

Nursing Organizations Alliance, Inc.

Bylaws

(Amended: November 2024)

ARTICLE I

NAME

The name of this not-for-profit corporation shall be The Nursing Organizations Alliance, Inc. hereinafter referred to as NOA.

ARTICLE II

MISSION AND VISION

NOA exists to connect elected and staff leaders of professional nursing organizations to inspire, collaborate, and provide a forum for information exchange and the sharing of resources and best practices.

NOA is the premier collaborative community convening leaders of professional nursing organizations to address common interests and achieve shared goals.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility.

Members of NOA shall be independent national nursing membership organizations, organizations wherein the majority of members are nurses or a nursing structural component of a multi-disciplinary organization that:

- Have a mission compatible with and/or supportive of that of NOA's mission
- Address current and emerging nursing issues
- Have a body of knowledge and skills in a defined area relevant to nursing or health care, supported by documentation that might include a core curriculum, publications and research, standards of care/practice, or other documents.

Section 2. Application Process. In order for an application to be considered, the following conditions must be met:

1. A prospective member shall submit the organization's mission, bylaws, certificate of incorporation or other legal identification, and membership composition in accord with standard rules of procedure established by the Board of Directors.
2. Membership shall commence when the criteria for membership have been fulfilled, membership dues paid, and the application approved by the Board of Directors.

Section 3. Responsibilities and Privileges.

Each member

- A. Shall have all rights and privileges of membership.
- B. Shall have one vote.
- C. Shall be required to pay annual dues as established by the Board of Directors.
- D. Shall participate in the annual business meeting.
- E. May create/participate in work groups with the approval of the Board of Directors.
- F. Consistent with legal requirements, may authorize its representative to inspect the books and records of NOA for the proper purposes upon reasonable notice to NOA.

Section 4. Forfeiture of Membership

If the dues of any member are not received within thirty (30) days of the membership expiration date (December 31st) or the member no longer meets membership criteria, that membership shall automatically terminate on March 31st. Members who lapse in payment for 12 months must reapply for membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Place of Meetings

Annual and special meetings of the members shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Annual Business Meeting

The annual business meeting of the members of NOA for election of Board of Directors Members and for such other business as may come before the members shall be held on such date and hour as shall have been determined by the Board of Directors and stated in the notice of the meeting. If for any reason the annual business meeting is not held on the determined date of any year, any business which could have been conducted at an annual business meeting may be conducted at any subsequent special or annual business meeting or by consent resolution.

Section 3. Special Meetings

Special meetings of the members of NOA may be called by the Board of Directors or the Coordinating Team Leader. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

Section 4. Notice of Meetings of Members

Except as otherwise provided by statute, written notice of the place, day, and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting of the NOA members is called, shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting to each member, either personally, by mail, email or other electronic means to each member at the

address designated by the member for such purpose or, if none is designated, at the member's last known address.

Section 5 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Illinois or under the provisions of the articles of incorporation or bylaws of this corporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 6. Quorum of Members Entitled to Vote

A quorum at meetings shall be the presence of ½ or more of the members registered for the meeting and the majority of the members of the Board of Directors. The act of the majority (50% plus one) of the members present shall constitute the act of NOA.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be comprised of six members representing no fewer than two and no more than four current chief staff officers or current senior level staff officers, including but not limited to Chief Financial Officers, Chief Operations Officers, Deputy Directors and no fewer than two and no more than four current/past chief elected officers.

Section 2. Duties

The Board of Directors shall manage the property, business, and affairs of NOA including but not limited to:

- A. Overseeing structures and processes so NOA is effective and prudent in accomplishing its mission.
- B. Setting the time and place of NOA annual meeting, Board of Directors meeting(s) and any other NOA sponsored events.
- C. Determining the fiscal year for NOA.
- D. Meeting at least once prior to the annual meeting of NOA
- E. Employing a management firm to be responsible for the administrative activities of NOA.
- F. Approving/coordinating work team activities.
- G. Filling Board of Directors vacancies for the length of the unexpired term in accord with standard rules of procedure and as determined by the affirmative vote of a majority of the remaining Board of Directors members.

Section 3. Officers

The officers of this corporation shall be a President, President-Elect, and Secretary/Treasurer.

- A. President. The President shall:
 - a) Preside at all meetings of NOA.
 - b) Perform such other duties as may be required from time to time by NOA.
 - c) Be an ex officio member of all Work Teams.
 - d) Provide a final, determining vote in the event that a Board of Directors vote results in a tie.
- B. President-Elect. The President-Elect shall:
 - a) Assume the duties of the President in the temporary absence of the President, which can include serving as the presiding officer for Board of Directors meetings.
 - b) Learn, prepare & participate in board activities in preparation for the role of President.
- C. Secretary/Treasurer. The Secretary/Treasurer shall:
 - a) Oversee NOA funds.
 - b) Provide reports of annual budgets and audited financial reports to the membership at the annual meeting.
 - c) Consult with the Board of Directors regarding the investment of resources and acquisition of fixed assets.
 - d) Review minutes of all meetings and ensure accuracy prior to distribution.
 - e) Perform such other duties as may be required from time to time by NOA.

Section 4. Term of Office

- A. The term of office for members of the Board of Directors shall be three years. It will begin on January 1 and end December 31 three years later. No one may serve more than two consecutive terms.
- B. The term of office for the President, President-Elect, and Secretary/Treasurer shall be one year; the officer shall hold the position until a successor is elected. The term of office shall commence January 1 and conclude December 31.
 - a. Officer vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Board of Directors members. An officer elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting at which officers are elected.

Section 5. Meetings

- A. The Board of Directors shall meet at least once prior to the annual meeting of NOA.
- B. A quorum for any Board of Directors meeting shall be 2/3 of the membership of the Board of Directors.

Section 6. Reimbursement

Board of Directors members shall not be entitled to any compensation for their services, but expenses will be reimbursed in accordance with standard rules of procedure.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. Board of Directors

- A. Eligibility – Current chief staff officers; current senior level staff officers, including but not limited to Chief Financial Officers, Chief Operations Officers, Deputy Directors, and current/past chief elected officers of member organizations are eligible to be nominated to the Board of Directors.
- B. Nominations - At an annual meeting, and in accord with established standard rules of procedure, the members shall elect the Board of Directors from individuals who are nominated by organizations that hold membership.
 - a. Each member may nominate no more than one candidate to serve on the Board of Directors.
 - b. Self-nomination must be approved by the sponsoring NOA organization member.
 - c. The candidate may be nominated by only one organization or entity.
 - d. There may be only one candidate from any organization or entity on the ballot.
 - e. The candidate may not be a chief staff/current senior level staff officer or current/past chief elected officer of an organization already represented on the Board of Directors.
- C. Elections – Members may submit their vote per the voting policies established by the Board of Directors in advance.

Section 2. Officers

The Board of Directors shall select the officers through consensus and consent in a manner established by the Board of Directors and in accord with standard procedures at its first meeting.

ARTICLE VII WORK TEAMS

Section 1. Self-forming Work Teams.

Volunteer membership on self-forming work teams shall be organized based on member initiatives that arise through dialogue within NOA and are subject to approval by the Board of Directors.

- A. Due Notice. The Work Team must consult with the Board of Directors regarding the suggested activity and is responsible for keeping the Board of Directors informed of the progress of the activity.
- B. The Board of Directors reserves the right to refuse NOA endorsement of any self-forming Work Team activity.
- C. Accountability. The initiating member assumes accountability for announcing the call for Work Team membership. The work of self-forming work teams shall be assumed at the expense of those members choosing to participate in the process.
- D. Membership. Membership on a self-forming Work Team is self-selected by the parties initiating the work of the group.
- E. Time. The length of time of the volunteer commitment is determined by those engaged in the work of the team.

Section 2. Designated Work Teams

Designated Work Teams, which shall focus on specific outcomes, may be established by the Board of Directors.

- A. Accountability. A designated Work Team shall be accountable to NOA via the Board of Directors and pre-approved expenses of the Work Team will be assumed by NOA. The designated Work Team is responsible for keeping the Board of Directors informed of the progress of the activity.

ARTICLE VIII INDEMNIFICATION

The Nursing Organizations Alliance shall indemnify present and former officers, directors, employees, and agents in accordance with the applicable provisions of the Illinois General Not For Profit Corporation Act.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the proceedings of NOA in all cases not provided for in these bylaws, the standard rules of procedure, and any special rules of order NOA may adopt.

ARTICLE X AMENDMENTS

Section 1. Eligibility. Amendments to these bylaws may be proposed to the NOA membership by any member, by the Board of Directors, or by any approved Work Team, provided they are submitted in accord with standard rules of procedure to the Nursing Organizations Alliance at least thirty (30) days prior to a scheduled annual business meeting or a call for a vote by mail or email or other electronic means.

Section 2. Voting. Amendments to these bylaws shall be made by a vote of the entire membership by mail or email or other electronic means or by vote at the annual business meeting. A majority (50% plus one) of the membership must respond for an official vote by mail or email or other electronic means . Once the vote by mail or email or other electronic means requirement is met, the act of the majority shall be the act of NOA. If a vote on amendments to the Bylaws is taken during the annual business meeting called in compliance with Article III, Section 3-D, the Bylaws amendments must receive a two-thirds (2/3) affirmative vote for approval.

ARTICLE XI DISSOLUTION

Dissolution of NOA shall be in accord with the Illinois General Not For Profit Corporation Act.

Revised 11/14/02

BEP:MD

Revised 03/08

Revised 04/10

Revised 11/17

Revised 11/19

Revised 11/20

Revised 11/21