

# National Tuberculosis Nurse Coalition

## Bylaws

### **ARTICLE I. Name**

The name of this organization shall be the National Tuberculosis Nurse Coalition Section (NTNC), hereafter referred to as the “Coalition.”

### **ARTICLE II. Purpose, Mission, and Objectives**

#### **Section A. Purpose**

As a Section within the National Tuberculosis Controllers Association (NTCA), the purpose of NTNC is to advance the elimination of tuberculosis (TB) in the United States and its territories.

#### **Section B. Mission**

The NTNC works in partnership with the tuberculosis control officials of state, local, and territorial governments to provide a nursing perspective on issues vital to the success of eliminating tuberculosis.

#### **Section C. Objectives**

1. Develop and provide a collective voice for nurses working in TB control activities to advance and advocate for TB elimination throughout the nation.
2. Support the development and implementation of education and training standards at the federal, state and local level to ensure a common body of knowledge applicable to the elimination of tuberculosis.
3. Work with coordinating organizations to:
  - A) define the public health nurse roles and functions in TB,
  - B) develop and update standards of practice for TB public health nurses,
  - C) maintain and update clinical guidelines for TB public health practice,
  - D) define service delivery issues and develop action plans,
  - E) advocate for patient needs in the era of health care reform, and
  - F) integrate the TB role with other roles in public health programs.
4. Through NTNC:
  - A) advocate for positions, policies, laws, and means to advance TB control and elimination activities at the state, local, and territorial levels.

- B) increase communication between NTNC and NTCA members.
5. Articulate standards of practice for professional nursing in TB programs to
- A) guide jurisdictions in creating and maintaining a specialized nursing resource for TB control and prevention.

**ARTICLE III. Membership**

NTNC membership is open to all nurses who work in TB control programs, case manage TB patients, or are retired TB control staff members. All nurses who join as Associate Members of NTCA are members of the NTNC Section unless they declare in writing that they do not wish to be so included. All NTNC members have the right to vote, hold office, and serve on standing or special committees of the Section.

**ARTICLE IV. Office**

The office and mailing address of NTNC shall be the Executive Office of the NTCA.

**ARTICLE V. Officers**

**Section A. Composition and Terms**

The Executive Committee of the Coalition shall be the President, President-Elect, and Secretary. The immediate Past-President shall serve as a non-voting consultant to the officers and chair the nominating committee for a 1-year period following his/her term of office. Exception: the Past-President may vote in instances where a tie-breaker vote is needed. The officers shall be elected for a 1-year term by a majority of the members voting. The President shall preside over meetings of the organization and of the officers. The President-Elect shall preside in the absence of the President. The President-Elect shall automatically become the President the next year. After the initial year, the membership shall elect a President-Elect and a Secretary.

**Section B. Elections**

A candidate for office shall be a member in good standing and must have been a member for one year prior to assuming office.

A nominating committee, selected by the members of the Executive Committee, shall consist of at least three members not officers of NTNC. The nominating committee shall select the nominees for each office to be filled, naming two or more candidates for each office, 90 days prior to the annual meeting. Candidates should be registered nurses with a minimum of a Baccalaureate degree in Nursing. Suggestions for any of the offices submitted in writing by any member of the Coalition at any time prior to the final selection of the nominees shall receive consideration of the nominating committee. The NTCA Executive Director shall ensure that all members are distributed a ballot giving the list of offices to be filled and the list of candidates for each office no later than 60 days prior to

the annual meeting. The ballot can be distributed electronically. The ballot shall be returned to the NTCA office by the designated deadline, no later than 45 days before the annual meeting. Election results shall be reported by the NTCA Executive Director to the President at the annual meeting.

**Section C. Vacancies**

1. Should the office of the President become vacant, the President-Elect shall complete the remainder of the term.
2. Should the office of President-Elect or Secretary become vacant, the members of the Executive Committee shall have the power to fill the vacancy for the unexpired term.
3. Should any committee chair position become vacant, the members of the Executive Committee shall appoint another chair.

**ARTICLE VI. Duties of the Individual Officer of the Executive Committee**

**Section A. The President**

1. The President shall preside over the annual meeting of the Coalition and all meetings of the NTNC officers. In his/her absence, the presiding member of the Executive Committee shall be President-Elect.
2. The President shall call meetings of the members of the Executive Committee.
3. The President shall supervise affairs of the Coalition.
4. The President shall serve on the Executive Committee of NTCA.
5. The President shall obtain the latest edition of Robert's Rules of Order.

**Section B. The President-Elect**

1. The President-Elect shall assume the duties of President in his/her absence at the annual meeting of the Coalition and meetings of the officers, and to succeed to the Presidency in turn, or in the event the President is unable to continue serving.
2. The President-Elect shall chair the program committee for the annual meeting with additional members being appointed by the president.

**Section C. The Secretary**

1. The Secretary, alone or with assistance from the NTCA Executive Director, shall issue all notices of meetings, shall ensure that resolutions and proceedings of meetings are and shall perform all duties pertaining to the secretarial functions of NTNC.
2. The Secretary, alone or with assistance from the NTCA Executive Director, shall ensure that a register is kept of all members of NTNC.

**Section D. The Past-President**

1. The Past-President is a non-voting member of the NTNC Board. Exception: the Past-President may vote in instances where a tie-breaker vote is needed.
2. The Past-President shall chair the nominating committee.
3. The Past-President shall assist with planning the annual meeting, by working closely with the Education Committee.

**ARTICLE VII. Liability and Indemnification**

**Section A. Limitation of Liability**

No member of the Executive Committee shall be personally liable to the Coalition or its members for monetary damages for breach of fiduciary duty as a member of the Executive Committee notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of a member of the Executive Committee to the extent that such liability is imposed by applicable law, (i) for any breach of the member of the Executive Committee's duty of loyalty to the Coalition or its members, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which there is improper personal benefit. This provision shall not eliminate the liability of a member of the Executive Committee for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment of or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any member of the Executive Committee for or with respect to any acts or omissions of such officer occurring prior to such amendment or repeal.

**Section B. Indemnification**

The Coalition may, in the sole discretion of the officers, indemnify in whole or in part any person (and his/her heirs, executors, administrators, or other legal representatives) who is, or shall have been a member of the Executive Committee of the Coalition, or any person who is serving or shall have served at the request of the Coalition against all liabilities and expenses (including judgments, fines, penalties, and attorney's fees and all amounts paid, other than to the Coalition, in compromise or settlement) reasonably incurred by any such

member of the Executive Committee, or person who may be a party defendant or with which he/she may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been a member of the Executive Committee, of the Coalition or other such corporation, except in relations to matters as to which any such member of the Executive Committee, or person shall be finally adjudged, other than by consent, in such action, suit, or proceeding to have been liable for bad faith or misconduct in their performance of his/her duty as such member of the Executive Committee, or person serving the Coalition.

## **ARTICLE VIII. Committees**

### **Section A.**

The Executive Committee is comprised of the President, President-Elect, and Secretary. The Past-President serves as a non-voting member of the Executive Committee.

There shall be other such standing and special committees as may be authorized by the Executive Committee.

### **Section B.**

The members of all committees shall be appointed by the President.

### **Section C.**

All reports of committees shall be promptly submitted in writing to the President, or by agreement, the NTCA Executive Director, who will distribute them to the officers.

### **Section D.**

NTCA representatives to other organizations or committees are required to submit reports to the Executive committee shortly after the meeting is held. Reports should include copies of meeting minutes, if possible.

## **ARTICLE IX. Consultants**

### **Section A. Consultant Appointment**

The President shall appoint, and the Executive Committee shall confirm, individuals with relevant expertise to serve as consultants on specific TB-related topics as adopted by resolution of the Executive Committee and amended by subsequent resolutions as necessary.

## **ARTICLE X. Meetings**

**Section A. Annual Meeting**

There shall be an annual meeting held once each calendar year in conjunction with the annual TB Controllers Workshop.

**Section B. Quorum for Membership Meetings**

A quorum for the annual meeting or in-person special meetings shall be fifty (50) percent of the members (i.e., nurses with NTCA associate dues paid and not electing in writing to have excluded themselves from Coalition membership), or twenty-five (25) percent of the states, territories, and Big-cities represented by one or more current attending members.

**Section C. Executive Committee Meetings**

The Executive Committee shall convene no less than two (2) times annually. Such meetings may be held in person or by conference call, or a combination of methods.

**Section D. Quorum for Executive Committee Meetings**

A quorum for Executive Committee meetings shall be a quorum of two of the voting members convened by whatever method is determined by the President, or in his/her absence, the President-Elect.

**Section E. Parliamentary Authority**

Rules of parliamentary procedure according to the latest edition of Robert's Rules of Order shall govern meetings of NTNC unless suspended by a majority vote of those attending a meeting.

**ARTICLE XI. Dues**

**Section A. Coalition Dues**

Annual dues for NTNC Section membership shall be Associate Member dues for NTCA.

**Section B. Non-Payment of Dues**

Individual members failing to pay dues to NTCA shall forfeit privileges of membership in NTNC.

**Section C. Fiscal Year**

The fiscal year shall begin January 1 and end December 31 of each year.

**ARTICLE XII. Amendments**

## **Section A. Process of Amendment**

Members may submit proposed amendments to the Bylaws Committee for study and necessary revisions. Proposed changes will then be submitted to the officers. If the officers concur with the proposed amendment, the amendment will be presented for a vote of approval by the membership.

## **Section B. Voting**

The vote shall occur by distributed ballot to members, which can include electronic distribution. Passage of an amendment to the Bylaws shall be by two-thirds of the members voting.

## **ARTICLE XIII. Nondiscrimination**

All affairs of the Coalition shall be carried on without discrimination as to race, sex, creed, age, color, marital status, sexual orientation, disability, or national origin.

## **ARTICLE XIV. Dissolving of the Coalition**

In the event of a dissolution of the Coalition, all liabilities and obligations shall be paid and the remaining funds shall be transferred to any group that supports tuberculosis elimination, pursuant to a plan of distribution as provided by law under the Internal Revenue Code. The officers will decide at the time of dissolution to whom the distribution will be made.

Note to the File: By-Laws Amended December 13, 2005 to change name to NTNC (National TB Nurse Coalition). Vote was by mail during the election of officers for 2006. Vote was by mail during the election of officers for 2007 and for the By-Laws amendment to use an electronic voting process. Vote was electronic during the election of officers for 2008. Vote was electronic during the election of officers for 2009 and for the By-Laws amendment to reflect the changes in term dates for the elected officers from a term of 1 January to 31 December to a 1 year term to coincide with the annual meeting dates and the NTCA Board.