board of Directors in all matters pertaining to communication between the affiliate and its members, and the affiliate and outside associations and agencies. The Director is responsible for ensuring clear and timely communication in all board and affiliate activities. The Communication Director has voting privileges within the Board of Directors.

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9. Eastern WA Director

The Eastern WA Director represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Eastern Washington. The Eastern WA Director has voting privileges within the Board of Directors.

10. Western WA Director

The Western WA Director represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Western Washington. The Western WA Director has voting privileges within the Board of Directors.

Section IV – Committees

1. Committee Formation:

- a. The board may create committees as needed. Limited-term task forces may be appointed by the President at any time.
- b. Each committee must have at least 1 board director as a member of the committee.
- c. Committees report to the Board of Directors, who are responsible for final decision-making.

ARTICLE VII- DIRECTOR LIABILITY LIMITATIONS & INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a two-thirds majority vote of the directors who are not at that time parties to the proceeding.

ARTICLE VIII – AMENDMENTS

1. The bylaws will be reviewed annually by the Board of Directors.
2. Any members may suggest changes in the bylaws.
3. Upon a resolution by the Board of Directors, amendment of the bylaws requires a vote of the members. The members will vote on the proposed amendments by electronic ballot. The proposed amendments must receive an approval vote of two-thirds of the members responding to electronic ballot for adoption of the bylaw amendments.
4. Any proposed changes must be sent to all members at least thirty days prior to voting.

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ARTICLE IX – DISSOLUTION

The organization shall be dissolved upon a two-thirds majority vote of members attending a membership meeting, responding to an electronic ballot, or when formal petition for bankruptcy is filed. In the event of dissolution, any net assets will be distributed to the Association for Nursing Professional Development (National).

Bylaws Approved: September 6, 2018

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Board of Directors and Committee Scope & Responsibilities:

Professional Expectations for Board Directors:

- A. Will attend 80% of scheduled meetings. A member of the Board of Directors may be relieved of responsibility to the Board after two (2) unexcused absences from scheduled Board of Directors meetings.
- B. Represents ANPDWA in a professional manner including; dressing appropriately, arrive on time to meetings, and being prepared for each meeting
- C. Will ask for assistance if having difficulty completing expected duties and responsibilities
- D. Provides adequate handoff to incoming directors; Upon retiring from office, all directors shall deliver all records, or other property of the ANPDWA affiliate, to their successors within a timely manner
- E. Reviews director role description annually and suggests revisions as necessary

Board of Director Positions: *Detailed Role Descriptions*

1. President

- a. Serves as the official representative of the affiliate
- b. Prepares/plans Agenda and presides at all business and Board of Director meetings of the ANPDWA Affiliate Organization
- c. Serves as the primary contact to the National Office and completes all correspondence with the national ANPD office as required.
- d. Submits annual memorandum of understanding (MOU) electronically to ANPD
- e. Serves as an ex-officio member of all committees except the Nominating Committee
- f. Casts the deciding vote in case of a tie within the Board of Directors

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2. Vice President

- a. Serves in an apprentice role to the current President in order to learn the duties of the President
- b. Fulfills all duties in the absence of the President
- c. Fulfill duties delegated by the President or Board of Directors
- d. Updates and presents proposed bylaw changes to the membership
- e. Supports the Secretary to complete tasks for the organization
- f. Serves on an ANPDWA Affiliate committee
- g. Has voting privileges within the Board of Directors.

3. Immediate Past President

- a. Serves in a *non-voting*, advisory capacity for the Board of Directors and President
- b. Supports continuity during governance transitions and organizational change, helps ensure the appropriate succession of Directors, supports the President in his/her role, and provides continuity to the organization by providing historical context.
- c. Serves on an ANPDWA Affiliate committee
- d. Participates in Board meetings, and/or any special meetings called by Board members or members at-large
- e. Supports the President in his/her position through mentoring, coaching, advising and analysis of Board development and procedures
- a. Advocates and serves as an ambassador for the profession and for the affiliate wherever and whenever possible
- b. Fulfills other responsibilities and/or special assignments as requested by the President or Board of Directors

4. Secretary

- a. Fulfills duties delegated by the President and Board of Directors
- b. Develops, records, maintains, and distributes the agendas and minutes of all meetings.
- c. Maintains meeting attendance rosters
- d. Sends notice of meetings to members
- e. Facilitates communication within the Board of Directors
- f. Completes the annual ANPDWA activity and membership report
- g. Conducts official correspondence
- h. Maintains historical records, policies, and the organizational manual
- i. Serves on an ANPDWA Affiliate committee
- j. Has voting privileges within the Board of Directors.

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5. Treasurer

- a. In collaboration with the Board of Directors, manages the finances of the organization.
- b. Has signature authority for ANPD-WA bank account
- c. Manage the finances of the organization, including bank deposits, payment of affiliate invoices/bills, and management of Integrated Payment Platforms.
- d. Maintains Financial Records for Affiliate in compliance with federal statutes governing non-profit organizations
- e. Compiles budget proposals received from Directors, and presents to the Board of Directors for final approval
- f. Presents a financial report to the membership at each annual membership meeting.
- g. Registers and Files ANPDWA Affiliate tax forms with the Washington State Department of Revenue annually in accordance with current tax laws per the Washington State Department of Revenue.
- h. Manages and maintains mailbox and/or post office box key, as applicable
- i. Assists Secretary with registration table at events to collect monies
- j. Completes Vendor contracts
- k. Completes Venue contracts
- l. Serves on an ANPDWA Affiliate committee
- m. Has voting privileges within the Board of Directors.

6. Education Director

- a. Coordinates ANPDWA educational programs.
- b. Fulfill duties delegated by the President and Board of Directors
- c. Develops and coordinates the educational programs and activities of the ANPDWA, in collaboration with the Board of Directors. This may include the following:
 1. Learner educational needs assessments
 2. Plan educational programs, workshops and annual conferences
 3. Speaker recruitment and scheduling
 4. Arrange for CNE contact hours, when applicable
 5. Flyer/brochure and advertising development
 6. Venue arrangement, as needed
 7. Vendor arrangements
 8. Catering arrangements
 9. Developing and/or providing handouts (electronic and/or paper)
 10. Event registration
 11. Summative, formative, and/or outcome evaluation
- d. Serves on an ANPDWA Affiliate committee
- e. Has voting privileges within the Board of Directors.

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7. Program Director

- a. Collaborates with Board Directors to facilitate planning and coordination of ANPDWA educational activities, social activities, and other projects and initiatives.
- b. Fulfills duties as delegated by the President and Board of Directors
- c. Facilitates sub-committee meetings and reports out at business and Board of Directors meetings
- d. Plans member social activities, which may include annual welcome socials, holiday socials, etc.
- e. Serves on an ANPDWA Affiliate committee
- f. Has voting privileges within the Board of Directors.

8. Communication Director

- a. The Communications Director represents the President and Board of Directors in all matters pertaining to communication between the affiliate and its members, and the affiliate and outside associations and agencies.
- b. The Communications Director is responsible for ensuring clear and timely communication in all affiliate activities.
- c. Utilizes a variety of media platforms (electronic, paper, website, social media, newsletters, etc.) to communicate with affiliate members.
- d. Supports the ANPDWA Newsletter production at least twice a year
- e. Serves on an ANPDWA Affiliate committee
- f. Has voting privileges within the Board of Directors.

9. Eastern WA Director

- a. Represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Eastern Washington (*East of the Cascade Mountains*).
- b. Represents the interests of Eastern Washington affiliate members.
- c. Supports membership initiatives and activities in Eastern Washington in collaboration with the communication director and other board members
- d. Notifies communications director of professional development opportunities in Eastern Washington to facilitate state-wide publicity and promotion
- e. Identifies professional development needs for members in Eastern Washington and makes recommendations to the President and Board of Directors as appropriate
- f. Promotes awareness of ANPDWA and value of certification to Eastern Washington nursing educators and professional development professionals
- g. Serves as a contact liaison and voting representative for the members of Eastern Washington.
- h. Serves on an ANPDWA Affiliate committee
- i. Has voting privileges within the Board of Directors.

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10. Western WA Director

- a. Represents the President and Board of Directors in all affiliate business and supports membership, collaboration and participation of members in Western Washington (*West of the Cascade Mountains*).
- b. Represents the interests of Western Washington affiliate members.
- c. Supports membership initiatives and activities in Western Washington in collaboration with the communication director and other board members
- d. Notifies communications director of professional development opportunities in Western Washington to facilitate state-wide publicity and promotion
- e. Identifies professional development needs for members in Western Washington and makes recommendations to the President and Board of Directors as appropriate
- f. Promotes awareness of ANPDWA and value of certification to Western Washington nursing educators and professional development professionals
- g. Serves as a contact liaison and voting representative for the members of Western Washington.
- h. Serves on an ANPDWA Affiliate committee
- i. Has voting privileges within the Board of Directors.

Committees:

1. Committee Formation:
 - a. The board may create committees as needed. Limited-term task forces may be appointed by the President at any time.
 - b. Each committee must have at least one (1) Board Director as a member of the committee.
 - c. Committees report to the Board of Directors, who are responsible for final decision-making.
 - d. Committees and Chairs:
 1. Membership
 - a. Supports membership recruitment and retention initiatives, which may include welcoming new members, renewal reminders, and membership campaigns.
 2. Education/Conference
 - a. Collaborates to identify, develop, plan, host, and evaluate educational offerings in order to support members' development.
 3. Awards and Recognition
 - a. Develops and offers scholarship funds and incentive opportunities, which may include monies for attendance at offerings, certification, and advancing education.
 - b. Recognizes members for their contributions and successes via awards
 4. Communication
 - a. Supports communication and subsequent networking of affiliate members and other internal and external stakeholders via print, electronic, social, and live communication methods.
 - b. Develops ANPDWA electronic newsletter at least twice a year

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5. Scholarship & Journal Club
 - a. Supports professional evidence-based practice, quality improvement, and research initiatives which may include mentorship with scholarship activities (e.g. poster development, article publication) and Journal Club.
 - b. Solicits member poster presentations and other scholarly contributions for display and/or inclusion at educational offerings, conferences, events, and/or within ANPDWA communications.
6. Nominating Committee
 - a. Recruits ANPDWA members to run for office
 - b. Evaluates nominees for qualifications and ability to meet nominee criteria; forwards names of qualified candidates to the Board of Directors for participation in the election

Membership:

1. New member and renewal memberships will be \$50 per year, as determined by the recommendation of the Board of Directors and Membership Committee.
2. Board Director Positions will have ANPDWA dues reduced by 50%.