

ASSOCIATION OF STATE AND TERRITORIAL DIRECTORS OF NURSING BY-LAWS

ARTICLE I – NAME

The name of this organization shall be the ASSOCIATION OF STATE AND TERRITORIAL DIRECTORS OF NURSING, hereinafter referred to as the Association. It shall exist as an affiliate of the Association of State and Territorial Health Officials (ASTHO) and is incorporated as a not-for-profit 501.c.6 membership organization.

ARTICLE II – PURPOSE AND FUNCTIONS

SECTION 1. The purpose of the Association is to foster high standards of public health nursing services to protect and promote the health and safety of the public through: (1) public policy efforts; (2) leadership development; and (3) advocacy for the preparation, practice and role of public health nursing.

SECTION 2. Functions of the Association are:

- a. To participate with the Association of State and Territorial Health Officials (ASTHO) in promoting a program of national health protection and promotion.
- b. To develop innovative and collaborative partnerships with national governmental and voluntary agencies, in programs aimed toward protecting and promoting the public's health.
- c. To articulate and advocate the role of public health nursing and public health policy in health care.
- d. To establish guidelines for states and territories in setting standards for public health nursing services.
- e. To recommend and advocate the effective and efficient use of public health nurses in the provision of population-based services to protect and promote the nation's health.
- f. To foster, advocate for and support public health nurses in leadership roles in the profession in administrative, management and staff positions.
- g. To identify and promote methods of improving the education, utilization and distribution of public health nurses.
- h. To direct efforts to market public health nursing, be cognizant of societal and cultural trends, and foster unified positions for the enhancement of the future of the nursing profession.

ACTIVE MEMBERSHIP CATEGORIES:

ARTICLE III – MEMBERSHIP

- 1) **Official State or Territory Representative:** Membership in the Association shall be composed of registered nurses who are directors of public health nursing of official health departments for each state, all territories and the District of Columbia. If the position of Director of Nursing is non-existent or vacant in a state, territory or District of Columbia, the voting member may include a registered nurse designated by the State Health Official of that area. Voting rights shall only be accorded to the official designee from each area that is a paid member of the Association. Membership category provides the right to hold office.
- 2) **Contributing Member:** Membership in the Association shall be a paid member that contributes more than the basic dues in categories 1, 3, 4, 5, 6. (see ASTDN Policies and Procedures for dues fee structure). Voting rights shall be accorded to this paid member of the Association. Membership in this category provides the right to hold office in the category in which the member has joined e.g. Official State or Territorial representative can hold office of the President-Elect, President, Treasurer, Secretary; Local, State, Federal Governmental Public Health Nursing Leadership, Alumni, Associate and Retired members can hold office of Member-At-Large only.
- 3) **Local, State, or Federal Governmental Public Health Nursing Leadership:** Membership in the Association shall be public health nursing leaders from local, state, or federal governmental public health nursing leadership that are not the official state or territory representative. Voting rights shall be accorded to this paid member of the Association. Membership category provides the right to hold office of Member-At-Large capacity only.
- 4) **Alumni:** Membership in the Association shall be a former state or territorial director of public health nursing of health department who was the past ASTDN official state/territorial representative upon payment of annual dues. Voting rights shall be accorded to this paid member of the Association. Membership category provides the right to hold office of Member-At-Large capacity only.
- 5) **Associate:** Representatives of partner organizations, supporters and friends of public health nursing may become Associate members of the ASTDN upon payment of annual dues. Voting rights shall be accorded to this paid member of the Association. Membership category provides the right to hold office of Member-At-Large capacity only.
- 6) **Retired Alumni:** Membership in the Association shall be a “retired” former member of ASTDN who served as the past Official State or Territorial Representative upon payment of annual dues. Voting rights shall be accorded to this paid member of the Association. Membership category provides the right to hold office of Member-At-Large capacity only.
- 7) **Student:** Membership in the Association shall be a student enrolled in a college or university. Proof of current student status from the Registrar’s office is required to receive student member rates. This non-voting membership student category does not provide the right to hold office.

ARTICLE IV – DUES

Dues for the Association shall be determined by the membership (see ASTDN Policy and Procedure manual for dues fee structure). Recommendation for dues changes shall be made by the Finance Committee and presented to the membership for a vote at the Association's Annual Meeting. The information on the proposed change must be mailed or emailed to the members at least thirty (30 days prior to the meeting). A fifty-one percent (51%) vote of the membership present shall determine the passage of the proposal. Dues must be paid annually to ASTDN in order for members to maintain their membership in good standing (see ASTDN Policy and Procedure manual).

ARTICLE V – OFFICERS AND DUTIES

- SECTION 1.** The officers of the Association shall consist of a President, President-Elect, Secretary and Treasurer.
- SECTION 2.** The President shall serve for one year, shall preside over the meetings of the Association and the Executive Committee.
- SECTION 3.** The President-Elect shall be elected for a period of one year, shall automatically become President for the next one-year term, then shall serve as the Immediate Past President for a one-year term. The President-Elect shall serve on the Communications Committee, and shall preside in the absence of the President.
- SECTION 4.** The Secretary shall be elected for a period of two years and shall be responsible for preparing minutes of all business meetings of the Association and of the Executive Committee meetings, shall keep the original incorporation 501.c.6 documents, and shall serve on the History Committee.
- SECTION 5.** The Treasurer shall be elected for a period of two years, shall receive all registration fees and dues, keep a record of deposits and expenditures authorized by the Executive Committee, and shall serve as Chairperson of the Finance Committee.
- SECTION 6.** Each officer shall assume the duties of office at the close of the Annual Meeting and shall serve until a successor has been elected. No officer shall serve more than two successive terms in the same office.

ARTICLE VI – EXECUTIVE COMMITTEE

- SECTION 1.** There shall be an Executive Committee consisting of the President, President-Elect, Immediate Past President, Secretary, Treasurer and three (3) elected Members-At-Large. Regional Representatives shall serve as Ex-Officio members to the Executive Committee and will not have voting privileges on those matters requiring executive approval and/or vote.
- SECTION 2.** Members-At-large shall be elected for a term of two years on a rotating basis. None shall serve more than two consecutive terms.
- SECTION 3.** The Executive Committee shall determine administrative policies, carry out the program and manage the business of the Association during the interim between meetings of the membership. This Committee shall establish and maintain working relationships with other organizations as appropriate.

ARTICLE VII – VACANCIES

SECTION 1. A slate of candidate(s), who have agreed to serve for office(s) to be filled, shall be prepared by the Nominating Committee.

In the even-numbered years, the slate shall include:

- a. President-Elect to serve for a term of one year;
- b. Treasurer to serve for a term of two years; and
- c. Two Members-At-Large of the Executive Committee to serve for a term of two years.

In the odd-numbered years, the slate shall include:

- a. President-Elect to serve for a term of one year;
- b. Secretary to serve for a term of two years; and
- c. One Member-At-Large of the Executive Committee to serve for a term of two years.

SECTION 2. In the event a vacancy occurs in the office of President, the President-Elect will immediately assume the office of President.

In the event that the President-Elect is unable to serve in the capacity of President, the Nominating Committee may add candidate(s) who have agreed to serve as President to the slate for election by the general membership. If an ASTDN matter were to arise requiring urgent attention and the Association's position of President is vacant, the Immediate Past President can serve in the capacity of President until a new President is elected. The vote can occur via an email vote or at the Association's Annual Meeting, whichever is most conducive and timely as determined by the Executive Committee.

In the event that a vacancy occurs in the office of Secretary, Treasurer or Members-At-Large, the vacancy shall be filled by appointment by the President with approval of the Executive Committee.

SECTION 3. The biography of each candidate with the ballot shall be mailed via paper or electronic means to members of the Association at least thirty (30) days before the Annual Meeting.

SECTION 4. Elections shall take place in a secret ballot by mail or electronic means which is received by the Nominating Committee at least five (5) days before the Annual Meeting. A plurality vote shall constitute an election. In case of a tie, the choice shall be determined by lot.

ARTICLE VIII – STANDING COMMITTEES

SECTION 1. Standing Committee(s) members shall be appointed by the newly elected President with approval by the Executive Committee to serve for a term of one year. With the exception of the Nominating Committee, members may serve for more than one consecutive term. Vacancies occurring in the committee shall be filled by appointment made by the President, and take office when appointed.

ARTICLE IX – SPECIAL COMMITTEES

Special committees may be appointed by the Executive Committee or by the President as needed; they may serve until the completion of their assignment without regard to fiscal year, but may be dissolved at any time by the President with the approval of the Executive Committee.

ARTICLE X – QUORUM

A quorum of the Executive Committee shall be five (5) of the members, two (2) of whom shall be officers. A quorum of an Association meeting shall be twenty-five percent (25%) of its membership.

ARTICLE XI – MEETINGS

SECTION 1. Meetings will be held monthly or as deemed necessary by the President. Meetings may be canceled or rescheduled by a majority vote of all members present in a quorum at a given meeting or in an emergency situation may be canceled or rescheduled by majority vote with all members responding in quorum to an electronic vote in advance of the meeting.

SECTION 2. The Annual Meeting shall be held in conjunction with the regular business meeting, at which time new officers will be elected and a full and complete Annual Accounting of the financial condition of the Association shall be made to the members. The time and place of the annual meeting shall be set by the Executive Committee.

SECTION 3. Special meetings may be called at any time by the Presiding President. Also, any member may request a special meeting through the Presiding President, in writing. In all cases, special meetings shall be limited to the stated purpose, which must be communicated in advance to all members.

SECTION 4. A quorum shall be present at any regular or special meeting in order for Association business to be conducted. A majority vote of the members present is needed to approve any Association business not otherwise specified in the Bylaws herein.

ARTICLE XII– AMENDMENTS AND REVISIONS

- SECTION 1.** Any proposal for a change in the By-Laws, any amendment or repeal of articles or sections now in existence must be submitted to the Executive Committee not less than sixty (60) days prior to the date of the Annual Meeting for its consideration.
- SECTION 2.** If the proposed change(s) is/are approved by the majority of the Executive Committee, the proposed modification shall be mailed via paper or electronically to the members at least thirty (30) days prior to the Annual Meeting. Amendments and revisions shall require a two-thirds vote of the members of the Association present and voting and/or responds. Membership voting may occur via electronic and/or paper ballot or at the Annual Meeting.
- SECTION 3.** These By-Laws may be amended or revised at the Annual Meeting, without previous notice, by unanimous vote of the members of the Association present and voting.

ARTICLE XIII – DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to the Association of State and Territorial Health Officials and/or a public health organization as selected by the Executive Committee.

ARTICLE XIV– PARLIAMENTARY AUTHORITY

The rules contained in “Roberts’s Rules of Order,” Revised, shall govern in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.