

# **American Cannabis Nurses Association Constitution and Bylaws**

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## **Constitution**

### **Article I – Name, Location and Mission**

Section 1: The organization shall be known as the American Cannabis Nurses Association, Inc. (ACNA) whose principle office is located at 74 Brick Blvd., Bldg. 2, Suite 103, Brick, NJ 08723 but, thereafter may be located at such other place as shall be permitted and designated by the board of directors. The organization has not been formed for the making of any profit or any personal financial gain. The assets and income of the association shall not be distributable to, or benefit, the officers, directors or any other individual. The assets and income shall only be used to promote the corporate purpose as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors or employees for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. This organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As such, the percentage of ACNA's time or funds spent in lobbying for specific laws shall not exceed that permitted by the IRS for lobbying purposes. The Board, by

simple majority vote, is authorized to amend these Bylaws if and as necessary to maintain compliance with the IRS Code.

The Mission of the ACNA is to advance excellence in cannabis nursing practice through advocacy, collaboration, education, research and policy development.

The ACNA will serve as the professional forum for nurses who are interested in the use of herbal cannabis, cannabinoid preparations and cannabinoid agonists so that they may share their knowledge, advance their skills, continue their education and serve as a resource to other nurses in all areas of practice. Cannabis nurses are also concerned with the nutritional value of hemp seed oil and environmental value of the hemp plant for its fiber and oil.

Section 2: ACNA shall perform and do any and all such acts as are legal, necessary, and proper to the attainment of its mission. Incumbent upon the association membership is awareness of the Federal proscription of cannabis and the legal complexities, uncertainties and injustices perpetrated against ill people by the inappropriate and unjustified Federal policy of Schedule I placement of cannabis in the Controlled Substances Act (CSA).

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## **Bylaws**

### **Article I – Membership Categories**

#### Section 1:

(A) **Regular:** Active membership shall be open to currently practicing nurses. Active members may vote and hold office.

(B) **Retired:** Retired membership shall be open to all nurses who have retired from practice, or who have otherwise resigned their nursing credentials, but have an ongoing interest in cannabis nursing. Retired members may vote and hold office.

(C) **Student:** Student membership shall be open to individuals who are enrolled in a nursing education program. Student nurses may not vote or Students may not hold office, except for a specific seat on the board of directors designated for a nursing student with a strong interest in the ACNA's core principles. This position shall be appointed by the board of directors

(D) **Affiliate:** Affiliate membership shall be open to persons or entities who are concerned with cannabis nursing practice as the board of directors may determine. The board of directors will determine the dues for affiliate members. Affiliate members may not vote or hold office.

(E) **Supportive:** Supportive membership shall be open to persons or entities who want to provide financial support for the growth and maintenance of the ACNA and its mission. Supportive members may not vote or hold office.

Section 2: **Additional Membership Categories:** The board of directors will determine the inclusion of any additional categories of membership as determined necessary.

## **Article II - Finances**

Section 1: **Dues:** The board of directors shall establish dues. Expiration of all membership rights shall occur if dues are not paid as required by current policy.

Section 2: **Fiscal Year:** The accounting period is January 1- December 31 unless altered by the board of directors.

Section 3: **Auditing:** At the direction of the board of directors the accounts of ACNA shall be audited or reviewed by a certified public accountant selected by the board of directors and the report of the audit shall be submitted to the board of directors. Audits shall be conducted at least once every five years and no more often than annually.

**Section 4: Checks, Drafts, etc.:** Officers qualified to issue checks, authorize payments or engage in contracts include the president and the treasurer and the secretary. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officers or agents of the association and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 5: Deposits:** All funds of ACNA shall be deposited in a timely fashion not to exceed two weeks of time to the credit of the association in such banks, trust companies or other depositories as may be selected by any one or more officers or agents of the association to whom such power may from time to time be delegated by the board of directors as affirmatively passed upon by a majority of those present.

### **Article III - Board of Directors**

*Proviso: The revised composition of the ACNA Board of Directors (the nine-member Board) shall be phased in beginning with the 2016 nomination and election cycle. A staggered election cycle shall be developed to maintain continuity and will establish terms aligned with the calendar year effective with the 2016 elections for terms commencing in 2017.*

**Section 1: Composition:** There shall be a board of directors, composed of the officers of the association (President, President-elect, Past President, Secretary and Treasurer) and at least nine (9) at large directors and a nursing student director. At the discretion of the board of director, the board may be expanded to meet the needs of the organization.

**Section 2: Qualifications:** Qualifications for director may include previous service to the association to include, but not limited to, conference attendance, service on a committee or task force, presentations at the annual conference, and/or other service as deemed appropriate by the board of directors.

Members of the Board are expected to embody:

1. Commitment to integrity and transparency and is dedicated to the values of the nursing profession.
2. An understanding of the time commitment of the position so that they can give the position the attention it deserves
3. Demonstrated expertise in nursing, demonstrated through years of service, expert knowledge, or service in other non-profit organizations
4. Service on ACNA committees is not a prerequisite for nomination or election to the Board.

**Section 3: Authority and Responsibility:** The governing body of the association shall be the board of directors. The board of directors may adopt such rules and regulations for the conduct of its business as should be deemed advisable and may in the execution of powers granted, delegate certain of its authority and responsibility to the officers. When fiscally stable, the board shall provide administrative staff for the association. The staff, under the direction of the chief administrative officer, shall be responsible for the effective administration of all affairs of the association and shall be responsible for all activities as directed by the president and the board of directors.

**Section 4: Meetings:** The board of directors shall collectively conduct business at least two (2) times per year. The president shall call the meetings of the board of directors, or the secretary shall arrange a meeting of the board of directors at the request of the president or any officer acting temporarily for the president.

**Section 5: Quorum:** At any meeting of the board of directors, a majority of the voting members of the board of directors, including at least two (2) officers, shall constitute a quorum for the transaction of business of the association and any such business thus transacted shall be valid.

**Section 6: Telecommunications:** Members of the board or of any committee designated by the board may take any action permitted or authorized by these bylaws pursuant to meeting by means of telecommunications. Discussions unable to wait until the next scheduled

meeting of the board may be decided electronically, with the count of votes ratified at the next board of directors meeting. Telecommunications includes conference calls, Skype, instant messaging or other teleconferencing modes.

**Section 7: Standards of Conduct for Directors & Officers:**

Directors when discharging the duties of a Director shall act in good faith, in a manner reasonably believed to be in the best interests of the ACNA. Further guidance with respect to director standards of conduct shall be found in the association's Governance Policy.

**Section 8: Directors:**

(A) **At-Large Directors:** The term of office for directors of the association shall be two (2) years. Half of the directors shall be elected in odd years and half elected in even years. Directors shall serve for two years or until their successors are elected.

(B) **Re-election:** No director who has served four (4) consecutive years shall be eligible for re-election as a director until at least one (1) year has elapsed.

(C) **Director Vacancies:** Vacancies occurring before the expiration of the term may be filled by appointment of the president with the approval of the board of directors. Priority consideration shall be given to the person(s) receiving the most votes, in order, in the most recent election.

(D) **Director Removal:** The board of directors may, by affirmative vote of a majority of its voting members, remove any director for cause, whenever, in their judgment, the best interest of the association would be served thereby according to the process defined in *Robert's Rules of Order Newly Revised*. Any director who misses two consecutive meeting of the board of directors is automatically removed from the Board. Further guidance with respect to director conduct shall be found in the association's Governance Policy.

## **Article IV - Officers**

Section 1: **Officers:** The officers of the association shall be a President, President-elect, or Past-President, Secretary, and Treasurer. These officers shall comprise the Executive Committee.

### Section 2: **Terms of Office:**

(A) **President:** The President will serve for one (1) two-year term as the chief executive officer of the association and will automatically succeed to one (1) one-year term as Past President. The President of ACNA shall in general, supervise and control the affairs of the association. The president shall preside at all meetings of the board of directors. The President shall make all required appointments of ad hoc committees and appointments to replace committee chairs if vacated during her/his term. The President may sign with the secretary, treasurer or any proper officer of the association authorized by the board of directors, any deeds, mortgages, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the board of directors has authorized another individual to act as an agent on behalf of the organization, and the President shall perform such other duties as are necessary and incident to the office of president or as may be prescribed by the Board of Directors. The President shall be an ex officio non-voting member of all committees except the Nominations Committee.

(B) **President-Elect:** The President-Elect will serve for one (1) one-year term and will automatically succeed to one (1) two-year term as President following this. The President-Elect, in the absence of the President, shall exercise the powers of the president. The duties of this role shall be such as to allow the President-Elect to acquire a thorough understanding of the business of ACNA and the duties of the office of the president. The President-Elect shall be responsible for creating organizational plans and identifying committee chairs for all organizational work to be accomplished during the next two year term.

(C) **Past President:** The Past-President will serve for one (1) one-year term. The Past President's role is typically focused on organizational

continuity and will include Chairing the Nominations Committee, advising the bylaws committee, and performing such other duties as may be prescribed by the Board of Directors.

**(D) Terms of President-elect and Past-president:** The offices of President-elect and Past-President are not concurrent. The immediate Past-President shall continue to serve as a member of the Board for one year following installation of the President. The Past-President shall chair the Nominating Committee providing a slate that includes candidates for President-elect who shall then serve during the final year of the President's two-year term, assuming office as stated in Article IV, Section 1 of these Bylaws.

**(E) Secretary:** The secretary will be eligible for four (4) consecutive one-year terms. The secretary shall keep an accurate record of the meetings of the board of directors and the annual business meeting and shall provide the minutes of the last official annual business meeting for approval of the membership. The secretary shall preserve records, documents and correspondence as directed by the board of directors and assure that they are properly archived, shall cause notice to be given of all meetings of the board of directors and shall perform all other duties incident of the office of secretary as assigned by the board of directors.

**(E) Treasurer:** The treasurer will be eligible for four (4) consecutive one-year terms. The treasurer shall be chair of the finance committee. The treasurer shall be the custodian of the association's funds. This person shall ensure that all monies designated for ACNA are appropriately deposited. In accordance with the budget adopted by the board of directors, this person shall be made aware of and approve distribution of the funds of the association. The treasurer shall develop an annual budget for each fiscal year, and present this to the Board of Directors for their approval. The treasurer has the authority to disburse funds and deposit remittances which are a normal part of doing business without specific notification of the board. Prior board notification and approval will be required for extraordinary expenditures or in order to engage in contracts. The treasurer will provide quarterly financial accounting at least,



of an association balance sheet and profit and loss statement. These statements will be transmitted to the board members prior to board meetings.

An assistant treasurer may be appointed by the board of directors to assist the treasurer with the duties outlined above.

**Section 3: Officer Elections, Qualifications, Vacancies, Removal and Delegation:**

**(A) Officer Election:**

1 The President-elect is elected by the membership.

2 The election of the Secretary and Treasurer will take place during the first meeting of the newly elected Board of Directors as a first order of business of the President. The nominations for these positions will come from within the currently seated Board of Directors. The position of Secretary and Treasurer will be effective immediately upon completed vote and announced to the membership via electronic means.

**(B) Officer Vacancies:** Vacancies in any elected office may be filled for the balance of the term thereof by the board of directors at any regular or special meeting. Any officer may resign at any time by giving thirty (30) days written notice to the president.

**(C) Officer Removal:**

Section 1. The board of directors may remove, by at least a vote of a majority of its members in favor, any officer for cause, whenever, in their judgment, the best interests of the association would be served thereby according to the process defined in *Robert's Rules of Order Newly Revised*.

Section 2: If the dues of any Officer are not paid within a reasonable amount of time after the mailing of the renewal notice, the Officer will be

removed from their position and their membership shall automatically terminate, unless extended by the Executive Committee

Section 3: Additional guidance shall be provided by the Association's Terms of Governance.

**(D) Officer Qualifications:** Any regular or retired member in good standing is eligible for nomination and election to any of the offices.

**(E) Delegation:** Officers may have some of their responsibilities delegated to professional management by decision of the board of directors.

## **Article V - Elections**

Section 1: **Nominating Committee:** The nominating committee shall prepare and submit to the executive committee at least one (1) nomination for each of the elected offices of ACNA. Petitions for office must be received by the nominating committee at least sixty (60) days prior to when terms are due to expire.

**(A) Duties:** The duties of the nominating committee include:

1. Circulating a call through electronic methods and ACNA publications for nominations for positions whose term is due to expire.
2. Considering all applicants to determine their qualifications for the open Board positions, as well as President-elect and recommending a suitable ballot to the Board of Directors, who assures that the ballot is in compliance with the bylaws.
3. At least thirty (30) days prior to electronic transmission of the ballot, members will be sent an email alerting the member about the election. Any member may request a ballot be mailed in lieu of electronic notification. This request must be received by the executive office at least fourteen (14) days prior to electronic dissemination of the ballot.
4. Assuring that the ballot is sent to all voting members. Delivery is by electronic means and shall be accomplished if transmitted to

the electronic or facsimile address the member has directed the Association to use for delivery of official Association correspondence, or by first class postage.

5. Responsibility for the election process including ensuring the security of the voting process, tallying of ballots, issuing a teller committee report, and reporting results to the President.

Section 2: **Nominees:** Each member considered for nomination shall submit a written letter of intent with a statement of willingness to serve and short professional biography for their nominating package.

Section 3: **Voting:** A simple majority is sufficient to elect the board of directors and officers.

Section 4: **Notification:** The President notifies the Board of Directors and membership of the election results.

Section 5: **Vacant Office:** If an office remains vacant at the time of the annual business meeting, it may be filled by a majority election of the voting members present at the annual business meeting. The nominating committee or, in their absence, a teller committee composed of three (3) members shall be designated by the president and shall distribute blank ballots to all voting members. The voting members with the name of the candidate to be considered will complete these. The teller committee will then collect and tally the confidential ballots and the head teller will announce the results.

## **Article VI - Meetings**

Section 1: **Business Meetings:** There shall be an annual business meeting of the association at such time and place as determined by the board of directors not less than annually. Annual business meetings may be conducted via conference call, video conferencing, or live in conjunction with other conferences such as the *National Clinical Conference on Cannabis Therapeutics*.

**Section 2: Special Meetings:** Special meetings of the association may be called by the board of directors at any time, or shall be called by the president upon receipt of written request by one-third (1/3) of the voting members, within thirty (30) days after filing of such request with the administrative office. The business to be transacted at any special meeting shall be stated in notice thereof and no other business may be considered at that time.

**Section 3: Notice of Meetings:** Notice of the annual business meeting and any special meetings of the association shall be transmitted via e-mail to the last known address of each member not less than thirty (30) days and not more than sixty (60) days before the date of the next meeting. If members so decide, they may receive notice through U S mail.

**Section 4: Voting:** At the annual business meeting or any special meetings of the association, each voting member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a simple majority of those active members present at a meeting at which a quorum is present shall govern.

**Section 5: Quorum of Members:** A quorum shall consist of a simple majority of those voting members present at an annual meeting or special meeting of the members. A quorum at board of directors meetings is addressed in Article III Section 4.

**Section 6: Parliamentary Authority:** *Robert's Rules of Order Newly Revised* shall govern meetings of ACNA unless otherwise specified. Any board member is eligible to preside over meetings.

## **Article VII - Committees**

**Section 1: Chairs:** Committee chairs shall be appointed by the president. The chairs shall select their own committee members unless otherwise specified. All committees report to the board of directors at least twice annually.

**Section 2: Executive Committee:** An executive committee

comprised of the officers of the association shall have the authority to act in place of the board of directors between board meetings on all matters except those specifically reserved to the board of directors by these bylaws. Minutes of the executive committee meetings shall be distributed to the entire board of directors. A chief administrative officer shall be an ex officio non-voting member of this committee.

**Section 3: Finance Committee:** The finance committee shall consist of the treasurer as chair and at least two (2) other members who are directors of the association. The committee shall counsel with the chief administrative officer on the annual budget of ACNA and prepare recommendations for the board of directors by the annual meeting of the coming fiscal year.

**Nominating Committee:** The Nominating Committee will be chaired by the Past President and will be responsible for developing and presenting the slate of candidates for the following year's election of ACNA Officers and Directors as set forth in Article V of these Bylaws. Committee membership shall be open to all active, voting members and shall strive to be representative of the organizational membership and their interests. This committee will invite the ACNA membership to submit nominations for positions in which incumbents' terms are expiring, on December 31 of any given year or to fill positions that are or will be vacated for other reasons at that time, when advised by the Board of Directors that this is desired. The slate of candidates must be developed by the Nominating Committee and submitted to the ACNA Board for approval no later than 60 days prior to the Annual Business Meeting. Consistent with Article V. of these bylaws, the Nominating Committee is also responsible for alerting the membership of an upcoming vote, and for distributing ballots to the membership. The Nominating Committee is also responsible for tallying the votes and reporting election results to the Board of Directors.

**Section 5: Membership Committee:** The membership committee shall be chaired by a member of the Board of Directors and at least 6 members of ACNA, preferably Meetup Leaders. The membership committee at a minimum is responsible for effectively retaining established

members of ACNA, recruiting new members to ACNA, promoting value of membership, and engaging State Meetup Leaders. The membership committee should meet no less than bi-monthly, with minutes provided to the Board of Directors.

Section 6: **Ad Hoc Committees:** The president shall appoint ad hoc committees to provide for a limited or continual service to the association.

### **Article VIII - Chapters**

Section 1: Chapters of ACNA may be established according to the guidelines accepted by the board of directors. The board of directors must recognize each chapter individually.

Section 2: All chapter officers shall be members of ACNA.

Section 3: Chapter members are encouraged to become members of ACNA, but this is not a requirement for chapter membership.

### **Article IX - Indemnification**

The association may indemnify all officers, directors and committee members of itself and subsidiary corporations acting within the scope of their authority to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the board of directors.

### **Article X - Contracts**

The board of directors may authorize any officers of the association, in addition to the officers so authorized by these bylaws, to enter in to any contract or to execute and deliver any instrument in the name of the association and such authority may be general or confined to specific instances.

## **Article XI - Books and Records**

The association shall keep correct and complete books and records of minutes of accounts and also shall keep minutes of the proceedings of its board of directors and committees having any authority of the board of directors.

## **Article XII - Amendment of the Bylaws**

Section 1: **Proposed Amendments:** Proposed amendments to the bylaws or Articles of Incorporation shall take place via a ballot, to all active regular and retired members, sent electronically to the last known email address of each member. At least thirty (30) days prior to electronic transmission of the ballot, members will be sent a notice by e-mail alerting the member about the proposed amendments. Any member may request a ballot be mailed in lieu of electronic notification. This request must be received by the Executive Office at least fourteen (14) days prior to electronic dissemination of the ballot.

Section 2: **Member Notification:** Notification of adopted amendments will be furnished to all ACNA members by the president via electronic mailing and via the official ACNA website and other publications.

## **Article XIII - Dissolution**

ACNA may be dissolved only with authorization by its Board of Directors by a majority vote at a special meeting called for that purpose. Upon dissolution or other termination of ACNA, all remaining assets of ACNA, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to one or more other 501(c)(3) organizations (with purposes similar to those of ACNA) as shall be chosen by the then existing board of directors.

## **Article XIV - No Discrimination**

The association shall not discriminate against anyone on the basis of race, color, creed, age, national origin, gender, sexual orientation, religion or handicap.

## **Article XV - Conflict of Interest**

Section 1: **Definition:** A conflict of interest is deemed to exist when an agent, officer or director of the corporation has a direct or indirect interest in any contract relating to operations of the corporation. The fact and nature of such interest shall be fully disclosed in writing to the president prior to the meeting in which action may be taken on the matter. Such interest shall again be disclosed to the director present during the meeting and the interested director may not participate in the authorization of the matter in question. The interested director cannot be counted for the purpose of establishing a quorum. Should an issue arise during a meeting, the agent, officer or director in question will immediately and publicly identify the conflict of interest or apparent conflict of interest to the body and refrain from any participation in any discussion of or voting on that issue.

Section 2: No part of the income, earnings or other assets, if any, of the corporation shall inure to the benefit of any officer or director of the corporation either during the life of the corporation or upon the dissolution thereof.

Section 3: ACNA's conflict of interest policy shall be provided to each ACNA Officer and Director upon their appointment, and reviewed and signed by each officer and director annually, in order to assure its understanding and compliance. Annually, the ACNA officers and directors will also be asked to disclose potential conflicts of interest.

## **Article XVI Legal Representation**

Section 1: In the event of legal problems arising out of cannabis related activities, or any other criminal proceedings of any officer or board



member, the association will not be held liable or responsible. The association will, with approval of the board, engage legal representation to defend the association, or any officer or board member who is experiencing legal difficulties as a result of his/her participation or activities in the association. However, should such member or officer be adjudged guilty of criminal conduct or willful misconduct, the aforesaid indemnity shall not apply.

**Certification**

Eileen Konieczny RN, President of ACNA, and Amy Mack RN, Secretary of ACNA, certify the foregoing is a true and correct copy of the bylaws of the above named organization, duly adopted by its Board of Directors & Membership on April 23, 2016.

\_\_\_\_\_, President

\_\_\_\_\_, Secretary