

BYLAWS

OF THE

International Association of Forensic Nurses

Incorporated under the laws of the State of Georgia

Wisconsin Chapter

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ARTICLE 1

Name and Location

1.1 Name. The name of this chapter shall be “International Association of Forensic Nurses *Wisconsin* CHAPTER.”

1.2 Location. The chapter shall maintain a location within the geographical boundaries of the chapter and will register such address with the main office.

ARTICLE 2

Purposes and Governing Instruments

2.1 Purposes. The chapter is a voluntary association of individuals having a common business interest, the purpose of which, as set forth in the articles of incorporation, is exclusively to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit within the meaning of section 501(c)(6) of the Internal Revenue Code. In furtherance of such purposes, the chapter shall have full power and authority:

(a) To provide leadership in forensic nursing practice by developing, promoting, and disseminating information internationally about forensic nursing science.

(b) To perform all other acts necessary or incidental to

the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Chapter Board of Directors to carry out any of the purposes of the chapter.

2.2 Governing

Instruments. The chapter shall be governed by the Association's articles of incorporation, its bylaws, the chapter bylaws and the chapter affiliation agreement.

ARTICLE 3

Chapter Membership

3.1 Eligibility for Chapter

Membership. Application for voting membership shall be open to anyone that supports the purposes of the Association and this chapter as set forth in Article II. The Association shall enact procedures for the admission of members together with setting any admission fee for membership, including the provision that membership within the Association is required to be a member of the chapter.

3.2 Termination of Chapter Members.

Membership may be terminated voluntarily by the member.

3.3 Rights of Chapter

Members. Each member shall be eligible to vote on those chapter matters set forth in these Bylaws.

3.4 Obligations of Chapter Members. Each member shall be responsible to notify the chapter of any change in mailing or other electronic means of communication.

3.5 Non-voting Chapter Members. The Association shall have the authority to establish and define non-voting categories of chapter membership.

3.6 Chapter Membership Quorum. A quorum of the voting membership will consist of a simple majority vote of all chapter members in good standing with voting privileges that return a ballot or are present at the annual chapter meeting.

ARTICLE 4

Chapter Board of Directors

4.1 Authority And Responsibility.

(a) The governing authority of the chapter shall be vested in its Chapter Board of Directors. The Chapter Board of Directors shall have supervision, control and direction of the management, affairs, and property of the chapter; shall determine its policies or changes therein; and shall actively promote its purposes and objectives and supervise the disbursement of its funds. The Chapter Board of Directors may adopt, by majority vote,

such rules and regulations for the conduct of its business and the business of the chapter as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the Association's articles of incorporation, bylaws and these bylaws or the Chapter Affiliation Agreement; and the fundamental and basic purposes of the chapter, as expressed in the articles of incorporation, bylaws and these bylaws, shall not be amended or changed.

(b) The Chapter Board of Directors shall not permit any part of the net earnings or capital of the chapter to inure to the benefit of any member, director, director, trustee, or other private person or individual.

(c) The Chapter Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Chapter.

4.2 Composition Of Directors. The directors of the chapter shall be *7 persons*, never to be less than 3.

4.3 Manner Of Appointment And Election And Terms Of Office. The directors shall be elected by a

simple majority vote of all chapter members in good standing with voting privileges that return a ballot. Each chapter director shall take office at the start of the next calendar year and continue in office until the term ends, such chapter director is reelected or until such chapter director's earlier death, resignation, retirement, disqualification, or removal. No Chapter Director who has served three consecutive terms shall be eligible for re-election until at least one (1) year shall have elapsed.

4.4 Removal. Any chapter director may be removed with cause at any regular, special, or annual meeting of the Chapter Board of Directors, by the affirmative vote of a majority of all chapter directors entitled to vote. A removed chapter director's successor may be appointed at the same meeting to serve the unexpired term. A chapter director may be removed if that person: (A) has his/her RN license suspended or revoked by the licensing board of his/her state or country; (B) has been convicted of a felony; (C) has been found by a final court order to have breached a duty as a director; or (D) has failed to fulfill the duties and responsibilities of the elected position as defined in approved job descriptions. Such potential actions shall be immediately discussed with main office before any decision

has been made and only upon final approval by the Association can the action be taken.

4.5 Vacancies. Any vacancy in the Chapter Board of Directors arising at any time and from any cause, may be filled for the unexpired term at any meeting of the Chapter Board of Directors by the affirmative vote of the majority of the chapter directors then in office. A chapter director so elected shall hold office through the duration of the original term. Notification of such action shall be immediately sent to the main office.

4.6 Compensation. No chapter director of the chapter shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director. However, nothing contained herein shall be construed to prevent any chapter director from serving the chapter in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the chapter.

4.7 Number And Qualifications. The directors of the chapter shall consist of the following positions:
President, Immediate Past President, President-Elect, Secretary, Treasurer, , and/or Director at Large x 2.

4.8 Election And Term Of Office. The Chapter President Elect shall hold their elected position *for one year*, moving into the position of President for one year and to the position of Immediate Past President for one year, for a total period of three years (*can opt to have two year presidential terms for a total of six*). The Chapter Secretary, Chapter Treasurer, and Director at Large of the chapter shall serve for terms of *two (2) years*.

4.9 Chapter President. The Chapter President shall be the principal director of the chapter and shall preside at all meetings of the Chapter Board of Directors. The President shall also serve as the Chair, with right to vote. He or she shall have the right to supervise and direct the operation of the chapter and to make all decisions as to policy and otherwise which may arise between meetings of the Chapter Board of Directors. He or she shall perform such other duties and have such other authority and powers as the Chapter Board of Directors may from time to time prescribe.

4.10 President-Elect. The Chapter President-Elect, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties and have such other authority and

powers as the Board of Directors may from time to time prescribe or as the Chapter President may from time to time delegate.

4.11 Immediate Past

President. The Immediate Past President, in the absence or disability of the Chapter President and President Elect, shall perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chapter President may from time to time delegate.

4.12 Chapter Secretary.

(a) The Chapter Secretary shall record all votes, actions and the minutes of all proceedings.

(b) The Chapter Secretary shall give, or cause to be given, notice of all meetings of the Chapter Board of Directors.

(c) The Chapter Secretary shall perform such other duties and have such other authority and powers as the Chapter Board of Directors may from time to time prescribe or as the Chapter President may from time to time delegate.

4.13 Chapter Treasurer.

(a) The Chapter Treasurer shall ensure proper custody of

the chapter funds and securities and shall ensure full and accurate accounts of receipts and disbursements of the chapter are kept and shall ensure the deposit all monies and other valuables in the name and to the credit of the chapter into depositories designated by the Chapter Board of Directors.

(b) The Chapter Treasurer shall ensure the funds of the chapter are disbursed as ordered by the Chapter Board of Directors, and ensure that financial statements are prepared at such interval as the Chapter Board of Directors shall direct.

(c) The Chapter Treasurer shall perform such other duties and have such other authority and powers as the Chapter Board of Directors may from time to time prescribe or as the Chapter President may from time to time delegate.

4.14 Director at Large.

The Director at Large shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chapter President may from time to time delegate.

ARTICLE 5

Annual Meeting

5.1 Annual Chapter Meeting; Notice. The annual chapter meeting of the Chapter Board of Directors and members shall be determined by the Chapter Board of Directors on such day and at such time as the Chapter Board of Directors shall designate. Notice of the time and place of such

annual chapter meeting shall be given by the mail or electronic notice not less than ten (10) nor more than fifty (50) days before such meeting. The Chapter Board of Directors and chapter membership shall receive reports on the activities of the chapter and the direction of the chapter for the coming year.

5.1 Record Date. The record date shall be the date as of which the chapter shall determine who is a member of the chapter and eligible to vote in the upcoming decision. The record date for an annual chapter meeting of the members or the online election of candidates shall be the date which is 45 days prior to the date of the annual meeting or start of election.

ARTICLE 6

Meetings of the Chapter Board

6.1 Regular Chapter Board Meetings; Notice. Regular chapter meetings of the Chapter Board of Directors may be held from time to time between annual chapter meetings as the Chapter Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary or other designee either by electronic means of communication not less than seven (7) nor more than thirty (30) days before such regular meeting.

6.2 Special Chapter Board Meetings; Notice. Special meetings of the Chapter Board of Directors may be called by or at the request of the Chapter

President or by any two of the chapter directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Chapter Board of Directors shall be given by the secretary or other designee either by mail or by other electronic means of communication at least twentyfour (24) hours before such meeting.

6.3 Chapter Board of Directors Quorum. At meetings of the Chapter's Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

6.4 Vote Required For Action. Except as otherwise provided in these bylaws, the act of a majority of the chapter directors present at a meeting at which a quorum is present at the time shall be the act of the Chapter Board of Directors.

6.5 Action By Chapter Directors Without A Meeting. In the absence of a scheduled meeting, matters may be resolved in writing or through an email vote. Email votes are reserved for issues that require quick resolution and do not require lengthy discussion or where a special meeting cannot be convened in a timely manner. Email votes must be unanimous to be considered an act of the Chapter Board of Directors. In addition, issues resolved via

email vote must be reported at the next regular or special meeting of the Chapter Board of Directors.

6.6 Telephone And Similar Board Meetings.

Chapter Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

6.7 Adjournments of Chapter Board Meetings.

A meeting of the Chapter Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE 7

Chapter Committees

7.1 Advisory And Other Chapter Committees.

The Chapter Board of Directors may provide for such other committees, including committees, advisory groups,

and the like consisting in whole or in part of persons who are not directors of the chapter, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Chapter Board of Directors; and each such chapter committee shall have such powers and perform such specific duties or functions, not inconsistent with the Association's articles of incorporation, bylaws or these bylaws, as may be prescribed for it by the Chapter Board of Directors. Chair appointments and the filling of such vacancies shall be made by the Chapter President, unless the Chapter Board of Directors otherwise provides. Any action by each such chapter committee shall be reported to the Chapter Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Chapter Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.2 Term Of

Appointment. Each chair of a chapter committee shall continue as such until the start of the next calendar year and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such

member shall cease to qualify as a chapter member.

7.3 Chapter Committee Chair. One member of each chapter committee shall be appointed Chair.

7.4 Chapter Committee Quorum. Unless otherwise provided in the resolution of the Chapter Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 8

Contracts, Checks, and Deposits

8.1 Contracts. The Chapter Board of Directors may authorize any director or director, agent or agents of the chapter, in addition to the directors so authorized by these bylaws, to enter into any contract under \$1000 in value. Contracts over \$1000 in value must receive written approval from the main office. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the chapter shall be signed by such

director or directors, agent or agents, of the chapter and in such other manner as may from time to time be determined by resolution of the Chapter Board of Directors.

8.3 Deposits. All funds of the chapter shall be deposited from time to time to the credit of the chapter in such banks, trust companies, or other depositories as the Chapter Board of Directors may approve.

ARTICLE 9

Indemnification and Insurance

9.1 Indemnification. The Association shall, to the extent legally permissible and in accordance with Sections 143850 through 143858 of the Georgia Code, as amended from time to time, indemnify each person who may serve or who has served at any time as an Chapter director of the chapter 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 majority vote of a quorum of directors who are not at that time parties to the proceeding. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

9.2 Liability Insurance.

The Association may purchase and maintain insurance on behalf of a Chapter Board of Directors against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a chapter director or agent, whether or not the corporation would have power to indemnify him or her against the same liability under Section 9.1 above.

ARTICLE 10

Conflicts of Interest

10.1 Conflicts of Interest.

The chapter and its directors are subject to the definitions, disclosure requirements and procedures set forth in Sections 143860 through 143864 of the Georgia Code, as amended from time to time, regulating “conflicting interest

transactions” between Board members and the chapter.

ARTICLE 11

Miscellaneous

11.1 Books and Records.

The chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Chapter Board of Directors and committees having any of the authority of the Chapter Board of Directors. Books and records shall be open to inspection of the Chapter Directors, Members and main office upon specific written request within 30 days.

11.2 Fiscal Year. The fiscal year of the chapter shall end on December 31 of each year.

11.3 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE 12

Amendments

12.1 Power to Amend Bylaws. New Bylaws may be

adopted or any part of these Bylaws may be amended by a simple majority vote of the chapter membership votes cast to the extent that the change is not in conflict with the Association bylaws or Chapter Affiliation Agreement. The chapter membership may condition the chapter's adoption of the amendment on any basis. The Chapter Board of Directors may condition its submission of the proposed amendment to the chapter Membership for approval on any basis. If the Chapter Board of Directors submits the proposed amendment to the chapter membership for approval by written consent or written ballot, whatever ballot or consent document the Chapter Board of Directors provides to the Membership for completion must be accompanied by a copy or summary of the amendment.

The undersigned hereby certifies that he/she is the signing officer of the International Association of Forensic Nurses *Wisconsin CHAPTER*, and that the foregoing bylaws were duly amended by the Chapter Membership and have not been modified, amended or supplemented but are in full force and effect on the date hereof.

This the XX day of MONTH, YEAR.

Chapter Officer

Revised *DATE(S)*, Approved by Membership *DATE(S)*