



Foundation for Addictions Nursing  
3416 Primm Lane  
Birmingham, AL 35216  
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## **BYLAWS: FOUNDATION FOR ADDICTIONS NURSING (FAN-USA)**

A Foundation of the International Nurses Society on Addiction (IntNSA-USA)

### **ARTICLE I**

#### **NAME**

The name of the organization shall be the Foundation for Addictions Nursing- United States of America (FAN-USA), also known as “the Foundation”, a nonprofit corporation incorporated under the laws of the State of Illinois.

### **ARTICLE II**

#### **STATEMENT OF PURPOSE**

The purpose of FAN-USA is to support the mission of the International Nurses Society on Addictions (IntNSA-USA), the member organization, by providing financial support for proposals that advance the addictions nursing specialty through the funding of projects/proposals in education, research, practice, policy, and leadership.

### **ARTICLE III**

#### **RELATIONSHIP WITH THE INTERNATIONAL NURSES SOCIETY ON ADDICTIONS (IntNSA-USA)**

FAN-USA, as the non-profit fund-raising arm of IntNSA-USA, maintains a strong collaborative relationship that supports the mission of IntNSA-USA and the addiction nursing specialty.

### **ARTICLE IV**

#### **OFFICES**

FAN-USA shall have and maintain an agreement and offices with the management company that is retained by IntNSA-USA.

### **ARTICLE V**

#### **GENERAL POWERS**

The business of the Foundation shall be managed by its Board of Trustees and all rights, powers, duties, and responsibilities relative to supervision, direction, and control of the corporation’s property and affairs shall be vested in the Board of Trustees.



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## ARTICLE VI

### BOARD OF TRUSTEES

#### Section 1

Composition, Tenure. The number of Trustees, including the officers, shall not be less than three or more than nine. Four of the Trustees shall be officers and the remainder shall be Trustees-at-large. Each Trustee shall hold office for his or her term of office and/or until his or her successor has been appointed and qualified.

## ARTICLE VII

### OFFICERS

The officers of the Foundation shall be a President, President Elect, Secretary, and Treasurer. All officers shall be nurses.

#### FAN-USA PRESIDENT

**PRESIDENT** – The President shall be the principal executive officer of the Foundation and shall, supervise the affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees. The President shall also serve as an ex officio member of all committees and shall make all required appointments of standing and special committees. The President shall also serve as ex-officio to the IntNSA-USA Board of Directors.

**PRESIDENT ELECT** – The President Elect shall assume the duties of the President whenever that officer is unable to act. The President Elect shall perform such duties as are delegated or assigned by the President or the Board of Trustees. The President Elect shall assume the office of President once the President has completed their term (or second term of service). The President Elect must have served at least 6 months and attend at least 6 meetings as a Trustee prior to being considered for President-Elect.

#### SECRETARY

The Secretary is an officer elected from the FAN-USA Board of Trustees. The Secretary will keep an accurate record of all Board meetings as well as the FAN-USA annual meeting. The Secretary shall preserve records, documents and correspondence as directed by the Board of Trustees and ensure appropriate archival procedures are followed. The Secretary shall cause notice to be given of all meetings of the Board and shall perform other duties incident of the office of Secretary as assigned by the Board. The Secretary shall electronically send the approved minutes to the Executive Director of the management company for archival purposes.

#### TREASURER

The Treasurer is an officer elected from the FAN-USA Trustees. Under the general supervision of the FAN-USA Board of Trustees, the treasurer shall have knowledge of the financial transactions of the Foundation; including information of any monies belonging to the Foundation, financial records, and receipt for any monies belonging to the FAN-USA; make disbursements, and supervise the work of any management firm retained to manage FAN-USA funds; and at least annually, and at such other times as may be required, submit to the FAN-USA Board of Trustees a report of receipts and disbursements and the financial status of FAN-USA. The



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Treasurer shall receive information from the management company regarding appropriate tax filings and licensing filings, and status reports of those filings.

### **Section 1 QUALIFICATIONS**

FAN-USA Trustees must be Registered Nurses with an active license in any state within the chapter of IntNSA-USA- and be a member of IntNSA-USA

### **Section 2 TERMS OF OFFICE**

All Trustees of FAN-USA are elected for four-year terms. Members of the Board of Trustees may serve two consecutive terms of office and, with at least a minimum of a one-year break in service, may serve a maximum of two more terms of office. All Trustees shall assume office following election to the Board, or immediately when appointed to fill a vacancy.

Officers of the Board of Trustees shall serve a two-year term of office and may seek a second term. No officer may serve more than a total of four consecutive years in one office. The officers shall be elected by majority vote of the current members of the Board of Trustees for a two-year term and shall serve until their successors have been duly elected and qualified. All officers shall have served *6 months and participated in 6 meetings* as a Trustee of FAN-USA, prior to being eligible for an officer position. All exceptions shall be voted on by the current Board of Trustees.

### **Section 3 VACANCIES**

FAN-USA has sole responsibility for securing and appointing Trustees. In the event of a vacancy within the FAN-USA Board of Trustees the Board shall appoint a qualified individual to fulfill the unexpired term created by a resignation or leave the position unfilled provided the required minimum numbers of Trustees are maintained. Candidates for an open FAN-USA Trustee position are solicited by recommendation or self-nomination. Sitting FAN-USA Trustees elect a Trustee based on a review of the candidate's qualifications and the needs of FAN-USA.

### **Section 4 TERMINATION OF BOARD OF TRUSTEES MEMBERSHIP**

Membership of any Trustee of FAN-USA shall terminate at the end of his/her term. A Trustee may also be terminated for cause, or whenever, in the judgment of the FAN-USA Board, it is in the best interest of FAN-USA. The Board shall provide the Trustee in question a written statement of examples of poor performance in adhering to the requirements and responsibilities of the role of Trustee and will assist the Trustee in developing a plan for improvement with timelines. If the Trustee is unable or unwilling to complete the improvement plan, the Trustee will be asked to resign by the President (or by the President Elect if the President is the one in question). If the Trustee in question chooses not to resign, an affirmative vote of a simple majority of the FAN-USA Board is required to remove the Trustee.

## **ARTICLE VIII BOARD OF TRUSTEES**



### **Section 1 POWERS AND DUTIES**

The business and affairs of FAN-USA shall be managed by its Board of Trustees and overseen by the President.

### **Section 2 POWERS AND RESPONSIBILITIES**

Organizational affairs shall be managed by the FAN-USA Board of Trustees which has oversight authority of said activities.

The FAN-USA Board of Trustees shall have powers and responsibilities including but not limited to:

- Exercising the responsibility and fiduciary duties of the FAN-USA consistent with applicable provisions of law;
- Overseeing general administration of the FAN-USA through the Executive Director and assigned staff;
- Adopting practices for the conduct of its business;
- Maintaining the fiscal integrity of FAN-USA;
- Performing periodic reviews of FAN-USA bylaws, at a minimum of every two years and as needed;
- Electing the President, President Elect, Secretary and Treasurer of the FAN-USA as defined by policy from among the members of the FAN-USA Board of Trustees;
- Ensuring that processes are in place to prevent conflicts of interest and ethics breaches.

### **Section 3 CONFLICT OF INTEREST/CONFIDENTIALITY/UNAUTHORIZED REPRESENTATION**

At the time of appointment, within 30 days, and annually in October, all FAN-USA Board members and officers shall submit a signed Conflict of Interest and Confidentiality statement, which is submitted to the Secretary. The Secretary will monitor for compliance with confidentiality statements. Electronic signatures are permitted

### **Section 4 DISCIPLINARY ACTION AGAINST MEMBERS OF THE BOARD OF DIRECTORS**

FAN-USA works diligently to make sure that all the Trustees are treated equally and fairly. Reports of misconduct by any Trustee may be reported to the Board. If this occurs, the Board of Trustees will undertake an investigation of the behavior. If substantiated, the complaint may lead to disciplinary action. A Trustee who is removed from office pursuant to this section shall be ineligible to serve as a Trustee or Officer in the future.

## **ARTICLE IX**

### **MEETINGS OF THE FAN-USA BOARD OF TRUSTEES**

#### **Section 1 REGULAR MEETINGS**

FAN-USA will hold monthly meetings either by conference call or by other electronic means. FAN-USA will hold an Annual Meeting during the annual IntNSA-USA Educational Conference, which shall be designated as the Annual Meeting. If there is no in-person IntNSA-USA Educational Conference meeting, or participation in-person is not possible, the Annual Meeting can be held or joined, by electronic means.



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## **Section 2 NOTICE OF MEETINGS**

Regular meetings of FAN-USA will be given no less than thirty (30) days electronic notice, which shall include the date, time, call in number or the location of the meeting.

## **Section 3 SPECIAL MEETINGS**

Special meetings may be held at the request of the President or by quorum of any four (4) members of the Board of Trustees, with no less than twenty-four (24) hours' notice, which shall include the date, time, and location of the meeting.

## **Section 4 MEANS OF MEETINGS**

Meetings of FAN-USA, regular or special, may be held at a time and location designated by the President. Meetings may be held by conference call or other electronic means and are considered official meetings.

## **Section 5 VOTING**

All voting in FAN-USA meetings, including elections of officers, may be by voice, written ballot, mail, fax, text, or email voting, as determined by the Board of Trustees.

All members of the FAN-USA Board of Trustees are eligible to vote.

## **Section 6 QUORUM**

A simple majority of FAN-USA board members, so long as either President or President Elect is present, shall constitute a quorum of the board at all meetings.

## **ARTICLE X COMMITTEES**

FAN-USA may establish such standing and special committees as needed and define their purpose and authority.

## **ARTICLE XI FINANCE**

### **Section 1 FINANCIAL STATUS**

FAN-USA is responsible for all aspects of budget preparation and approval. Financial transactions will be conducted according to commonly accepted accounting principles, including periodic independent audits, completed by the IntNSA-USA Executive Office

### **Section 2 CONTRACTS**

FAN-USA Board of Trustees may authorize the Executive Director of a management company retained to assist with FAN-USA management to enter into a contract or execute and deliver any instrument in the name of and on behalf of the FAN-USA with prior approval. Such authority may be general or confined to specific instances. All contracts and instruments with a value of more than \$250 US dollars (two hundred fifty dollars) require electronic or hard copy signatures of the Executive Director, FAN-USA President and FAN-USA Treasurer.



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### **Section 3 FAN-USA MONIES**

All payment of money, notes, or other evidence of indebtedness issued in the name of FAN-USA shall be paid as designated by the FAN-USA Board of Trustees. All funds of FAN-USA shall be deposited from time to time to the credit of FAN-USA in such banks, trust companies, or other depositories as recommended by the management company in concert with FAN-USA President and Treasurer. The Board of Trustees will approve the operating budget annually.

### **Section 4 FISCAL YEAR**

The fiscal year of the FAN-USA shall begin on July 1 and end on June 30.

**Section 5** Indemnification of Trustees, Officers, authorized employees, volunteers, or agents of the Foundation, and such others as may be specified from time to time by the Board of Trustees, shall be indemnified by the Foundation against claims for liability arising in connection with their positions or activities on behalf of the Foundation, according to acceptable business conduct standards and to the fullest extent permitted by law.

## **ARTICLE XII**

### **PARLIAMENTARY AUTHORITY**

All meetings of FAN-USA Board of Trustees and all in-person or electronic votes of the members shall be conducted utilizing common principles of parliamentary procedure designed to promote fairness and participation. The most current issue of Robert's Rules of Order will be the reference used.

## **ARTICLE XIII**

### **CHANGES TO THE BYLAWS**

#### **Section 1 AMENDMENTS**

The exclusive method for effecting amendments to these bylaws shall be by proposal of the Board of Trustees. The method of voting by the Trustees shall be determined by a simple majority of the Board of Trustees. The Bylaws shall be reviewed at least every two years and as needed.

#### **Section 2 TECHNICAL CHANGES**

Technical changes and/or technical corrections to the Bylaws may be made by unanimous vote of the Board of Trustees. Technical corrections include grammar, punctuation, and changes to provide consistency in language.

Originated:

Revised: 4/13/21, 4/25/23